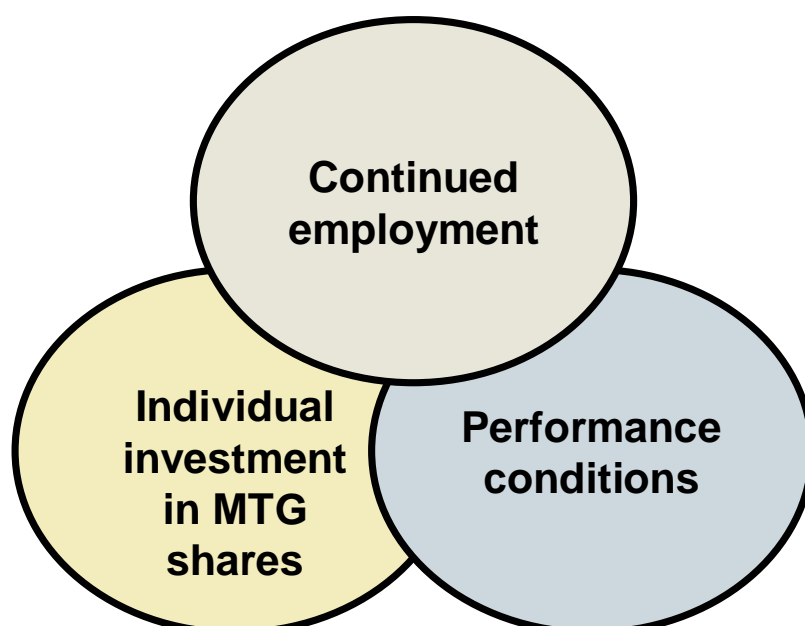




THE PROPOSED INCENTIVE PLAN (THE “PLAN”) IN BRIEF

The Plan is based on the following key principles:

- Approximately 100 senior executives and other key employees in the Group are invited
- Individual investments in MTG shares are required
- Performance conditions for vesting of rights and options





THE PLAN

The Plan is based on performance – if the performance conditions are fulfilled the participant will be rewarded with MTG shares and options

The participants

- The participants and allocation are divided into six categories

General vesting conditions for all awards

- Continued employment
- The private investment in MTG is retained during the three year vesting period
- Maximum profit per right and option in the Plan is capped at SEK 1,476 (four times the average closing share price in February 2010)

The retention and performance rights

- Granted free of charge on or around 1 June 2010
- May not be transferred or pledged
- May be exercised after the release of the interim report for Q1 2013
- Adjusted for dividends

The performance options

- Granted free of charge on or around 1 June 2010
- May not be transferred or pledged
- Exercise price 120% of price of the MTG B share at grant
- Exercisable after the release of the interim report for Q1 2013 until 30 days before the release of the interim report for Q2 2013



INVESTED SHARES

- The participant privately purchases MTG shares at market price (or allocate already held shares to the Plan). MTG shares allocated to the 2008 plan or 2009 plan cannot be allocated to the proposed 2010 plan
- The maximum number of shares differs for each category
- The value of the shares is approximately 4% of a participant's annual salary

	Maximum number of invested shares
CEO	1,000
Category 1	325
Category 2	200
Category 3	125
Category 4	75
Category 5	75



THE PERFORMANCE CONDITIONS

Measure period

- 1 April 2010 – 31 March 2013

Retention rights

- Series A: MTG's total shareholder return on the Class B shares (TSR)

Performance rights and performance options

- Series B: MTG's average normalised return of capital employed (ROCE)
- Series C: MTG's total shareholder return on the Class B shares (TSR) compared to a peer group consisting of the following companies: CME, ITV, M6, Mediaset, ProSieben, RTL Group, Sky, TF1 and TVN

Entry levels and stretch targets

- If the entry level is not reached, the rights and options in that series lapse
- If the entry level is reached, 100% of rights in Series A vests
- If the entry level is reached, 20% of the rights and options in Series B and C vests. At the stretch target, 100% of the rights and options vests. Linear interpolation for outcomes between the entry level and stretch target

	Entry level	Stretch target
● Series A	> 0%	-
● Series B	≥ 15%	≥ 25%
● Series C	≥ 0 percentage points	≥ 10 percentage points



ALLOCATION

- The participants have different allocation of rights and options
- The rights and options are evenly split between the series B and C

	Max invested shares		Retention rights A	Performance rights B and C	Performance options B and C
CEO	1,000	For each invested share	1.0x	8.0x	16.0x
Category 1	325		1.0x	8.0x	16.0x
Category 2	200		1.0x	6.0x	12.0x
Category 3	125		1.0x	4.0x	8.0x
Category 4	75		1.0x	4.0x	8.0x
Category 5	75		1.0x	0.0x	0.0x



TIME PLAN

- The timeline below illustrates the key events of the Plan

