



NOTICE OF THE ANNUAL GENERAL MEETING 2024

The shareholders of Modern Times Group MTG AB, reg no. 556309-9158, are hereby given notice of the Annual General Meeting on Thursday 16 May 2024 at 09:00 CEST at Advokatfirman Cederquist's premises, Hovslagargatan 3, in Stockholm. Registration for the Annual General Meeting will commence at 08:30 CEST, when coffee will be served. Shareholders may also exercise their voting rights at the Annual General Meeting by postal voting.

PARTICIPATION

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

- be recorded as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Tuesday 7 May 2024; and
- give notice of participation no later than Friday 10 May 2024.

Participation by postal voting

Shareholders who wish to participate in the Annual General Meeting by postal voting must give notice to participate by casting their postal vote so that the postal vote is received by Computershare AB (administering the forms on behalf of MTG) no later than by Friday 10 May 2024. A special form shall be used for postal voting. The form is available on MTG's website at www.mtg.com under the heading "General Meetings" (which can be found under the section "Investors"). The postal voting form can be submitted either by e-mail to proxy@computershare.se or by post to Computershare AB, "MTG's AGM 2024", P.O. Box 5267, SE-102 46 Stockholm, Sweden. Shareholders may also cast their postal votes digitally through BankID verification. A link to the digital postal voting can be found on MTG's website www.mtg.com under the heading "General Meetings" (which can be found under the section "Investors").

Please note that shareholders who wish to attend the meeting venue in person or by proxy must give notice of participation in accordance with the instructions under the heading "*Participation at the meeting venue*" below. This means that a notice of participation only through postal voting is not sufficient for shareholders who wish to attend the meeting venue.

Participation at the meeting venue

Shareholders who wish to attend the meeting venue in person or by proxy shall give notice of participation no later than by Friday 10 May 2024. Notification can be made on MTG's website at www.mtg.com under the heading "General Meetings" (which can be found under the section "Investors"), by e-mail to proxy@computershare.se, by telephone to +46 771-246 400 or by post to Computershare AB, "MTG's AGM 2024", P.O. Box 5267, SE-102 46 Stockholm, Sweden. Shareholders shall in their notice to participate state their name, personal identification number or company registration number, address, phone number and advisors, if applicable. Shareholders represented by a proxy or a representative should send documents of authorization to the address above well before the Annual General Meeting.

Powers of attorney for participation by proxy

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

Nominee-registered shares

To be entitled to participate in the Annual General Meeting, shareholders whose shares are registered in the names of nominees must, in addition to giving notice of participation, re-register such shares in their own name so that the shareholder is recorded in the presentation of the share register as of Tuesday 7 May 2024. Such re-registration may be temporary (so-called 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 by the nominee no later than by Friday 10 May 2024 will be considered in the presentation of the share register.

PROPOSED AGENDA

1. Opening of the Annual General Meeting by the Chairman of the Board.
2. Election of Chair of the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to check and verify the minutes.
6. Determination of whether the Annual General Meeting has been duly convened.
7. Presentation by the Chief Executive Officer.
8. Presentation of the Annual Report and the Auditor's Report and the consolidated financial statements and the Auditor's Report on the consolidated financial statements.
9. Resolution on the adoption of the Income Statement and the Balance Sheet and of the consolidated Income Statement and the consolidated Balance Sheet.
10. Resolution on treatment of the company's results as stated in the adopted Balance Sheet.
11. Resolution on discharge of liability of the members of the Board and the Chief Executive Officer.
12. Presentation and resolution on the approval of the Remuneration Report.
13. Determination of the number of members of the Board.
14. Determination of the remuneration to the members of the Board.
15. Determination of the remuneration to the Auditor.
16. Election of Board members:
 - (a) Chris Carvalho (re-election, proposed by the Nomination Committee).
 - (b) Simon Duffy (re-election, proposed by the Nomination Committee).
 - (c) Gerhard Florin (re-election, proposed by the Nomination Committee).
 - (d) Simon Leung (re-election, proposed by the Nomination Committee).
 - (e) Florian Schuhbauer (re-election, proposed by the Nomination Committee).
 - (f) Liia Nõu (re-election, proposed by the Nomination Committee).
 - (g) Susanne Maas (re-election, proposed by the Nomination Committee).
17. Election of the Chairman of the Board.
18. Determination of the number of Auditors and election of Auditor.
19. Approval of the procedure of the Nomination Committee.
20. Resolution regarding guidelines for remuneration to the senior executives
21. Resolution regarding a combined short-term and long-term incentive plan for 2024, including resolutions regarding:
 - (a) adoption of the plan;
 - (b) authorisation for the Board to resolve on a new issue of Class C shares;
 - (c) authorisation for the Board to resolve to repurchase own Class C Shares;
 - (d) transfer of own Class B shares to the participants in the plan; and
 - (e) swap agreement with third party in relation to the plan.
22. Resolution regarding authorisation for the Board to resolve on repurchases and transfers of own shares
23. Resolution on reduction of the share capital by way of cancellation of repurchased shares.
24. Resolution on authorisation for the Board to resolve on new issues of Class B shares.
25. Closing of the Annual General Meeting.

RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE

Election of Chair of the Annual General Meeting (item 2)

The Nomination Committee proposes that Tone Myhre-Jensen at Advokatfirman Cederquist is elected to be the Chair of the Annual General Meeting.

Determination of the number of members of the Board and election of Board members and the Chairman of the Board (items 13, 16(a)-(g) and 17)

The Nomination Committee proposes that the Board shall consist of seven (7) members.

The Nomination Committee proposes that, for the period until the end of the next Annual General Meeting, Chris Carvalho, Simon Duffy, Gerhard Florin, Simon Leung, Florian Schuhbauer, Liia Nõu and Susanne Maas shall be re-elected as members of the Board.

The Nomination Committee proposes that Simon Duffy is re-elected as Chairman of the Board.

Determination of the remuneration to the members of the Board (item 14)

A prerequisite for successful implementation of MTG's strategy is that MTG is able to attract and retain the best mix of experiences and competencies at Board level. This requires that, at a minimum, MTG recruits members of the Board from the geographies within which it operates, which at present include Europe, North America and Asia. To ensure this, it is necessary that MTG offers competitive remuneration within the context of its international peers.

Further, the Nomination Committee is of the opinion that it is an advantage for MTG and its shareholders that the members of the Board acquire shares in the company, and retain them for as long as they remain members of the Board. The shareholding of each member of the Board should after four years correspond to one annual board fee.

In light of the above, the Nomination Committee proposes that the remuneration levels for Board work and work within the Committees of the Board shall remain unchanged, meaning that SEK 200,000 for the Chairman and SEK 150,000 for each Board member, like last year, is conditional upon being invested in MTG shares, which are to be held for as long as the individual remains a member of the Board.

The Nomination Committee proposes that remuneration for Board work shall be allocated in accordance with the following:

- SEK 1,800,000 to the Chairman of the Board, out of which SEK 200,000 is conditional upon it being invested in MTG shares.
- SEK 700,000 to each of the other members of the Board, out of which SEK 150,000 is conditional upon it being invested in MTG shares.
- SEK 235,000 to the Chairman and SEK 130,000 to each of the other members of the Audit Committee.
- SEK 140,000 to the Chairman and SEK 70,000 to each of the other members of the Remuneration Committee.

Determination of the remuneration to the Auditor (item 15)

The Nomination Committee proposes that remuneration to the Auditor shall be paid in accordance with approved invoices.

Determination of the number of Auditors and election of Auditor (item 18)

In accordance with the Audit Committee's recommendation, the Nomination Committee proposes that the company shall have one registered accounting firm as Auditor, and that the registered accounting firm Öhrlings PricewaterhouseCoopers AB shall be elected as new Auditor until the end of the 2025 Annual General Meeting. Öhrlings PricewaterhouseCoopers AB has informed MTG that the authorised public accountant Nicklas Kullberg will be appointed as auditor-in-charge if Öhrlings PricewaterhouseCoopers AB is elected as new Auditor.

Approval of the procedure of the Nomination Committee (item 19)

The Nomination Committee proposes that the Annual General Meeting resolves to adopt the following instruction for the Nomination Committee, to apply until the General Meeting resolves to change the procedure for appointing the Nomination Committee.

The Nomination Committee shall be formed during September in consultation with the largest shareholders of the company as of the last business day in August. The Committee shall consist of at least three members appointed by the largest shareholders of the company who have wished to appoint a member. The Chairman of the Board shall also be a member of the Nomination Committee, and will act as its convenor. The members of the Nomination Committee shall appoint the Committee's Chairman at their first meeting.

The Nomination Committee shall be appointed for a term of office commencing at the time of its formation and ending when a new Committee is formed. If a member resigns during the Committee term, the Committee may choose to appoint a new member. The shareholder that appointed the resigning member shall in such case be asked to appoint a new member, provided that the shareholder still is one of the largest shareholders in the company. If that shareholder declines participation in the Nomination Committee, the Committee may choose to ask the next largest qualified shareholder to participate (the Chairman shall however continue to contact the shareholders that are next in line if required to form a Nomination Committee composed of three members, including the Chairman of the Board). In the event of changes to the ownership structure of the company, the Committee may choose to amend its composition in order to ensure that the Committee appropriately reflects the ownership of the company. However, unless there are special circumstances, the composition of the Nomination Committee may remain unchanged following changes in the ownership structure of the company that are either minor or occur less than three months prior to the Annual General Meeting.

The Chairman of the Nomination Committee shall ensure that the work of the committee is operated effectively and in accordance with the Swedish Corporate Governance Code. This includes, among other things, to prepare an annual agenda for the Nomination Committee's work in line with its objectives for the upcoming governance year, that each member shall in good time prior to meetings receive notice including relevant documentation for the proper conduct of the committee's work, and with the aim that the proposals to the annual general meeting shall be submitted to MTG no later than eight weeks prior to the Annual General Meeting.

The Nomination Committee shall have the right to upon request receive personnel resources such as secretarial services from the company, and to charge the company with costs for recruiting consultants and related travel if deemed necessary.

RESOLUTIONS PROPOSED BY THE BOARD

Resolution on treatment of the company's result as stated in the adopted Balance Sheet (item 10)

The Board proposes that MTG's retained earnings, the share premium reserve and the result for the year, a total of SEK 14,849,310,796, is to be carried forward.

Resolution regarding guidelines for remuneration to the senior executives (item 20)

The Board proposes the following guidelines for determining remuneration for MTG's CEO and other senior executives in the MTG Group (the "**Senior Executives**"), as well as members of the Board if they are remunerated outside their directorship. The Group Management currently comprises four Senior Executives (the CEO, the CFO and two other Senior Executives).

The proposed new guidelines are essentially in line with the guidelines approved at the Annual General Meeting in 2021, with the only material change being that the limit of the amount of pension in relation to the individual's annual base salary has been increased from 20% to 35%. The Board has not received any comments from shareholders concerning the current guidelines for remuneration to the senior executives.

Subject to the adoption by the 2024 Annual General Meeting, these Remuneration Guidelines shall be applied to employment agreements entered into after the 2024 Annual General Meeting and to changes made to existing agreements thereafter. These guidelines shall be in force until new guidelines are adopted by the General Meeting. The intention is for the guidelines to remain in place for up to four years, the Board will however propose new guidelines if material changes of the guidelines becomes necessary. These guidelines do not apply to any remuneration decided or approved by the General Meeting such as long-term share or share price related incentive plans and ordinary Board remuneration.

The Board has established a Remuneration Committee. The remuneration is managed through well-defined processes ensuring that no individual is involved in the decision-making process related to their own remuneration. The Remuneration Committee's tasks include preparing the Board's decision to propose guidelines for executive remuneration. The Board shall prepare a proposal for new guidelines at least every fourth year and submit it to the Annual General Meeting. The guidelines shall be in force until new guidelines are adopted by the General Meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration to the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company.

MTG is a strategic operational and investment company that combines investment expertise with hands-on operational engagement. MTG's mission is to be an international gaming village where game makers can come together to enjoy a thriving ecosystem of tech and knowledge, enabling them to accelerate their businesses. MTG's strategy is to drive profitability and organic growth in group companies and invest in high-potential gaming businesses that complement MTG's brands and products.

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company can recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration. The remuneration structures shall encourage employees to do their utmost to safeguard shareholders' interests and thereby the company's sustainability and long-term value creation.

More information on MTG's strategy can be found on the MTG's website and in the most recent annual report, www.mtg.com.

Remuneration principles

The Remuneration Guidelines provides a structure that aligns remuneration with the successful delivery of our long-term strategy: to drive profitability and organic growth in our portfolio companies and invest in high-potential gaming business. The guidelines sets guiding principles for selection of LTIP performance measures and LTIP performance periods to ensure the link to the shareholder value and as such the guidelines contributes to the long-term success and value creation of the company. The guidelines provides for the ability to set relevant financial and non-financial STI measures including governance, social and environmental, further contributing to alignment between the guidelines and sustainability as well as the company values. The performance measures for the STI are determined by the Remuneration Committee based on the business priorities for the year. Each year stretch objectives are set in the light of the Company's annual business plan and the operating environment. The guidelines provides incentives for the

CEO and the other Senior Executives to drive innovative and performance based culture which contributes to achieving our company mission. The remuneration of the CEO and the other Senior Executives consist of base salary, short-term and long-term incentives, pension and other benefits.

Base salary

Attracts and retains the CEO and the other Senior Executives taking into account of their individual responsibilities, their personal contribution, the size of role and business complexity. The base salary for the CEO and the other Senior Executives shall be competitive. The base salary is reviewed annually, typically with effect from 1 January. The Remuneration Committee looks at pay practices in selected comparison groups, the benchmarks are conducted through independent advisors. Decisions on salary also take into account the performance and experience of the individual, changes in the size and scope of the role, and the level of salary awards across the business.

Short Term Incentive (STI)

Drives and rewards achievement of our stretching annual financial, strategic, operational and sustainability targets aligned with our business strategy. The STI is capped at 125% of the individual's base salary. Performance measures and weightings are reviewed at the start of each year to take account of current business plans and to ensure they continue to support the short-term business strategy. These measures can vary from year to year to reflect business priorities and typically the measures includes a balance of the Company's financial performance measures (for example profitability, revenue and cash flow measures) and non-financial measures (for example key operational, strategic, environmental, social, governance or other sustainability related measures) provided that in any given year majority of weighting will be on financial performance measures. Through the combination of the financial measures with the non-financial measures the STI will contribute to the long-term interests and sustainability of the company. Details of actual performance measures applied for each year and how they support the business strategy will be disclosed in the annual Remuneration Report. Performance against targets is monitored and determined based on assessment of performance level versus each target level. The Board reviews the performance and determines the extent to which each of the targets have been achieved, to determine the final pay-out level. As regards to the financial criteria, the evaluation shall be based on the latest financial information made public by MTG. The Board has discretion to adjust the formulaic STI outcome in changed circumstances to improve the alignment of pay with value creation for shareholders, and to ensure the outcome is a fair reflection of the company's performance, and will take into account any relevant environmental, social, and governance (ESG) matters when determining outcomes. To further strengthen the connection to the shareholders' interest and the company's long-term value creation, payment of part of the STI may be deferred and delivered in MTG shares and such shares to be retained for an agreed period of time. Awards are subject to claw-back in cases where the final payment is made based on performance that is proven to be manifestly misstated. The Board may decide to reclaim whole or a part of the final payment. In its decision to reclaim any amount the Board may, in its sole discretion, reduce the amount to be reclaimed based on the employee's lack of direct involvement in the performance and reporting of performance which has been manifestly misstated.

Extraordinary arrangements

By way of exception, additional one-off arrangements can be made on a case by case basis when deemed necessary, under the condition that such extraordinary arrangement is made for recruitment or retention purposes, subject to Board approval. Each such arrangement shall be capped at, and never exceed, 200% of the individual's annual base salary.

Long Term Incentive Programme (LTIP)

The Board may offer LTIPs in order to attract and retain key individuals, as well as to share the success of the company's growth. The LTIPs that can be offered are 3-4 –year plans which are share or share price related programmes (such as performance share plans and/or warrant plans), which will be put forward to the General Meeting to resolve on – irrespective of these guidelines. Share and share price related LTIPs shall be structured to ensure a long-term commitment to the development of MTG and with the intention that the Senior Executives shall have a significant long-term shareholding in MTG. The outcome shall be linked to certain pre-determined performance criteria, based on MTG's share price and value growth. The Board may also offer Senior Executives, that have a direct impact on the value creation in MTG's verticals and subsidiaries, participation in local Management Incentive Programs, *i.e.* cash based LTIPs linked to pre-determined levels for the value creation of a specific vertical or subsidiary within MTG. The maximum

outcome shall have a predetermined cap.

More information regarding the ongoing LTIPs, including the criteria which the outcome depend on, can be found on MTG's website and in the most recent annual report, www.mtg.com.

Pension

Provides competitive and appropriate retirement arrangement in the context of the market practice in the applicable country of the executives' employment or residence and total remuneration. The pension arrangements shall be provided in the form of a defined contribution or as a cash allowance and shall amount to no more than 35% of the individual's annual base salary.

Other benefits

Provides competitive level of benefits and supports recruitment and retention. Other benefits may include car allowance, company car and housing. The combined value of these benefits shall normally constitute a limited value in relation to the total remuneration package and shall correspond to market practice. Additional benefits may be received by Senior Executives in certain circumstances such as relocation or international assignment, taking into account the overall purpose of these guidelines.

Termination of employment and severance pay

In general, executive contracts have indefinite duration. The notice period can be up to one year for either party and non-compete restrictions can go up to one year. The Company may require the individual to continue to fulfil current duties during the notice period or may assign garden leave.

In case of termination of a Senior Executive's employment agreement, the STI is evaluated and paid prorata for the period up to the termination date where applicable. It should be noted that these cases are handled according to the discretionary right of the Board.

Salary and employment conditions for employees

In the preparation of the Board's proposal for these guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employee's total income, the components of the remuneration and increase and growth rate over time, in the Board's basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

Deviations from the Guidelines

The Board may temporarily resolve to deviate from the guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. The Remuneration Committee's tasks include preparing the Board's resolutions in remuneration-related matters. This includes any resolutions to deviate from the guidelines.

Information regarding levels and structure for remuneration within MTG, the Board's Remuneration Report and the auditor's opinion with respect to the application of the guidelines during 2023

For information regarding the application of, and deviation from, the guidelines for remuneration to the Senior Executives during 2023, see both the 2023 Remuneration Report, and the auditor's opinion according to Ch 8 Sec 54 of the Swedish Companies Act regarding the application of the guidelines for remuneration which have applied during 2023 that are available on the company's website www.mtg.com under the heading "MTG's Annual General Meeting 2023" (which can be found under the section "Investors" under the heading "General Meetings").

Resolution regarding a combined short-term and long-term incentive plan for 2024 (item 21)

Background and objectives

MTG is an international pure-play gaming group with a strategy focused on helping its portfolio companies accelerate their commercial performance, while enabling them to continue to create great games through elevating key skills and capabilities across the Group. To recruit and retain executives and other key employees, the Board has resolved to propose an incentive structure for variable remuneration covering both the short-term variable remuneration (STI) and the long-term share-based remuneration of MTG (the "2024 Incentive Plan"). The 2024 Incentive Plan retains a similar structure and maintains similar economic characteristics for the participants and the same overall criteria for measuring performance as the 2023 incentive plan, including the participation of key employees at MTG's portfolio company InnoGames. In

the 2024 Incentive Plan, the number of participants has been increased compared to the 2023 incentive plan, because the senior leadership team in MTG's portfolio company Hutch has also been invited to participate to link their incentives to the future growth of the MTG share performance.

The 2024 Incentive Plan provides the participants a possibility to receive variable remuneration which can be wholly or partly in the form of cash remuneration or MTG shares that vest after a three-year period. In brief, to the extent certain performance conditions are achieved during the financial year 2024 (the "**Performance Year**"), the participants for both the cash and share portions of the 2024 Incentive Plan are allotted a variable remuneration in the beginning of 2025 (the "**Performance Amount**") of which a part will be paid out in cash, and a part will be allotted in the form of rights to receive MTG Class B shares free-of-charge (the "**Share Amount**" and the "**Share Rights**", respectively). Each Share Right carries a right to receive one (1) MTG Class B share, subject to continued employment at the time of vesting. The Share Rights vest in 2027, after the publication of the year-end report for 2026.

For information regarding outstanding long term share or share price related incentive plans in MTG, please refer to MTG's website, www.mtg.com.

Adoption of the Plan (item 21(a))

Participants and Performance Amount

Approximately 50 key employees in MTG, InnoGames and Hutch will be entitled to participate in the 2024 Incentive Plan.

The maximum Performance Amount that a participant will receive is based on the participant's level, performance and scope of responsibility. In practice, this means that participants' individual cash and share components are placed within each tier and only the maximum Performance Amount for each respective tier is set out below.

The participants are divided into the tiers as follows:

- The CEO ("**Tier 1 MTG**"), Senior Executives ("**Tier 2 MTG**"), Directing Employees ("**Tier 3 MTG**") and Key Employees ("**Tier 4 MTG**"). The maximum Performance Amount for each tier is expressed as a percentage of the participant's 2024 annual base salary. The proposed maximum values are: 275 percent for Tier 1 MTG (of which 125 percent as a cash component and 150 percent as Share Amount), 225 percent for Tier 2 MTG (of which 100 percent as a cash component and 125 percent as Share Amount), 150 percent for Tier 3 MTG (of which 50 percent as a cash component and 100 percent as Share Amount) and 100 percent for Tier 4 MTG (of which 50 percent as a cash component and 50 percent as Share Amount),
- The Chief Executives ("**Tier 1 InnoGames**"), Directors ("**Tier 2 InnoGames**"), and Heads of staff ("**Tier 3 InnoGames**"). The maximum Performance Amount for each tier is expressed as a percentage of the participant's 2024 annual base salary. The proposed maximum values are: 200 percent for Tier 1 InnoGames (of which 50 percent as a cash component and 150 percent as Share Amount), 105 percent for Tier 2 InnoGames (of which 30 percent as a cash component and 75 percent as Share Amount) and 75 percent for Tier 3 InnoGames (of which 25 percent as a cash component and 50 percent as Share Amount), and
- Hutch has three tiers: "**Tier 1 Hutch**", "**Tier 2 Hutch**", and "**Tier 3 Hutch**". The maximum Performance Amount for each tier is expressed as a percentage of the participant's 2024 annual base salary. The proposed maximum values are: 200 percent for Tier 1 Hutch (of which 50 percent as a cash component and 150 percent as Share Amount), 105 percent for Tier 2 Hutch (of which 30 percent as a cash component and 75 percent as Share Amount) and 75 percent for Tier 3 Hutch (of which 25 percent as a cash component and 50 percent as Share Amount).

New employees who have not yet commenced their employment at the time when notification to participate in the program at the latest shall be given may, upon the condition that the employment commences during 2024, be offered to participate in the 2024 Incentive Plan, if the Board or its Remuneration Committee deems it to be in line with the purpose of the plan.

Performance Conditions

The Performance Amount, i.e. the outcome for the participants receiving Share Rights, is based on the level of fulfilment of the following performance conditions during the Performance Year:

MTG Participants				
Performance criteria	Relative weighting	Performance threshold and maximum	Corresponding payout	Performance levels
MTG Group Revenue	25%	Maximum level corresponding to Index 150	90% = 0% 100% = 100% 110% = 150%	The performance levels are linked to the full year 2024 budget for the Group (which is reflected in the outlook for the full year 2024 as outlined in the Q1 2024 interim report). Threshold level and maximum level will be available on the company's website at www.mtg.com under the heading "General Meetings" (which can be found under the section "Investors") no later than on 25 April 2024. Between the threshold level and the maximum level there is a target level.
MTG Group Adjusted EBITDA	25%	Maximum level corresponding to Index 150	90% = 0% 100% = 100% 110% = 150%	The target is linked to the full year 2024 budget for the Group (which will be reflected in the outlook for the full year 2024 as outlined in the Q1 2024 interim report). Threshold level and maximum level will be available on the company's website at www.mtg.com under the heading "General Meetings" (which can be found under the section "Investors") no later than on 25 April 2024. Between the threshold level and the maximum level there is a target level.
TSR	20%	Threshold: 5% TSR Maximum level: 20% enabling Index 150	5% = 50% 12.5% = 100% 20% = 150%	The TSR threshold level is 5% and the maximum level is 20%. Between the threshold level and the maximum level there is a target level of 12.5%.
Strategic KPI: Group Flow Platform	20%	Threshold: 50% of target level Maximum level: 100% of target Corresponding to Index 100	50% = 0% 100% = 100%	Performance will be assessed through a number of KPIs related to key initiatives within the 'Flow Platform' that drive efficiencies and knowledge-sharing across the group.
Diversity in Workforce	5%	Threshold: 1% improvement Maximum level: 3% improvement enabling Index 100	1% = 0% 2% = 50% 3% = 100%	The threshold level is a 1% improvement of the 2023 year-end ratio of female and non-binary employees in the group and the maximum level is a 3% improvement of the same. Improvement will be measured on an individual company level, each with equal weighting, and will be measured between 1 January 2024 and 31 December 2024 according to the 31 December 2024 headcount. Baseline may be revised due to impact from potential M&A or significant restructuring.
Data Privacy Compliance	5%	Threshold: 80% of target in buildup phase or 90% of target in maintenance phase	80% = 100% (Buildup) 90% = 100% (Maintenance)	For companies that were part of the Group as a whole as of 31 March 2024, the threshold level is an 80% completion rate of the data privacy buildup phase or 90% of the data privacy maintenance phase. The weighting of each company will be based on its 2024 revenue contribution.

InnoGames Participants			
Performance criteria	Relative weighting	Performance threshold and corresponding payout	Performance levels
InnoGames Revenue	25%	Maximum level corresponding to Index 150	The performance levels are linked to the full year 2024 budget for InnoGames. Threshold level and maximum level will be available in the 2024 annual report. Between the threshold level and the maximum level there is a target level.
InnoGames Adjusted EBITDA	25%	Maximum level corresponding to Index 150	The target is linked to the full year 2024 budget for InnoGames. Threshold level and maximum level will be available in the 2024 annual report. Between the threshold level and the maximum level there is a target level.
TSR	20%	Threshold: 5% TSR (threshold equals Index 50) Maximum level: 20% enabling Index 150	The TSR threshold level is 5% and the maximum level is 20%. Between the threshold level and the maximum level there is a target level of 12.5%.
InnoGames' NPP	20%	Threshold: 50% of target level Maximum level: 100% of target Corresponding to Index 100	The NPP performance level is linked to the full year goal of estimated future revenue created from marketing spend for InnoGames.
Diversity in InnoGames' Workforce	5%	Threshold: 1% improvement Maximum level: 3% improvement enabling Index 100	The threshold level is a 1% improvement of the 2023 year-end ratio of female and non-binary employees at InnoGames and the maximum level is a 3% improvement of the same. Improvement will be measured according to the 31 December 2024 headcount. Baseline may be revised in changed circumstances to ensure a fair outcome.
Data Privacy Compliance InnoGames	5%	Target is 90%, enabling index 100	Preserve minimum 90% of the data privacy maintenance targets.

Hutch Participants			
Performance criteria	Relative weighting	Performance threshold and corresponding payout	Performance levels
Hutch Revenue	25%	Maximum level corresponding to Index 150	The performance levels are linked to the full year 2024 budget for Hutch. Threshold level and maximum level will be available in the 2024 annual report. Between the threshold level and the maximum level there is a target level.
Hutch Adjusted EBITDA	25%	Maximum level corresponding to Index 150	The target is linked to the full year 2024 budget for Hutch. Threshold level and maximum level will be available in the 2024 annual report. Between the threshold level and the maximum level there is a target level.
TSR	20%	Threshold: 5% TSR (threshold equals Index 50) Maximum level: 20% enabling Index 150	The TSR threshold level is 5% and the maximum level is 20%. Between the threshold level and the maximum level there is a target level of 12.5%.

Hutch Flow Platform	20%	Threshold: 50% of target level Maximum level: 100% of target Corresponding to Index 100	Performance will be assessed through several KPIs related to key initiatives within the 'Flow Platform' that drive efficiencies for Hutch.
Diversity in Hutch's Workforce	5%	Threshold: 1% improvement Maximum level: 3% improvement enabling Index 100	The threshold level is a 1% improvement of the 2023 year-end ratio of female and non-binary employees at Hutch and the maximum level is a 3% improvement of the same. Improvement will be measured according to the 31 December 2024 headcount. Baseline may be revised in changed circumstances to ensure a fair outcome.
Data Privacy Compliance Hutch	5%	Target is 90%, enabling index 100	Preserve minimum 90% of the data privacy maintenance targets.

Thresholds will be based on approved budgets for the Group and the portfolio companies, and presented after the Performance Year. The participants will receive the maximum Performance Amount if the target level is reached for each of the performance conditions, or if the average weighted index is above 100, where the performance conditions based on financial measures and shareholder value return can contribute with up to index 150. The outcome for the participants in the 2024 Incentive Plan may however never exceed the maximum Performance Amount.

Share Amount and Share Rights

Following the Performance Year, the Performance Amount for each participant eligible for the cash component is divided into an upfront payout in Q1 2025, following the publication of the year-end report for 2024, and a deferred allotment of the Share Amount (as set out above). The Share Amount shall thereafter be converted into a maximum number of Share Rights, based on the volume-weighted average price paid for MTG's Class B Share on Nasdaq Stockholm during a period of 30 days after the publication of the year-end report for 2024, rounded down to a whole number of Share Rights.

The Share Rights shall be governed by the following main terms and conditions:

- Granted after the Performance Year, based on the principles set out above, and will thereafter vest after a two-year period, ending when MTG's year-end report for 2026 is released.
- May not be transferred or pledged.
- One (1) Share Right entitles the participant to receive one (1) MTG Class B share, as long as the participant is still employed and/or engaged by MTG or a respective group company at the time of vesting. Exceptions to the condition that the participant must be employed and/or engaged at vesting can be approved by the Board in certain cases.
- Dividends and other value transfers paid on the MTG Class B share will increase the number of shares that each Share Right entitles to, in order to align the participants' and shareholders' interests.

Scope and cost of the 2024 Incentive Plan

The maximum number of Class B Shares which may be delivered under the 2024 Incentive Plan is limited to 1,253,671 representing approximately 1.0 percent of the outstanding shares in MTG.

The total cost for the share component of the 2024 Incentive Plan is estimated to a maximum amount to no more than SEK 107 million, which corresponds to approximately 14 percent of the total employment costs for MTG, InnoGames and Hutch in 2023. The cost will be distributed over the years 2024-2026. The total cost includes salary costs of SEK 84 million and social security costs of SEK 23 million. The calculation of total salary costs is based on the maximum Share Amount being received by participants, a 10 percent employee turn-over, and a share price at grant (i.e 2025) of SEK 73.20. The calculation of social security costs is based on a 35 percent compounded annual share price increase at 100 percent vesting and an average annual social security tax rate of 31.42 percent in Sweden, 0 percent in Germany, 2.35 percent in the United States and 15.05 percent in the UK, where the majority of participants reside.

The costs are expected to have a limited effect on MTG's and the Group's key ratios.

MTG intends to present the outcome of 2024 Incentive Plan in its Remuneration Report for 2024 and Annual Reports for 2024-2026.

Delivery of Class B Shares under the 2024 Incentive Plan

To ensure the delivery of Class B Shares under the 2024 Incentive Plan, the Board proposes that the Board is authorised to resolve on a directed issue of Class C shares to a third party and subsequently repurchase the Class C Shares from the third party. The Class C Shares will then be held by the company, whereafter the appropriate number of Class C Shares will be reclassified into Class B Shares and subsequently be delivered to the participants in the 2024 Incentive Plan (items 21(b)-(d)).

Resolutions in accordance with items 21(b)-(d) require approval of shareholders representing at least nine tenths (9/10) of both the votes cast and the shares represented at the Annual General Meeting. In the event that the required majority under items 21(b)-(d) below is not reached, the company intends to enter into an agreement with a third party, under which the third party shall, in its own name, buy and transfer MTG Class B Shares to the participants in the 2024 Incentive Plan.

Preparation and administration of the 2024 Incentive Plan

In accordance with guidelines provided by the Board, the 2024 Incentive Plan has been prepared by the Remuneration Committee together with external advisors. The Board or the Remuneration Committee shall be responsible for preparing the detailed terms and conditions of the 2024 Incentive Plan, in accordance with the terms and guidelines resolved on by the Annual General Meeting. It is further proposed that the Board shall be entitled to make other adjustments, if it so deems appropriate, should changes occur in MTG or its operating environment that would entail that the adopted terms and conditions for the 2024 Incentive Plan are no longer in line with its purpose. Any such adjustments shall only be made in order to fulfil the main objectives of the 2024 Incentive Plan.

Authorisation for the Board to resolve on a new issue of Class C Shares (item 21(b))

The Board proposes that the Annual General Meeting resolves to authorise the Board, during the period until the next Annual General Meeting, to increase the company's share capital by not more than SEK 6,268,355 by the issue of not more than 1,253,671 Class C Shares, each with a quota value of SEK 5. With deviation from the shareholders' preferential rights, a third party shall be entitled to subscribe for the new Class C Shares at a subscription price corresponding to the quota value of the shares. The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of shares to participants in the 2024 Incentive Plan.

Authorisation for the Board to resolve to repurchase own Class C Shares (item 21(c))

The Board proposes that the Annual General Meeting resolves to authorise the Board, during the period until the next Annual General Meeting, on one or more occasions, to repurchase own Class C Shares. The repurchase may only be effected through an offer directed to all holders of Class C Shares. The purchase may be affected at a purchase price corresponding to the quota value of the share. Payment for the Class C shares shall be made in cash. The purpose of the repurchase authorisation is to ensure the company's compliance with its obligations under the 2024 Incentive Plan.

Transfer of own Class B shares to the participants in the plan (item 21(d))

The Board proposes that the Annual General Meeting resolves that a maximum of 1,253,671 own Class B shares may be transferred free-of-charge to the participants in the 2024 Incentive Plan, in accordance with the terms and conditions of the 2024 Incentive Plan. The number of shares that may be transferred to the participants shall be subject to recalculation in the event of an intervening bonus issue, reversed split, split, rights issue and/or other similar events.

Swap agreement with a third party in relation to the plan (item 21(e))

As set out above under item 21(a), the Board proposes that the Annual General Meeting resolves that the 2024 Incentive Plan may as an alternative, if the required majority for approval is not reached under item 21(d), be hedged by MTG entering into an agreement with a third party, under which the third party shall, in its own name, acquire and transfer MTG Class B shares to the participants in the 2024 Incentive Plan.

Authorisation for the Board to resolve on repurchases and transfers of own shares (item 22)

The Board proposes that the Annual General Meeting authorises the Board to decide on repurchase of own shares on the main terms and conditions set out below.

- 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.
- 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.
- 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.

Furthermore, the Board proposes that the Annual General Meeting authorizes the Board to decide on transfer of own shares, with or without deviation from the shareholders' preferential rights, on the main terms and conditions set out below.

- Transfers of shares (Class A and/or Class B) shall take place (i) on Nasdaq Stockholm or (ii) outside Nasdaq Stockholm in connection with an acquisition of companies or businesses.
- Transfers may take place on one or more occasions during the period up until the next Annual General Meeting.
- Transfer of own shares may be made of up to such number of shares as is held by MTG at the time of the Board's decision regarding the transfer.
- Transfers 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 on Nasdaq Stockholm. In case of transfers outside Nasdaq Stockholm, the consideration for the shares may be made by cash payment, for payment in kind or by way of set-off and the price shall be established so that the transfer is made on market terms.

The purpose of the authorisations to repurchase and transfer own shares, and the reason for the deviation from the shareholders' preferential rights (in relation to transfers of own shares), is to enable the company to pursue potential acquisition opportunities as they arise.

Further, the purpose of the authorisation to repurchase own shares is also to give the Board more options in its efforts to deliver long-term shareholder value and total return, and/or to give a possibility to MTG to transfer own shares to the participants in MTG's long-term incentive programs. Please note that any transfer of such repurchased shares to the participants in the long-term incentive programs requires a separate resolution by the Annual General Meeting.

Reduction of the share capital by way of cancellation of repurchased shares (item 23)

The Board proposes that the company's share capital shall be reduced by no more than SEK 16,790,500 by cancellation of 3,358,100 Class B shares held in treasury by MTG, which comprise Class B shares repurchased by MTG during the period between 4 September 2023 and 31 December 2023, under its up to SEK 300m share repurchase program announced on 1 September 2023 as well as Class B shares repurchased by MTG during the period 27 April 2023 and 8 May 2023, under its up to SEK 400m share repurchase program announced on 25 October 2022. The purpose of the reduction is allocation to unrestricted equity.

The reduction resolution may not be effectuated until registration with the Swedish Companies Registration Office has been completed and the authorisation of the Swedish Companies Registration Office has been obtained.

Authorisation for the Board to resolve on new issues of Class B shares (item 24)

The Board proposes that the Annual General Meeting resolves to authorise the Board to, on one or more occasions during the period up until the next Annual General Meeting, resolve upon the issue of new Class B shares with or without deviation from the shareholders' preferential rights. New issues of Class B shares shall be made on market conditions, taking into account any discount on market terms. Payment may be made in cash, in kind or through set-off. New share issues resolved by the Board using this authorisation shall, in aggregate, represent no more than 10 percent of the total number of ordinary shares in MTG at the time when the Board exercises the authorisation for the first time.

The purpose of the authorisation, as well as the reason for any deviation from the shareholders' preferential rights, is to allow MTG to pursue potential investment opportunities as they arise and a broadening of the ownership base of MTG.

MISCELLANEOUS

Shares and votes

There are a total number of 131,668,727 shares in MTG, whereof 545,662 Class A shares, 124,798,722 Class B shares and 6,324,343 Class C shares. The total number of votes for all MTG shares is 136,579,684. As per the date of this notice, MTG holds 3,662,980 Class B shares and 6,324,343 Class C shares in treasury, which cannot be represented at the Annual General Meeting.

Special majority requirements and conditions

Valid resolutions to:

- authorise the Board to resolve on issue and repurchase of own class C shares under items 21(b) and (c);
- authorise the Board to resolve on repurchases and transfers of own Class A and/or Class B shares under item 22;
- reduce the share capital by way of cancellation of repurchased Class B shares under item 23; and
- authorise the Board to resolve on new issues of Class B shares under item 24,

require support by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

A valid resolution to transfer Class B shares under item 21(d) require support by shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the Annual General Meeting. The resolutions under items 21(b)-(d) are conditional upon each other.

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, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the Group and the consolidated accounts.

Documentation

This notice, the Nomination Committee's motivated statement regarding its proposal for election of the Board and information on the proposed members of the Board are available on the company's website at www.mtg.com under the heading "General Meetings" (which can be found under the section "Investors").

The 2023 Annual Report, the Board's Remuneration report, the statements of the Board and the Auditor in accordance with the Swedish Companies Act (2005:551) and the complete performance measures and targets for the 2024 Incentive Plan will be available on the company's website at www.mtg.com under the headings "General Meetings" and, with regards to the 2023 Annual Report, "Reports & Presentations" (which both can be found under the section "Investors") and at the company's premises no later than 25 April 2024. 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 e-mail to proxy@computershare.se, by post to Computershare AB, "MTG's AGM 2024", P.O. Box 5267, SE-102 46 Stockholm, Sweden or by telephone at +46 (0) 771-246 400.

Authorisation

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

Shareholders' personal data

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.

Stockholm, April 2024

MODERN TIMES GROUP MTG AB

THE BOARD
