

1. The Nomination Committee of Modern Times Group MTG AB's motivated opinion regarding proposal of the Board of Directors and auditors at the Annual General Meeting in 2012

Background

In accordance with the procedure of the Nomination Committee that was adopted at the Annual General Meeting 2011 a Nomination Committee was convened by Cristina Stenbeck in October 2011 for the work of preparing proposals for the 2012 Annual General Meeting. The Nomination Committee is consisting of the largest shareholders in Modern Times Group MTG AB, Cristina Stenbeck as representative of Investment AB Kinnevik, Thomas Ehlin as representative of Nordea investment funds, Johan Ståhl as a representative of Lannebo fonder, and Kerstin Stenberg as a representative of Swedbank Robur Funds. The four shareholder representatives in the Nomination Committee jointly represented more than 50 percent of the votes in MTG.

The Nomination Committee has appointed Board member Cristina Stenbeck as Chairman of the Nomination Committee. This deviates from what the Swedish Code of Corporate Governance prescribes. The other members of the Nomination Committee have explained their decision regarding appointment of the Chairman of the Nomination Committee as being in the Company's and shareholders' best interest and a natural consequence of Cristina Stenbeck representing MTG's largest shareholder.

The Nomination Committee's proposal regarding the Board of Directors of MTG

The Nomination Committee proposes the following:

- The Board of Directors shall consist of eight members and no deputy members.
- Re-election of the following persons as members of the Board of Directors:

David Chance	Mia Brunell Livfors
Simon Duffy	Michael Lynton
Lorenzo Grabau	Cristina Stenbeck
Alexander Izosimov	

- Election of Blake Chandlee as a new member of the Board of Directors.
- Re-election of David Chance as Chairman of the Board of Directors.
- David Marcus has declined re-election.

Motivated Opinion

The Nomination Committee has held four meetings either in person or by telephone, with additional contact between meetings. As the basis for its work, the Nomination Committee has had, among other documents, an evaluation of the Board and its work. To assess the degree to which the present Board fulfils the requirements to be placed on the Board, given the Company's situation and future direction, discussion focused on the Board's overall composition with respect to experience and expertise. The existing Board of Directors maintains a good balance of financial and operational expertise as well as shareholder representation. This Board of Directors provides a strong sense of continuity as well as industry knowledge that will benefit the Board's continued agenda for the Company. However, the Nomination Committee believes that the election of Blake Chandlee would further strengthen the media, online, advertising and emerging market knowledge and experience of MTG's Board of Directors. Blake Chandlee has over 15 years' experience in the online media, social networking and related industries.

Blake Chandlee is Vice President of Global Agency Relations and Global Business Accounts at Facebook, and is responsible for the Company's partnerships and commercial relationships with key global accounts. Blake has worked at Facebook since 2007 and been a key part of building its international footprint through the establishment of 12 international offices and coverage of a further

23 countries across Europe, the Middle East, Africa, Latin America and the Asia Pacific region. Prior to joining Facebook, Mr. Chandlee worked in a number of senior roles at Yahoo! for five years including as Vice President and Commercial Director of the UK business where he was instrumental in setting strategy, leading agency and client sales teams and developing partnerships across Europe. He was also the founder and senior partner of consulting firm Kryptonite Ventures and a member of the founding teams of three further new ventures in the consumer and media sectors.

Mr. Chandlee is familiar with MTG following nine months of working with the Company as an adjunct and adviser to the Board of Directors.

No suggestions of Board members have been received by the Nomination Committee from persons other than from the members of the Nomination Committee.

In view of the evaluation made, and considering that one Member of the Board of Directors has declined re-election, the Nomination Committee proposes the election of Blake Chandlee as new Member of the Board of Directors of MTG and re-election of the remaining Board of Directors of MTG.

The Nomination Committee is of the opinion that the proposed composition of the Board of Directors reflects both strong individual credentials and suitable qualifications and relevant experience within the key strategic areas for MTG. These areas include, but are not limited to, the following: operational management of quoted and unquoted companies across a range of industries closely tied to MTG's core activities, established track records working within the media sector, experience and knowledge from content production and distribution across various platforms such as broadcast, digital, and telecommunications. Finally, the Directors' geographic expertise working within markets including the key MTG regions of Scandinavia, Eastern Europe, Russia and Africa provide a sound basis for continuing to evaluate and grow MTG's market share within its core markets as well as add on to its geographic footprint where returns are attractive.

The Nomination Committee continuously monitors and evaluates each Board member's independence. In the work of preparing its proposals for the Annual General Meeting 2012 the Nomination Committee has assessed that the relationship between MTG and Transcom Worldwide S.A. as a supplier of call centre services (CRM) to MTG can no longer be considered a significant business relationship. Accordingly, the Nomination Committee has assessed that Mia Brunell Livfors, who is also a member of the Board of Transcom Worldwide S.A., is independent in relation to the Company and its management. The proposal for the composition of MTG's Board of Directors meets the requirements of the Code for independent members of the Board of Directors. All of the members of the Board of Directors are independent in relation to both the Company and Company management and six are independent in relation to the Company's major shareholders.

Information with respect to the proposed Directors of the Board

Information with respect to the proposed Directors of the Board, including the Nomination Committee's assessment of each member's independence, may be found on the Company's website at www.mtg.se.

April 2012

MODERN TIMES GROUP MTG AB (PUBL)

THE NOMINATION COMMITTEE