



**THE SHAREHOLDERS OF MODERN TIMES GROUP MTG AB (publ) are hereby invited to the Extraordinary General Meeting on Thursday 21 October 2010 at 4 p.m. CET at Radisson Blu Strand Hotel, Nybrokajen 9, in Stockholm.**

## **NOTIFICATION**

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

- have their names entered in the register of shareholders maintained by Euroclear Sweden AB on Friday 15 October 2010, and
- notify the Company of their intention to participate by no later than 1.00 p.m. CET on Friday 15 October 2010. The notification can be made on the Company's website, [www.mtg.se](http://www.mtg.se), by telephone +46 8 5620 0055, or in writing to the Company at:

Modern Times Group MTG AB  
Skeppsbron 18  
P.O. Box 2094  
SE-103 13 Stockholm, Sweden

When giving notice of participation, the shareholders should state their name, personal identification number (or company registration number), address, telephone number, shareholdings and any advisors attending. If participation is by way of proxy, such document should be submitted in connection with the notice of participation of the Extraordinary General Meeting. If the proxy is issued by a legal entity, a certified copy of the registration certificate or an equivalent certificate of authority, shall be attached to the proxy. The proxy and the document evidencing proof of authority may not be issued earlier than one year prior to the Extraordinary General Meeting. Written notifications made by post should be marked "EGM".

Proxy forms are available at the Company's website ([www.mtg.se](http://www.mtg.se)). For ordering the proxy forms the same address and telephone number can be used as for the notification, see above. Distance participation and voting is not available.

Shareholders whose shares are registered in the names of nominees must temporarily re-register the shares in their own name in order to be entitled to participate at the Extraordinary General Meeting. Shareholders wishing to re-register must inform the nominee well in advance of Friday 15 October 2010.

## **PROPOSED AGENDA**

1. Opening of the Meeting.
2. Election of Chairman of the Extraordinary 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 Extraordinary General Meeting has been duly convened.
7. Resolution on distribution in kind of all shares in CDON Group AB.
8. Closing of the Meeting.

## **DISTRIBUTION IN KIND OF ALL SHARES IN CDON GROUP AB (Item 7)**

The Board of Directors of Modern Times Group MTG AB (publ) (“**MTG**”) proposes that the Extraordinary General Meeting resolves on a distribution in kind of all shares in the wholly-owned subsidiary CDON Group AB (“**CDON Group**”) on the following conditions. The Board of Directors proposes that shareholders for each share of class A and B respectively receives one share in CDON Group. MTG’s shares of class C are not entitled to dividend. The dividend will be equivalent to at the most SEK 4.89064 per share of class A and class B respectively and through the dividend the non-restricted equity in MTG will decrease with at the most SEK 323,637,004, based on the potential number of outstanding shares at the record day.

The Extraordinary General Meeting in CDON Group resolved on 24 September 2010 to carry out a set-off issue by which MTG is offered to subscribe for in total 65,545,122 shares in CDON Group at the price of SEK 3.646 per share against payment through set-off of MTG’s receivable on CDON Group amounting to SEK 239,000,000 (the “**Share issue**”). Through the Share issue the share capital of CDON Group increases to SEK 132,090,244 allocated on 66,045,122 shares. MTG will subscribe for the maximum amount of shares in the Share issue.

The dividend according to this proposal is conditioned on the registration of the Share issue with the Swedish Companies Registration Office, the approval for listing of the company by Nasdaq OMX Stockholm and that the Swedish Financial Supervisory

Authority has reviewed and approved the prospectus not later than 28 February 2011. The intention is that the shares in CDON Group shall be subject to trade on Nasdaq OMX Stockholm after that the dividend has been carried out.

The Board of Directors is authorised to determine the record day for the dividend.

## **SHARES AND VOTES**

There are a total number of 67,110,122 shares in the Company, whereof 6,636,813 Class A shares, 59,408,309 Class B shares and 1,065,000 Class C shares, corresponding to a total of 126,841,439 votes. The Company currently holds 1,065,000 of its own Class C shares corresponding to 1,065,000, votes which cannot be represented at the Extraordinary General Meeting.

## **OTHER INFORMATION**

From Thursday 7 October 2010 at the latest, the Board's proposal and documents in accordance with Chapter 18 Sections 4 and 6 of the Swedish Companies Act will be made available, in accordance with Chapter 18 Section 7 of the Swedish Companies Act, at the Company's website at [www.mtg.se](http://www.mtg.se) and at the Company's premises at Skeppsbron 18 in Stockholm. Shareholders who wish to receive these documents may notify the Company, whereupon the documents will be sent by post or by e-mail.

The Extraordinary General Meeting will mainly be held in Swedish. As a service to the shareholders, simultaneous interpretation from Swedish to English as well as from English to Swedish will be provided.

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## **Schedule for the Meeting**

3 p.m. The doors open for shareholders.

4 p.m. The Extraordinary General Meeting commences.

Stockholm, October 2010

Modern Times Group MTG AB (publ)

The Board of Directors