

1. The Nomination Committee's motivated statement regarding the proposal for election of the Board.

MTG's Nomination Committee

In accordance with the resolution of the 2018 Annual General Meeting of MTG shareholders, the largest shareholder in MTG at the time, Kinnevik AB, convened a Nomination Committee to prepare proposals for the 2019 Annual General Meeting.

Due to the distribution by Kinnevik AB of its shareholding in MTG to its shareholders in August 2018 and the resignation by its representative from the Nomination Committee, the Nomination Committee has thereafter comprised Joachim Spetz, appointed by Swedbank Robur Funds; John Hernander, appointed by Nordea Funds; and Jimmy Bengtsson, appointed by Skandia Liv. The members of the Nomination Committee have appointed Joachim Spetz as Chairperson of the Nomination Committee at their first meeting and David Chance, the Chairman of the Board, has been invited to the Nomination Committee's meetings as deemed appropriate by the Nomination Committee.

The Nomination Committee's proposal for election of the Board

The Nomination Committee proposes:

- That the Board shall consist of five members.
- The re-election of all current members of the Board, except for John Lagerling who has declined re-election.
- The re-election of David Chance as Chairman of the Board.

The Nomination Committee's proposal is thus that the following persons are elected to the Board of MTG for a term of office until the end of the next Annual General Meeting:

- David Chance, Chairman of the Board
- Simon Duffy
- Gerhard Florin
- Donata Hopfen
- Natalie Tydeman

The Nomination Committee's work

The Nomination Committee has held a number of meetings, with additional candidate interviews and Committee discussions between meetings. The Nomination Committee's work has primarily focused on the continued long-term development of the overall Board composition, with the aim to strengthen the mix of experiences and competencies present at Board level in order to increasingly match the challenges and opportunities faced by MTG as the company continues to take important steps to shape its business for the future, following the split of MTG into two companies by distributing the shares in Nordic Entertainment Group to its shareholders during Q1 2019.

In its assessment of the degree to which the current Board meets the requirements placed on it, the Nomination Committee reviewed the current Board members' ability to devote the necessary time and commitment required, as well as the balance and diversity of contributions of experiences from the digital entertainment industry.

The Nomination Committee's motivated statement regarding its proposals

Having been informed of each Director's eligibility, except for John Lagerling who has declined re-election, the Nomination Committee resolved to propose the re-election of all the other current Board members.

The Nomination Committee is of the opinion that the proposed Board composition demonstrates the right skills and commitment needed to support MTG's management in order to further develop and expand MTG's portfolio focused on strategic digital entertainment verticals – Esports and Online Gaming – as well as shareholdings in a number of other entertainment companies, and to oversee the creation of MTG's high-growth entertainment operations focused on Esports, Online Gaming and digital video content businesses.

In its work, the Nomination Committee applies rule 4.1 of the Swedish Corporate Governance Code as its diversity policy. Accordingly, the Nomination Committee gives particular consideration to the importance of an increased diversity on the Board, including gender, age and nationality, as well as depth of experiences, professional backgrounds and business disciplines. The Nomination Committee believes the composition of the proposed Board is adequately diverse in respect of its set of experiences and solid mix of relevant skill-sets matching the priorities of MTG. However, as a part of its efforts to find the most competent Board members the Nomination Committee will increasingly pursue greater gender balance.

Finally, it is noted that the Nomination Committee has evaluated each Board member's independence in the work of preparing its proposals for the 2019 Annual General Meeting, and found that the proposed Board is in compliance with the Swedish Corporate Governance Code's requirements for independence.

Information about the proposed members of the Board

Information about the proposed members of the Board, including the Nomination Committee's assessment of each member's independence, may be found on MTG's website at www.mtg.com.

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THE NOMINATION COMMITTEE
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