

## § 1

### Election of Chairman of the Annual General Meeting (agenda item 1)

The Meeting elected Tone Myhre-Jensen, member of the Swedish Bar Association, as Chairman of the Meeting, in accordance with the Nomination Committee's proposal.

It was noted that Henrik Wällgren had been appointed to keep the minutes at the Meeting.

It was further noted that the Meeting was conducted in accordance with Sections 20 and 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, allowing shareholders to exercise their voting rights at the Annual General Meeting only through postal voting in advance.

The notice to the Meeting was enclosed to the minutes, Appendix 1.

The form used for postal voting was enclosed to the minutes, Appendix 2.

A compilation of the overall result of postal votes, on each agenda item that is covered by postal voting, was enclosed to the minutes, Appendix 3, which includes the information prescribed in section 26 in the abovementioned Act (2020:198).

It was noted that the shareholders had been given the opportunity to request written information from MTG and that no such request had been received by the company, and that no request had been made in accordance with Section 25 in the abovementioned Act (2020:198).

## § 2

### Preparation and approval of the voting list (agenda item 2)

The Meeting approved the list in Appendix 4 as voting list for the Annual General Meeting.

## § 3

### Approval of the agenda (agenda item 3)

The Meeting approved the proposed agenda, Appendix 5, which had been included in the notice.

It was noted that the Board's complete proposals had been included in the notice and that the Nomination Committee's proposals had been disclosed through a press release on 19 April 2021, Appendix 6.

It was further noted that the Board's and the Nomination Committee's complete proposals, including the Nomination Committee's motivated statement regarding its proposal for election of the Board, the Annual Report, the Group Annual Report, the Auditor's Report and the Group Auditor's Report for the financial year 2020, the Board's Remuneration report and other documents to the Annual General Meeting were presented by being held available at the company and on the company's website.

#### **§ 4**

##### Election of one or two persons to check and verify the minutes (agenda item 4)

The Meeting elected, in accordance with the Board's proposal, Ulrik Grönvall, representing Swedbank Robur, and Mats Gustafsson, representing Lannebo Fonder, to check and verify the minutes jointly with the Chairman of the Meeting.

It was noted that the assignment to check and verify the minutes also include verifying the voting list and that the postal votes are correctly reflected in the minutes.

#### **§ 5**

##### Determination of whether the Annual General Meeting has been duly convened (agenda item 5)

The Meeting resolved to declare the Meeting duly convened.

#### **§ 6**

##### Presentation of the Annual Report, the Auditor's Report and the consolidated financial statements and the Auditor's Report on the consolidated financial statements (agenda item 6)

It was found that the Annual Report and the Auditor's Report as well as the Group Annual Report and the Group Auditor's Report for the financial year 2020 were presented by being held available at the company and on the company's website.

#### **§ 7**

##### Resolution on the adoption of the Income Statement and the Balance Sheet and of the consolidated Income Statement and the consolidated Balance Sheet (agenda item 7)

The Meeting resolved to adopt the income statements for 2020 and the balance sheets as per 31 December 2020 for the Parent Company and the Group.

#### **§ 8**

##### Resolution on the treatment of the company's results as stated in the adopted Balance Sheet (agenda item 8)

The Meeting resolved, in accordance with the Board's proposal, that the company's results should be distributed so that the retained earnings, the share premium reserve and the result for the year should be carried forward.

#### **§ 9**

##### Resolution on the discharge of liability of the members of the Board and the Chief Executive Officer (agenda item 9)

The Meeting discharged the Board and the Chief Executive Officers from liability for the management of the company and its affairs during the financial year 2020.

It was noted that the Chief Executive Officer did not take part in the resolution.

## **§ 10**

### Presentation and resolution on the approval of the Remuneration Report (agenda item 10)

It was found that the Board's Remuneration report 2020 was presented by being held available at the company and on the company's website.

The Meeting resolved to adopt the Board's remuneration report 2020.

## **§ 11**

### Determination of the number of members of the Board (agenda item 11)

The Meeting resolved, in accordance with the Nomination Committee's proposal, that for the period until the end of the next Annual General Meeting, the Board will consist of seven (7) members.

## **§ 12**

### Determination of the remuneration to the members of the Board (agenda item 12)

The Meeting resolved, in accordance with the Nomination Committee's proposal, that the Board remuneration shall be allocated as follows:

- SEK 1,600,000 to the Chairman of the Board.
- SEK 550,000 to each of the other members of the Board.
- SEK 235,000 to the Chairman and SEK 130,000 to each of the other three members of the Audit Committee.
- SEK 140,000 to the Chairman and SEK 70,000 to each of the other two members of the Remuneration Committee.

## **§ 13**

### Determination of the remuneration to the Auditor (agenda item 13)

The Meeting resolved, in accordance with the Nomination Committee's proposal, that the Auditor shall be paid in accordance with approved invoices.

## **§ 14**

### Election of Board members (agenda item 14)

It was noted that information on the assignments that the proposed Board members have in other companies had been provided by being held available at the company and on the company's website.

The Meeting resolved, in accordance with the Nomination Committee's proposal, to re-elect Chris Carvalho, Simon Duffy, Gerhard Florin, Dawn Hudson, Marjorie Lao and Natalie Tydeman as Board members, and to elect Simon Leung as new Board member.

## **§ 15**

### Election of the Chairman of the Board (agenda item 15)

The Meeting resolved, in accordance with the Nomination Committee's proposal, to elect Simon Duffy as new Chairman of the Board.

## § 16

### Determination of the number of Auditors and election of Auditor (agenda item 16)

The Meeting resolved, in accordance with the Nomination Committee's proposal, that the company shall have one registered accounting firm as Auditor, and to re-elect the registered accounting firm KPMG AB as Auditor until the end of the 2022 Annual General Meeting.

It was noted that the authorised public accountant Helena Nilsson will continue as Auditor-in-charge.

## § 17

### Resolution regarding guidelines for remuneration to the senior executives (agenda item 17)

The Meeting resolved in accordance with the Board's proposal, Appendix 7, on guidelines for remuneration to the senior executives.

## § 18

### Resolution on authorisation for the Board to resolve on new issues of Class B shares (agenda item 18)

The Meeting resolved in accordance with the Board's proposal, Appendix 8, to authorise the Board to resolve upon the issue of new Class B shares.

It was noted that the resolution was supported by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

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At the minutes:  
Henrik Wållgren

Minutes checkers:

Tone Myhre-Jensen  
Ulrik Grönvall  
Mats Gustafsson



## NOTICE TO MTG'S 2021 ANNUAL GENERAL MEETING

The shareholders of Modern Times Group MTG AB (publ) are hereby given notice to the Annual General Meeting on Tuesday 18 May 2021. Due to the continuing coronavirus pandemic, the Board has decided that the Annual General Meeting should be conducted only through postal voting in accordance with temporary legislation. It will not be possible for shareholders to attend the Annual General Meeting in person or by way of a proxy holder.

**Information on the resolutions adopted by the Annual General Meeting will be disclosed on 18 May 2021, as soon as the outcome of the postal voting has been finally confirmed.**

An interview with MTG's Chairman of the Board David Chance and a presentation by the Chief Executive Officer Maria Redin will be available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "MTG's Annual General Meeting 2021" (which can be found under the section "Investors" under the heading "General Meetings") from 12 May 2021.

### PARTICIPATION

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

- be recorded in the presentation of the share register prepared by Euroclear Sweden concerning the circumstances on Friday 7 May 2021; and
- give notice to participate no later than Monday 17 May 2021 by casting their postal vote as instructed under the heading "Postal voting" below, so that the postal vote is received by MTG no later than that day.

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 to participate by casting their postal vote, re-register such shares in their own name so that the shareholder is recorded in the presentation of the share register as of 7 May 2021. Such re-registration may be temporary ("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 no later than the second banking day after 7 May 2021 will be considered in the presentation of the share register.

### POSTAL VOTING

Shareholders may only exercise their voting rights at the Annual General Meeting through postal voting in advance pursuant to Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for postal voting. The completed and signed postal voting form can be submitted either by email to [info@computershare.se](mailto:info@computershare.se), or by post to Computershare AB, "AGM of MTG", P.O. Box 5267, SE-102 46 Stockholm, Sweden. Shareholders who are natural persons may also cast their postal votes digitally through verification with BankID. The postal voting form and link to digital postal voting will be available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "MTG's Annual General Meeting 2021" (which can be found under the section "Investors" under the heading "General Meetings") no later than 11 May 2021.

Postal voting forms and digital postal votes must be received by MTG no later than 17 May 2021.

If the shareholder postal votes by proxy, a power of attorney shall be enclosed with the postal voting form. A template proxy form will be available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "MTG's Annual General Meeting 2021" (which can be found under the section "Investors" under the

heading “General Meetings”) no later than 11 May 2021. If the shareholder is a legal entity, a copy of a registration certificate or a corresponding document for the legal entity shall be enclosed together with the postal voting form.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

For information on how your personal data is processed, please visit [www.computershare.com/se/gm-gdpr](http://www.computershare.com/se/gm-gdpr) and [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

### **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. A request for such information shall be made in writing to Modern Times Group MTG AB (publ), Att. “AGM”, P.O. Box 2094, SE-103 13 Stockholm, Sweden, or by email to [martin.unger@mtg.com](mailto:martin.unger@mtg.com) no later than 10 May 2021. The information will be made available on the company’s website [www.mtg.com](http://www.mtg.com) under the heading “MTG’s Annual General Meeting 2021” (which can be found under the section “Investors” under the heading “General Meetings”) and at the company’s premises at Skeppsbron 18 in Stockholm, Sweden, no later than 12 May 2021. The information will also be sent to the shareholder who requested it and stated their postal address or email address.

**PROPOSED AGENDA**

1. Election of Chairman of the Annual General Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to check and verify the minutes.
5. Determination of whether the Annual General Meeting has been duly convened.
6. Presentation of the Annual Report, the Auditor's Report and the consolidated financial statements and the Auditor's Report on the consolidated financial statements.
7. Resolution on the adoption of the Income Statement and the Balance Sheet and of the consolidated Income Statement and the consolidated Balance Sheet.
8. Resolution on the treatment of the company's results as stated in the adopted Balance Sheet.
9. Resolution on the discharge of liability of the members of the Board and the Chief Executive Officer.
10. Presentation and resolution on the approval of the Remuneration Report.
11. Determination of the number of members of the Board.
12. Determination of the remuneration to the members of the Board.
13. Determination of the remuneration to the Auditor.
14. Election of Board members.
15. Election of the Chairman of the Board.
16. Determination of the number of Auditors and election of Auditor.
17. Resolution regarding guidelines for remuneration to the senior executives.
18. Resolution on authorisation for the Board to resolve on new issues of Class B shares.

## **RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE**

The Nomination Committee's proposed resolutions to the 2021 Annual General Meeting will be announced through a separate press release.

## **RESOLUTIONS PROPOSED BY THE BOARD**

### **Preparation and approval of the voting list (item 2)**

The voting register proposed to be approved is the voting register prepared by Euroclear Sweden on behalf of MTG, based on the general meeting share register and received postal votes, confirmed by the persons assigned to verify the minutes.

### **Election of one or two persons to check and verify the minutes (item 4)**

The Board proposes that Ulrik Grönwall, representing Swedbank Robur, and Mats Gustafsson, representing Lannebo Fonder, or, to the extent one or both of them are prevented, any person or persons appointed by the Board, are elected to verify the minutes. The assignment to verify the minutes shall also include verifying the voting list and that the postal votes are correctly reflected in the minutes.

### **Treatment of MTG's result (item 8)**

The Board proposes that MTG's retained earnings, the share premium reserve and the result for the year, a total of SEK 5,298,825,907 is to be carried forward.

### **Resolution regarding guidelines for remuneration to the senior executives (item 17)**

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).

Subject to the adoption by the 2021 Annual General Meeting, these Remuneration Guidelines shall be applied to employment agreements entered into after the 2021 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. In order to avoid any conflict of interest, the Remuneration Committee consist only of members that are independent of the company and its management. 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 Vision is to become the home of gaming and esports entertainment. MTG's Mission is to grow the gaming and esports ecosystems and benefit the communities through relevant products and storytelling with craftsmanship, innovation and sustainability at its center. MTG's Strategy is to drive profitability and organic growth in group companies and invest in high-potential gaming and esports 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](http://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 and esport 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, which are Bold, Smart, Engaging and Fun. 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](http://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 20% 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 pro-rata 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 2020*

For information regarding the application of, and deviation from, the guidelines for remuneration to the Senior Executives during 2020, see both the 2020 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 2020 that are available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "MTG's Annual General Meeting 2021" (which can be found under the section "Investors" under the heading "General Meetings").

#### **Authorisation for the Board to resolve on new issues of Class B shares (item 18)**

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 issue of Class B shares shall be made on market terms and conditions. Payment may be made in cash, in kind or through set-off.

The purpose of the authorisation, as well as the reason for any deviation from the shareholders' preferential rights, is to enable the company to pursue potential acquisition opportunities as they arise and in line with the company's strategy, including to raise capital for such acquisitions, on - as the case may be - an accelerated basis.

New share issues resolved by the Board using the authorisation shall, in aggregate, represent no more than 15% of the total number of shares in the company at the time when the Board exercises this authorisation for the first time. At least one third (1/3) of this authorisation is intended to be used as payment/consideration in connection with acquisitions (in kind or through set-off), and the remainder may be used for new issues to raise capital for acquisitions.

In a new issue to raise capital – with deviation from the shareholders' preferential rights on an accelerated basis – no single new investor may subscribe for Class B shares representing more than 5% of the total number of shares in the company.

## MISCELLANEOUS

### Shares and votes

There are a total number of 106,384,776 shares in MTG, whereof 545,662 Class A shares, 105,709,114 Class B shares and 130,000 Class C shares. The total number of votes for all MTG shares is 111,295,734. As per the date of this notice, MTG holds 304,880 Class B shares and 130,000 Class C shares in treasury, which cannot be represented at the Annual General Meeting.

### Special majority requirements with respect to the proposed resolution under item 18

A resolution in accordance with item 18 is only valid if supported by shareholders holding not less than two thirds (2/3) of the votes cast as well as the shares represented at the Annual General Meeting.

### Documentation

The Nomination Committee's motivated statement regarding its proposal for election of the Board and information on the proposed members of the Board will be available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "MTG's Annual General Meeting 2021" (which can be found under the section "Investors" under the heading "General Meetings") in connection with the announcement of the Nomination Committee's proposed resolutions to the Annual General Meeting through a press release.

The 2020 Annual and Corporate Responsibility Report is available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "MTG's Annual General Meeting 2021" (which can be found under the section "Investors" under the heading "General Meetings") and at the company's premises at Skeppsbron 18 in Stockholm. The Auditor's opinion in accordance with Ch 8 Sec 54 of the Swedish Companies Act (2005:551) regarding whether the guidelines for remuneration to Senior Executives adopted by the Annual General Meeting have been complied with and the Board's Remuneration Report in accordance with Ch 8 Sec 53 a of the Swedish Companies Act (2005:551) will be available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "MTG's Annual General Meeting 2021" (which can be found under the section "Investors" under the heading "General Meetings") and at the company's premises at Skeppsbron 18 in Stockholm, Sweden, no later than 27 April 2021. The documents are presented by being available at the company's premises and on the website. 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 email to [info@computershare.se](mailto:info@computershare.se), by post to Computershare AB, "AGM of MTG", P.O. Box 5267, SE-102 46 Stockholm, Sweden or by telephone at +46 (0) 771-246 400.

The general meeting share register will be held available at the company's premises at Skeppsbron 18 in Stockholm, Sweden.

### 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.

Stockholm, April 2021

MODERN TIMES GROUP MTG AB (PUBL)

THE BOARD

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## NOTIFICATION OF PARTICIPATION AND FORM FOR POSTAL VOTING

*The Board of MTG has decided that the shareholders may only exercise their voting rights at the Annual General Meeting on 18 May 2021 through postal voting in advance pursuant to Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.*

**To be received by MTG no later than Monday 17 May 2021.** Note that **shareholders whose shares are registered in the names of nominees** must, in addition to giving notice to participate by casting their postal vote, **re-register such shares in their own name**. Instructions for this can be found in the notice to the Annual General Meeting.

Shareholders who are natural persons may also cast their postal votes digitally through verification with BankID. Link to digital postal voting can be found on the company's website [www.mtg.com](http://www.mtg.com) under the heading "MTG's Annual General Meeting 2021" (which can be found under the section "Investors" under the heading "General Meetings").

The shareholder set out below hereby notifies the company of its participation and exercises its voting right for all of the shareholder's shares in **Modern Times Group MTG AB (publ)**, reg. no. 556309-9158, at the Annual General Meeting on Tuesday 18 May 2021. The voting right is exercised in accordance with the voting options marked below.

Name of the shareholder	Personal identity number/registration number

**Declaration (if the signatory is a legal representative of a shareholder who is a legal entity):** The undersigned is a board member, the CEO or a signatory of the shareholder and solemnly declare that I am authorized to submit this postal vote on behalf of the shareholder and that the contents of the postal vote correspond to the shareholder's decisions

**Declaration (if the signatory represents the shareholder by proxy):** The undersigned solemnly declare that the enclosed power of attorney corresponds to the original and that it has not been revoked

<b>Telephone number</b>	<b>Email</b>
<b>Place and date</b>	
<b>Signature</b>	
<b>Clarification of signature</b>	

### Instructions for postal voting:

- Complete the information above
- Select the preferred voting options below (next page)
- Print, sign and send the form in the original to Computershare AB, "AGM of MTG", P.O. Box 5267, SE-102 46 Stockholm, Sweden, or by email to [info@computershare.se](mailto:info@computershare.se) (with reference "AGM of MTG")
- If the shareholder is a natural person who is personally voting by post, it is the shareholder who should sign under *Signature* above. If the postal vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the postal vote is submitted by a legal representative of a legal entity, it is the representative who should sign
- If the shareholder postal votes by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a registration certificate or a corresponding document for the legal entity shall be enclosed with the form

### Further information regarding postal voting

A shareholder cannot give any other instructions than selecting one of the options specified at each item in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A postal vote in its entirety is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented.

Only one form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The form latest received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form, or a form without valid authorisation documentation, may be discarded without being considered.

The postal voting form, together with any enclosed authorisation documentation, must be received by MTG no later than **Monday 17 May 2021**. A postal vote can be withdrawn up to and including **Monday 17 May 2021** by email to [info@computershare.se](mailto:info@computershare.se) (with reference "AGM of MTG"), by post to Computershare AB, "AGM of MTG", P.O. Box 5267, SE-102 46 Stockholm, Sweden, or by phone at +46 (0) 771-246 400 between 9:00 a.m. and 4:00 p.m. (CET) weekdays.

For complete proposals for resolutions, please refer to the notice of the Annual General Meeting and the other documents to the Annual General Meeting on MTG's website. The proposed resolutions set out in the notice and other documents may be changed or withdrawn. MTG will disclose such adjustments through a press release, after which the shareholders have the right to submit a new form.

For information on how your personal data is processed, please visit [www.computershare.com/se/gm-gdpr](http://www.computershare.com/se/gm-gdpr) and [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

## Annual General Meeting in Modern Times Group MTG AB (publ) on 18 May 2021

The voting options below concerns the proposals presented by the Board and the Nomination Committee included in the proposed agenda for the Annual General Meeting. The notice and the other documents to the Annual General Meeting are held available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "MTG's Annual General Meeting 2021" (which can be found under the section "Investors" under the heading "General Meetings").

<b>1. Election of Chairman of the Annual General Meeting.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>2. Preparation and approval of the voting list.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>3. Approval of the agenda.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>4. Election of one or two persons to check and verify the minutes.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>5. Determination of whether the Annual General Meeting has been duly convened.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>7. Resolution on the adoption of the Income Statement and the Balance Sheet and of the consolidated Income Statement and the consolidated Balance Sheet.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>8. Resolution on the treatment of the company's results as stated in the adopted Balance Sheet.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>9. Resolution on the discharge of liability of the members of the Board and the Chief Executive Officer.</b> 9 (a) Chris Carvalho Yes <input type="checkbox"/> No <input type="checkbox"/>
9 (b) David Chance Yes <input type="checkbox"/> No <input type="checkbox"/>
9 (c) Simon Duffy Yes <input type="checkbox"/> No <input type="checkbox"/>
9 (d) Gerhard Florin Yes <input type="checkbox"/> No <input type="checkbox"/>
9 (e) Dawn Hudson Yes <input type="checkbox"/> No <input type="checkbox"/>
9 (f) Marjorie Lao Yes <input type="checkbox"/> No <input type="checkbox"/>

9 (g) Natalie Tydeman Yes <input type="checkbox"/> No <input type="checkbox"/>
9 (h) Donata Hopfen Yes <input type="checkbox"/> No <input type="checkbox"/>
9 (i) Maria Redin Yes <input type="checkbox"/> No <input type="checkbox"/>
9 (j) Jörgen Madsen Lindemann Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>10. Presentation and resolution on the approval of the Remuneration Report.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>11. Determination of the number of members of the Board.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>12. Determination of the remuneration to the members of the Board.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>13. Determination of the remuneration to the Auditor.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>14. Election of Board members:</b>
14 (a) Chris Carvalho (re-election, proposed by the Nomination Committee) Yes <input type="checkbox"/> No <input type="checkbox"/>
14 (b) Simon Duffy (re-election, proposed by the Nomination Committee) Yes <input type="checkbox"/> No <input type="checkbox"/>
14 (c) Gerhard Florin (re-election, proposed by the Nomination Committee) Yes <input type="checkbox"/> No <input type="checkbox"/>
14 (d) Dawn Hudson (re-election, proposed by the Nomination Committee) Yes <input type="checkbox"/> No <input type="checkbox"/>
14 (e) Marjorie Lao (re-election, proposed by the Nomination Committee) Yes <input type="checkbox"/> No <input type="checkbox"/>
14 (f) Natalie Tydeman (re-election, proposed by the Nomination Committee) Yes <input type="checkbox"/> No <input type="checkbox"/>
14 (g) Simon Leung (new election, proposed by the Nomination Committee) Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>15. Election of the Chairman of the Board.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
<b>16. Determination of the number of Auditors and election of Auditor.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>



**17. Resolution regarding guidelines for remuneration to the senior executives.**

Yes       No

**18. Resolution on authorisation for the Board to resolve on new issues of Class B shares.**

Yes       No

**The shareholder requests that one or more items in the above form shall be postponed to a Continued General Meeting.**

(This section is to be filled in only if the shareholder has such request)

State item or items by using numbers:

## Appendix 3

Dagordningspunkt Agenda item	Röster / Votes					Aktier / Shares					
	(% nedan avser andel av de på stämman avgivna rösterna) (% below refers to part of cast votes at the meeting)					(% nedan avser andel av de på stämman företrädda aktierna) (% below refers to part of represented shares at the meeting)				Aktier för vilka röster har avgetts (antal) ("Avgivna") Shares where votes have been cast (amount) ("Cast")	Andel av det totala antalet aktier i bolaget som de Avgivna representerar (%) (Part of the total amount of shares in the company the Given shares represent (%))
	Ja (antal) Yes (amount)	Ja (%) Yes (%)	Nej (antal) No (amount)	Nej (%) No (%)	Avstår (antal) Abstain(amount)	Ja (antal) Yes (amount)	Ja (%) Yes (%)	Nej (antal) No (amount)	Nej (%) No (%)		
1	63 262 708,0	100,000%	0,0	0,000%	39 452,0	61 811 827	99,936%	0	0,000%	61 811 827	58,173%
2	63 262 708,0	100,000%	0,0	0,000%	39 452,0	61 811 827	99,936%	0	0,000%	61 811 827	58,173%
3	63 262 708,0	100,000%	0,0	0,000%	39 452,0	61 811 827	99,936%	0	0,000%	61 811 827	58,173%
4	63 262 708,0	100,000%	0,0	0,000%	39 452,0	61 811 827	99,936%	0	0,000%	61 811 827	58,173%
5	63 262 708,0	100,000%	0,0	0,000%	39 452,0	61 811 827	99,936%	0	0,000%	61 811 827	58,173%
7	63 141 276,0	99,849%	95 554,0	0,151%	65 330,0	61 690 395	99,740%	95 554	0,154%	61 785 949	58,149%
8	63 302 159,0	100,000%	1,0	0,000%	0,0	61 851 278	100,000%	1	0,000%	61 851 279	58,210%
9 a	63 236 157,0	100,000%	1,0	0,000%	66 002,0	61 785 276	99,893%	1	0,000%	61 785 277	58,148%
9 b	63 236 157,0	100,000%	1,0	0,000%	66 002,0	61 785 276	99,893%	1	0,000%	61 785 277	58,148%
9 c	63 236 157,0	100,000%	1,0	0,000%	66 002,0	61 785 276	99,893%	1	0,000%	61 785 277	58,148%
9 d	63 236 157,0	100,000%	1,0	0,000%	66 002,0	61 785 276	99,893%	1	0,000%	61 785 277	58,148%
9 e	63 236 157,0	100,000%	1,0	0,000%	66 002,0	61 785 276	99,893%	1	0,000%	61 785 277	58,148%
9 f	63 236 157,0	100,000%	1,0	0,000%	66 002,0	61 785 276	99,893%	1	0,000%	61 785 277	58,148%
9 g	63 236 157,0	100,000%	1,0	0,000%	66 002,0	61 785 276	99,893%	1	0,000%	61 785 277	58,148%
9 h	63 236 157,0	100,000%	1,0	0,000%	66 002,0	61 785 276	99,893%	1	0,000%	61 785 277	58,148%
9 i	63 221 941,0	100,000%	1,0	0,000%	80 218,0	61 771 060	99,870%	1	0,000%	61 771 061	58,135%
9 j	63 236 157,0	100,000%	1,0	0,000%	66 002,0	61 785 276	99,893%	1	0,000%	61 785 277	58,148%
10	62 052 328,0	98,686%	826 423,0	1,314%	423 409,0	60 601 447	97,979%	826 423	1,336%	61 427 870	57,812%
11	63 302 160,0	100,000%	0,0	0,000%	0,0	61 851 279	100,000%	0	0,000%	61 851 279	58,210%
12	60 355 363,0	95,345%	2 946 797,0	4,655%	0,0	58 904 482	95,236%	2 946 797	4,764%	61 851 279	58,210%
13	62 717 613,0	99,744%	161 138,0	0,256%	423 409,0	61 266 732	99,055%	161 138	0,261%	61 427 870	57,812%
14 a	62 778 711,0	99,173%	523 449,0	0,827%	0,0	61 327 830	99,154%	523 449	0,846%	61 851 279	58,210%
14 b	59 962 033,0	95,361%	2 916 718,0	4,639%	423 409,0	58 511 152	94,600%	2 916 718	4,716%	61 427 870	57,812%
14 c	63 096 048,0	99,674%	206 112,0	0,326%	0,0	61 645 167	99,667%	206 112	0,333%	61 851 279	58,210%
14 d	63 297 159,0	99,992%	5 001,0	0,008%	0,0	61 846 278	99,992%	5 001	0,008%	61 851 279	58,210%
14 e	63 297 159,0	99,992%	5 001,0	0,008%	0,0	61 846 278	99,992%	5 001	0,008%	61 851 279	58,210%
14 f	62 612 042,0	99,576%	266 709,0	0,424%	423 409,0	61 161 161	98,884%	266 709	0,431%	61 427 870	57,812%
14 g	63 302 159,0	100,000%	1,0	0,000%	0,0	61 851 278	100,000%	1	0,000%	61 851 279	58,210%
15	60 479 029,0	95,540%	2 823 131,0	4,460%	0,0	59 028 148	95,436%	2 823 131	4,564%	61 851 279	58,210%
16	62 866 286,0	99,311%	435 874,0	0,689%	0,0	61 415 405	99,295%	435 874	0,705%	61 851 279	58,210%
17	52 926 513,0	83,846%	10 197 259,0	16,154%	178 388,0	51 475 632	83,225%	10 197 259	16,487%	61 672 891	58,042%
18	60 010 047,0	94,799%	3 292 113,0	5,201%	0,0	58 559 166	94,677%	3 292 113	5,323%	61 851 279	58,210%

**PROPOSED AGENDA**

1. Election of Chairman of the Annual General Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to check and verify the minutes.
5. Determination of whether the Annual General Meeting has been duly convened.
6. Presentation of the Annual Report, the Auditor's Report and the consolidated financial statements and the Auditor's Report on the consolidated financial statements.
7. Resolution on the adoption of the Income Statement and the Balance Sheet and of the consolidated Income Statement and the consolidated Balance Sheet.
8. Resolution on the treatment of the company's results as stated in the adopted Balance Sheet.
9. Resolution on the discharge of liability of the members of the Board and the Chief Executive Officer.
10. Presentation and resolution on the approval of the Remuneration Report.
11. Determination of the number of members of the Board.
12. Determination of the remuneration to the members of the Board.
13. Determination of the remuneration to the Auditor.
14. Election of Board members.
15. Election of the Chairman of the Board.
16. Determination of the number of Auditors and election of Auditor.
17. Resolution regarding guidelines for remuneration to the senior executives.
18. Resolution on authorisation for the Board to resolve on new issues of Class B shares.



## The MTG Nomination Committee's proposals to the 2021 Annual General Meeting

**STOCKHOLM, 19 April 2021 – Modern Times Group MTG AB (publ) ("MTG") today announces its Nomination Committee's proposals to the 2021 Annual General Meeting. The Nomination Committee proposes the election of Simon Duffy as new Chairman of the MTG Board and Simon Leung as new member of the MTG Board. The Nomination Committee further proposes the re-election of all current Board members except David Chance, Chairman of the MTG Board, who has declined re-election.**

The Nomination Committee, comprising Klaus Roehrig (also Chairman), appointed by Active Ownership Corporation, Joachim Spetz, appointed by Swedbank Robur Fonder, David Marcus, appointed by Evermore Global Advisors, LLC and David Chance, the Chairman of the Board, proposes the following to MTG's 2021 Annual General Meeting.

### Item 1 - Election of Chairman of the Annual General Meeting

The Nomination Committee proposes that Tone Myhre-Jensen at Cederquist, member of the Swedish Bar Association, is elected to be the Chairman of the Annual General Meeting, or in the event she is prevented, the person appointed by the Board.

### Items 11, 14(a)-(g) and 15 - Determination of the number of members of the Board and election of the members of the Board and the Chairman of the Board

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, Dawn Hudson, Marjorie Lao and Natalie Tydeman shall be re-elected as members of the Board, and that Simon Leung shall be elected as new member of the Board.

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

### Item 12 - Determination of the remuneration to the members of the Board

The Nomination Committee proposes that remuneration per assignment is increased by approximately 10% for ordinary Board work and that the remuneration for work within the committees of the Board remain unchanged, except for the member level of the Remuneration Committee. In total, the Nomination Committee proposes remuneration for Board work in the amount of SEK 5,805,000 (2020: SEK 5,320,000), for the period until the end of the next Annual General Meeting, to be allocated in accordance with the following:

- SEK 1,600,000 to the Chairman of the Board.
- SEK 550,000 to each of the other members of the Board.
- SEK 235,000 to the Chairman and SEK 130,000 to each of the other three members of the Audit Committee.
- SEK 140,000 to the Chairman and SEK 70,000 to each of the other two members of the Remuneration Committee.

#### Item 13 - Determination of the remuneration to the Auditor

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

#### Item 16 - Determination of the number of Auditors and election of Auditor

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 KPMG AB shall be re-elected as Auditor until the end of the 2022 Annual General Meeting. KPMG AB has informed MTG that the authorised public accountant Helena Nilsson will continue as auditor-in-charge if KPMG AB is re-elected as Auditor.

#### **The Nomination Committee's comments to its proposals**

The Nomination Committee did not reach a unanimous proposal regarding the election of new members of the Board. In addition to the appointment of Simon Leung and re-election of all current Board members except David Chance, who has declined re-election, Klaus Roehrig recommended to also propose a representative from Active Ownership Corporation. The decision to not include a representative from Active Ownership Corporation in the Nomination committee's proposal was passed by a majority vote of the Nomination Committee members. Further, The Nomination Committee was fully supportive of trying to develop an equity component to the Board members remuneration and considered a number of alternatives in this regard, including structures currently in use in the Swedish market. However, it was unable to find a scheme that it felt would work for both shareholders and Board members, and it would like to encourage next year's Nomination Committee to continue this work and explore in greater detail whether a suitable equity participation scheme could be found. As a result, the Nomination Committee unanimously resolved to remunerate the Board with a cash-only arrangement for this year.

The proposed new Chairman of the MTG Board, Simon Duffy, has served as member of the MTG Board and Chairman of its Audit Committee since 2008. He succeeds David Chance who has decided not to stand for re-election at the Annual General Meeting 2021, which was announced in July 2020.

Klaus Roehrig, Chairman of the MTG Nomination Committee, commented: "Simon is a seasoned international director with many years of cumulative experience as an executive and non-executive director. His experience as a long-time member of the MTG Board and Chairman of its Audit Committee combined with his strong competence in particular in financial and strategic matters will secure continuity and be valuable for MTG's development going forward."

Klaus Roehrig continued: "On behalf of the Nomination Committee, I would also like to extend our gratitude to David Chance for his long-time contribution during his tenure on the MTG Board."

Simon Duffy has served as member of the MTG Board since 2008, and was previously Executive Chairman of Tradus Plc and Executive Vice-Chairman of ntl:Telewest. Simon has also served as CFO of Orange SA, CEO of wireless data specialist End2End AS,

CEO and Deputy Chairman of WorldOnline International BV, and held senior positions at EMI Group Plc and Guinness Plc. In addition, Simon has served as Chairman of the Board of Bwin.party digital entertainment Plc and Mblox Inc. as well as Board Member of Millicom International Cellular and Avito AB. Simon is currently Chairman of the Board of Directors of Telit Communications Plc and YouView TV Ltd and Chairman of the Board of Governors of Manchester Metropolitan University as well as Board Member of Wizz Air Holdings Plc, Nordic Entertainment Group and Oger Telecom Limited.

The proposed new Board member Simon Leung is currently based in Hong Kong and has had extensive experience working with international companies and leading their operations in Greater China and the Asian Pacific region. He served as Microsoft's Chairman and CEO of Greater China region, 2008-2012 and was President of Motorola Asia-Pacific, 1999-2008. Simon currently serves as the Vice Chairman and Executive Director of NetDragon Websoft Holdings Limited, a publicly listed leader in building and scaling multiple internet and mobile platforms; this includes China's number one online gaming portal, 17173.com and China's most influential smartphone app store platform, 91 Wireless, which is now owned by Baidu. He also chairs Edmodo, Inc., an e-learning technology start-up; JumpStart Games, Inc., a family interactive entertainment company; and Promethean World Limited, an interactive technology company focused on the education sector. Simon Leung received his Bachelor of Arts degree and an Honorary Doctorate in laws from the University of Western Ontario, Canada in 1978 and 2005, respectively, and a Doctorate in Business Administration from Hong Kong Polytechnic University in 2007. He travels to Europe on a regular basis to visit subsidiaries of the companies in which he is active.

Klaus Roehrig, commented: "The Nomination Committee is pleased to propose the election of Simon Leung as a new member of the Board. Simon Leung will bring his wealth of experience as an executive and non-executive director in the technology sector. Simon will contribute with his strong understanding and experience of doing business in Greater China and the Asian Pacific region, which is likely to play an important role in MTG's future expansion."

The Nomination Committee's motivated statement regarding its proposal for election of the Board and information on the proposed members, including the Nomination Committee's assessment of each member's independence, may be found on MTG's website [www.mtg.com](http://www.mtg.com) under the heading "MTG's Annual General Meeting 2021" (which can be found under the section "Investors" under the heading "General Meetings").

**For more information:**

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**About MTG**

MTG ([www.mtg.com](http://www.mtg.com)) is a strategic and operational investment holding company in esports and gaming entertainment. Born in Sweden, the shares are listed on Nasdaq Stockholm ('MTG A' and 'MTG B').

### **Resolution regarding guidelines for remuneration to the senior executives (item 17)**

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).

Subject to the adoption by the 2021 Annual General Meeting, these Remuneration Guidelines shall be applied to employment agreements entered into after the 2021 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. In order to avoid any conflict of interest, the Remuneration Committee consist only of members that are independent of the company and its management. 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 Vision is to become the home of gaming and esports entertainment. MTG's Mission is to grow the gaming and esports ecosystems and benefit the communities through relevant products and storytelling with craftsmanship, innovation and sustainability at its center. MTG's Strategy is to drive profitability and organic growth in group companies and invest in high-potential gaming and esport 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](http://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 and esport 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, which are Bold, Smart, Engaging and Fun. 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](http://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 20% 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 pro-rata 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 2020*

For information regarding the application of, and deviation from, the guidelines for remuneration to the Senior Executives during 2020, see both the 2020 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 2020 that are available on the company's website [www.mtg.com](http://www.mtg.com) under the heading "MTG's Annual General Meeting 2021" (which can be found under the section "Investors" under the heading "General Meetings").

**Authorisation for the Board to resolve on new issues of Class B shares (item 18)**

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 issue of Class B shares shall be made on market terms and conditions. Payment may be made in cash, in kind or through set-off.

The purpose of the authorisation, as well as the reason for any deviation from the shareholders' preferential rights, is to enable the company to pursue potential acquisition opportunities as they arise and in line with the company's strategy, including to raise capital for such acquisitions, on - as the case may be - an accelerated basis.

New share issues resolved by the Board using the authorisation shall, in aggregate, represent no more than 15% of the total number of shares in the company at the time when the Board exercises this authorisation for the first time. At least one third (1/3) of this authorisation is intended to be used as payment/consideration in connection with acquisitions (in kind or through set-off), and the remainder may be used for new issues to raise capital for acquisitions.

In a new issue to raise capital – with deviation from the shareholders' preferential rights on an accelerated basis – no single new investor may subscribe for Class B shares representing more than 5% of the total number of shares in the company.