



NOTICE TO ATTEND EXTRAORDINARY GENERAL MEETING

The shareholders of Modern Times Group MTG AB (publ) (“MTG” or the “Company”) are hereby invited to an Extraordinary General Meeting on 7 February 2019 at 09.00 at Stockholm Waterfront Congress Centre, Nils Ericsons Plan 4, Stockholm.

NOTICE TO ATTEND ETC.

Shareholders who wish to attend the Extraordinary General Meeting shall

- be entered in the share register maintained by Euroclear Sweden AB on Friday 1 February 2019; and
- give notice of their intention to participate no later than Friday 1 February 2019 (preferably before 13.00). Notification should be made on the Company’s website, www.mtg.com, by telephone +46 (0) 771 246 400 or by mail to Computershare AB “EGM, MTG”, P.O. Box 610, SE-182 16 Danderyd, Sweden.

Shareholders shall in their notice to attend state their name, personal identification number or company registration number, address, phone number and advisors, if applicable.

Shareholders whose shares are registered in the names of nominees must temporarily re-register such shares in their own name in order to be entitled to attend the Extraordinary General Meeting. In order for such re-registration to be completed on Friday 1 February 2019, shareholders must inform their nominees well before that day. Shareholders attending by a proxy or a representative should send documents of authorisation to the mail address above, well before the Extraordinary General Meeting. A template proxy form is available on the Company’s website www.mtg.com. Shareholders cannot vote or in any other way attend the general meeting by remote access.

USE OF PERSONAL DATA

In connection with the notice of attendance, MTG will process the shareholders’ personal data, which is requested above. The personal data gathered from the share register, notice of attendance at the Extraordinary General Meeting and information about proxies and advisors will be used for registration, preparation of the voting list for the Extraordinary General Meeting and, when applicable, the meeting minutes. The personal data will only be used for the Extraordinary General Meeting. For additional information regarding MTG’s processing of personal data and your rights, please see MTG’s website www.mtg.com under the heading “Shareholders’ Personal Data” (which can be found under the section “Investors” under the heading “The Share”).

PROPOSED AGENDA

1. Opening of the general meeting
2. Appointment of chairman of the general meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination that the general meeting has been duly convened
7. Resolution on the distribution of all shares in Nordic Entertainment Group AB

8. Resolution on authorisation for the Board of Directors to resolve on issue of new class B shares
9. Closing of the general meeting

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

Election of chairman of the general meeting (item 2)

Member of the Swedish Bar Association Fredrik Palm is proposed as chairman of the general meeting.

The Board of Directors' proposal for resolution on the distribution of all shares in Nordic Entertainment Group AB to MTG's shareholders (item 7)

The Board of Directors proposes that all shares in MTG's wholly-owned subsidiary Nordic Entertainment Group AB ("NENT Group") be distributed, whereby one (1) MTG class A share entitles to one (1) NENT Group class A share and one (1) MTG class B share entitles to one (1) NENT Group class B share. The MTG class C shares do not entitle to dividend. It is proposed that the Board of Directors be authorised to determine the record date for the distribution.

The Board of Director's proposal regarding the authorisation of the Board of Directors to resolve on issue of new class B shares (item 8)

The Board of Directors proposes that the Extraordinary General Meeting of MTG shareholders authorises the Board of Directors to, on one or more occasions up until the 2019 Annual General Meeting, resolve upon the issue of class B shares representing no more than 20.0 per cent in aggregate of the total number of MTG class B shares at the time of the Extraordinary General Meeting.

Any new issue of shares may be effected through a new issue with preferential rights to all shareholders and / or as a directed issue to one or more strategic investors with the right to deviate from the shareholders' preferential rights against payment in cash, in kind or through set-off.

The purpose of the authorisation, and the reason for the potential deviation from the shareholders' preferential rights, is to enable the company to raise capital on an accelerated basis, in order to pursue potential acquisition opportunities as they arise and in line with its strategy. In addition, it may allow MTG to raise capital from potential strategic investors, which could also bring operational advantages and synergies including accelerated access to new markets.

To the extent that new issues of shares may be made with deviation from shareholders' preferential rights, such issues shall be made on market terms and conditions.

Class B shares will not be issued under this authorisation prior to the distribution and listing of the shares in NENT Group and will hence not carry the right to receive any NENT Group shares.

In order for the resolution to be valid, it must be supported by shareholders holding no less than two-thirds of both the votes cast and of the shares represented at the Extraordinary General Meeting.

MISCELLANEOUS

Shares and votes

There are a total number of 67,647,124 shares in the Company, whereof 545,662 class A shares, 66,441,462 class B shares and 660,000 class C shares. The total number of votes for all issued MTG shares is 72,558,082. As per the date of this notice, MTG holds 6,099 class B shares and 660,000 class C shares as treasury shares, which cannot be represented at the general meeting.

Documentation

The Board of Directors' complete proposal, statements pursuant to Chapter 18, Sections 4 and 6 of the Swedish Companies Act, a statement from the auditor pursuant to Chapter 18, Section 6 of the Swedish Companies Act, an information brochure concerning the distribution of the Nordic Entertainment Group AB shares, as well as the Company's annual report and auditor's report for the financial year 2017 are available at the Company's website, www.mtg.com, and at the Company's premises at Skeppsbron 18 in Stockholm and will be sent to shareholders who so request and provide their postal address or email address. All of the documents will be available at the general meeting.

Information at the general meeting

Upon request by any shareholder and where the Board of Directors believes that such may take place without significant harm to the company, the Board of Directors and CEO shall provide information at the general meeting in respect of any circumstances which may affect the assessment of a matter on the agenda.

Stockholm in January 2019
MODERN TIMES GROUP MTG AB (publ)
THE BOARD OF DIRECTORS