



FOR IMMEDIATE RELEASE

18 April 2002

## **NOTICE OF ANNUAL GENERAL MEETING**

**Modern Times Group MTG AB, the international media group, today announced that the shareholders of Modern Times Group MTG AB (publ) are hereby invited to the Annual General Meeting of shareholders to be held on Thursday 16 May 2002 at 9.30 a.m. at Gamla Stans Bryggeri, Tullhus 2, Skeppsbron, Stockholm, Sweden.**

### **NOTIFICATION**

Shareholders who wish to participate in the Annual General Meeting shall

- be registered in the register of shareholders maintained by the Swedish Central Securities Depository VPC AB on Monday 6 May 2002, and
- notify the company of their intention to participate by no later than 1.00 p.m. CET on Monday 13 May 2002. The notification shall be made on the company's website at [www.mtg.se](http://www.mtg.se), or sent by post (mail) to Modern Times Group MTG AB, Box 2094, SE-103 13 Stockholm, Sweden, or by telephone on +46 33 724 12 67. The notification shall include name, civil registration number or company organisation number, address and telephone number and advisors (if any).

Shareholders with shares registered through a nominee must have their shares temporarily re-registered in their own names with VPC by no later than Monday 6 May 2002 in order to become entitled to participate in the Meeting. Shareholders wishing to have shares registered in their own name should inform their nominees well in advance of 6 May 2002.

### **AGENDA**

1. Election of chairman of the Meeting.
2. Preparation and approval of voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the Meeting has been duly convened.
6. Presentation of the Annual Report and Accounts and the Auditors' Report as well as the Consolidated Accounts and the Consolidated Auditors' Report.
7. Resolution to adopt 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 to discharge the members of the Board and the Managing Director from liability.
10. Determination of the number of members and deputy members of the Board.
11. Determination of the remuneration 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.

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14. Resolution to authorise the board to issue debentures with detachable warrants to subscribe for new shares.
15. Conclusion of the Meeting.

## **DIVIDEND**

The Board proposes to the Annual General Meeting that no dividend shall be paid for the financial year 2001.

## **ELECTION OF BOARD MEMBERS AND AUDITORS**

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

At the 1999 Annual General Meeting of shareholders, Lars Träff was elected auditor and Erik Åström was elected deputy auditor for a period of 4 years. At the 2001 Annual General Meeting of shareholders, Hans Karlsson was elected auditor and Carl Lindgren was elected deputy auditor for a period of 4 years. Since Hans Karlsson has now asked to be relieved, election of Carl Lindgren as auditor and Björn Flink as deputy auditor is proposed.

The above proposals have been made by shareholders representing at least 50 percent of the votes in the company.

## **RESOLUTION TO AUTHORISE THE BOARD TO ISSUE DEBENTURES WITH DETACHABLE WARRANTS TO SUBSCRIBE FOR NEW SHARES**

To enable the issuance of not yet issued options in accordance with the incentive programme approved at the Extraordinary Shareholders Meeting on 16 February 2001, the Board of Directors proposes that the General Meeting authorises the Board of Directors to, on one or several occasions during the period until the next Annual General Meeting, issue debt instruments with no more than 127,476 detachable warrants, disregarding the shareholders' preferential rights.

The right to subscribe for debentures shall, disregarding the shareholders' preferential rights, be given to wholly owned subsidiaries in the group. If the authorisation is fully used, the dilution will not exceed the dilution approved by the Extraordinary Shareholders Meeting held on 16 February 2001 and the Annual General Meeting held on 17 May 2001. The reason for disregarding the shareholders' preferential rights is to secure the option undertakings under the above mentioned incentive programme and to cover administrative costs and social fees or similar taxes arising under the incentive programme.

## **OTHER INFORMATION**

The Board's complete proposal of resolutions according to item 14 above will be available to the shareholders at the company offices at Skeppsbron 18 in Stockholm as of 2 May 2002. The documents will be sent to those shareholders who request them and who state their postal address.

**For further information, please visit [www.mtg.se](http://www.mtg.se), email [info@mtg.se](mailto:info@mtg.se), or contact:**

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*Modern Times Group MTG AB has six business areas: Viasat Broadcasting (free-to-air and pay TV channels in nine countries, and the new media businesses – teletext operations and the Everyday interactive TV, internet and mobile portals), Radio (local and national networks in five countries), Publishing (financial news and information services), Modern Interactive (home shopping, e-commerce, and logistics), SDI Media (subtitling and dubbing services), and Modern Studios (content production and rights library).*

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