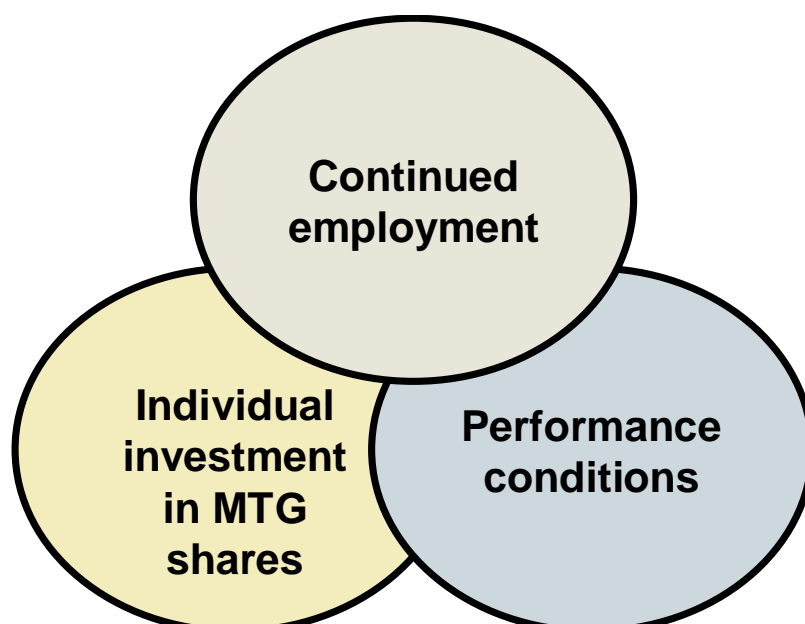




THE PROPOSED INCENTIVE PLAN (THE “PLAN”) IN BRIEF

The Plan is based on the following key principles:

- Approximately 50 senior executives and other key employees in the Group are invited
- Individual investments in MTG shares are required
- Performance conditions for vesting of shares





THE PLAN

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

The participants

- The participants and allocation are divided into five categories

General vesting conditions for all awards

- Continued employment
- The private investment in MTG is retained during the three year vesting period
- Maximum profit per right in the Plan is capped at SEK 655 (five times the average closing share price in February 2009)

The rights to retention and performance shares

- Granted free of charge on or around 1 June 2009
- May not be pledged, transferred or disposed
- May be exercised after the release of the interim report for Q1 2012
- Adjusted for dividends



INVESTED SHARES

- The participant privately purchases MTG shares at market price (or allocate already held shares to the Plan). MTG shares allocated to the 2008 plan cannot be allocated to the proposed 2009 plan
- The maximum number of shares differs for each category
- The value of the shares is approximately 5-8% of a participant's annual salary

CEO	7,000
Category 1	2,000
Category 2	1,000
Category 3	425
Category 4	225



THE PERFORMANCE CONDITIONS

Measure period

- 1 April 2009 – 31 March 2012

Retention rights

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

Performance rights

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

Entry levels and stretch targets

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

	Entry level	Stretch target
• Series A	>0%	-
• Series B	≥13%	≥23%
• Series C	≥0%-points	≥10%-points



ALLOCATION

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

	Max invested shares		Rights to retention shares A	Rights to performance shares B and C
CEO	7,000	For each invested share	1.0x	7.0x
Category 1	2,000		1.0x	5.5x
Category 2	1,000		1.0x	4.0x
Category 3	425		1.0x	4.0x
Category 4	225		1.0x	4.0x



TIME PLAN

- The timeline below illustrates the key events of the Plan

