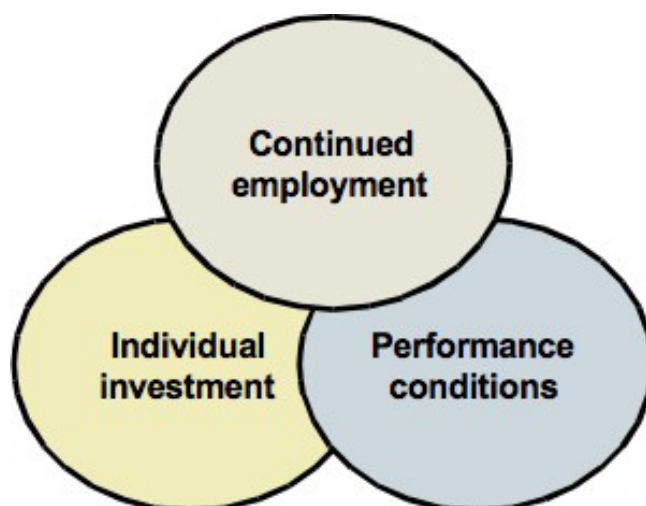




## THE PROPOSED INCENTIVE PLAN IN BRIEF

The Plan is based on the following key principles:

- Approximately 50 senior executives and other key employees are invited
- Individual investments in MTG shares are required
- Performance conditions for vesting of shares 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 performance options.

### **The participants**

- The participants and allocation are divided into five categories

### **General vesting conditions**

- Continued employment
- Invested shares to be held during the three year vesting period

### **The rights to retention and performance shares**

- Granted free of charge at the end of May 2008
- May not be pledged, transferred or disposed
- May be exercised after the release of the interim report for Q1 2011
- Dividend adjustment

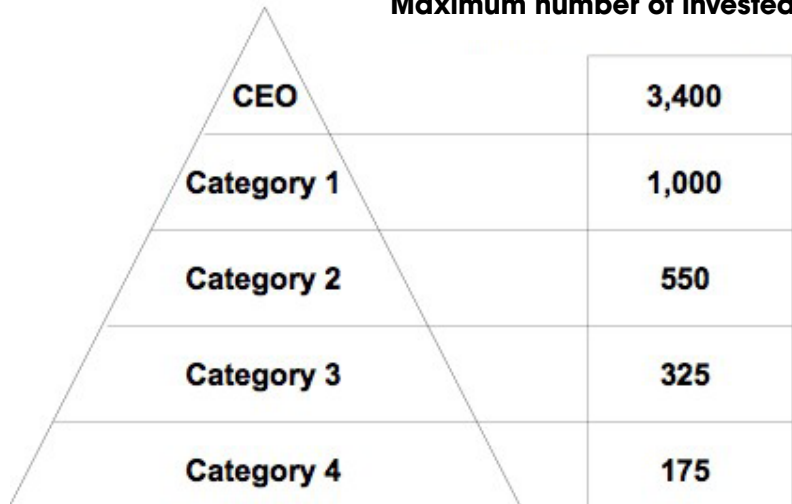
### **The performance options**

- Granted free of charge at the end of May 2008
- May not be pledged, transferred or disposed
- Exercise price 120% of price of the MTG B share at grant
- Exercisable after the release of the interim report for Q1 2011 until 30 days before the release of the interim report for Q2 2011
- No dividend adjustment, if extraordinary dividend the Board may decide to adjust

## INVESTED SHARES

- The participant privately purchases MTG shares at market price (or allocate already held shares to the Plan)
- Number of shares differs for each category
- The value of the shares is approximately 10% of the participant's annual salary

**Maximum number of invested shares**



<b>CEO</b>	<b>3,400</b>
<b>Category 1</b>	<b>1,000</b>
<b>Category 2</b>	<b>550</b>
<b>Category 3</b>	<b>325</b>
<b>Category 4</b>	<b>175</b>

## THE PERFORMANCE CONDITIONS

### Measure period

- 1 April 2008 – 31 March 2011

### Retention shares

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

### Performance shares and Performance options

- Series B: MTG's average normalised return of capital employed (ROCE)
- Series C: Organic earnings (EBIT) growth measured during the period 2008 – 2010
- Series D: 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, Sogecable, TF1 and TVN

### Entry levels and Stretch targets

- If the Entry level is not reached, the retention and performance rights and performance options in that series lapse
- Linear interpolation, 0-100%, between the Entry level and Stretch target (refers Series B-D)

	<b>Entry level</b>	<b>Stretch target</b>
● Series A	>0%	-
● Series B	>15%	25%
● Series C	>12%	25%
● Series D	>0 %-points	10%-points

## ALLOCATION

- The participants have different allocation of rights and options
- The performance shares and performance option are evenly split between the series B, C and D

	Max invested shares		Retention shares A	Performance shares B, C and D	Performance options B, C and D
CEO	3,400	For each in-vested share	0.5x	7.5x	15x
Category 1	1,000		0.5x	6x	12x
Category 2	550		0.5x	4.5x	9x
Category 3	325		0.5x	4.5x	9x
Category 4	175		0.5x	3x	6x

## TIMETABLE

● The timeline below illustrates the key events of the Plan

