



FOR IMMEDIATE RELEASE

10 May 2006

## ANNUAL GENERAL MEETING OF SHAREHOLDERS

**Modern Times Group MTG AB, the international entertainment broadcasting group, today announced that the Annual General Meeting (“AGM”) of MTG shareholders, which was held today in Stockholm, voted to support all of the resolutions before the AGM.**

The AGM resolved to re-elect Asger Aamund, Vigo Carlund, David Chance, Nick Humby, Lars-Johan Jarnheimer, David Marcus, Cristina Stenbeck and Pelle Törnberg as members of the Board of Directors, and to reappoint David Chance as Chairman of the Board of Directors. The AGM also approved the procedure for the nomination of members of the Board Directors to the 2007 AGM. The Nomination Group, which will consist of at least three representatives of major MTG shareholders, will be convened by Cristina Stenbeck, who will also be a member, and will be formed during the Autumn of 2006 in consultation with at least three of the largest shareholders in MTG at that time. The composition of the Group will be communicated in MTG’s third quarter 2006 financial report in October.

The AGM discharged the members of the Board of Directors and the Chief Executive Officer from liability for the 2005 financial year.

The AGM determined that there should be two auditors and elected KPMG Bohlins AB as auditor, with authorised public accountant Carl Lindgren as the responsible auditor, for a period of four years. Ernst & Young was elected as auditor at the 2003 AGM, with Erik Åström as the responsible auditor, for a period of four years.

The AGM resolved that the remuneration for 2006 for the Board of Directors will total SEK 3,575,000, of which SEK 1,000,000 is to be allocated to the Chairman of the Board of Directors, with SEK 325,000 to be allocated to each of the other Board members, and a total of SEK 300,000 to be allocated for the work of the Board committees.

The AGM also approved the proposal from the Board of Directors that no dividend be distributed to shareholders for the year ended 31 December 2005.

The meeting also resolved to distribute the majority of MTG's shareholding in Metro International S.A. ("Metro") to MTG shareholders by means of a share split and mandatory share redemption programme. Each existing MTG share (irrespective of class) will be divided into two shares by means of a share split. One of these shares will be a so-called redemption share and the other share will be an ordinary share of the respective class. Each redemption share (irrespective of class) will be redeemed and the consideration for the redeemed share will be paid in the form of 0.7 Metro Class A shares and 1.4 Metro Class B shares. The last day for trading in the MTG Class A and Class B shares, including the right to receive redemption shares, will be 27 June 2006. The record date for the share split and, thus, the right to receive redemption shares will be 30 June 2006. No action is required from shareholders in order to receive redemption shares. Trading in the redemption shares will take place on the Stockholmsbörsen between 4 July and 21 July 2006 inclusive. The record date for the redemption is 26 July 2006. Delivery of the Metro shares is expected to be made from 31 July 2006.

In accordance with the 2005 AGM's approval of the implementation of an Incentive Programme for senior executives and other key employees, and in accordance with the Board's proposal, shareholders resolved to offer stock options and warrants to a group of senior executives, which would entitle them to up to 399,999 MTG class B shares. The new warrants and options are not exercisable for three years and, if granted and exercised in full, would give rise to a 0.6% dilution of the current outstanding share capital and a 0.2% dilution of the current voting rights in MTG. In accordance therewith, the AGM resolved to issue 133,333 warrants and to grant a maximum of 266,666 stock options. The subscription price of the warrants and the acquisition price of the stock options shall be equal to 115 per cent of the average last trading price of the MTG Class B share during the ten trading days immediately following the AGM.

Other resolutions that were approved at the AGM included, among others, an authorisation for the Board of Directors to resolve on raising certain loan financing where the interest rate is dependent upon the Company's profits or financial position; certain amendments to the Articles of Association in line with the new Companies Act that took effect from 1 January 2006; as well as approval of the principles proposed by the Board of Directors for the remuneration and other terms of employment for senior executives.

A statutory meeting of the Board of Directors following the AGM appointed an Audit Committee and a Remuneration Committee. Nick Humby was appointed as Chairman of the Audit Committee and David Marcus and Asger Aamund were appointed as members of the committee. Asger Aamund was appointed as Chairman of the Remuneration Committee and David Chance, Cristina Stenbeck and David Marcus were appointed as members of the committee.

**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 is a leading international entertainment-broadcasting group with operations in more than 30 countries around the world. MTG is the largest Free-to-air and Pay-TV operator in Scandinavia and the Baltics, the largest shareholder in Russia's largest independent television network, and the number one commercial radio operator in the Nordic region. The Viasat DTH satellite TV platform offers digital multi-channel TV packages of 50 own-produced and third party entertainment channels. Viasat TV channels now reach over 80 million people every day to viewers in 21 countries across Europe*

*Modern Times Group MTG AB class A and B shares are listed on the Stockholmsbörsen O-list under the symbols 'MTGA' and 'MTGB'.*