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4TH SCREEN ADVERTISING LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012
REGISTERED NUMBER 05700205 (ENGLAND AND WALES)



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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2012

DIRECTORS

Mark Slade Tove Mane Selnes Baard Farmen Andresen

SECRETARY

Andrew Warren

REGISTERED OFFICE

5th Floor The Tower Building 11 York Road London SE1 7NX

REGISTERED NUMBER

05700205 (ENGLAND AND WALES)

AUDITORS

KPMG LLP 8 Salisbury Square London EC4Y 8BB United Kingdom

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DIRECTORS' REPORT

The directors present their directors' report and financial statements for the 12 month year ended 31 December 2012

PRINCIPAL ACTIVITIES

The principal activity of the company in the period under review was that of the provision of mobile display advertising and related services

BUSINESS REVIEW

During the year to 31 December 2012, 4th Screen Advertising has continued to develop the premium mobile advertising model through improved technology and enhanced design capability. 4th Screen continues to attract significant new brands to use mobile advertising as part of their marketing or advertising activities. Revenues increased to £6.65M (2011 6 Months - £2.34M) indicating the increasing strength of the business and the underlying growth of the market. The company moved into a profitable position with positive cashflows.

Given the straight forward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the entity

Future Developments

The company will continue to invest in new technologies and formats to utilise the functionality of mobile handsets and operating systems for the purpose of Mobile Advertising

Dividends

The company paid no dividends during the period and no future dividend payment was determined

Donations

The company made no political or chantable donations during 2012

Financial Instruments

Employee Options were exercised during the year. No further Financial Instruments were issued or traded

Post Balance Sheet Events

In February 2013 the Intercompany Loan between 4th Screen Advertising Ltd and 4th Screen Advertising Holdings was satisfied in full through the issue of Ordinary Shares in 4th Screen Advertising Ltd

DIRECTORS

The directors who held office during the period were as follows

Mark Slade
Enk Harrell Resigned 19th December 2012
Roar Olbergsveen Resigned 19th December 2012
Richard Mann Resigned 16th February 2012
Tove Mane Selnes Appointed 19th December 2012
Baard Farmen Andresen Appointed 19th December 2012

Principle Risks & Uncertainty

The main financial risks ansing from the company's activities are price risk, credit risk and liquidity risk

The directors monitor price risk and consider that there are no significant associated risks

The company's policy in respect of credit risk is to undertake appropriate credit checks on potential customers before sales are made and to monitor payments against contractual agreements for existing customers

The company has access to funds from its ultimate parent company and therefore the directors consider that there is no significant liquidity risk

DISCLOSURE OF INFORMATION TO AUDITORS

The directors who held office at the date of approval of this directors report confirm that so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

AUDITORS

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the board

Mark Slade Director MMMMM.

06 March 2014

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE

The Directors were responsible for preparing the Directors' Report and Financial Statements in accordance with the applicable Law and regulations

Company Law requires the Directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice) including FRS 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit and loss of the company for that period in preparing these financial statements the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent
- prepare the financial statements on a going concern basis unless its inappropriate to presume that the company will
 continue business and
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain, the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply the Company's Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregulanties.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF 4th SCREEN ADVERTISING LIMITED

We have audited the financial statements of 4th Screen Advertising Limited for the year ended 31 December 2012 set out on pages 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland

This report is made solely to the company's members as a body, in accordance with Chapter 3 of Part 18 of the Companies Act 2006 Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to thern in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work for this report, or for the opinions we have formed

Respective responsibilities of directors and auditor

As explained more fully in the Directors. Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www frc org uk/auditscopeukprivate

Opinion on financial statements

In our opinion the financial statements

· give a true and fair view of the state of the company's affairs as at 31 December and of its profit for the year then ended, have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if in our opinion

· adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us or

the financial statements are not in agreement with the accounting records and returns, or

certain disclosures of directors' remuneration specified by law are not made or

· we have not received all the information and explanations we require for our audit

Tudor Aw (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor **Chartered Accountants**

/03/14

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

		Year	6 Months
	Notes	2012 £	2011 £
Turnover		6,650 350	2 341 676
Cost of sales		(3 801,817)	(1,335,338)
Gross Profit		2 848 533	1 006 338
Administrative expenses		(2 289,612)	(1 034,212)
Operating Profit/(Loss)		558 921	(27 874)
Other interest receivable and similar income		85	84
Interest payable and similar charges	6	(7,551)	•
Profit/(Loss) on ordinary activities before taxation	2	551,455	(27,790)
Tax on Profit/(loss) on ordinary activities	4	(130 487)	-
Profit/(Loss) for the financial period		420 968	(27,790)
Total Comprehensive Income		420,968	(27,790)

Notes from pages 9 to 15 form an integral part of these financial statements. The company has no recognised gains or losses other than profits for the current and previous years. All of the Company's activities are continuing operations.

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BALANCE SHEET

	Notes	As at 31 Dec 12 £	As at 31 Dec 11 £	As at 01 Jul 11 £
Fixed assets				
Tangible assets	6	126,981	52 4 71	30,675
Current assets				
Debtors	7	4 194 056	1,417,122	1,168,555
Cash at bank		162,847	395,550	166,018
		4,356 903	1 812,672	1 334 573
Creditors amounts falling due within one year	8	(3,867,806)	(1,824,319)	(1,863,519)
State of the state		(3,867,806)	(1 824 319)	(1,863 519)
Net current assets/(kabilities)		489,097	(11,647)	(528 946)
Creditors amounts falling due over one year	9	(588,914)	(559 651)	-
Creditors amounts falling due after more than one year			-	-
Net assets		27,163	(518,828)	(498,271)
Capital and reserves				
Called up share capital	10	3,890	3 705	3,705
Share Premium Account	11	687,133	562,295	562 295
Profit and loss account	11	(663,860)	(1 084 828)	(1,064 271)
Total equity/(deficit) attributable to shareholders		27 163	(518,828)	(498,271)

The financial statements were approved and authorised for issue by the board of Directors on 06 March 2014 and were signed off on 06 March 2014 its behalf by

Mark Slad

Company Number 05700205 (ENGLAND AND WALES)

Notes from pages 9 to 15 form an integral part of the financial statements

ACCOUNTING POLICY

Basis of preparing the financial statements

The accounts have been prepared on a going concern basis which assumes that the company will continue for the foreseeable future

The financial statements have been prepared under the historical cost convention. The financial statements of the Company for the year-ended 31 December 2012 have been prepared in accordance with the Financial Reporting Standard 102 applicable in the United Kingdom and Republic of Ireland, issued by the Financial Reporting Council. These are the Company's first set of financial statements prepared in accordance with FRS 102

Accounting Convention

The financial statements were prepared in accordance with Financial Reporting Standard 102 applicable in the UK and the Republic of treland. The company has chosen early adoption of this accounting standard with a transition date of 1

January 2012 In the transition to FRS 102 from old UK GAAP, the company has made no measurement and recognition adjustments An explanation to how the transition to FRS 102 has been assessed the reported financial position, financial performance and cash flows of the Company is provided in note 17

The Company's ultimate parent undertaking, Opera Software AS includes the Company in its consolidated financial statements. The consolidated financial statements of Opera Software AS are available to the public and may be obtained from http://www operasoftware.com/company/investors/finance. These consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) adopted by the EU and the interpretations adopted by the International Accounting Standards Board (IASB) The consolidated financial statements are also prepared according to applicable regulations and paragraphs in the Norwegian Accounting Act and the relevant paragraph in the Securities

In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures

Key Management Personnel Compensation, Cash Flow Statement and related notes.

As the consolidated financial statements of Opera Software AS include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures

 Certain disclosures required by FRS 102 26 Share Based Payments, and
 The disclosures required by FRS 102 11 Basic Financial Instruments and FRS 102 12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements

The financial statements have been prepared on a going concern basis, notwithstanding the net assets of £27,163 (2011 Net Liability £518 828) which the directors believe to be appropriate for the following reason. The company has received from its parent company, Opera Software AS, an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed to enable the company to continue to trade and meet its financial obligations as they fall due. As with any company placing reliance on another group company for financial support the directors acknowledge that there can be no certainty that this support will continue although at the date of approval of these financial statements, they have no reason to believe that it will not do so

On this basis the directors believe that it remains appropriate to prepare the financial statements on the going concern basis. The financial statements do not include any adjustments that would result from the going concern basis of preparation being inappropriate

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets

The company assesses at each reporting date whether tangible fixed assets are impaired

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. The estimated useful lives are as follows

- plant and equipment 3 years
- fixtures and fittings 3 years

Deprecation methods useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits

Turnover

Turnover is recognised on the basis of advertising inventory (advertisements being displayed on mobile websites and in mobile apps) delivered in the period as measured by the relevant ad serving systems or third party tracking mechanisms. The value of turnover is determined by the net price (after Agency Discount) of the sale of the advertising campaign multiplied by the delivered inventory up to the value of the campaign ordered on either a CPM (cost per thousand), CPC (cost per click) or CPA (cost per action basis). Revenue is only recognised on actual delivery of the campaign in the period and not on booking of the campaign.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years. Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense. Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrefleved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits

Translation of foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gams or losses on translation are included in the profit and loss account

Basic financial instruments

Trade and other debtors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses. If the arrangement constitutes a financing transaction for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument

Trade and other creditors

Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method. If the arrangement constitutes a financing transaction for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Employee benefits

Defined contribution plans and other long term employee benefits

Defined contribution plans and other long term employee enteriors.

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the penods during which services are rendered by employees.

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation, in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

2 OPERATING PROFIT /(LOSS)

The operating profit/(loss) is stated after charging		
	2012	2011
	£	£
Depreciation	42 878	13 289
Auditor's remuneration		
Audit of these financial statements	28,574	4,683
Amounts receivable by the auditors and their		
associates in respect of,		
Other services relating to taxation	3,000	1,000
-	31,574	5,683
Foreign exchange differences	18,232	2,584
3 REMUNERATION OF DIRECTORS		
	2012	2011
	£	£
Director's remuneration and other benefits	114 841	57,121
Company contribution to money purchase pension scheme	2 910	1,455
	117,751	58,576

The aggregate of emoluments of the highest paid director was £114 841 (2011 £132,319) Company pension contributions of £2,910 (2011 £2,425) were made to a money purchase scheme on behalf of the directors.

Only one director was remunerated through 4th Screen Advertising Ltd whilst all other directors were remunerated through the parent company.

	Number of directors	
	2012	2011
Retirement benefits are accruing to the follow	ing number of directors under	
Money purchase schemes	1	<u> </u>
4 EMPLOYEE REMUNERATION		
The average number of employees for curren	t and pnor year was as follows	
	2012	2011
Management/F&A	4	1
Publishers	2	1
Sales	8	6
Creative	5	3
Delivery/Operations	5	3
Product/Tech/Dev	4	7
Total	28	21
	2012	2011
	£	£
Wages and Salanes	1,581,467	543,554
Childcare Vouchers	2,082	1,229
Social Security	176,275	57,640
Pension Costs	5,741	2,425
Total	1,765,565	604,848

5 TAXATION		
Analysis of charge in period	2012	2011
,	£	£
Profit/(loss) for the year	420,968	(27,790)
Total tax expense	130,487	-
Profit/(loss) excluding taxation	551,455	(27,790)
Corporation tax for the period to 31/03/2012 at 26%	35 213	-
Corporation tax for the period to 31/12/2012 at 24%	95 274	-
Total tax expense included in profit or loss	130,487	-
6 INTEREST PAYABLE AND SIMILAR CHAP	RGES	
	2012	2011
	£	3
Interest payable on other loans	7,551	-
-	7,551	
_		

interest payable through the period was due on the loan from the parent company (See Note 10)

7 TANGIBLE FIXED ASSET			
	Furniture &	Office	Total
	fittings	Equipment	
	£	£	£
Cost			
At 1 January 2012	6 654	187 583	194,237
Additions	36 177	81 211	117,388
Disposals	<u>-</u>	_	
At 31 December 2012	42,831	268,794	311,625
Depreciation			
At 1 January 2012	5 104	136,662	141,766
Charge for period	4 100	38,778	42 878
Disposals	<u>-</u>	_ 	
At 31 December 2012	9,204	175,440	184,644
Net book value			
At 31 December 2012	33,627	93,354	126,981
At 1 January 2012	1,550	50,921	52,471
At 1 July 2011	2,131	28,544	30,675
8 DEBTORS			
		2012	2011
		£	£
Trade debtors		2,276,736	1 113 159
Other debtors		44 191	29,621
Prepayments and accrued income		1,87 <u>3,129</u>	274,342
, ,		4,194,056	1,417,122

9 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR	AR	
•	2012	2011
	£	£
Trade creditors	663,507	382,163
Social security	62 509	47,609
VAT	164 274	141 505
Accruals and deferred income	1 606 285	1,226 087
Amounts owed to group undertakings	1,209,036	559,651
Other Creditors	31,708	26,955
Corporation Tax	130,487	-
	3,867,806	2,383,970
10 CREDITORS AMOUNTS FALLING DUE AFTER ONE YEA	JR	
	2012	2011
	£	£
Amounts owed to group undertakings	588,915	<u>559,651</u>

An intercompany loan of \$1,560 000 was made from Opera Software AS to 4th Screen Advertising Ltd This loan had a "Drawdown Date" of 26th October 2012 The loan plus any applicable interest is to be paid in full within 3 years from the "Drawdown Date"

Interest shall be charged and calculated from the "Drawdown Date" by the Lender and shall accrue at the end of each quarter (covering the three prior months) at an interest rate equal to three (3) months NIBOR (nominal rate) plus 130 basis points. NIBOR is the Norwegian Interbank Offered Rate which is the interest rate offered to the bank for deposits of the relevant currency for the relevant interest period in the Norwegian market.

11 CALLED UP SHARE CAPITAL 2012 2011 Allotted called up and fully paid £ £ Ordinary shares of 1p each 3 365 3 180 Ordinary preference shares of 1p each 525 525 3,890 3,705

On 15th Feb 2012, Options over 18 522 Ordinary Shares were exercised and the shares issued

Shares issued in 2012	Number of shares issued	Consideration for each share £	Total Consideration
Ordinary Shares issued on exercise of options	18,522	6 75	125,024
Class of Shares	Number of shares allotted	Nominal value of each share	Total Value
		£	£
Ordinary Shares	336,522	0 01	3 365
Preference Shares	52,474	0 01	525
	388,996		3,890

12 RESERVES			
	Share Premium Account	Profit & Loss Account	Total
	£	£	£
At 31 December 2011	562 295	(1 064 271)	(501,976)
Premium on shares issued	124 838	-	124,838
Profit for the Penod	-	420,968	420,968
At 31 December 2012	687.133	(643,303)	43,830

13 PENSION SCHEME

4th Screen participated in the operation of a defined contribution pension scheme

The pension cost charge for the period represents contributions paid by 4th Screen to the scheme and amounted to £5,741 (2011 £2,425) There were no outstanding or prepaid contributions at either the beginning or end of the financial period

14 ULTIMATE PARENT COMPANY

On 16th February 2012, Opera Software International AS became the Ultimate Parent Company of 4th Screen Advertising Limited Opera Software International AS is located in Oslo, Norway

Opera Software International AS financial statements are available to the public and can be obtained from http://www.operasoftware.com/company/investors/finance

15 RELATED PARTY DISCLOSURES

During the period the company incurred the following charges from Opera Software International AS: the parent company during the period under review

2012

2011

Technology Recharge	£ 195,542 195,542	<u> </u>
16 DEFERRED TAXATION		
The company has a deferred tax asset of £29,621 (2011 £22,388)		
	2012 £	2011 £
Accelerated capital allowances	(1 545)	(1 545)
Tax losses carned forward	(24,156)	(16,923)
General provisions	(3,920) (29,621)	(3,920)

17 Explanation of transition to IFRS

As stated in note 1, these are the Company's first financial statements prepared in accordance with FRS 102. The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 December 2012, the comparative information presented in these financial statements for the six month period ended 31 December 2011, and in the preparation of an opening FRS 102 balance sheet at 1 July 2011 (the Company's date of transition).

in preparing its opening FRS 102 balance sheet the Company has adjusted amounts reported previously in financial statements prepared in accordance with its old basis of accounting (UK GAAP). There were no adjustments required from the conversion of UK GAAP to FRS 102.

18 Lease Terms

4th Screen Advertising Ltd has two separate operating leases both with commencement dates of 25th October 2012 and termination dates of 24th March 2014

	2012	2011
	£	£
Within one year	91,044	-
In more than one year, but not more than five years	22,761	-
After five years	<u></u> _	
•	113,805	_