



FOR IMMEDIATE RELEASE

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2010 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Modern Times Group MTG AB (publ.) ('MTG' or 'the Group' or 'the company'), the international entertainment broadcasting Group, today announced that the 2010 Annual General Meeting of MTG shareholders, which was held today in Stockholm, voted to support all of the resolutions proposed to the Meeting.

The Meeting resolved to re-elect Mia Brunell Livfors, David Chance, Simon Duffy, Alexander Izosimov, Michael Lynton, David Marcus and Cristina Stenbeck as members of the Board of Directors. David Chance was re-elected as Chairman of the Board. As previously announced, Asger Aamund had declined re-election to the Board.

The Meeting discharged the Board of Directors and the CEO from liability for the results for the full year 2009.

The Meeting approved the following procedure for preparation of the election of the Board of Directors and auditor. The work of preparing a proposal on the directors of the Board and auditor, in the case that an auditor should be elected, and their remuneration as well as the proposal on the Chairman of the Annual General Meeting of 2011 shall be performed by a Nomination Committee. The Nomination Committee will be formed during October 2010 in consultation with the largest shareholders of the Company as per 30 September 2010. The Nomination Committee will consist of at least three members representing the largest shareholders of the Company. The Nomination Committee is appointed for a term of office commencing at the time of the announcement of the third quarter report in 2010 and ending when a new Nomination Committee is formed. The majority of the members of the Committee may not be directors of the Board of Directors or employed by the Company. If a member of the Committee resigns before the work is concluded, a replacement member may be appointed after consultation with the largest shareholders of the Company. However, unless there are special circumstances, there shall not be changes in the composition of the Nomination Committee if there are only marginal changes in the number of votes, or if a change occurs less than three months prior to the Annual General Meeting. Cristina Stenbeck will be a member of the Committee and will also act as its convenor. The members of the Committee will appoint the Committee Chairman at their first meeting. The Nomination Committee shall have the right to upon request receive personnel resources such as secretarial services from the Company, and to charge the Company with costs for recruitment consultants if deemed necessary.

The Meeting approved the Nomination Committee's proposal that the Company shall have two auditors and KPMG AB has been reappointed as auditor, with the Authorised Public Accountant George Pettersson appointed as new auditor in charge, for a period of four years. Ernst & Young Aktiebolag was appointed as auditor, with the Authorised Public

Accountant Erik Åström reappointed as auditor in charge, at the 2007 Annual General Meeting for a period of four years until the 2011 Annual General Meeting.

The Meeting approved the proposed remuneration of the Board of Directors and the guidelines for the remuneration of senior executives.

The Meeting approved the Board of Directors' proposal that a dividend of SEK 5.50 per share be paid to shareholders as at the record date of 20 May 2010. It is anticipated that the dividend will be paid through Euroclear Sweden on 25 May 2010.

The Meeting approved the Board of Directors' proposal to adopt a long-term performance-based incentive plan for senior executives and other key employees within the Group. The plan is proposed to include approximately 100 senior executives and other key employees within the Group, who are required to own MTG shares in order to qualify. These investment shares can either be shares already held or shares purchased in connection with the notification to participate in the Plan.

For each investment share, participants will be granted retention rights and, in certain cases, performance rights and stock options. Subject to the fulfilment of certain retention and performance-based conditions during the period from 1 April 2010 to 31 March 2013, and the participant being employed by the Group at the date of the announcements of MTG's first quarter 2013 results, and the participant retaining the investment shares, each right will entitle the participant to receive one Class B share free of charge and each option will entitle the participant to purchase one Class B share at a price corresponding to 120 percent of the share price at grant. The number of shares allotted in respect of the rights will be increased in line with any dividends paid during the period, in order to treat the shareholders and Plan participants equally.

The retention rights and performance rights and options are divided into Series A (retention rights) and Series B and C (performance rights and options). The number of shares to be received by exercising rights and options depends on the fulfilment of the following retention and performance-based conditions during the measurement period:

<i>Series A</i>	MTG's total Class B shareholder return to exceed 0 percent
<i>Series B</i>	MTG to achieve an average normalised return on capital employed (ROCE) of between 15 percent at an entry level and 25 percent as a stretch target
<i>Series C</i>	MTG's total Class B shareholder return to be equal to the average of as the entry level, and ten per cent above as the stretch target, the peer group of CME, ITV, M6, Mediaset, ProSieben, RTL Group, Sky, TF1 and TVN. When calculating the TSR March 2010 shall be compared to March 2013. Furthermore, the companies in the peer group which have the highest respectively the lowest TSR, shall be excluded from the calculation.

The ranges in the performance-based conditions have been set between an 'entry level' and a 'stretch target', with a linear interpolation applied between those levels. The entry level must be exceeded in order to enable the exercising of part of the rights and options and if

the entry level is reached, the number of rights and options exercisable is twenty percent. The retention rights and performance rights and options only vest if the designated entry level is reached.

The plan is estimated to comprise up to 12,500 investment shares, which would entitle participants to up to 12,500 retention rights, 53,000 performance rights and 106,000 performance options.

The maximum dilution, when taking into consideration the delivery of the maximum number of Class B shares to participants and the issue of shares for the purpose of hedging the related social security costs, would be 0.3 percent of the total number of outstanding shares and 0.2 percent of the total number of voting rights.

The objective of the plan is to create the conditions to recruit and retain high performing executives. The plan has also been designed with the view that it is desirable that senior executives and other key employees within the Group are shareholders in the Company. Participation in the plan requires a personal investment in MTG shares by each participant. The linking of the employee's reward with the development of the Company's profitability and value creation, is intended to reward employee loyalty and facilitate the long-term growth in the value of the Company.

The Meeting authorised the Board of Directors to increase the Company's share capital by not more than SEK 1,075,000 by the issue of not more than 215,000 Class C shares during the period until the next Annual General Meeting. Each Class C share will have a ratio value of SEK 5.00. The Meeting approved that, with disapplication of shareholders' preferential rights, Nordea Bank AB (publ) shall be entitled to subscribe for the new Class C shares at a subscription price corresponding to the ratio value of the shares. The purpose of the authorisation, and the reason for the disapplication of shareholders' preferential rights in connection with the issue of shares, is to ensure the delivery of Class B shares to plan participants and to hedge the related social security costs.

The Meeting also authorised the Board of Directors to repurchase the Class C shares during the period until the next Annual General Meeting. The repurchase may only be effected through a public offer directed to all holders of Class C shares and shall comprise all outstanding Class C shares. The purchase may be made in cash at a purchase price corresponding to not less than SEK 5.00 per share and not more than SEK 5.10 per share. The total price will therefore not exceed SEK 1,096,500. The purpose of the repurchase is to ensure the delivery of Class B shares to plan participants and to hedge the related social security costs.

The Meeting resolved that the Class C shares that the Company purchases by virtue of the authorisation to repurchase its own shares and then reclassifies into Class B shares, may be transferred to plan participants in accordance with the terms of the plan.

The Meeting authorised the Board of Directors to pass a resolution on one or more occasions up until the time of the next Annual General Meeting to repurchase its own Class A and/or Class B shares provided that the Company's holding does not at any time exceed 10 percent of the total number of shares outstanding. The repurchase of shares shall take

place on the Nasdaq OMX Stockholm stock exchange and may only occur at a price within the share price spread at the time (the share price spread meaning the difference between the highest buying price and lowest selling price).

The Meeting authorised the Board of Directors to pass a resolution on one or more occasions for the period up until the next Annual General Meeting on transferring the Company's own Class A and/or Class B shares on the Nasdaq OMX Stockholm or in connection with an acquisition of companies or businesses. The transfer of shares on the Nasdaq OMX Stockholm may only occur at a price within the share price interval registered at that time. The authorisation includes the right to resolve on disapplication of the preferential rights of shareholders and that payment shall be able to be made in other forms than cash.

The purpose of the authorisations is to provide the Board of Directors with increased freedom to act and with the ability to continuously adapt the Company's capital structure and thereby contribute to increasing shareholder value, as well as with the ability to finance potential future acquisitions. In addition, the purpose of the authorisation is to enable the Company to transfer its own shares in order to hedge the social security costs arising in connection with the 2008 long-term incentive plan.

At a statutory meeting of the Board of Directors following the Meeting, the Audit and Remuneration Committees were appointed. Simon Duffy was reappointed as Chairman of the Audit Committee, with Alexander Izosimov and Michael Lynton appointed as the other Committee members. David Marcus was reappointed as Chairman of the Remuneration Committee, with David Chance and Mia Brunell Livfors appointed as the other Committee members.

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Modern Times Group is a leading international entertainment broadcasting Group with the largest geographical broadcast footprint in Europe. MTG's Viasat Broadcasting is the leading free-TV and pay-TV operator in Scandinavia and the Baltics, and has broadcasting operations in Bulgaria, Czech Republic, Hungary, Slovenia, Russia, Ukraine and Ghana. Viasat's free-TV and pay-TV channels and pay-TV platforms attract a total of 125 million viewers in 31 countries. MTG is also the major shareholder in Russia's largest independent television broadcaster (CTC Media – Nasdaq: CTCM), and the number one commercial radio operator and internet retailer of entertainment products in the Nordic region.

Modern Times Group MTG AB Class A and B shares are listed on Nasdaq OMX Stockholm's Large Cap market ('MTGA' and 'MTGB').

The information in this announcement is that which Modern Times Group MTG AB is required to disclose under the Securities Market Act and/or the Financial Instruments Trading Act. It was released for publication at 18.15 CET on 17 May 2010.