



## NOTICE TO THE EXTRAORDINARY GENERAL MEETING

**The shareholders of Modern Times Group MTG AB (publ) are hereby given notice to the Extraordinary General Meeting on 22 March 2022. In order for the Extraordinary General Meeting to be conducted in a manner that limits the risk of spreading Covid-19, the Board has decided that the Extraordinary General Meeting should be conducted only through postal voting in accordance with temporary legislation. It will not be possible for shareholders to attend the Extraordinary General Meeting in person or by way of a proxy holder.**

**Information on the resolutions adopted by the Extraordinary General Meeting will be disclosed on 22 March 2022, as soon as the outcome of the postal voting has been finally confirmed.**

### PARTICIPATION

Shareholders who wish to participate in the Extraordinary General Meeting shall:

- be recorded in the presentation of the share register prepared by Euroclear Sweden concerning the circumstances on Monday 14 March 2022; and
- give notice to participate no later than Monday 21 March 2022 by casting their postal vote as instructed under the heading "Postal voting" below, so that the postal vote is received by MTG no later than that day.

To be entitled to participate in the Extraordinary General Meeting, shareholders whose shares are registered in the names of nominees must, in addition to giving notice to participate by casting their postal vote, re-register such shares in their own name so that the shareholder is recorded in the presentation of the share register as of 14 March 2022. Such re-registration may be temporary ("voting rights registration") and can be requested from the nominee in accordance with the nominee's procedures in such time in advance as the nominee determines. Voting rights registrations effected no later than 16 March 2022 will be considered in the presentation of the share register.

### POSTAL VOTING

Shareholders may only exercise their voting rights at the Extraordinary General Meeting through postal voting in advance pursuant to Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The form is available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "General Meetings" (which can be found under the section "Investors").

The completed and signed postal voting form can be submitted either by email to [info@computershare.se](mailto:info@computershare.se), or by post to Computershare AB, "EGM of MTG", P.O. Box 5267, SE-102 46 Stockholm, Sweden. Shareholders who are natural persons may also cast their postal votes digitally through verification with BankID. Link to digital postal voting can be found on the company's website [www.mtg.com](http://www.mtg.com) under the heading "General Meetings" (which can be found under the section "Investors").

Postal voting forms and digital postal votes must be received by MTG no later than 21 March 2022.

If the shareholder postal votes by proxy, a power of attorney shall be enclosed with the postal voting form. A template proxy form is available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "General Meetings" (which can be found under the section "Investors"). If the shareholder is a legal entity, a copy of a registration certificate or a corresponding document for the legal entity shall be enclosed together with the postal voting form.

Further instructions and conditions can be found in the postal voting form.

For information on how your personal data is processed, please visit [www.computershare.com/se/gm-gdpr](http://www.computershare.com/se/gm-gdpr) and [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

## **SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

The Board and the CEO shall, if any shareholder so requests and the Board believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda. A request for such information shall be made in writing to Modern Times Group MTG AB (publ), Att. "EGM", P.O. Box 2094, SE-103 13 Stockholm, Sweden, or by email to [simon.eliasson@mtg.com](mailto:simon.eliasson@mtg.com) no later than 14 March 2022. The information will be made available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "General Meetings" (which can be found under the section "Investors") and at the company's premises at Skeppsbron 18 in Stockholm, Sweden, no later than 17 March 2022. The information will also be sent to the shareholder who requested it and stated their postal address or email address.

**PROPOSED AGENDA**

1. Election of Chairman of the Extraordinary General Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to check and verify the minutes.
5. Determination of whether the Extraordinary General Meeting has been duly convened.
6. Resolution on authorisation for the Board to resolve on repurchase of own shares.

## **RESOLUTIONS PROPOSED BY THE BOARD**

### **Election of Chairman of the Extraordinary General Meeting (item 1)**

The Board proposes that Tone Myhre-Jensen at Cederquist, member of the Swedish Bar Association, is elected to be the Chairman of the Extraordinary General Meeting, or in the event she is prevented, the person appointed by the Board.

### **Preparation and approval of the voting list (item 2)**

The voting register proposed to be approved is the voting register prepared by Computershare on behalf of MTG, based on the general meeting share register and received postal votes, confirmed by the persons assigned to verify the minutes.

### **Election of one or two persons to check and verify the minutes (item 4)**

The Board proposes that Johan Ståhl, representing Lannebo Fonder, and Ulrik Grönvall, representing Swedbank Robur Fonder, or, to the extent one or both of them are prevented, any person or persons appointed by the Board, are elected to verify the minutes. The assignment to verify the minutes shall also include verifying the voting list and that the postal votes are correctly reflected in the minutes.

### **Authorisation for the Board to resolve on repurchase of own shares (item 6)**

MTG has, as announced on 24 January 2022, agreed to divest ESL Gaming in an all-cash transaction valuing MTG's holding to USD 960m (equaling SEK 8,890m). Based on the envisaged transaction timetable, MTG's Board of Directors expects to propose the return of funds to its shareholders in connection with the Annual General Meeting on 24 May 2022.

In order to give the Board more options in its efforts to deliver long-term shareholder value and total return, as well as return to shareholders following the ESL Gaming transaction, the Board proposes that the Extraordinary General Meeting resolves to authorise the Board to resolve on repurchases of MTG's own shares, for cancellation of shares through a reduction of the share capital, in accordance with the following conditions:

- The repurchase of shares (Class A and/or Class B) shall take place on Nasdaq Stockholm, on one or more occasions during the period up until the next Annual General Meeting in May 2022.
- So many shares may, at the most, be repurchased so that MTG's holding does not at any time exceed 10 percent of the total number of shares in MTG.
- The repurchase of shares on Nasdaq Stockholm may occur at a price per share within the at each time registered share price interval, by which is meant the difference between the highest buying price and the lowest selling price.
- It is the from time to time lowest priced available shares that shall be repurchased by MTG.
- Payment for the shares shall be made in cash.

The disposable amount according to Chapter 17, Section 3, first paragraph of the Swedish Companies Act (2005:551), further to the latest resolution regarding value transfers amounts to SEK 5,268 million. In connection with the Board's possible resolution to exercise the authorisation, the Board will make an assessment if the repurchase is justified considering, among other things, the liquidity.

## MISCELLANEOUS

### Shares and votes

There are a total number of 117,015,055 shares in MTG, whereof 545,662 Class A shares, 110,145,050 Class B shares and 6,324,343 Class C shares. The total number of votes for all MTG shares is 121,926,013. As per the date of this notice, MTG holds 304,880 Class B shares and 6,324,343 Class C shares in treasury, which cannot be represented at the Extraordinary General Meeting.

### Special majority requirements with respect to the proposed resolution under item 6

A resolution in accordance with item 6 is only valid if supported by shareholders holding not less than two thirds (2/3) of the votes cast as well as the shares represented at the Extraordinary General Meeting.

### Documentation

The Board's reasoned statement pursuant to Ch 19 Sec 22 and Ch 19 Sec 24 of the Swedish Companies Act (2005:551), is available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "General Meetings" (which can be found under the section "Investors") and MTG's financial reports are available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "Reports & Presentations" (which can be found under the section "Investors") and at the company's premises at Skeppsbron 18 in Stockholm, Sweden. The documents are presented, and the information is provided to the shareholders, by being available at the company's premises and on the website. Copies of the documents will also be sent to those shareholders who so request and state their postal or email address.

The documents can be ordered by email to [info@computershare.se](mailto:info@computershare.se), by post to Computershare AB, "EGM of MTG", P.O. Box 5267, SE-102 46 Stockholm, Sweden or by telephone at +46 (0) 771-246 400.

The general meeting share register will be held available at the company's premises at Skeppsbron 18 in Stockholm, Sweden.

### Authorisation

The Board, or the person that the Board will appoint, shall be authorised to make the minor adjustments in the Extraordinary General Meeting's resolutions as may be required in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden.

Stockholm, February 2022

MODERN TIMES GROUP MTG AB (PUBL)

THE BOARD

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