

§ 1

Election of Chairman of the Extraordinary General Meeting (agenda item 1)

The Meeting elected Tone Myhre-Jensen, member of the Swedish Bar Association, as Chairman of the Meeting, in accordance with the Board's proposal.

It was noted that Henrik Wållgren had been appointed to keep the minutes at the Meeting.

It was further noted that the Meeting was conducted in accordance with Sections 20 and 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, allowing shareholders to exercise their voting rights at the Extraordinary General Meeting only through postal voting in advance.

The notice to the Meeting was enclosed to the minutes, Appendix 1.

The form used for postal voting was enclosed to the minutes, Appendix 2.

A compilation of the overall result of postal votes, on each agenda item that is covered by postal voting, was enclosed to the minutes, Appendix 3, which includes the information prescribed in Section 26 in the abovementioned Act (2022:121).

It was noted that the shareholders had been given the opportunity to request written information from MTG and that no such request had been received by the company, and that no request had been made in accordance with Section 25 in the abovementioned Act (2022:121).

§ 2

Preparation and approval of the voting list (agenda item 2)

The Meeting approved the list in Appendix 4 as voting list for the Extraordinary General Meeting.

§ 3

Approval of the agenda (agenda item 3)

The Meeting approved the proposed agenda, Appendix 5, which had been included in the notice.

It was noted that the Board's complete proposals had been included in the notice.

It was further noted that the Board's complete proposals and other documentation to the Extraordinary General Meeting were presented by being held available at the company and on the company's website.

§ 4

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

The Meeting elected, in accordance with the Board's proposal, Johan Ståhl, representing Lannebo Fonder, and Ulrik Grönvall, representing Swedbank Robur Fonder, to check and verify the minutes jointly with the Chairman of the Meeting.

It was noted that the assignment to check and verify the minutes also include verifying the voting list and that the postal votes are correctly reflected in the minutes.

§ 5

Determination of whether the Extraordinary General Meeting has been duly convened (agenda item 5)

The Meeting resolved to declare the Meeting duly convened.

§ 6

Resolution on authorisation for the Board to resolve on repurchase of own shares (agenda item 6)

The Meeting resolved in accordance with the Board's proposal, Appendix 6, to authorise the Board to resolve on repurchase of own shares.

It was noted that the resolution was supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

At the minutes:

Henrik Wållgren

Minutes checkers:

Tone Myhre-Jensen

Johan Ståhl

Ulrik Grönvall



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 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, 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 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 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 and 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 no later than 14 March 2022. The information will be made available on the company's website 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 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 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, 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



NOTIFICATION OF PARTICIPATION AND FORM FOR POSTAL VOTING

The Board of MTG has decided that the shareholders may only exercise their voting rights at the Extraordinary General Meeting on Tuesday 22 March 2022 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.

To be received by MTG no later than Monday 21 March 2022. Note that **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**. Instructions for this can be found in the notice to the Extraordinary General Meeting.

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 under the heading "General Meetings" (which can be found under the section "Investors").

The shareholder set out below hereby notifies the company of its participation and exercises its voting right for all of the shareholder's shares in **Modern Times Group MTG AB (publ)**, reg. no. 556309-9158, at the Extraordinary General Meeting on Tuesday 22 March 2022. The voting right is exercised in accordance with the voting options marked below.

Name of the shareholder	Personal identity number/registration number

Declaration (if the signatory is a legal representative of a shareholder who is a legal entity): The undersigned is a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorized to submit this postal vote on behalf of the shareholder and that the contents of the postal vote correspond to the shareholder's decisions.

Declaration (if the signatory represents the shareholder by proxy): The undersigned solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked.

Telephone number	Email
Place and date	
Signature	
Clarification of signature	

Instructions for postal voting:

- Complete the information above
- Select the preferred voting options below (next page)
- Print, sign and send the form in the original to Computershare AB, "EGM of MTG", P.O. Box 5267, SE-102 46 Stockholm, Sweden, or by email to info@computershare.se (with reference "EGM of MTG")
- If the shareholder is a natural person who is personally voting by post, it is the shareholder who should sign under *Signature* above. If the postal vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the postal vote is submitted by a legal representative of a legal entity, it is the representative who should sign
- If the shareholder postal votes by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a registration certificate or a corresponding document for the legal entity shall be enclosed with the form

Further information regarding postal voting

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A postal vote in its entirety is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented.

Only one form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The form latest received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form, or a form without valid authorisation documentation, may be discarded without being considered.

The postal voting form, together with any enclosed authorisation documentation, must be received by MTG no later than **Monday 21 March 2022**. A postal vote can be withdrawn up to and including **Monday 21 March 2022** by email to info@computershare.se (with reference "EGM of MTG"), by post to Computershare AB, "EGM of MTG", P.O. Box 5267, SE-102 46 Stockholm, Sweden, or by phone at +46 (0) 771-246 400 between 9:00 a.m. and 4:00 p.m. (CET) weekdays.

For complete proposals for resolutions, please refer to the notice of the Extraordinary General Meeting and the other documents to the Extraordinary General Meeting on MTG's website. The proposed resolutions set out in the notice and other documents may be changed or withdrawn. MTG will disclose such adjustments through a press release, after which the shareholders have the right to submit a new form.

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

Extraordinary General Meeting in Modern Times Group MTG AB (publ) on Tuesday 22 March 2022

The voting options below concerns the proposals presented by the Board included in the proposed agenda for the Extraordinary General Meeting. The notice and the other documents to the Extraordinary General Meeting are held available on the company's website www.mtg.com under the heading "General Meetings" (which can be found under the section "Investors").

1. Election of Chairman of the Extraordinary General Meeting. Yes <input type="checkbox"/> No <input type="checkbox"/>
2. Preparation and approval of the voting list. Yes <input type="checkbox"/> No <input type="checkbox"/>
3. Approval of the agenda. Yes <input type="checkbox"/> No <input type="checkbox"/>
4. Election of one or two persons to check and verify the minutes. Yes <input type="checkbox"/> No <input type="checkbox"/>
5. Determination of whether the Extraordinary General Meeting has been duly convened. Yes <input type="checkbox"/> No <input type="checkbox"/>
6. Resolution on authorisation for the Board to resolve on repurchase of own shares. Yes <input type="checkbox"/> No <input type="checkbox"/>

The shareholder requests that one or more items in the above form shall be postponed to a Continued General Meeting.

(This section is to be filled in only if the shareholder has such request)

State item or items by using numbers: []

Dagordnings- punkt Agenda item	Röster / Votes					Aktier / Shares					
	(% nedan avser andel av de på stämman avgivna rösterna) (% below refers to part of cast votes at the meeting)					(% nedan avser andel av de på stämman företrädda aktierna) (% below refers to part of represented shares at the meeting)				Aktier för vilka röster har avgetts (antal) ("Avgivna") Shares where votes have been cast (amount) ("Cast")	Andel av det totala antalet aktier i bolaget som de Avgivna representerar (%) (Part of the total amount of shares in the company the Given shares represent (%))
	Ja (antal) Yes (amount)	Ja (%) Yes (%)	Nej (antal) No (amount)	Nej (%) No (%)	Avstår (antal) Abstain(amount)	Ja (antal) Yes (amount)	Ja (%) Yes (%)	Nej (antal) No (amount)	Nej (%) No (%)		
1	63 190 768,0	100,000%	0,0	0,000%	960,0	61 739 887	99,998%	0	0,000%	61 739 887	55,778%
2	63 190 768,0	100,000%	0,0	0,000%	960,0	61 739 887	99,998%	0	0,000%	61 739 887	55,778%
3	63 190 768,0	100,000%	0,0	0,000%	960,0	61 739 887	99,998%	0	0,000%	61 739 887	55,778%
4	63 190 768,0	100,000%	0,0	0,000%	960,0	61 739 887	99,998%	0	0,000%	61 739 887	55,778%
5	63 190 768,0	100,000%	0,0	0,000%	960,0	61 739 887	99,998%	0	0,000%	61 739 887	55,778%
6	63 191 728,0	100,000%	0,0	0,000%	0,0	61 740 847	100,000%	0	0,000%	61 740 847	55,779%

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

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- 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.
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