

Statement by the Independent Committee of the Board of Directors of Radisson in relation to the mandatory public offer from a consortium led by Jin Jiang International Holdings Co., Ltd., including SINO-CEE Fund, through Aplite Holdings AB

January 2, 2019

 [Fairness Opinion](#)

The Independent Committee of Radisson recommends the shareholders of Radisson not to accept the mandatory public offer made by the Consortium.

This statement is made by the independent committee (the “**Independent Committee**”) of the Board of Directors of Radisson Hospitality AB (publ) (the “**Company**” or “**Radisson**”) pursuant to section II.19 of Nasdaq Stockholm’s Takeover Rules (the “**Takeover Rules**”).

Background

On 13 November 2018, a consortium led by Jin Jiang International Holdings Co., Ltd., including SINO-CEE Fund, through the joint acquisition vehicle Aplite Holdings AB (the “**Consortium**”), announced that it had completed the acquisition of 87,552,187 shares in the Company from Radisson Hospitality Inc., corresponding to approximately 50.21 percent of the shares and votes in the Company. The completion of the acquisition triggered an obligation for the Consortium to launch a mandatory public offer for the remaining outstanding shares in the Company.

On 11 December 2018, the Consortium announced a mandatory public offer to the shareholders of the Company to acquire the remaining outstanding shares in the Company for a consideration of SEK 40 in cash per share (the “**Offer**”). If the Company pays any dividend or makes any other value transfer to the shareholders, for which the record date occurs prior to the settlement of the purchase price of the Offer, the consideration will be reduced accordingly.

In the Consortium’s press release announcing the Offer, the Consortium further states that the Consortium also has entered into an agreement with HNA Sweden Hospitality Management AB, an indirectly wholly-owned subsidiary of the former majority owner HNA Tourism Group Co. Ltd., to acquire up to an additional approximately 18.16 percent of the shares and votes in the Company.

The acceptance period of the Offer is expected to commence on or around 7 January 2019 and to expire on or around 1 February 2019, subject to any extensions. There are no conditions for the completion of the Offer. Please refer to the Consortium’s website for further details of the Offer, www.radissonoffer.com.

The Independent Committee has, at the written request of the Consortium, permitted the Consortium to carry out a limited confirmatory due diligence review in connection with the preparation for the Offer. The Consortium has in connection with such investigation not received any inside information relating to the Company.

The Independent Committee has engaged Benedetto, Gartland & Company as financial advisor and Gernandt & Danielsson Advokatbyrå as legal advisor in relation to the Offer. Rothschild & Co has been engaged to provide a so called fairness opinion in relation to the proposed cash consideration offered to the shareholders of the Company pursuant to the terms of the Offer.

The Independent Committee’s recommendation

The Independent Committee has evaluated the Offer in accordance with the provisions of the Takeover Rules.

The Independent Committee recommends the Company’s shareholders not to accept the Offer.

The Independent Committee’s opinion of the Offer is based on an overall assessment of a number of factors that the Independent Committee has considered relevant to the evaluation of the Offer. These factors include, but are not limited to, the Company’s present strategic and financial position, the Company’s expected potential future development and thereto related opportunities and risks.

Although recommending the shareholders not to accept the Offer, the Independent Committee notes that, as a result of the Offer, the liquidity of the Radisson share may be further reduced and that the ownership structure may become more concentrated which could be negative for the Company’s other shareholders.

The position of the Independent Committee is supported by the fairness opinion provided by Rothschild & Co. The opinion, which is set forth in the [appendix](#) to this statement, concludes that the proposed cash consideration offered to the shareholders of the Company pursuant to the terms of the Offer is not fair from a financial point of view.

Under the Takeover Rules, the Independent Committee must, based on the content of the Consortium’s press release announcing the Offer, present its opinion regarding the impact that implementation of the Offer will have on the Company, particularly in terms of employment, and its opinion regarding the Consortium’s strategic plans for the Company and the effects it is anticipated that such plans will have on employment and on the locations where the Company conducts its operations. In this respect, the Independent Committee notes that the Consortium in the press release announcing the Offer, dated 11 December 2018, has stated that:

“The Consortium is going to support Radisson AB’s management in developing the operations on its own in line with the Company’s current strategy. The Consortium does not foresee any significant changes or adverse effects from the completion of the Offer for Radisson AB’s organisation,

employees, including the terms of their employment, or the locations where Radisson AB carries out its operations.”

The Independent Committee has no reason to question the Consortium’s statements.

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This statement by the Independent Committee shall in all respects be governed by and construed in accordance with substantive Swedish law. Disputes arising from this statement shall be settled exclusively by Swedish courts. This statement has been published in English and Swedish. In the event of any discrepancy in content between the two language versions, the English version shall prevail.

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Stockholm, 2 January 2019
Radisson Hospitality AB (publ)
The Independent Committee

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This is information that Radisson Hospitality AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation and the Takeover Rules. The information was submitted for publication, through the agency of the contact person set out above, at 7:30 a.m. CET on 2 January 2019.

¹ The Independent Committee consists of all members of the Board of Directors that are not dependent in relation to a Consortium member, hence the Independent Committee consist of Andreas Schmid (chair), Lo Kin Ching, Wolfgang M. Neumann, Thomas Staehelin, Göran Larsson and Ulf Petersson. The Independent Committee has been formed to evaluate the Offer and to handle and resolve on all matters relating to the Offer. The members of the Board of Directors Ma Mingju, Chen Jin and Zhu Qian have, in their capacity as representatives of the Consortium, decided not to participate in the processing or decision-making of questions related to the Offer.

² Refer to page 3 of the Consortium’s press release, dated 11 December 2018.