



**The shareholders of Modern Times Group MTG AB (publ) are hereby invited to the Annual General Meeting to be held on 17 May 2001 at 9.30 a.m. at Gamla Stans Bryggeri, Tullhus 2, Skeppsbron, Stockholm**

### **Notification**

Shareholders intending to participate in the Annual General Meeting shall

- be registered in the share register kept by VPC AB on Monday 7 May 2001, and
- notify the company of the intention to participate in the Meeting not later than on Monday 14 May 2001 at 1.00 p.m.

Notice of intention to participate in the general meeting shall be submitted over the company's web site, [www.mtg.se](http://www.mtg.se), or by telephone at +46 8 562 000 50, or in writing to Modern Times Group MTG AB, Box 2094, SE-103 13 Stockholm or by fax at +46 8 20 50 74. The notice shall contain details of name, personal ID- or registration number, address, telephone number and number of advisors.

A shareholder who has its shares registered with a nominee shall, in order to have the right to participate in the meeting, temporarily register the shares in its own name. A shareholder who wishes to have its shares registered in its own name should contact its nominee well in advance of 7 May 2001.

### **Proposed agenda**

1. Election of chairman of Meeting.
2. Preparation and approval of voting list.
3. Approval of agenda.
4. Election of persons to verify the minutes.
5. Determination of whether the Meeting has been duly convened.
6. Presentation of the annual report and accounts and report of the auditors as well as the consolidated accounts and the report of the auditors with respect to the consolidated accounts.
7. Resolution on the adoption of the profit and loss statement and the balance sheet as well as the consolidated profit and loss statement and the consolidated balance sheet.
8. Resolution on dispositions in respect of the company's unappropriated earnings or accumulated loss as stated in the adopted balance sheet.
9. Resolution on the discharge of liability of the members of the Board and the President.
10. Determination of the number of members and deputy members of the Board as well as auditors and deputy auditors and the term of office for the auditors.
11. Determination of the fees payable to the Board of Directors and the auditors.
12. Election of the members and deputy members of the Board.
13. Election of the auditors and deputy auditors.
14. Resolution to authorise the Board to issue debentures with detachable warrants.
15. Resolution to authorise the Board to issue convertible bonds.
16. Conclusion of the Meeting.

## **Dividend**

The Board proposes that no dividend shall be paid for the financial year 2000.

## **Election of members of the Board and auditors**

As members of the Board it is proposed the re-election of Asger Aamund, David Chance, Lars-Johan Jarnheimer, Stig Nordin, Jan Hugo Stenbeck and Pelle Törnberg. As deputy member of the Board it is proposed the re-election of Johan Hakelius.

As auditor it is proposed the re-election of Hans Karlsson and re-election of Carl Lindgren as deputy auditor. At the Annual General Meeting of 1999, Lars Träff was elected as auditor and Erik Åström as deputy auditor for a period of four years.

The above proposals have been made by shareholders representing more than 50 per cent of the votes in the company.

## **Resolution to authorise the Board to issue debentures with detachable warrants**

To enable the utilization of the remaining options in accordance with the share option plan approved at the extraordinary shareholders meeting on 16 February 2001, the Board proposes that the Meeting authorises the Board to, at one or more occasions, not later than the next Annual General Meeting, resolve to issue debentures attached with not more than 342,140 detachable warrants, entitling the holders to subscribe for new shares in the company. Entitlement to subscribe for debentures shall, with deviation from the shareholders' pre-emptive rights, rest with wholly owned subsidiaries of the Group.

In the event the Board utilizes the authorisation in full, there will be no further dilution compared with the resolutions approved at the extraordinary shareholders meeting held on 16 February 2001. The reason for the deviation from the pre-emption right of the shareholders is to guarantee the fulfilment of the obligation under granted options in accordance with the share option plan described above and to cover social security costs and equivalent taxes which may be incurred due to the plan.

## **Resolution to authorise the Board to issue convertible bonds**

The Board proposes that the Meeting authorises the Board to, at one or more occasions, not later than the next Annual General Meeting, without pre-emptive rights for the shareholders, resolve to raise loans through the issuance of convertible bonds, in a total amount not exceeding EUR 140,000,000. The convertible debentures may only be converted into class B shares.

The reason for the authorisation is to give the Board the opportunity to raise additional capital to the company in a cost efficient way through an offering to a limited number of institutional investors on the international capital markets and in Sweden.

## **Miscellaneous**

The complete text of the Board of Directors' proposals in accordance with the above will be available at the company's office at Skeppsbron 18 in Stockholm as from 10 May 2001. Shareholders wishing to obtain the documents shall notify the company, upon which the material is sent by post.

Stockholm, April 2001

Board of Directors



FOR IMMEDIATELY RELEASE

April 17, 2001

*eur 140 million convertible debenture issue*

Modern Times Group MTG AB has today issued the formal notification to its shareholders regarding the Group's Annual General Meeting on 17 May 2001. The proposed agenda for the meeting includes a proposition by the Board of Directors of MTG to seek authorisation from shareholders to raise EUR 140 million, via the issue of convertible debentures to Swedish and international investors at any point before the Annual General Meeting in 2002.

Hans-Holger Albrecht, President and Chief Executive Officer, commented: "Our operations are continued to expect to generate more than sufficient cash for the development of our existing businesses, and our balance sheet remains strong. We are seeing a number of opportunities in both our existing and new geographical markets as is evidenced by our recent acquisition of a controlling interest in Darial TV. We wish to raise funds in a cost effective manner, in order to finance the continued expansion of our businesses, and we are therefore seeking shareholder approval to provide the Group with this option."

<b>For further information, please visit</b>	<b>www.mtg.se,</b>	<b>e-mail</b>	<b><a href="mailto:info@mtg.se">info@mtg.se</a></b>	<b>or contact:</b>
<b>Hans-Holger Albrecht, CEO &amp; President</b>	<b>+46-8-562 000 50</b>			
<b>Matthew Hooper, Investor enquiries</b>	<b>+44 (0) 7768 440 414</b>			
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*Modern Times Group MTG AB has seven business areas: Viasat Broadcasting (free and pay TV comprising 18 television channels in eight countries), Radio (seven networks in five countries), New Media (the Everyday interactive TV portal, Internet portal, and teletext services), Publishing (financial news and media services, other magazine and book publishing), Modern Interactive (traditional home shopping, e-commerce, and logistics), SDI Media (subtitling and dubbing services), and Modern Studios (content production and film library).*

*Modern Times Group MTG AB's class A and B shares are listed on the OM Stockholm Exchange's O list (symbols: MTGA and MTGB) and on the Nasdaq National Market in New York (symbol: MTGNY).*