

Minutes from Annual General Meeting of shareholders in Modern Times Group MTG AB (publ), company reg. no. 556309-9158 on 11 May 2009 at 4.30 p.m. CET in Stockholm

This is a translation from the Swedish version.

Present: As set out in the list in **appendix 1**, stating the number of shares, class of shares and votes for each person entitled to vote.

The following persons were also present: The Directors of the Board Asger Aamund, Mia Brunell Livfors, David Chance, Simon Duffy, Alexander Izosimov, David Marcus and Cristina Stenbeck, the Managing Director Hans-Holger Albrecht, Chief Financial Officer Mathias Hermansson, the authorised public accountants Carl Lindgren and Erik Åström, the executive assistant Marcus Jedenmark and the lawyer Martin Börresen.

§ 1

The Chairman of the Board, David Chance opened the meeting and welcomed the shareholders. It was resolved that representatives from the media should be permitted to attend the meeting.

It was resolved, in accordance with Nomination Committee's proposal, to appoint Martin Börresen to conduct the meeting in the capacity of chairman. It was noted that the chairman had appointed Marcus Jedenmark to keep the minutes at the meeting.

§ 2

The list of shareholders present, appendix 1, was approved as the voting list for the Annual General Meeting of today.

§ 3

It was resolved to approve the agenda for the meeting, which had been distributed at this meeting to the participants and which previously had been included in the notice to the meeting.

§ 4

It was resolved that the minutes should be verified by Peter Lindell representing AMF Pension and Yvonne Sörberg representing Handelsbanken Fonder, jointly with the chairman of the meeting.

§ 5

It was noted that the notice of the meeting had been given by way of an announcement in Post-och Inrikes Tidningar, in Metro and in Svenska Dagbladet on 9 April 2009.

It was noted that the meeting was duly convened.

§ 6

The Managing Director Hans-Holger Albrecht and the Chairman of the Board David Chance reported on the Company's operations and on the work of the Board during the financial year 2008. The Chairman of the Audit Committee Simon Duffy reported on the work of the Audit Committee during the financial year 2008. Questions from the shareholders were answered.

The Chairman of the Board David Chance thanked the leaving Director of the Board Pelle Törnberg.

The Board of Directors' and Managing Director's Annual Report and Group Annual Report, with the incorporated income statements and balance sheets in respect of the financial year 2008, were presented.

The authorised public accountant Carl Lindgren reported on the audit work, the Auditor's Report in respect of the Company and the Group and the Auditor's statement regarding whether there has been compliance with the guidelines on remuneration for senior executives which have applied since the previous Annual General Meeting.

§ 7

It was resolved to adopt the income statements and balance sheets for the Company and the Group in respect of the financial year 2008, presented under § 6.

It was noted that certain shareholders specified in **appendix 2**, represented by Ulf Forsgren abstained from voting.

§ 8

The secretary presented the proposal made by the Board of Directors and the Managing Director, and supported by the Auditors, regarding allocation of profits and the Board of Directors' reasoned statement about the proposed dividend.

It was resolved, in accordance with the proposal made by the Board of Directors and the Managing Director that the funds at the disposal of shareholders should be distributed as follows:

Dividend in total SEK 5.00 per share	SEK 329,451,875
<u>Carried forward</u>	<u>SEK 7,431,561,910</u>
Total amount	SEK 7,761,013,785

The record date for the dividend was determined as Thursday 14 May 2009 and it was noted that the dividend is expected to be paid by Euroclear Sweden AB on Tuesday 19 May 2009.

§ 9

It was noted that the Company's Auditors recommended the meeting to discharge the members of the Board of Directors and the Managing Director from liability for the financial year 2008.

It was resolved by the required majority, to discharge the members of the Board and the Managing Director from liability for their administration of the Company's affairs during financial year 2008.

It was noted that neither members of the Board who represented shares held by themselves or others, nor the Managing Director voted on this resolution.

Ulf Forsgren representing the shareholders specified in appendix 2, representing in total 100 shares and votes, voted against the decision. Further, it was noted that certain shareholders specified in appendix 2, represented by Ulf Forsgren, abstained from voting.

§ 10

The Chairman of the Nomination Committee, Cristina Stenbeck, presented the proposals relating to the election of the Board of Directors and remuneration to the Board of Directors and Auditor. It was resolved that, for the period until the close of the next Annual General Meeting, the Board of Directors shall consist of eight Directors, without deputies, elected by the General Meeting.

§ 11

It was resolved, in accordance with the Nomination Committee's proposal, that the remuneration to the Board of Directors for the period until the close of the next Annual General Meeting shall remain unchanged. Due to an addition of another member of the Audit Committee, however, it was resolved to increase the total Board remuneration from SEK 4,375,000 to SEK 4,450,000, of which SEK 1,100,000 shall be allocated to the Chairman of the Board, SEK 400,000 to each of the directors of the Board and in total SEK 550,000 as remuneration for the work in the committees of the Board of Directors. It was resolved that for work within the Audit Committee SEK 200,000 shall be allocated to the Chairman and SEK 75,000 to each of the other three members. For work within the Remuneration Committee SEK 50,000 shall be allocated to the Chairman and SEK 25,000 to each of the other three members.

Further, it was resolved that the remuneration to the Auditor shall be paid in accordance with approved invoices.

§ 12

The chairman informed the meeting on which positions the proposed members of the Board of Directors hold in other companies, by referring to the presentation handed out in connection with entering the meeting and to the presentation of the Chairman of the Nomination Committee.

It was resolved to re-elect Asger Aamund, Mia Brunell Livfors, David Chance, Simon Duffy, Alexander Izosimov, David Marcus and Cristina Stenbeck and to elect Michael Lynton as Board members for the period until the end of the next Annual General Meeting. It was resolved to re-elect David Chance as Chairman of the Board.

Ulf Forsgren representing the shareholders specified in appendix 2, representing in total 11,433 shares and votes, voted against the decision.

It was noted that the authorised public accountant Carl Lindgren, KPMG Bohlins AB, was elected as main responsible auditor at the Annual General Meeting 2006 for a period of four years. At the Annual General Meeting 2007, Ernst & Young AB, with the authorised public accountant Erik Åström, was elected as main responsible auditor for a period of four years.

§ 13

It was resolved, in accordance with Nomination Committee's proposal, to approve the following procedure for preparation of the election of the Board of Directors and Auditor. The work of preparing a proposal on the directors of the Board and auditor, in the case that an auditor should be elected, and their remuneration as well as the proposal on the Chairman of the Annual General Meeting of 2010 shall be performed by a Nomination Committee. The Nomination Committee will be formed during October 2009 in consultation with the largest shareholders of the Company as at 30 September 2009. The Nomination Committee will consist of at least three members representing the largest shareholders of the Company. The Nomination Committee is appointed for a term of office commencing at the time of the announcement of the third quarter report in 2009 and ending when a new Nomination Committee is formed. The majority of the members of the Committee may not be directors of the Board of Directors or employed by the Company. If a member of the Committee resigns before the work is concluded, a replacement member is to be appointed in the corresponding manner. Cristina Stenbeck will be a member of the Committee and will also act as its convenor. The members of the Committee will appoint the Committee Chairman at their first 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 recruitment consultants if deemed necessary.

Ulf Forsgren representing the shareholders specified in appendix 2, representing in total 53,025 shares and votes, voted against the decision.

§ 14

It was resolved unanimous, in accordance with the Board of Directors' proposal, to amend Section 9, second paragraph of the Articles of Association meaning that a notice of a General Meeting of shareholders shall be published in the Official Swedish Gazette (Post- och Inrikes Tidningar) as well as on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet. The new wording of Section 9, second paragraph is set forth in **appendix 3**.

It was noted that a resolution pursuant to this item is conditional upon that an amendment of the Companies Act (SFS 2005:551) has come into force, entailing that the proposed wording above is in accordance with the Companies Act.

§ 15

The Chairman of the Remuneration Committee, Asger Aamund, presented the proposal on guidelines on remuneration for senior executives.

It was resolved in accordance with the proposal from the Board of Directors, to adopt the guidelines on remuneration and other employment terms and conditions for the senior executives, as set out in **appendix 4**.

Ulf Forsgren representing the shareholders specified in appendix 2, representing in total 5,600 shares and votes, voted against the decision.

§ 16

It was resolved by the required majority to, in accordance with the proposal from the Board of Directors, authorise the Board of Directors to pass a resolution on purchasing the Company's own shares in accordance with the following conditions:

1. The purchase of Class A and/or Class B shares shall take place on the Nasdaq OMX Stockholm in accordance with the rules regarding purchase and sale of own shares as set out in the Company's listing agreement with the Nasdaq OMX Stockholm.
2. Purchase of Class A and/or Class B shares may take place on one or more occasions for the period up until the next Annual General Meeting.
3. So many Class A and/or Class B shares may be purchased up to an amount where the Company's holding does not at any time exceed 10 percent of the total number of shares in the Company.
4. Purchase of Class A and/or Class B shares at the Nasdaq OMX Stockholm may occur at a price within the share price interval registered at that time, where share price interval means the difference between the highest buying price and lowest selling price.
5. Payment for the shares shall be in cash.

Further, it was resolved by the required majority to, in accordance with the proposal from the Board of Directors to authorise the Board of Directors to pass a resolution on transferring the Company's own shares in accordance with the following conditions:

1. The transfer of Class A and/or Class B shares shall take place:
 - (i) on the Nasdaq OMX Stockholm in accordance with the rules regarding purchase and sale of own shares as set out in the Company's listing agreement with the Nasdaq OMX Stockholm; or
 - (ii) in connection with an acquisition of companies or businesses, on market terms.
2. The transfer of Class A and/or Class B shares may take place on one or more occasions for the period up until the next Annual General Meeting.
3. So many Class A and/or Class B shares may be transferred as are purchased according to the Meeting's authorisation to the Board of Directors to pass a resolution on purchasing the Company's own shares set out above.
4. The transfer of Class A and/or Class B shares on the Nasdaq OMX Stockholm may occur at a price within the share price interval registered at that time, where share price interval means the difference between the highest buying price and lowest selling price.
5. The authorisation includes the right to resolve on disapplication of the preferential rights of shareholders and that payment shall be able to be made in other forms than cash.

The purpose of the authorisations is so that the Board of Directors obtains increased freedom to act and obtains the ability to continuously adapt the Company's capital structure and thereby contribute to increased shareholder value as well as have the ability to finance future acquisitions. The Board of Directors shall be able to resolve that purchase of own shares shall be made within a

repurchase programme in accordance with the Commissions Regulation (EC) no 2273/2003, if the purpose of the authorisation and the purchase only is to decrease the Company's equity.

It was noted that the shareholder Jan Forsman (960 shares and votes) voted against the decision.

§ 17

The member of the Remuneration Committee Mia Brunell Livfors presented the proposal on the implementation of an incentive programme.

- (a) It was resolved by the required majority to, in accordance with the proposal from the Board of Directors, according to **appendix 5**, adopt the incentive programme, including authorisation for the Managing Director to take the measures necessary for registration with the Swedish Companies Registration Office and Euroclear Sweden AB.
- (b) It was resolved by the required majority to, in accordance with the proposal from the Board of Directors, according to appendix 5, authorise the Board of Directors to resolve to issue not more than 370,000 Class C shares.
- (c) It was resolved by the required majority to, in accordance with the proposal from the Board of Directors, according to appendix 5, authorise the Board of Directors to repurchase own Class C shares.
- (d) It was resolved unanimous by the required majority to, in accordance with the proposal from the Board of Directors, according to appendix 5, authorise the Board of Directors to transfer own Class B shares.

In view of the above it was noted that the incentive programme had been adopted in its entirety.

Ulf Forsgren representing the shareholders specified in appendix 2, representing in total 100 shares and votes, voted against the decision.

§ 18

It was resolved unanimous that holders of Class A shares shall be entitled to reclassify their Class A shares into Class B shares, upon which time one Class A share shall be eligible for reclassification into one Class B share. An application for reclassification shall be made during the period 12 May 2009 through 29 May 2009. The reclassification request may include some or all of the shareholder's Class A shares and should either state the number of Class A shares that shall be reclassified, or the fraction (stated in percentage with no more than two decimals) of the total number of votes in the company that the Class A shareholder wants to hold after the reclassification. An application for reclassification shall be made in writing to the board of directors which will thereafter handle the issue of reclassification. Such a request shall be made on a special form which has been sent to owners of Class A shares whose holding are registered in their own names well in advance of 12 May 2009, and which is available at the Company's premises and on the Company's website.

§ 19

Since there were no other issues, the chairman closed the meeting.

Keeper of the minutes:

Marcus Jedenmark

Verified:

Martin Börresen

Peter Lindell

Yvonne Sörberg

Voting list

Nay votes / abstained from voting

Nej-röster / Avstående

Modern Times Group MTG AB (publ) årsstämma den 11 maj 2009

Punkt på dagordningen;

7) Avstå

Ägare:	Antal aktier:	Serie:
Alpha Advantage Europe Fund B	5,218	B
Barclays Global Investors Australia Limited as responsible entity for the Barclays Europe Ex-UK Equity Index Fund	3,961	B
Barclays Global Investors, N.A.	36,300	B
Barclays Global Investors, N.A.	216,400	B
Barclays Global Investors, N.A.	6,532	B
Barclays Global Investors, N.A.	12,845	B
Barclays Global Investors, N.A.	1,440	B
Barclays Global Investors, N.A.	180	B
Barclays Global Investors, N.A.	528	B
Barclays Global Investors, N.A.	163,186	B
Barclays Global Investors, N.A.	13,511	B
Barclays Global Investors, N.A.	5,608	B
Barclays Global Investors, N.A.	3,473	B
Barclays Global Investors, N.A.	59,882	B
Barclays Global Investors, N.A.	14,973	B
Barclays Global Investors, N.A.	10,612	B
Barclays Global Investors, N.A.	6,383	B
Barclays Global Investors, N.A.	8,159	B
Consolidated Edison Retirement Plan	1,866	B
Lucent Technologies Inc. Master Pension Trust	1,846	B
Public Employees Retirement System of Mississippi	4,507	B
Summa	577,410	

9) Avstå

Ägare:	Antal aktier:	Serie:
General Electric Pension Trust	9,125	B
Summa	9,125	

9) Emot

Ägare:	Antal aktier:	Serie:
Louisiana State Employees Retirement System	100	B
Summa	100	

12) Emot

Agare:	Antal aktier:	Serie:
Caisse de depot et placement du Quebec	11,333	B
Louisiana State Employees Retirement System	100	B
Summa	11,433	

13) Emot

Agare:	Antal aktier:	Serie:
ING Global Advantage and Premium Opportunity Fund	10,190	B
ING Index Plus International Equity Fund	11,209	B
ING International Index Portfolio	2,575	B
ING Multi-Manager International Small Cap Portfolio	4,453	B
ING VP Index Plus International Equity Portfolio	18,998	B
Pictet Funds SA Ethos	5,600	B
Summa	53,025	

15) Emot

Agare:	Antal aktier:	Serie:
Pictet Funds SA Ethos	5,600	B
Summa	5,600	

17) Emot

Agare:	Antal aktier:	Serie:
Louisiana State Employees Retirement System	100	B
Summa	100	

ARTICLES OF ASSOCIATION

Modern Times Group MTG AB

Adopted by the Annual General Meeting of shareholders on 11 May 2009

§ 1

The name of the Company is Modern Times Group MTG AB. The Company is a public company (publ).

§ 2

The board of directors shall have its registered office in the municipality of Stockholm.

§ 3

The primary purpose of the Company's business shall be to generate profit for its shareholders.

The object of the Company's business is to develop and sell goods and services within the media, information and communications businesses and other activities compatible therewith.

The Company shall also be entitled to own and manage real estate as well as shares and other movables, and carry on other activities compatible therewith.

The Company shall have the right to guarantee or otherwise pledge security for obligations assumed by other companies within the group.

§ 4

The Company's share capital shall be not less than SEK 298,000,000 and not more than SEK 1,192,000,000.

The number of shares in the Company shall be not less than 59,600,000 and not more than 238,400,000.

§ 5

Shares may be issued in three Classes, Class A, Class B and Class C. Class A shares may be issued to a maximum number of 238,400,000, Class B shares to a maximum number of 238,400,000 and Class C shares to a maximum number of 238,400,000. Each Class A share carry ten votes and each Class B share and Class C share carry one vote.

Class C shares do not entitle to dividends. Upon the Company's liquidation, Class C shares carry an equivalent right to the Company's assets as the other classes of shares, however not to an amount exceeding up to the quota value of the share, annualised as per day of distribution with an interest rate of STIBOR 30 days with an additional 1 percentage point calculated from the day of

payment of the subscription price. STIBOR 30 days is set on the first business day of each calendar month.

Should the Company resolves on an issue of new Class A, Class B and Class C shares, against other payment than contribution in kind, each holder of Class A, Class B and Class C shares has preferential rights to subscribe for new shares of the same class in proportion to the number of old shares held by such holder (primary preferential rights). Shares not subscribed for with primary preferential rights shall be offered for subscription to all shareholders in the Company (subsidiary preferential rights). If the number of shares so offered is less than the number subscribed for with subsidiary preferential rights, the shares shall be distributed among the subscribers in proportion to the number of already shares held, or, to the extent that this is not possible, by lot.

Should the Company resolves on an issue of new shares solely of Class A shares, Class B shares or Class C shares, against other payment than contribution in kind, all shareholders, irrespective of which class of shares held, are entitled to preferential rights to subscribe for new shares in proportion to the number of shares previously held.

The stipulations regarding preferential rights shall apply mutatis mutandis for new issues of warrants and convertible debt, and shall not infringe on the possibility to resolve on an issue in which the preferential rights of shareholders are waived.

If the share capital is increased by a bonus issue, where new shares are issued, new shares of Class A and Class B shall be issued in relation to the number of shares of the same classes already held. In such cases, old shares of a specific class shall entitle to new shares of the same class. Class C shares do not carry rights to participate in bonus issues. Following a requisite amendment in the Articles of Association, the aforementioned stipulation shall not infringe on the possibility to issue shares of a new class by a bonus issue.

Reduction of the share capital, however not below the minimum share capital, may on request of holders of Class C shares or as resolved by the Company's Board of Directors or General Meeting, be made by redemption of Class C shares. A request from a shareholder shall be made in writing to the Company's Board of Directors and the Board of Directors shall promptly act on the matter. When a resolution on reduction has been passed, an amount corresponding to the reduction amount shall be transferred to the Company's equity reserves, if the required funds are available.

The redemption payment per Class C share shall correspond to the quota value of the share annualised per day with an interest rate of STIBOR 30 days with additional 1 percentage point calculated from the day of payment of the subscription price. STIBOR 30 days shall be initially set on the day of payment of the subscription price.

Following notice of the redemption resolution, holders having requested redemption shall promptly receive payment for the share, or, if authorisation from the Swedish Companies Registration Office or a court is required, following notice that the final decision has been registered.

Upon decision by the Board of Directors, Class C shares shall be reclassified into Class B shares, provided that the shares are held by the Company. Immediately thereafter, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office (Sw. Bolagsverket) for registration. The reclassification is effected when it has been registered and the reclassification been noted in the Swedish Central Securities Depository.

It shall be possible to reclassify Class A shares to Class B shares. Holders of Class A shares shall, during the calendar months January and July each year (the "**Reclassification periods**"), be entitled to request that all or part of the shareholder's Class A shares shall be reclassified to Class

B shares. The request shall be made in writing and must have been received by the Board of Directors no later than on the last day of the specific Reclassification period. The request shall state (i) the number of Class A shares that the shareholder wants to reclassify or (ii) the maximum percentage of the total number of votes in the Company, that the shareholder wants to hold, after reclassification has been completed of all Class A shares requested to be reclassified during the specific Reclassification period. When making a request according to alternative (ii) above, the shareholder shall also state the total number of Class A and Class B shares that the shareholder holds at the time of the request.

By the end of each Reclassification period, the Board of Directors shall consider the question of reclassification. Immediately thereafter, the Board of Directors shall report the reclassification to the Swedish Companies Registration Office (Sw. Bolagsverket) for registration. The reclassification is effected when it has been registered and the reclassification been noted in the Swedish Central Securities Depository.

§ 6

The board shall consist of no less than three and no more than nine directors.

§ 7

The Company shall have no more than three auditors with up to three deputy auditors.

§ 8

The Company's financial year shall be the calendar year.

§ 9

Notice of an annual general meeting and any extraordinary general meeting where any proposed amendment to the articles of association is to be addressed, shall be given no earlier than six and no later than four weeks prior to the meeting. Notice of any other extraordinary general meeting shall be given no earlier than six and no later than two weeks prior to the meeting.

Notice of a General Meeting of shareholders shall be published in the Official Swedish Gazette (Post- och Inrikes Tidningar) as well as on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

§ 10

A shareholder that wishes to participate at the general meeting shall, firstly, have been registered as shareholder in a transcript of the entire share register with respect to the situation five business days before the meeting, and secondly, register with the Company no later than 1 p.m. on the registration day set forth in the notice convening the meeting. Such registration day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve, New Year's Eve or any day earlier than five weekdays prior to the meeting.

A shareholder attending a general meeting may be accompanied by an assistant, however only where the shareholder has provided notification hereof in accordance with the foregoing paragraph.

§ 11

The shareholder or nominee who on the record date is registered in the share register and in a central securities depository register pursuant to Chapter 4 of the Financial Instruments Accounts Act (1998:1479) or any person who is registered in a central securities depository account pursuant to Chapter 4, Section 18 paragraph 6-8 of the mentioned Act, shall be deemed to be authorised to exercise the rights set out in Chapter 4, Section 39 of the Companies Act (2005:551).

Please note that this is a translation from the Swedish prevailing version.

RESOLUTION ON GUIDELINES ON REMUNERATION FOR SENIOR EXECUTIVES (item 15)

The Annual General Meeting 2009 is asked to decide on the following guidelines, proposed by the Board of Directors, for determining remuneration for MTG's senior executives (below the "Executives").

Remuneration guidelines

The objective of the guidelines is to ensure that MTG can attract, motivate and retain senior executives, within the context of MTG's international peer group, which consists of Northern and Eastern European media companies. The remuneration shall be based on conditions that are market competitive and at the same time aligned with shareholders' interests. Remuneration to the Executives shall consist of a fixed and variable salary, as well as the possibility of participation in a long-term incentive programme and pension schemes. These components shall create a well balanced remuneration reflecting individual performance and responsibility, both short-term and long-term, as well as MTG's overall performance.

Fixed salary

The Executives' fixed salary shall be competitive and based on the individual Executive's responsibilities and performance.

Variable salary

The Executives may receive variable remuneration in addition to fixed salaries. The contracted variable remuneration will generally not exceed a maximum of 50 per cent of the fixed annual salary. The variable remuneration shall be based on the performance of Executives in relation to established goals and targets.

Other benefits

MTG provides other benefits to the Executives in accordance with local practice. Other benefits can include, for example, a company car and company health care. Occasionally, housing allowance could be granted for a defined period.

Pension

The Executives shall be entitled to pension commitments based on those that are customary in the country in which they are employed. Pension commitments will be secured through premiums paid to insurance companies.

Notice of termination and severance pay

The maximum notice period in any Executive's contract is twelve months during which time salary payment will continue. The Company does not generally allow any additional contractual severance payments to be agreed although there can be occasional cases where this takes place.

Deviations from the guidelines

In special circumstances, the Board of Directors may deviate from the above guidelines, for example additional variable remuneration in the case of exceptional performance. In such a case the Board of Directors is obliged to explain the reason for the deviation at the following Annual General Meeting.

PROPOSAL TO IMPLEMENT AN INCENTIVE PROGRAMME (item 17)

The Board of Directors proposes that the Annual General Meeting resolves to adopt a performance based incentive programme for senior executives and other key employees within the Group in accordance with items 17(a) – 17(d) below. All resolutions are proposed to be conditional upon each other and are therefore proposed to be adopted in connection with each other.

PROPOSAL TO ADOPT AN INCENTIVE PLAN (item 17(a))

The Board of Directors proposes that the Annual General Meeting resolves to adopt a performance based incentive plan (the “**Plan**”). The Plan is proposed to in total include approximately 50 senior executives and other key employees within the Group. The participants in the Plan are required to own shares in MTG. These investment shares can either be shares already held or shares purchased on the market directly in connection with the notification to participate in the Plan. Thereafter the participants will be granted, by the company free of charge, rights to retention shares and performance shares on the terms stipulated below.

The personal investment

In order to participate in the Plan, the employees have to own MTG shares. The maximum number of shares which the employee may invest under the Plan will correspond to a value of approximately 5-8 per cent of the employee's annual base salary.

For each share invested under the Plan, the participants will be granted retention rights and performance rights by the Company. Subject to fulfilment of certain retention and performance based conditions during the period 1 April 2009 – 31 March 2012 (the “**Measure Period**”), the participant maintaining employment within the Group at the date of the release of MTG's interim report for the period January – March 2012, and subject to the participant maintaining the invested shares, each retention right and performance right will entitle the participant to receive one Class B share. Dividends paid on the underlying share will increase the number of rights being allotted in order to treat the shareholders and the participants equally.

Performance conditions

The retention rights and performance rights are divided into Series A: retention shares and Series B - C: performance shares.

The number of shares to be received by exercising rights depends on the fulfilment of the following retention and performance based conditions during the Measure Period:

- | | |
|-----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Series A</i> | MTG's total shareholder return on the Class B shares (TSR) exceeding 0 per cent as entry level (no stretch target) |
| <i>Series B</i> | MTG's average normalised return of capital employed (ROCE) of 13 per cent as entry level and 23 per cent as stretch target |
| <i>Series C</i> | MTG's total shareholder return on the Class B shares (TSR) equal to a peer group including CME, ITV, M6, Mediaset, ProSieben, RTL Group, Sky, TF1 and TVN as the entry level and 10 percentage points better than the peer group as the stretch target |

The determined levels in the performance based conditions are “entry level” and “stretch target” with a linear interpolation applied between those levels. If entry level is reached the number of

rights exercisable is proposed to be twenty per cent. The entry level constitutes the minimum level which must be exceeded in order to enable exercise of part of the rights. Vesting of the retention rights and performance rights is initiated only if a defined entry level is exceeded. If the entry level is not exceeded all rights to retention and performance shares in that series will lapse. If a stretch target is met, all retention rights and performance rights remain exercisable in that series.

The right to retention shares and performance shares

The rights to retention shares and performance shares shall be governed by the following terms and conditions:

- Granted free of charge on or around 1 June 2009. The Board of Directors shall be authorised to make allotments within the scope of the incentive programmes in connection with recruitments that have been carried out after the first allotment, however no later than on 31 December 2009.
- May not be pledged, transferred or disposed.
- May be exercised the day following the release of the interim report for the period January – March 2012.
- Dividends paid on the underlying share during the vesting period will increase the number of retention and performance shares being allotted in order to treat the shareholders and the participants equally.
- May only be exercised provided that the holder is still employed by the Group and has maintained the personal investment during the vesting period.

Preparation and administration

The Board of Directors, or a committee established by the Board for these purposes, shall be responsible for preparing the detailed terms and conditions of the Plan, in accordance with the mentioned terms and guidelines. To this end, the Board of Directors shall be entitled to make adjustments in the Plan to meet foreign regulations or market conditions. The Board of Directors may also make other adjustments if significant changes in the Group, or its circumstances, result in a situation where the decided terms, targets and conditions for investing, vesting and for the possibility to exercise the rights under the incentive programme, become unsuitable to use.

Allocation

In total, the Plan is estimated to comprise up to 43,225 shares held by the employees entitling participants to rights of up to 43,225 retention shares and 217,900 performance shares. The participants are divided into five different groups. The Plan will comprise the following number of invested shares and the maximum number of rights in accordance with the above mentioned principles and assumptions:

- for the CEO; up to 7,000 shares and 8 rights per invested share (Series A: 1.0 rights and Series B-C: 3.5 rights per Series);
- for approximately eight members of the senior executives (category 1); up to 2,000 shares each and 6.5 rights per invested share (Series A: 1.0 rights and Series B-C: 2.75 rights per Series);
- for approximately nine senior executives and/or key employees (category 2); up to 1,000 shares each and 5 rights per invested share (Series A: 1.0 rights and Series B-C: 2.0 rights per Series);

- for approximately 19 senior executives and/or key employees (category 3); up to 425 shares each and 5 rights per invested share (Series A: 1.0 rights and Series B-C: 2.0 rights per Series); and
- for approximately 14 senior executives and/or key employees (category 4); up to 225 shares each and 5 rights per invested share (Series A: 1.0 rights and Series B-C: 2.0 rights per Series).

Scope and costs of the programme

The Plan will be accounted for in accordance with IFRS 2 which stipulates that the rights should be recorded as a personnel expense in the income statement during the vesting period. Based on the assumptions that the share price is SEK 159.50 (closing share price of the MTG Class B share on 3 April 2009) at the time of allocation, that each participant makes the maximum personal investment, and that the annual employee turnover is 10 per cent among the participants of the programme, an average fulfilment of performance conditions of approximately 50 per cent and full award of retention share, the total cost, exclusive of social security costs, for the programme is estimated to approximately SEK 15 million before tax. The cost will be allocated over the years 2009-2012.

Social security costs will also be recorded as a personnel expense in the income statement in accordance with generally accepted accounting principles. The social security costs are estimated to be around SEK 5 million with the assumptions above and an average social security tax rate of 23 per cent and an annual share price increase of 10 per cent.

The participant's maximum profit per right in the Plan is SEK 655, which corresponds to five times the average closing share price of the MTG Class B shares during February 2009 (SEK 131). If the value of right exceeds SEK 655, the number of shares each right entitles the employee to receive will be reduced accordingly. The maximum dilution, taking into consideration delivery of shares to the participants and the issues of shares for the purpose of hedging social security costs, is 0.6 per cent in terms of shares outstanding, 0.2 per cent in terms of votes and 0.1 per cent in terms of the estimated programme cost as defined in IFRS 2 divided by the Company's market capitalisation. Assuming that a maximum gain of SEK 655 per right is achieved, all invested shares are held according to Plan and a 100 per cent fulfilment of retention and performance based conditions are met the maximum cost for the programme is approximately SEK 27 million in accordance with IFRS 2 and the maximum cost for social charges approximately SEK 42 million.

Information on other incentive programmes in the Company can be found in **appendix 5.1**.

Effect on certain key ratios

The impact on basic earnings per share if the programme had been introduced in 2008 with the assumptions above would result in a dilution of 0.2 per cent or from SEK 43.25 to SEK 43.18 on a proforma basis.

The annual cost of the programme including social charges is estimated to be approximately SEK 7 million assuming the above assumptions. This cost can be related to the Company's total personnel costs, including social charges, of SEK 1,362 million in 2008.

Delivery of shares under the Plan

To ensure the delivery of Class B shares under the Plan, the Board of Directors proposes that the Annual General Meeting authorises the Board to resolve on a directed issue of Class C shares to Nordea Bank AB (publ) in accordance with item 17 (b), and an authorisation for the Board of Directors to subsequently resolve to repurchase the Class C shares from Nordea Bank AB (publ)

in accordance with item 17(c). The Class C shares will then be held by the Company as treasury shares during the vesting period, where after the appropriate number of Class C shares will be reclassified into Class B shares and subsequently be delivered to the participants under the Plan. The Board of Directors also intends to hedge the social security costs by issuing Class C shares, which after reclassification into Class B shares will be sold on Nasdaq OMX Stockholm. Any decision to sell shares for the purpose of hedging social security costs will be put forward at the Annual General Meeting 2011.

The rationale for the proposal

The objective of the proposed Plan is to create conditions to recruit and retain high performing employees in the Group. The Plan has been designed based on the view that it is desirable that senior executives and other key employees within the Group are shareholders in the Company. Participation in the Plan requires a personal investment in MTG shares by each participant. By linking the employee's reward with the development of the Company's profits and increase in value, employee loyalty is rewarded and long-term value growth of the Company is facilitated. Against this background, the Board of Directors is of the opinion that the adoption of the Plan as set out above will have a positive effect on the Group's future development and thus be beneficial for both the Company and its shareholders.

Preparation

MTG's Remuneration Committee has prepared this Plan in consultation with external advisors and major shareholders. The Plan has been reviewed at meetings of the Board of Directors during the end of 2008 and the first months of 2009.

Majority requirement

A resolution in accordance with the proposal is valid only where supported by shareholders holding not less than nine-tenths of both the shares voted and of the shares represented at the General Meeting.

The above proposal is supported by the Company's major shareholders.

AUTHORISATION TO RESOLVE TO ISSUE CLASS C SHARES (item 17 (b))

The Board of Directors 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 1,850,000 by the issue of not more than 370,000 Class C shares, each with a ratio value of SEK 5. With disapplication of the shareholders' preferential rights, Nordea Bank AB (publ) shall be entitled to subscribe for the new Class C shares at a subscription price corresponding to the ratio value of the shares. The purpose of the authorisation and the reason for the disapplication of the shareholders' preferential rights in connection with the issue of shares is to ensure delivery of Class B shares to participants under the Plan and to hedge any social security costs related thereto.

A resolution in accordance with the proposal is valid only where supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the Annual General Meeting.

AUTHORISATION TO RESOLVE TO REPURCHASE OWN CLASS C SHARES (item 17 (c))

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board, during the period until the next Annual General Meeting, to repurchase its own Class C shares.

The repurchase may only be effected through a public offer directed to all holders of Class C shares and shall comprise all outstanding Class C shares. The purchase may be effected at a purchase price corresponding to not less than SEK 5.00 and not more than SEK 5.10. The total price will not exceed SEK 1,887,000. Payment for the Class C shares shall be made in cash. The purpose of the repurchase is to ensure the delivery of Class B shares under the Plan.

A resolution in accordance with the proposal is valid only where supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the Annual General Meeting.

TRANSFER OF OWN CLASS B SHARES (item 17 (d))

The Board of Directors proposes that the Annual General Meeting resolves that Class C shares that the Company purchases by virtue of the authorisation to repurchase its own shares in accordance with item 17 (c) above, following reclassification into Class B shares, may be transferred to participants in accordance with the terms of the Plan.

A resolution in accordance with the proposal is valid only where supported by shareholders holding not less than nine-tenths of both the shares voted and of the shares represented at the Annual General Meeting.

Other Outstanding Share Related Incentive Programmes

At the Annual General Meetings on 11 May 2005 and 10 May 2006 it was resolved to adopt an incentive programme for senior executives and other key employees employed in the Group, meaning that employees were offered a combination of warrants and stock options, which entitled them to acquire Class B shares in the Company. The participants in the incentive programme have purchased warrants on market terms. For each warrant purchased, the participants have been offered a maximum of two stock options, each carrying the right to acquire one Class B share. The subscription price of the warrants and the acquisition price of the stock options equal 115 per cent of the average last trading price of the Company's Class B share during the ten trading days immediately following the day of the Annual General Meeting.

At the Annual General Meeting on 9 May 2007 it was resolved to adopt an incentive programme for senior executives and key employees, meaning the employees were offered a combination of warrants and stock options, which entitled them to acquire Class B shares in the Company. The participants in the incentive programme have purchased warrants on market terms. For each warrant purchased, the participants have been offered a maximum of six stock options, each carrying the right to acquire one Class B share. The subscription price of the warrants and the acquisition price of the stock options equal 110 per cent of the average last trading price of the Company's Class B share during the ten trading days immediately following the day of the Annual General Meeting.

The warrants are run for approximately three years and the stock options run for approximately five years. The stock options are not transferable and the right to exercise the stock options normally requires that the holder is still employed within the Group at the time of exercise. The terms, the subscription price and the number of outstanding warrants/stock options are set forth in the summary below.

	Warrants	Stock options	Warrants	Stock options	Warrants	Stock options
Year of grant	2005	2005	2006	2006	2007	2007
Number of granted options	-	44,832	109,123	172,646	50,989	276,366
Subscription price per share (SEK)	239.30	235.80	417.70	413.30	432.50	432.50
Outstanding shares that can be acquired	-	44,832	109,123	172,646	50,989	276,366

The Annual General Meeting on 14 May 2008 resolved to adopt a performance based incentive program for senior executives and other key employees. Individual investments in MTG shares are required to participate. The shares must be held during the three year vesting period. Thereafter, the participants are granted retention shares and performance shares and options depending on

the fulfilment of certain stipulated goals. The rights to retention and performance shares were granted by the company free of charge at the end of May 2008, and may be exercised after the release of the interim report for Q1 2011. The program comprises of 11,438 retention shares, 128,138 performance shares and 256,275 performance options, in total the maximum outstanding shares that can be acquired are 395,851. Retention and performance shares are free of charge and the subscription price per share for performance options is SEK 498.10.