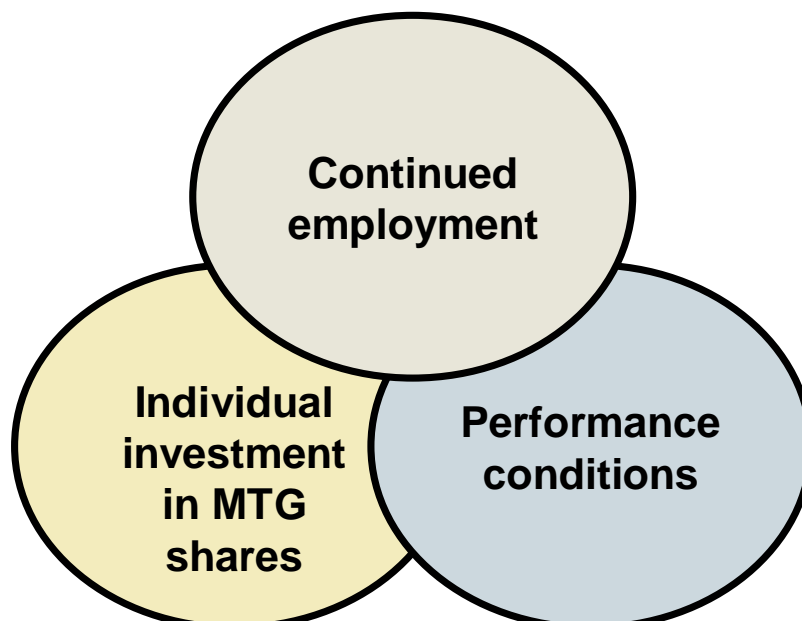




THE PROPOSED INCENTIVE PLAN (THE “PLAN”) IN BRIEF

The Plan is based on the following key principles:

- Approximately 100 senior executives and other key employees in the Group are invited
- Individual investments in MTG shares are required
- Performance conditions for vesting of rights and options





THE PLAN

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

The participants

- The participants and allocation are divided into seven categories

General vesting conditions for all rights and options

- Continued employment
- The private investment in MTG is retained during the three year vesting period
- Maximum profit per share and option (including any dividends paid and other adjustments) in the Plan is capped at SEK 950

The retention and performance rights

- Granted free of charge after the annual general meeting
- May not be transferred or pledged
- Vest after the release of the interim report for Q1 2015
- Adjusted for dividends

The performance options

- Granted free of charge after the annual general meeting
- May not be transferred or pledged
- Exercise price 120% of price of the MTG B share at grant
- Exercisable after the release of the interim report for Q1 2015 during a period of ten days in the beginning of June 2015 and ten days in the end of August 2015



INVESTED SHARES

- The participant privately purchases MTG shares at market price (or allocate already held shares to the Plan). MTG shares allocated to the 2010 plan or 2011 plan cannot be allocated to the proposed 2012 plan.
- The maximum number of shares differs for each category
- The value of the shares is approximately 4-8% of a participant's annual base salary

Maximum number of invested shares	
CEO	2.550
Category 1A	800
Category 1B	500
Category 2	350
Category 3	250
Category 4	150
Category 5	150



THE PERFORMANCE CONDITIONS

Measure period

- 1 April 2012 – 31 March 2015

Retention rights

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

Performance rights and performance options

- 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 rights and options 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 and options in Series B and C vests, at the stretch target, 100% of the rights and options vests
- Linear interpolation for outcomes between the entry level and stretch target

	Entry level	Stretch target
● Series A	> 0%	-
● Series B	≥ 28%	≥ 40%
● Series C	≥ 0 percentage points	≥ 10 percentage points



ALLOCATION

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

	Max invested shares		Retention rights	Performance rights	Performance options
			A	B and C	B and C
CEO	2,550	For each invested share	1.0x	8.0x	8.0x
Category 1A	800		1.0x	8.0x	8.0x
Category 1B	500		1.0x	7.0x	7.0x
Category 2	350		1.0x	6.0x	6.0x
Category 3	250		1.0x	4.0x	4.0x
Category 4	150		1.0x	4.0x	4.0x
Category 5	150		1.0x	0.0x	0.0x



TIME PLAN

- The timeline below illustrates the key events of the Plan

