Form **8937**

(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part Reporting	g Issuer				
1 Issuer's name		2 Issuer's employer identification number (EIN)			
MTG Modern Times Grou	ір АВ			N/A	
3 Name of contact for a	additional information	4 Telephone No. of contact		5 Email address of contact	
May Forzanah		. 40 (0) 73 000 30 70			
Max Farzaneh 6 Number and street (o	r P O hov if mail is no	+46 (0) 73 699 26 79 delivered to street address) of contact		max.farzaneh@mtg.com 7 City, town, or post office, state, and ZIP code of contact	
• Number and street (e	Tries box ii maij is no	t dojivorod to	street address, or comact	Folly, town, or post office, state, and 21 location dominant	
Skeppsbron 18 SE-111 3	30	1	sification and description	Stockholm, Sweden	
8 Date of action					
March 28, 2019		Distribut	tion of common stock of No	ordic Entertainment Group AB	
10 CUSIP number	11 Serial number		12 Ticker symbol	13 Account number(s)	
	SE0000412363/SE	E0000412371			
Part II Organiza	tional Action Atta	ch additiona	MTGA/MTGB I statements if needed Se	ee back of form for additional questions.	
				te against which shareholders' ownership is measured for	
the action ► See		аррисаые, шк	e date of the action of the da	te against which shareholders ownership is measured for	
·	tative effect of the organism tage of old basis ► S			rity in the hands of a U.S. taxpayer as an adjustment per	
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16 Describe the calcular valuation dates ► S		basis and the	data that supports the calcul	lation, such as the market values of securities and the	

Par	<u>. III</u>	Organizational Action (continued,)					
17	List the	applicable Internal Revenue Code section	n(s) and subsection(s) upon which	the tax treatment is based	See attachment.			
18	Can an	y resulting loss be recognized? ► See at	tachment.					
19	Provide	any other information necessary to imple	ment the adjustment, such as the	reportable tax year ▶ See	attachment.			
		er penalties of perjury, I declare that I have exa f, it is true, correct, and complete. Declaration o						
Sign								
Here	Signa							
				Date ▶	T			
		your name ► Max Farzaneh	Preparer's signature	Title ► Head of Date	1			
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	oarer	E. I.			self-employed			
Use	Only				Firm's EIN ▶			
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Attachment to form 8937 – Part II.

- Report of organizational actions affection basis if securities

Question 14 - Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action:

On February 7, 2019 in an extra general meeting, MTG resolved to distribute all of MTG's shares in Nordic Entertainment Group AB (559124-6847, NENT), its 100% owned subsidiary, in a transaction intended to qualify as a tax free spinoff within the meaning of Section 355 of the Internal Revenue Code of 1986, as amended ("Code"). The record date for the right to receive shares was March 26, 2019 (Record Date).

The date of distribution was March 28, 2019 (Distribution Date). When MTG completed the spin-of of 100 % of outstanding NENT shares; each MTG shareholder who held a Class A share of MTG on the Record Date received one Class A share of NENT and each shareholder who held a Class B share of MTG on the Record Date received a Class B share of NENT. The last day on which the MTG shares traded on NASDAQ Stockholm, including the right to receive NENT shares, in the distribution was March 22, 2019, and the first date on which MTG shares traded excluding the right to receive NENT shares in the Distribution was March 25, 2019.

Question 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis

Under Code Section 358 and the regulations thereunder, a shareholder's tax basis in each MTG share held prior to the distribution should be allocated between the MTG share and the NENT share received in proportion to their relative fair market values of the shares of NENT and MTG.

For Swedish tax purposes, as set forth in the notice issued by the Swedish Tax Agency to MTG, dated 10 May, 2019 (the Notice), the relative fair market values of MTG shares and NENT shares are based on the lowest daily trading prices on NASDAQ Stockholm March 22, 2019 and March 25, 2019.

The fair market value in, accordance with the Notice, is calculated as follows:

<u>Class A share:</u> Because the lowest trading price of an MTG Class A share on March 25, 2019 was SEK 130 and the lowest trading price of an MTG Class A share March 22, 2019 was SEK 345 a holder would allocate approximately 38 % (i.e. 130/345) of its tax-basis in an MTG Class A share held immediately before the distribution to that MTG share approximately 62 % to the NENT Class A share received in respect therefore.

<u>Class B shares:</u> Because the lowest trading price of an MTG Class B share on March 25, 2019 was SEK 114,20 and the lowest trading price of an MTG Class B share on March 22, 2019 was SEK 325,20 a holder would allocate approximately 35 % (i.e. 114,2/325,20) of its tax-basis in an MTG Class B share held immediately

before the distribution to that MTG share approximately 65 % to the NENT Class B share received in respect therefore.

If a shareholder were to determine the fair market values of the shares by reference to their opening trading prices on NASDAQ Stockholm on Distribution Date, the shareholder would similarly allocate approx. 38 % of it tax basis to its MTG Class A share and approx. 62 % to an NENT Class A share received in respect thereof. Furthermore, the holder would similarly allocate approx. 35 % of its tax-basis of MTG Class B share and approx. 65 % to an NENT Class B share received in respect thereof.

The approach described above is illustrative based on the Swedish Tax Agency notice. Holders of MTG and NENT shares are not obligated to follow this approach to allocate their tax basis between their MTG and their NENT shares. In the case of Class A, the allocation is the same 38%/62% regardless of whether the shareholder uses the lowest, highest or average trading prices on March 19, 2019 and March 22, 2019 or uses the closing price on March 19, 2019 and the opening price on March 22, 2019. In the case of Class B, the allocation differs slightly depending on whether the shareholder uses the lowest prices on the two days (114.2/325.6), the highest prices on the two days (139.8/339), the average prices on the two days (120.535/331.909) or the opening on March 25, 2019 (139.8) and the closing on March 22, 2019 (334.6). Holders are urged to consult their tax advisors regarding the appropriate approach to determine the relative fair market value of any MTG or NENT shares held after the Distribution.

16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates:

Based on the values described in question 15, the following is an illustrative example of the manner in which a holder may allocate its basis in an MTG Class A Share and MTG Class B share, as applicable, to an NENT share received in respect thereof pursuant to the distribution.

Assumed tax basis in one MTG Class A share prior to the distribution:

US \$32

Percentage of total fair market value allocated to MTG Class A share:

38 %

Percentage of total fair market value allocated to NENT Class A share:

62 %

Basis for allocated to MTG Class A share after the distribution:

US \$12.16

Basis for allocated to NENT Class A share after the distribution:

US \$19.84

Assumed tax basis in one MTG Class B share prior to the distribution:

US \$32

Percentage of total fair market value allocated to MTG Class B share:

35 %

Percentage of total fair market value allocated to NENT Class B share:

65 %

Basis for allocated to MTG Class B share after the distribution:

US \$11,2

Basis for allocated to NENT Class B share after the distribution:

US \$20,8

17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based:

Code Section 355 (a); Code Section 358.

18. Can any resulting loss be recognized?

No loss may be recognized by an MTG shareholder upon the receipt of NENT shares in the Distribution.

19. Provide any other information necessary to implement the adjustment, such as the reportable taxable year:

For a shareholder whose taxable year is calendar year, the reportable year is 2019.