

Corporate Governance Report

Corporate governance practices refer to the decision-making systems through which owners, directly or indirectly, control a company. Good corporate governance rests on three pillars – active owners, an involved and well constructed Board and efficient operating processes, which requires an organization that has a clear division of responsibility, effective internal controls and an expressed risk management process. Good corporate governance creates value by ensuring an effective decision-making process that is in line with the company's strategy and steers the company toward established business goals.

Rezidor is incorporated under the laws of Sweden with a public listing at NASDAQ OMX Stockholm since November 28, 2006. Reflecting this, the corporate governance of Rezidor Hotel Group AB ("Rezidor") is based on Swedish legislation and regulations, primarily the Swedish Companies Act and the Swedish Annual Accounts Act, but also the Listing Agreement with the Stockholm Stock Exchange, the Swedish Code of Corporate Governance, the Articles of Association and other relevant rules. This Corporate Governance Report for the 2010 fiscal year has been audited by the Company's auditors.

Corporate Governance at Rezidor

The shareholder's meeting is a limited company's highest decision-making body and serves as a forum for shareholders to exercise influence. At the Annual General Meeting of Shareholders ("AGM") the shareholders appoint the members of the Board of Directors and, when required, the auditors and decide on a number of central issues. The Nominating Committee nominates the persons to be elected by the AGM as members of Rezidor's Board of Directors. On behalf of Rezidor's shareholders, the Board of Directors is responsible for the organisation and the management of the Company. It is headed by Urban Jansson, the Chairman. To increase the efficiency and depth of the Board's work on certain issues, the Board has established three committees: the Audit Committee, the Compensation Committee and the Finance Committee. Internal Control is an important support function for the Board's committees that provides objective support to the Board for verifying the effectiveness of internal controls. The Board appoints the CEO, who is charged with carrying out the day-to-day management of the Company in accordance with the directions of the Board. The CEO is responsible for leading the work conducted by the Executive Com-

READ MORE ON OUR WEBSITE

More information about Rezidor's corporate governance is available at rezidor.com. The site includes the following information:

- Corporate governance reports since 2006
- The Articles of Association
- Nominating Committees since 2006
- AGM's since 2006 and related documentation
- The Board, Committees and their work
- The Company's management
- Compensation

mittee. The CEO's administration of the Company, as well as the financial reports is audited by Rezidor's auditor. The picture below illustrates how governance is organised at Rezidor.

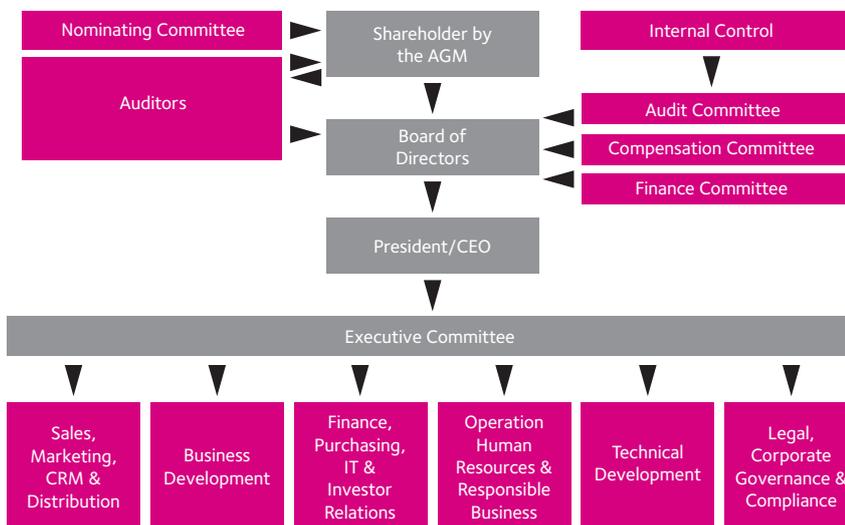
Ownership structure

At year-end 2010, Rezidor had 3,699 shareholders according to the register of shareholders maintained by Euroclear Sweden. Institutional owners dominate the ownership structure. The ten largest shareholders owned shares corresponding to 81.5% of the votes and capital. Carlson, a privately held hospitality and travel company, represents the largest single shareholder. Rezidor's share capital amounted to EUR 10,000,000, distributed among 150,002,040 shares. The number of shares outstanding after deducting the number of shares owned by Rezidor was 146,307,540 at year-end 2010. Each share entitles the holder to one vote and all shares carry equal rights to participate in the company's profits and assets.

Annual General Meeting

Rezidor shall have one AGM to be held in Stockholm before the end of the month of June each year. The notice convening the AGM is required to be published not earlier than six weeks, but not later than four weeks, before the date of the AGM. All shareholders registered in the shareholder's register who have given timely notification to the company of their intention to attend and followed prescribed procedures described in the notice convening the AGM, may attend the meeting and vote for their total share holdings. Shareholders who cannot participate personally may be represented by proxy.

Corporate governance at Rezidor



The AGM is held in Swedish. Due to Rezidor's international ownership and in order to allow non-Swedish speaking shareholders to participate, the meeting is simultaneously interpreted to English and all of the information materials for the meeting is also available in English. Decisions at the AGM usually require a simple majority vote. However, for certain items of business taken up at the AGM, the Swedish Companies Act requires that a proposal is approved by a higher percentage of the shares and votes represented at the AGM.

The AGM is informed about Rezidor's development over the past fiscal year and decides on a number of central issues, such as changes to Rezidor's Articles of Association, the election of auditor, discharging the members of the Board of Directors from liability for the fiscal year, remuneration of the Board of Directors and fees to the auditor, decisions on the number of Board members, election of the members of the Board of Directors for the period up to the close of the next AGM and decision on any dividends.

Annual General Meeting 2010

Rezidor's AGM in 2010 was held at the Radisson Blu Royal Viking Hotel in Stockholm on April 16. The AGM was attended by 115 shareholders, personally or by proxy, representing 73.52% of the total number of shares and votes of the Company. The seven members of the Board of Directors who were proposed for election attended the AGM, as well as the two ordinary employee representatives. Also present were the CEO, key executives and Rezidor's auditor as well as the members of the Nominating Committee. All documents required for the 2010 AGM and the minutes from the meeting have been made available on Rezidor's website in both Swedish and English. The resolutions passed by the meeting included the following:

- It was decided that no dividend will be paid for the year 2009 and that the distributable funds are brought forward.
- The following members were re-elected: Urban Jansson (also re-elected as Chairman), Hubert Joly, Göte Dahlin, Trudy Rautio, Barry W Wilson and Benny Zakrisson. Wendy Nelson was elected to the Board of Directors.
- It was decided that the total remuneration to the Board of Directors elected at the AGM would amount to 341,500 EUR, to be allocated as shown in the table on page 60.
- A partly revised long-term, performance-based incentive programme for 2010 was adopted.
- The Board of Directors received authorisation until the AGM 2011 to decide on acquisitions of a certain portion of the Company's shares.

Annual General Meeting 2011

The 2011 AGM will take place on April 13, 2011 at Stockholm Waterfront Congress Centre, Nils Ericssons plan 4 in Stockholm. Shareholders who wish to participate must be recorded in the shareholders' register maintained by Euroclear Sweden AB, on April 7, 2011 and also notify Rezidor of their intention to attend no later than by 16.00 p.m. CEST on April 8, 2011.

Nominating Committee

The Nominating Committee makes recommendations for the election of members to the Board of Directors and recommendations regarding the allocation of remuneration to the Chairman and other members of our Board of Directors and the allocation of remuneration in respect of committee work, if any. Such recommendations are presented at the AGM. The Nominating Committee also prepares a pro-

posal for the AGM regarding the election of auditors of Rezidor, when applicable, and makes recommendations for remuneration of the auditors. The Nominating Committee shall also make a recommendation regarding the procedure to be used in appointing members of the Nominating Committee for the next AGM.

Members

In accordance with the decision made by the AGM on April 16, 2010 the Nominating Committee for the AGM on April 13, 2011 has been established. Based on the list of shareholders per August 31, 2010 the Chairman of the Board of Directors, Urban Jansson, contacted the three largest shareholders, each of which was offered the possibility to appoint one representative of the Nominating Committee. The names of the committee members and the shareholders they represented were made public on October 6, 2010.

The Nominating Committee had two meetings in 2010, attended by all members, and during which minutes were taken. The Nominating Committee's proposals will be presented in the notice of the AGM and on Rezidor's website. Neither Urban Jansson nor the other members of the Nominating Committee received any compensation for their work in the committee.

Board of Directors

Under the Swedish Companies Act, the Board of Directors shall be elected by the shareholders and is ultimately responsible for the organisation and the management of the company. The Articles of Association provide that the Board of Directors shall consist of not less than three – and not more than fifteen – members. Further, under the Swedish Companies Act, the CEO and at least half of the members of the Board of Directors of a company must be residents of a country within the European Economic Area, unless the Swedish Companies Registration Office grants an exemption from this requirement.

Each year, the Board of Directors specifies its way of working in written Rules of Procedure clarifying the Board's responsibilities. The Rules of Procedure regulate the internal division of duties between the Board and its committees, including the role of the Chairman, the Board's decision-making procedures, its meeting schedule, procedures governing the convening, agenda and minutes of meetings, as well as the

The 2011 Nominating Committee

Member	Representing	Number of shares August 31, 2010	Share of votes August 31, 2010 (based on number of registered shares)
William Van Brunt, Chairman	Carlson group	75,044,733	50.03%
Peter Rudman	Nordea Investment Funds	16,316,653	10.88%
Jan Andersson	Swedbank Robur Fonder AB	9,801,066	6.53%
Urban Jansson	Chairman of the Board of Rezidor	n/a	n/a

Board's evaluation on accounting, auditing matters and financial reporting. In addition, the Board of Directors has established separate written work plans for the Audit Committee, the Compensation Committee and the Finance Committee.

The Rules of Procedure also governs how the Board will receive information and documentation of importance for its work to facilitate the making of well-founded decisions. The Board has also issued instructions for the CEO, as well for the financial reporting to the Board. Moreover it has adopted other special steering documents, including a Finance Policy, a Communication and Investor Relations Policy and a Code of Business Ethics. The responsibilities of the Board include monitoring the work of the CEO through ongoing reviews throughout the year. The Board is further responsible for ensuring that Rezidor's organisation, management and guidelines for the administration of Rezidor's interests are structured appropriately and that there is satisfactory internal control.

The responsibilities of the Board also include setting strategies and targets, establishing

special control instruments, deciding on larger acquisitions through business combinations and divestments of operations, deciding on other large investments, deciding on deposits and loans in accordance with the Finance Policy and issuing financial reports, as well as evaluating the management of operations and planning managerial succession.

Apart from the activities of the Audit, Compensation and Finance Committees, there has been no allocation of work among the directors.

The Board shall be assisted by a Secretary, who is not a member of the Board. The General Counsel of Rezidor, Marianne Ruhngård, was the Secretary at all Board meetings and all committee meetings during 2010.

The Chairman of the Board

At the AGM held on April 16, 2010 Urban Jansson was re-elected as the Chairman of the Board of Directors. At the statutory meeting held by the Board of Directors immediately after the AGM, the Board appointed Hubert Joly as the Vice Chairman.

It is the responsibility of the Chairman to follow operations, in consultation with the CEO, and ensure that the other Board members receive the information necessary to maintain a high level of quality in discussions and decisions. The Chairman shall make sure that the Board's work, including the work in the Board committees and the efforts of individual members, with regard to working procedures, competences and the working climate are evaluated. This occurs annually in accordance with an established process and this evaluation is then shared with the Nominating Committee. The Board's Compensation Committee participates in evaluation and development questions regarding compensation concerning the Group's Senior Executives.

Members of the Board of Directors

Pursuant to the Articles of Association, the Board of Directors shall be elected at the AGM and serve for a term expiring at the next AGM. The members of the Board of Directors may be removed from office through a resolution of shareholders, and vacancies on the Board may

Board committees' work 2010

	Audit Committee	Compensation Committee	Finance Committee
Members	Benny Zakrisson, Chairman Göte Dahlin Trudy Rautio Wendy Nelson	Hubert Joly, Chairman Urban Jansson Barry W Wilson	Trudy Rautio, Chairman Benny Zakrisson Barry W Wilson Wendy Nelson
Number of meetings	8	6	11
Work in 2010	<ul style="list-style-type: none"> • reviewing of financial reports • reviewing of auditor's observations from audit work and audit guidelines • reviewing of the company's risk situation, review of irregularities and whistle blowing cases • reviewing of internal control results and approval of control plan for 2011 • evaluating adequacy of safety & security function and internal control • evaluating of auditor's work and decision about thresholds to be applied for non-audit work by auditors 	<ul style="list-style-type: none"> • developing of a long term share based incentive program • evaluating the MIC for 2009 and achievement of strategic objectives for the executive committee • developing of a MIC plan for 2010 and target setting • assessing the capabilities of the executive committee members • reviewing 2010 compensation for executive committee members and recommending CEO compensation for Board approval • approving strategic objectives for 2010 for the executive committee members 	<ul style="list-style-type: none"> • reviewing hotel projects against defined criteria and conducting post implementation reviews of approved hotel projects • monitoring of the company's liquidity situation and credit facilities • evaluating and review of Finance Policy, including project policy • reviewing of the company's tax situation • reviewing and assessment of financial targets • evaluating insurance cover and risk management issues

likewise only be filled by a resolution of shareholders. At present, the Board of Directors is composed of seven directors elected by the shareholders at the AGM, including the Chairman and the Vice Chairman and two employee representatives elected by the Swedish labour organisation "Hotell- och restaurangfacket".

Work of the Board in 2010

According to current Rules of Procedure adopted by the Board, the Board must convene at least four times a year, in addition to the statutory Board meeting, and otherwise as necessary. In 2010 the Board held ten meetings, including the statutory Board meeting. Four of the Board meetings were coordinated with the dates of the presentation of the external financial reports. Moreover the Board members attended in July a two-day meeting on strategic issues. In November there was a meeting concerning the 2011 budget. Audit related matters have been addressed as a special item during a Board meeting at least once per year and in conjunction therewith; the Board meets with Rezidor's auditor without the CEO or any other member of management being present. During 2010 the Board has been working in accordance with the adopted Rules of Procedure. The main activities during 2010 were as follows:

- adopting a budget and three year business plan and approving amendments to the finance policy
- discussing and approving of certain hotel projects meeting defined criteria
- assessing the development strategy for the brands and monitoring of growth target fulfilment
- keeping informed about the financial position of the Company and the group, evaluating bank facilities and capital requirements
- reviewing the strategy for the Park Inn brand and monitoring progress of activities
- evaluating and approving of the disposal of the rights to develop the Regent brand
- designing and implementation of a share related long term incentive programme for key management
- evaluating internal control
- evaluating activities in relation to defined focus hotels

The Board liaises with the auditors regarding plans for the audit procedure and reviews what measures to take based on the auditors' reporting. Major business areas are given an

opportunity to give an in-depth presentation of their operations at a Board meeting at least once a year.

Independence of Board members

None of the members of the Board of Directors elected by the shareholders at the AGM are employed by Rezidor or any other company within the Group. Based on the Nominating Committee's assessment published on 10 March 2010 relating to the AGM 2010 and the Swedish Code of Corporate Governance, the following assessment is made regarding the independency of the members of the Board. Urban Jansson, Göte Dahlin, Barry W. Wilson and Benny Zakrisson are independent Directors in relation to the Company and the Management as well as in relation to major shareholders. Due to extensive business relations between Carlson and Rezidor, Hubert Joly, Trudy Rautio and Wendy Nelson are not independent Directors in relation to the Company and the Management nor are they independent in relation to major shareholders, as they are related to Carlson Group.

Employee Board representatives

In accordance with the law (1987:1245) on board representation for employees, the Swedish labour organisation "Hotell- och restaurangfacket" have appointed two ordinary employee representatives to the Board, Emil Bäckström and Göran Larsson. The employee Board representatives joined the Board in the 2009 fiscal year. The term of their appointments will expire at the AGM in 2011.

Evaluation of the Board

Pursuant to the rules of procedure, and in accordance with the requirements of the Swedish Code of Corporate Governance, the Chairman of the Board initiates an annual evaluation of the performance of the Board. The 2010 Board evaluation consisted of an anonymous questionnaire that was answered by each Board member. The questionnaire was divided into a number of sections covering topics such as the atmosphere of co-operation within the Board, its range of expertise and the methods the Board utilized to carry out its tasks as well as a section which addresses the role of the Chairman. The results of the 2010 evaluation have also been complemented with the results from previous Board evaluations so as to identify if any area deviates from results

from previous years. The objective of the evaluation is to provide insight into the Board members' opinions about the performance of the Board and the role of the Chairman and identify measures that could make the work of the Board more effective. A secondary objective is to form an overview of the areas the Board believes should be afforded greater scope and where additional expertise might be needed within the Board. The Chairman of the Board has presented the results to the Board as well as to the Nominating Committee.

Board Committees

In order to increase the efficiency of its work and enable a more detailed analysis of certain issues, the Board has formed three committees: the Audit Committee, the Compensation Committee and the Finance Committee. The members of the committees are appointed for a maximum of one year at the statutory Board meeting and perform their duties as assigned by the instructions adopted for each committee annually. The primary objective of the committees is to provide preparatory and administrative support to the Board. However, they are also empowered to make decisions on matters that the Board, pursuant to the committee instructions, delegates to them and on other issues in their respective areas of responsibility that are not considered essential in nature or fall within the overall decision making powers of the Board. The committees are required to inform the Board of any such decisions. The issues considered and the decisions taken at committee meetings are recorded in the minutes and reported at the next Board meeting. Representatives from the Company's specialist functions always participate in committee meetings. The Swedish Code of Corporate Governance requires that the members of the Compensation Committee should be independent in relation to the Company and the Management. Hubert Joly is not considered to be independent. Rezidor therefore deviates from the Rules of the Swedish Code of Corporate Governance. However in the opinion of the Board it is important for the Compensation Committee to have members with extensive knowledge and experience of international business and remuneration issues including compensation packages for key executives in the global hotel industry.

Remuneration of the Board

The amount of remuneration granted to the Board of Directors, including the Chairman, is determined by a resolution at the AGM. Compensation for the work of the members of the Board of Directors elected by the shareholders was taken by a resolution by the shareholders at the AGM on April 16, 2010. The members of the Board are not entitled to any benefits upon ceasing to serve as a member of the Board. The Board members' attendance and also the annual fees to the Chairman and the other Board members for the Board and Committee work are shown in the table on this page.

Executive Committee

The CEO is responsible for producing necessary information and basic documentation on the basis of which, the Board can make well-founded decisions. He presents matters and motivates proposed decisions, as well as reporting to the Board on the development of the Company. The CEO is responsible for leading the work conducted by the Executive Committee and renders decisions in consultation with the other members of the Executive

Committee, which in 2010 consisted of seven persons (including the CEO).

Remuneration of the members of the Executive Committee

The remuneration granted to the CEO and the other members of the Executive Committee consists of a mix of a fixed salary, a variable salary based on the outcome of financial performance objectives, a long term share-based incentive programme, a pension and other benefits. The general components and more details can be found in the guidelines for remuneration of key executives which were approved by the AGM 2010.

Details on the compensation to the CEO and the other members of the Executive Committee can be found in Note 10, but a summary is presented in the table on page 61.

Share-related Incentive Programmes

The Annual General Meetings in 2008, 2009 and 2010 approved proposals for a long-term share related performance-based incentive programme ("performance based share programmes") to be offered to executives within Rezidor. All three programmes run for a three

year period. The purpose of the performance based share programmes is to offer a remuneration package to ensure that remuneration within the Group helps align executives with shareholder interests; that the proportion of remuneration linked to company performance increases and that it encourages executive share ownership. In order to implement the performance based share programmes in a cost efficient and flexible manner, the Board of Directors was authorised by the Annual General Meetings to decide on acquisitions or sale of its own shares on the Stockholm Stock Exchange. More detailed descriptions of the three performance based share programmes can be found in Note 33.

Financial reporting

The Board monitors the quality of financial reporting through instructions to the CEO and reporting instructions regarding the reporting via the Audit Committee. The Audit Committee reviews in advance all financial reports prior to their publication by Rezidor. The Board as a whole reviews and approves Rezidor's financial reports prepared by the management prior to publication. The Board is also responsible for the Rezidor's financial statements being

Attendance record and Board remuneration in 2010

	Attendance record				Fees				Total
	Board	Audit Committee	Compensation Committee	Finance Committee	Board	Audit Committee	Compensation Committee	Finance Committee	
Urban Jansson	100%	n/a	100%	n/a	65,000		4,000		69,000
Hubert Joly	90% ¹⁾	n/a	100%	n/a	36,000		6,000		42,000
Göte Dahlin	100%	100%	n/a	n/a	36,000	6,500			42,500
Wendy Nelson	100%	100%	n/a	100%	36,000	6,500		4,000	46,500
Trudy Rautio	90% ¹⁾	88%	n/a	100%	36,000	6,500		6,000	48,500
Barry W Wilson	100%	n/a	100%	90%	36,000		4,000	4,000	44,000
Benny Zakrisson	100%	100%	n/a	100%	36,000	9,000		4,000	49,000
Harald Einsmann ²⁾	75% ¹⁾	n/a	100%	80%					
Ulla Litzén ²⁾	100%	100%	n/a	n/a					
Jay S. Witzel ²⁾	75% ¹⁾	n/a	n/a	100%					
Göran Larsson	100%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Emil Bäckström	100%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Total					281,000	28,500	14,000	18,000	341,500

1) Hubert Joly, Harald Einsmann, Jay S. Witzel and Trudy Rautio were absent from one meeting in 2010 due to a conflict of interest.

2) Harald Einsmann, Ulla Litzén and Jay S. Witzel resigned from the Board in conjunction with the 2010 AGM.

prepared in compliance with legislation, applicable accounting standards and other requirements for listed companies.

The CEO and the CFO must review and assure the quality of all financial reporting including financial statements, interim reports and the annual financial statements, press releases with financial content and presentation material issued to the media, owners and financial institutions.

With respect to the communication with the auditors, the auditors are present at the Board meeting where Rezidor's year-end Financial Report is approved.

Auditors

Auditors in Swedish limited companies are elected by the AGM and tasked with auditing the company's financial reporting and management of the company by the board and the CEO. At the AGM 2009 Deloitte AB was re-elected as auditor for Rezidor for a period until the end of the 2013 AGM with Thomas Strömberg as the responsible partner. Thomas Strömberg (born 1966) is a member of FAR, the Swedish professional institute for authorised public accountants and approved public accountants. He has been an authorised public accountant since 1998. In addition to Rezidor, Thomas Strömberg has audit engagements with Avis, Ovako and Projectplace.

The auditors follow an audit plan that incorporates the comments and concerns of the Board, and report their observations to the Board during the course of the audit and in conjunction with the establishment of the 2010 Annual Report. The auditor attended 4 out of 8 meetings of the Audit Committee during the year. On one occasion the Board met with Rezidor's auditor without the CEO or anyone else from the Management present. Deloitte submits an audit report regarding Rezidor Hotel Group AB, the Group and an overwhelming majority of subsidiaries. During

the year 2010, the auditors have had consulting assignments outside the audit, mainly concerning issues related to the interpretation of IFRS, questions regarding internal control och IT-related areas.

The auditors receive a fee based on approved invoiced amounts for their work in accordance with a decision of the AGM. For information about the auditors' fee in 2010, see Note 41.

Internal Control

The purpose of this report is to give shareholders and other stakeholders a better view and understanding of how internal control over financial reporting at Rezidor Hotel Group AB ("Rezidor") is organised.

Internal control over financial reporting is a process that involves the Board and in particular the Audit Committee appointed by the Board, company management and personnel. It is designed to provide assurance of reliability in external reporting.

This report has been prepared in accordance with the Swedish Code of Corporate Governance and the guidelines compiled by FAR and the Confederation of Swedish Enterprise. It is therefore limited to internal control over financial reporting. In accordance with the statement from the Council for Swedish Corporate Governance in September 2006, this internal control report is restricted to a description of how the internal control is organised and makes no statement on how well it functioned during the fiscal year 2010. Rezidor applies the COSO framework as a base for the internal control structure.

The Board annually evaluates the need for and organisation of an internal audit process. The structure of the process for 2010 and 2011 has been approved by the Board. The process is managed from the Rezidor corporate office in Brussels with internal audit train-

ing. Accounting and control policies and procedures are also prepared, updated and distributed from the Rezidor corporate office.

This report supplements the Annual Report. It has been audited by the Rezidor's auditors. The Internal control over financial reporting is described below in five components that jointly form the basis for Rezidor's control structure.

Control Environment

The control environment forms the basis of internal control. The control environment includes the culture that the company communicates and operates from in a number of areas. Rezidor's values include reliability and openness. It is important that all actions, internal as well as external, reflect these basic values. Rezidor's Code of Business Ethics has been made available to employees and describes the required behaviours in various situations. Compliance with the Code of Business Ethics is followed up by regular visits to the hotels by Area Vice Presidents, Regional and District Directors, Regional Human Resources Managers and Head Office Human Resources Managers. In addition the General Managers must certify that he/she is not engaged in any conflict of interest. The whistleblower procedure, which was implemented in 2008, gives the employees the possibility to report on issues related to the Code of Business Ethics.

Rezidor's Board of Directors has appointed an Audit Committee with the objective of ensuring the quality of the company's financial and operational reporting. In addition the Audit Committee evaluates the procedures for internal control and the management of financial and operational risks. The Board has also issued specific instructions for the CEO.

Rezidor has created a framework that describes the compulsory internal control policies applicable to all brands, all legal entities and all managed hotels within the Group. This document is the core of the Group's financial management system, and it outlines the procedures for the planning, delegation and follow-up of internal control. The document is also a tool for information and education.

One of the principal requirements of internal control is the necessity of written documentation to evidence compliance with the compulsory policies. Another principal purpose is to

Remuneration of the Executive Committee ¹⁾

TEUR	Base salaries	Variable salaries	Post employment compensation	Pension	Housing and company car	Total
Kurt Ritter (CEO)	1,325	2,064	1,618	252	198	5,457
The Executive Committee (incl. CEO)	3,697	3,174	1,618	533	491	9,513

1) The remuneration numbers exclude social security costs.

establish responsibilities and authority within the hotels and across all levels of the Group. This is achieved through job descriptions for the hotel General Managers and Financial Controllers and regional and corporate reviews and analyses of the individual hotels' performance on a monthly basis.

The policy document and other guidelines are accessible on the intranet and regularly updated to comply with accounting and audit regulations. Rezidor is also committed to competence and ensures that employees, including those in finance and accounting functions, receive the appropriate training. Other control measures in effect are specific accounting procedures, human resources manual, quality performance checks, mystery shoppers (cash integrity checks) and hotel reviews performed regularly by regional operational and financial management. For new hotel contractpartners, a system is in place to make back-ground checks.

Risk Assessment

Company management performs an annual risk assessment with regard to financial reporting. The external auditors provide feedback and may suggest additional considerations for the risk assessment. The risk assessment has identified a number of critical processes such as revenue, purchasing, payroll, financial reporting, IT, related party transactions, cash handling procedures, stock and inventory, receivables, bank relations and processes, legal requirements regarding operational licensing and insurance. The internal audit of these processes, as applicable, segregation of duties, authorisation for payment, contract handling, cost control, registration of revenues and follow-up routines. The annual plan for internal control is developed based on the risk assessment.

The risk assessment can be adjusted during the year to ensure that changes are managed in the process.

The Audit Committee and the Board of Directors analyse and approve the previous year's result from the internal audit and the internal audit plan for the following year.

Control activities

Controls have been implemented in the organisation to ensure that risks are managed as intended by the Board, including financial reporting risk, IT risks and fraud risks.

Managers and financial department employees in the hotels perform controls as part of their daily business to comply with central as well as local policies and guidelines. Regular internal audits are performed to evaluate whether controls operate as intended. These audits are scheduled and performed based on the Rezidor's formal risk assessment. Action plans are implemented and followed up to improve control activities that are lacking or found to be ineffective. Rezidor has established specific anti-fraud programmes and controls, and these procedures are known throughout the company.

The specific internal audits of hotels, regional offices and corporate office are primarily aimed at internal control within operation and administration with focus on processes that impact financial reporting and risk of irregularities, improper favouritism of another party at the company's expense, and the risk of losses. The teams for the internal audits consist of persons independent of the audited units, supported by external auditors and by risk management consultants.

Separate IT audits are carried out, primarily in high risk hotels, by management consultants who are specialised in IT processes and security. In addition a self assessment process related to internal control have been developed and completed by the hotels. The self assessments for each hotel are subject to certain internal audit on a three year rotating basis in order to verify the information. A number of hotels are also visited on a surprise basis in order to follow up on implementation of the recommendations from the internal audit teams. In depth audits in target areas such as Treasury, Financial Reporting and Purchasing are also carried out in selected hotels.

Information and communication

Employees' individual responsibilities for maintaining internal control have been clearly communicated in the Group. Every manager is responsible for ensuring that employees have received and understood the relevant information needed to perform their tasks.

Persons responsible for operational and financial reporting have access to accounting principles and procedures, and updates are communicated regularly. General Managers, Regional Directors and Area Vice Presidents report operations and financial information on

a monthly basis to the Executive Committee. Management receives the operational and financial information they require, and the company has procedures for adapting to changing information needs as the competitive and/or regulatory environment evolves. The information systems are regularly evaluated, and the company has established strategic plans related to future upgrades and information system needs.

The results from the internal audits are communicated throughout the organisation in order to benchmark and improve internal control procedures. The yearly audit plans and results of the audits are submitted periodically to the Executive Committee of the Group and to the Audit Committee.

Rezidor's goal is that internal control policies are known and followed in the Group. Policies and guidelines regarding the financial process are communicated to all affected parties in the Group through direct distribution via electronic mail and via the Group's intranet, where all policies and guidelines are available.

Regulations related to a public company's external information to investors and stakeholders are known by those responsible for applying them. To ensure that the submission of external information is correct and complete, there is an information policy regarding disclosures to the stock exchange – as well as an investor relations policy – that have been adopted by the Board of Directors of the Group. These policies state what, in what form and how information is to be dealt with.

A system, with the support of an external company, allow employees to anonymously (turn whistleblower) alert corporate management and the Audit Committee on ethical, financial and other issues in the organisation has been in place for the last two years.

Monitoring

Regular internal meetings are used on different levels in the organisation for management and employees. The Executive Committee and the Board monitor Rezidor's operations and financial reporting on a regular basis. The Audit Committee and the Board review reports from external auditors, internal audits and other internal control activities. The company – as well as the individual hotels, regional offices and corporate office – follow up in relation to such recommendations and/or action plans.