



The Nominating Committee's explanatory statement, provided in accordance with rule 2.6 of the Swedish Code of Corporate Governance (the "Code")

The Nominating Committee proposes that all members of the Board of Directors, *i.e.*, Douglas M. Anderson, David P. Berg, Staffan Bohman, Göte Dahlin, Anders Moberg, Wendy Nelson, Trudy Rautio and Charlotte Strömberg, are re-elected as members of the Board of Directors for the period until the close of the next Annual General Meeting and that Trudy Rautio is re-elected as Chairman of the Board of Directors.

The proposed members of the Board of Directors taken together possess significant competence in the global hospitality industry that is supplemented by knowledge and experience from other relevant business sectors. Five men and three women are proposed to the Board of Directors. After performing an overall assessment in accordance with rule 4.1 of the Code, it is the Nominating Committee's collective opinion that continuity, different competencies and experiences considered important for The Rezidor Hotel Group are well represented on the Board of Directors. In view of this, the Nominating Committee considers that the Code's requirements for diversity, breadth and equal gender balance are deemed to have been fulfilled satisfactorily, taking into consideration the Swedish Corporate Governance Board's ambition regarding gender balance on the boards of listed companies to drive the development towards a 40 per cent share for the least represented gender on listed company boards by 2020 and that larger corporations should achieve a level of 35 per cent by 2017.

Independence

The Nominating Committee makes the following assessment of independency of the proposed members of the Board of Directors. Trudy Rautio is the President & CEO and a member of the Board of Directors of Carlson, Inc. ("**Carlson**"). She is retiring from the President & CEO role with Carlson, effective May 1, 2015. David P. Berg is the Chief Operating Officer of Carlson. Wendy Nelson is a member of the Board of Directors of Carlson Holdings, Inc., the holding company owning all of the shares in Carlson. Douglas M. Anderson is the President & CEO of Carlson Wagonlit Travel, a global business travel management company of which Carlson is the majority shareholder. All four are dependent in relation to the largest shareholder in the Company, Carlson. None of the four are dependent in relation to the Company, or the Company's executive management. The Nominating Committee considers that Staffan Bohman, Göte Dahlin, Anders Moberg and Charlotte Strömberg are independent both in relation to the Company and in relation to the Company's larger shareholders.

Information relating to the proposed members of the Board of Directors

Trudy Rautio

Board Member since 2005, Chairman of the Board since September 2012

Nationality: American. Born: 1952

Education: Masters in Business Administration from University of St. Thomas.

Trudy Rautio is the president and chief executive officer of Carlson and has served in that role since August 2012. Rautio has been a senior executive with Carlson for 16 years and, for the previous eight years, served as executive vice president and chief financial and administrative officer of Carlson, where she was responsible for directing all financial and information technology operations of the company. She is retiring from the CEO role with Carlson, effective May 1, 2015. She serves on the board of directors for Securian Holding Company, Cargill and The Donaldson Company and is also on the board of the Travel and Tourism Advisory Board to the U.S. Department of Commerce.

Shareholding: 0



Staffan Bohman

Board member since 2011, Vice Chairman of the Board since April 2012

Nationality: Swedish. Born: 1949

Education: M.Sc. in Economics and Business Administration, Stockholm School of Economics and Stanford Graduate School of Business, USA.

Staffan Bohman was previously the President & CEO of Gränges AB and Sapa AB during 1999 to 2004. Between 1991 and 1999 he was President & CEO of DeLaval AB and has since 1982 been employed in various positions in the Alfa Laval group. Staffan Bohman is the Chairman of the Board of Cibes Lift Group AB and a member of the Board of Directors of among others Atlas Copco AB, Boliden AB, Inter IKEA Holding NV and Ratos AB. He is also a member of the Swedish Corporate Governance Board.

Shareholding: 50,000



Göte Dahlin

Board Member since 2007

Nationality: Swedish. Born: 1941

Education: B.S. in mathematics and physics from the University of Stockholm, Sweden.

Göte Dahlin is the Chairman of the Board of Svensk Inredning Fastighets AB and Vice Chairman of the Board of RBS Nordisk Renting AB. He is also a member of the Board of Directors of Manor House AB. His previous experience has seen him act as a board member for Veidekke ASA, Fabege AB, AP Fastigheter AB, Merita Fastigheter Oy, Avantor ASA and Oslo Areal ASA. Up until his retirement in 2001, he was CEO of the real estate holding company Nordisk Renting AB that owned a property portfolio valued at approximately SEK 20 billion and which included, amongst others, 12 Radisson Blu Hotels.

Shareholding: 10,000 (own indirectly through an endowment assurance)

**Anders Moberg**

Board member since 2011

Nationality: Swedish. Born: 1950

Anders Moberg was previously President & CEO of the retail company Majid Al Futtaim Group in Dubai during 2007 and 2008. From 2003 to 2007 he was President & CEO of Royal Ahold in The Netherlands and from 1999 to 2002 he was Group President International at the Home Depot based in Atlanta, USA. He previously worked in various positions for many years within the IKEA group, and from 1986 to 1999 he was President & CEO of IKEA. Anders Moberg is the Chairman of the Board of Clas Ohlson AB and also a member of the Board of Directors of Husqvarna AB, Byggmax AB and ITAB AB, among others.

Shareholding: 30,000 (owned indirectly through an endowment assurance)

**Wendy Nelson**

Board Member since 2010

Nationality: American. Born: 1968

Education: MBA Northwestern's Kellogg Graduate School of Management and Bachelor of Arts in Philosophy from Northwestern University.

Wendy Nelson serves on the boards of Northwestern University, the Bush Foundation, the Carlson Family Foundation, Carlson Holdings, Inc. and Carlson Real Estate Company. Since 2002, she has held various positions with Carlson including Executive Vice President Radisson Brand Strategy at Carlson Hotels Worldwide, Executive Vice President & Managing Director Carlson Hotels Real Estate Company and Vice President of Development for Carlson Restaurants Worldwide.

Shareholding: 0

**Douglas M. Anderson**

Board Member since 2013

Nationality: American. Born: 1954

Education: Certified Public Accountant (1979), Bachelor of Science in Business Administration from University of Nebraska

Douglas M. Anderson is President & CEO of Carlson Wagonlit Travel since April 2008. He joined Carlson Wagonlit Travel in April 2007 as Executive Vice President & Chief Financial Officer. Before joining Carlson Wagonlit Travel he worked for Eastman Kodak S.A. as Finance Director of Digital & Film Imaging Systems for the Europe, Middle East and Africa region from August 2005 to March 2007. From August 2001 to July 2005 he held the position as Senior Vice President & Chief Financial officer at SITA (Societe Internationale Telecommunications Aeronautiques) and prior to that he spent 25 years at UPS where in his most recent positions he was Senior Vice President, Finance, and Chief Financial Officer for UPS Logistics Group.

Shareholding: 25,000

**David P. Berg**

Board Member since 2014

Nationality: American. Born: 1961

Education: Juris Doctor, with Honors, from University of Florida College of Law, and BA in Economics from Emory University

David P. Berg is the Chief Operating Officer for Carlson Inc. since January 2014. He joined Carlson from the position as CEO and Chief Customer Officer for Z Wireless in Minneapolis, from June 2013 to December 2013. During the years 2002 to 2009 he worked as Executive Vice President and Chief Operating Officer at Best Buy in Minneapolis. He thereafter relocated to General Nutrition Centres in Pittsburgh where he worked as Executive Vice President and Chief Operating Officer during the years 2009 to 2011. From 2011 to June 2013 he was Executive Vice President and President for Bloomin' Brands International in Tampa, Florida.

Shareholding: 0



Charlotte Strömberg

Board Member since 2014

Nationality: Swedish. Born: 1959

Education: Economics and Business Administration from the Stockholm School of Economics

Charlotte Strömberg is a board member of amongst others Boomerang AB, Fourth Swedish National Pension Fund, Intrum Justitia AB, Karolinska Institute and Skanska AB and chairs the board of Castellum AB. From February 2006 to January 2013 she worked for Jones Lang LaSalle in Stockholm as CEO Nordics. Previously she worked for Carnegie Investment Bank AB in different positions during the years 1997 to 2005, latest as Head of Investment Banking Sweden. During the years 1986 to 1997 she worked for Alfred Berg ABN AMRO in Stockholm in different positions, latest as Senior Project and Account Manager.

Shareholding: 0

