

The Nominating Committee of Rezidor Hotel Group AB (publ), reg. no. 556674-0964 (“Rezidor” or the “Company”), proposals to the Annual General Meeting

The Nominating Committee for the Annual General Meeting 2017

Following the nomination procedure established by the Annual General Meeting on 21 April 2016 (according to which the Nominating Committee shall consist of one member appointed by each of the three largest shareholders of the Company and the Chairman of the Board of Directors (without voting rights)), and based on a print-out of the Company's share register as per 31 August 2016 provided by Euroclear Sweden AB, the Company's three largest shareholders were identified.

The composition of the Nominating Committee, as regards the Company's three largest shareholders, was first announced on 31 October 2016 and consisted of Ms. Kerry Olson, representative of Carlson Hotels, Inc. (“**Carlson Hotels**”), Mr. Tomas Risbecker, representative of AMF Försäkring och Fonder and Mr. Fredrik Carlsson, representative of Provobis Holding AB.

On 7 December 2016, HNA Tourism Group Co., Ltd. (“**HNA Tourism**”), a subsidiary of HNA Group Co., Ltd. (“**HNA Group**”) (together with HNA Tourism “**HNA**”), announced the successful completion of its purchase of Carlson Hotels from Carlson Hospitality Group, Inc. This transaction included Carlson Hotels' stake in Rezidor, representing 51.3 per cent of the outstanding shares and votes in Rezidor. After the closing of this transaction, HNA Tourism informed Rezidor that HNA Tourism was to replace Carlson Hotels' representative on the Nominating Committee with Mr. Charles B. Mobus, Jr.

On 13 March 2017, Mr. Carlsson informed Rezidor of his resignation from the Nominating Committee based on Provobis Holding AB's sale of its shares in Rezidor. On 16 March 2017, Mr. Risbecker informed Rezidor of his resignation from the Nominating Committee based on AMF Försäkring och Fonder's sale of its shares in Rezidor. Rezidor has been unable to replace Mr. Carlsson and Mr. Risbecker on the Nominating Committee based on the short time remaining before the scheduled Annual General Meeting.

Following Provobis Holding AB's and AMF Försäkring och Fonder's resignation, the Nominating Committee consists of Mr. Mobus, representing HNA Tourism, and the Chairman of the Board of Directors (without voting rights). The Chairman of the Board of Directors has not been involved in the participation of the Nominating Committee's proposal to the Annual General Meeting as regards the election of members of the Board of Directors and thereto related matters.

HNA Tourism holds approximately 51.3 per cent of the shares and votes in the Company.

Report on the work of the Nominating Committee in ahead of the Annual General Meeting

The Nominating Committee has worked in accordance with the procedure adopted by the Annual General Meeting 2016 and also in accordance with the Swedish Corporate Governance Code. The Nominating Committee has held two minuted meetings since the Annual General Meeting 2016. The Nominating Committee began its work in January 2017. The Nominating Committee has obtained information on the work of the Board of Directors and on the Company's situation.

The Nominating Committee's proposals to the Annual General Meeting

Election of chairman of the Annual General Meeting

The Nominating Committee proposes that Dick Lundqvist, member of the Swedish Bar Association, is elected Chairman of the Annual General Meeting.

Determination of the number of members of the Board of Directors to be elected by the meeting

The Nominating Committee proposes that the members of the Board of Directors, elected by the Annual General Meeting, shall be eight (8) without deputy members, for the period until the end of the next Annual General Meeting.

Determination of the remuneration to the members of the Board of Directors

The Nominating Committee proposes remuneration, calculated on an annual basis, to the members of the Board of Directors elected by the Annual General Meeting as follows:

- EUR 40,000 to each of the members of the Board of Directors not employed by the Company or HNA;
- EUR 9,000 to the Chairman of the Audit Committee not employed by the Company or HNA;
- EUR 6,500 to the other members of the Audit Committee not employed by the Company or HNA;
- EUR 6,000 to the Chairman of the Compensation Committee not employed by the Company or HNA; and
- EUR 4,000 to the other members of the Compensation Committee not employed by the Company or HNA.

The Nominating Committee's proposal means that members of the Board of Directors employed by the Company or HNA shall not receive any remuneration for their board assignments.

Election of the Board of Directors and Chairman of the Board of Directors

The Nominating Committee proposes that Mr. Xin Di, Mr. Liu Daoqi, Mr. Charles B. Mobus, Jr., Mr. Song Xiang, Mr. Wolfgang M. Neumann, Mr. Lo Kin Ching, Mr. Andreas Schmid and Dr. Thomas Staehelin are elected as members of Rezidor's Board of Directors for the period until the end of the next Annual General Meeting. It is noted that, as more than half of the members are resident outside the European Economic Area, the proposed composition requires an exemption from the residency requirements from the Swedish Companies Registration Office.

The Nominating Committee notes that HNA Tourism has withdrawn its earlier suggestion to propose Mr. Zhang Ling to be elected member of Rezidor's Board of Directors.

Mr. Staffan Bohman, Mr. Anders Moberg, Ms. Wendy Nelson, Ms. Trudy Rautio and Ms. Charlotte Strömberg have announced that they are not available for re-election. Mr. David P. Berg resigned from the Board of Directors on 27 January 2017.

The Nominating Committee proposes that Mr. Xin Di is elected as Chair of the Board of Directors.

The Nominating Committee has considered requirements that will be imposed on the Board of Directors due to the Company's operations, phase of development and other relevant circumstances, as well as governance and control, in order to assess the size

and appropriate composition as well as the competence, experience and background of the board members. Furthermore, independence requirements and the question of distribution according to gender have been highlighted. The proposed members of the Board of Directors taken together possess significant competence in the global hospitality industry which also is supplemented by knowledge and experience from other relevant business sectors. The Nominating Committee acknowledges that the proposed Board composition does not contribute to the goal of an equal gender representation set forth by the Swedish Corporate Governance Code, which the Nominating Committee considers of great importance. Therefore, the Nominating Committee has in order to achieve a more gender-balanced Board of Directors set out a target to propose at least one gender diverse candidate for the 2018 Annual General Meeting.

Independence

With the exception of Mr. Wolfgang M. Neumann and Mr. Lo Kin Ching, all the proposed members of the Board of Directors have been assessed independent in relation to the Company and its management.

Mr. Neumann is dependent in relation to the Company and its management as he is the President & Chief Executive Officer of Rezidor. Mr. Neumann is independent in relation to HNA as he has no direct or indirect relationships with HNA.

Mr. Lo is dependent in relation to the Company and its management as he was partner at Rezidor's audit firm Deloitte until 2016. Mr. Lo is independent in relation to HNA as he has no direct or indirect relationships with HNA.

Mr. Schmid has served as the Chairman of the Board of Directors of gategroup Holding LTD. ("**gategroup**"), a Swiss company that in 2016 was acquired by HNA Tourism's parent company HNA Group through a public tender offer. However, Mr. Schmid resigned from the Board of Directors on the same date as the public tender offer was completed, and, hence, has never been a member of the Board of Directors of gategroup when gategroup has been a subsidiary of HNA Group. Mr. Schmid has no other direct or indirect relationships with HNA. Hence, it is the Nominating Committee's assessment that Mr. Schmid is independent in relation to HNA.

Dr. Thomas Staehelin has served on the Board of Directors of Swissport Group ("**Swissport**"), a subsidiary of HNA Group, over two time periods. Dr. Staehelin was first appointed as Chairman of the Board of Directors of Swissport in 2002, prior to HNA's acquisition of the company on 10 February 2016. Subsequent to HNA's acquisition of Swissport, Dr. Staehelin was reappointed as a member of the Board of Directors of Swissport based on his prior experience with, and knowledge of, Swissport. On account of Swissport being a sister company to Rezidor and not a direct or indirect shareholder in Rezidor, that Dr. Staehelin serves as director on the Board of Directors of other Swiss and international companies that are not connected to HNA, and that he is not dependent on the remuneration he receives from Swissport, it is the Nominating Committee's assessment that Dr. Staehelin is independent in relation to HNA.

Mr. Xin Di, Mr. Liu Daoqi, Mr. Mobus and Mr. Song Xiang are all deemed dependent in relation to HNA as they either serve positions on the Board of Directors of companies in HNA, are employed by HNA or otherwise have relationships with HNA that make them dependent in relation to HNA.

Residence requirement

It is noted that the Nominating Committee's proposed board composition does not meet the residence requirement of Chapter 8, Section 9 of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*) that at least half of the members of the Board of Directors are resident within the European Economic Area. Rezidor will apply for an exemption from the residence requirement with the Swedish Companies Registration Office, and the Nominating Committee expects that such exemption will be granted. Should an exemption not be granted, the Nominating Committee will revise its proposal in due time prior to the Annual General Meeting.

Remuneration to the Auditor

The Nominating Committee's proposal for remuneration to the Auditor is that the Auditor shall be entitled to a fee corresponding to the amount invoiced and approved.

Auditor

The Nominating Committee proposes in accordance with the Audit Committee's recommendation that the registered accounting firm PricewaterhouseCoopers (PwC) is elected as the Company's auditor for the period until the end of the next Annual General Meeting.

Procedure for appointment of the Nominating Committee

The Nominating Committee proposes the following procedure for appointment of the Company's Nominating Committee:

The Company shall have a Nominating Committee consisting of one member appointed by each of the three largest shareholders of the Company and the Chairman of the Board of Directors (however without voting rights) (i.e., in total four members). The names of the three owner representatives and the shareholders they represent shall be published by the Company as soon as the Nominating Committee has been appointed, however not later than six months before the Annual General Meeting. The largest known shareholders shall be contacted by the Chairman of the Board of Directors based on the Company's share register provided by Euroclear Sweden AB as of 31 August 2017. If any of the three largest shareholders declines to exercise its right to appoint a member to the Nominating Committee, then the next largest shareholder shall be given the opportunity to appoint a member.

The term of office for the Nominating Committee shall last until a new Nominating Committee is appointed. The Chairman of the Nominating Committee shall be the member who represents the largest shareholder of the Nominating Committee, unless the members unanimously agree on another chair. However, the Chairman of the Board of Directors may not be the Chairman of the Nominating Committee.

If a member leaves the Nominating Committee before its work is completed, then the shareholder that appointed the member shall have the right to appoint a new member to the Nominating Committee. The members of the Nominating Committee shall not receive any remuneration.

If a significant change occurs in the Company's ownership structure and a shareholder (which after such significant ownership change becomes one of the three largest shareholders of the Company) expresses to the Chairman of the Nominating Committee the desire to appoint a member to the Nominating Committee, then the Nominating Committee shall offer the shareholder a place on the Nominating Committee by replacing the representative of the smallest shareholder on the Nominating Committee.

If any of the shareholders who appointed a representative to the Nominating Committee sells a substantial part of its shares in the Company before the Annual General Meeting, the member appointed by such shareholder shall resign and be replaced by a new member appointed by a shareholder who as a result of such change in the Company's ownership structure has become one of the three largest shareholders of the Company, or if such shareholder declines, then the next largest shareholder shall be given the opportunity to appoint a member. Changes in the composition of the Nominating Committee shall be immediately publicly announced.

The Nominating Committee's task is to submit proposals to the Annual General Meeting for:

- election of the chairman of the Annual General Meeting;
- election of the members of the Board of Directors and the chairman of the Board of Directors;
- remuneration of the members of the Board of Directors with specifications for the chairman and the other members and any remuneration for committee work;
- election of auditor (when required), deputy auditor (when required) and the auditors' fees; and
- principles regarding appointment of members of the Nominating Committee.

The Nominating Committee is entitled to engage and charge the Company for the cost of recruitment consultants and other consultants that are necessary for the Nominating Committee to fulfil its obligations. Besides its other obligations, the Nominating Committee must also perform the tasks required by the Swedish Code of Corporate Governance with respect to the Nominating Committee.

Shareholders may submit nomination proposals to the Nominating Committee; such proposals shall be sent to the attention of the Nominating Committee at the address found on the Company's website, www.rezidor.com. The proposals of the Nominating Committee shall be included in the notice that convenes the Annual General Meeting. The proposals are also published on the Company's website.

Information relating to the proposed members of the Board of Directors

Mr. Xin Di

Nationality: Chinese

Born: 1968

Education: Master Degree in flight dynamics and fluid mechanics from Nanjing Institute of aeronautics.

Background: From March 1992 to March 2000, Mr. Xin worked for Hainan Airlines and had successively held the posts of Director of Production, General Manager of Operation Control Department, General Manager of Flight Department, Deputy Chief Operating Officer. In March 2007, he served as the HNA Group Executive CEO Assistant. In September 2010, he served as the Chairman of E-Food Group CO., LT. In December 2011, he served as the Chairman of Tianjin Airlines. In April 2014, he served as the Chairman of Hainan Airlines. In November 2014, he served as the Executive Vice Chairman and CEO of Hainan Airlines. At present, Mr. Xin serves as a member of the

Board of Directors of HNA Group, and is the Chairman and Chief Executive Officer of HNA Tourism Group Co., Ltd.

Holding in Rezidor: None.

Independence: Independent in relation to the Company and its management.
Dependent in relation to HNA.

Mr. Liu Daoqi

Nationality: Chinese

Born: 1979

Education: Bachelor's degree in computer science from the Nanjing University of Aeronautics and Astronautics, the PRC.

Background: Mr. Liu is the Chief Investment Officer of HNA Tourism Group Co., Ltd. and the Chief Executive Officer of China Civil Aviation Investment Group Limited. Mr. Liu joined HNA Group in 1999. Mr. Liu served as an External Proprietary Director of NH Hoteles S.A. from April 17, 2013 to February 27, 2014. He has extensive knowledge and experience of investment and corporate management.

Holding in Rezidor: None.

Independence: Independent in relation to the Company and its management.
Dependent in relation to HNA.

Mr. Charles B. Mobus, Jr.

Nationality: American

Born: 1956

Education: Bachelor of Science in Finance from Lehigh University.

Background: Mr. Mobus is currently the owner and President of Benedetto, Gartland & Company, Inc., an investment banking firm and FINRA registered broker/dealer in New York. Mr. Mobus has also been a Managing Partner of Benedetto, Gartland since 1994. Mr. Mobus currently serves as a member of the board of directors of Swissport International S.A., Travana Inc., Beijing NH Grand China Hotel Management Company, Co., Inc., Tangla Spain, S.P and Carlson Hotels, Inc. Mr. Mobus previously served as an External Proprietary Director of NH Hotel Group, S.A. between 2013 and 2015 and Chairman of its Board of Directors between 2015 and 2016. Previously, Mr. Mobus was a Managing Director of Smith Barney Group (New York), a Vice President and Shareholder of Kidder Peabody & Co., Inc. (New York) and an Assistant Vice President with Citicorp (New York). He began his career at Midlantic Banks Inc.

Holding in Rezidor: None.

Independence: Independent in relation to the Company and its management.
Dependent in relation to HNA.

Mr. Song Xiang

Nationality: Chinese

Born: 1979

Education: Bachelor's Degree in English from International Study University; Master's Degree in Hotel & Tourism Management from The Hong Kong Polytechnic University.

Background: Mr. Song began his career in the hotel industry in July 1997. He served as the deputy Front Office Manager at Hilton Nanjing; and later as Front Office Manager and deputy Director of Sales at the Hilton Chongqing and Hilton Sanya Resort successively. In July 2006, he joined HNA as the deputy General Manager of the Asia Pacific International Convention Center. Starting in November 2006, he served as the General Manager of the HNA Xinglong Resort, HNA Hotel Sanya and Tangla Beijing Hotel successively for the following three years. From September 2009 to February 2013, he served in the executive ranks of HNA Hospitality Group, first as President of Operations, and later as President and Executive Chairman. Between February 2013 and June 2016, he worked in HNA Tourism Group. From June 2015 to December 2016, he served as Chairman of HNA Tourism Development. Currently, Mr. Song is the Chief Investment Officer of HNA Hospitality Group.

Holding in Rezidor: None.

Independence: Independent in relation to the Company and its management. Dependent in relation to HNA.

Wolfgang M. Neumann

Nationality: Austrian.

Born: 1962.

Education: Mr. Neumann is educated at the Institute for Hotel & Tourism Management Klessheim (Austria), and attended Senior Executive Management Courses at Insead Management School (Fontainebleau, France) and Cornell University (Ithaca/N.Y., USA).

Background: Wolfgang M. Neumann is President & Chief Executive Officer of the Rezidor. He spent more than 20 years with Hilton International – building his career from General Manager positions at Hilton hotels in Brussels, London, Paris and Frankfurt to Vice President Western & Northern Europe, Senior Vice President Scandic/Nordic Region, President UK & Ireland, and President, Hilton Europe & Africa. Before joining Rezidor in May 2011 as Chief Operating Officer, he served as Chief Executive Officer for Arabella Hospitality Group in Munich, Germany and was a member of the supervisory board of Schoerghuber Holding.

Since January 2014 Wolfgang sits of the Board of Trustees of Hotelschool The Hague (The Netherlands). In June 2015 he became Chairman of the International Tourism Partnership (ITP).

Holding in Rezidor: 67,497 shares.

Independence: Dependent in relation to the Company and its management. Independent in relation to HNA.

Mr. Lo Kin Ching

Nationality: Chinese (Hong Kong S.A.R.)

Born: 1956

Education: Graduated from the Hong Kong Polytechnic University in 1976 with a Higher Diploma in Accountancy.

Background: Mr. Lo is a chartered certified accountant, fellow of the ACCA, UK, a certified public accountant, fellow of the HKICPA. He is a past Chairman of the ACCA, Hong Kong Branch. He is a fellow of the Hong Kong Polytechnic University.

Mr. Lo has worked with Deloitte for 36 years of which as a Partner for 28 years. He has served many years in Deloitte's management committee, as head of the Financial Advisory Services, Chairman of Deloitte Hong Kong and Deloitte China. He retired from Deloitte in 2016. He has 40 years of professional experience in providing auditing, financial advisory, restructuring, insolvency, mergers & acquisitions and IPO services.

Mr. Lo has a number of public appointments. He was a Council member and Treasurer and currently a member of the Court of the Hong Kong Polytechnic University. He is a member of the Standing Commission on Civil Service Salaries and Conditions of Service, Hong Kong; member of the Hospital Governing Committee of Queen Mary Hospital and Tsan Yuk Hospital, Hong Kong; member of the Committee of Overseers of Wu Yee Sun College, the Chinese University of Hong Kong; member of the Board of Governors of Chu Hai College of Higher Education, Hong Kong; committee member of the Hong Kong Arts Development Council Fund; Director of Hong Kong Design Centre Ltd., member of 10th and 11th of Hebei Provincial Committee of the Chinese People's Political Consultative Conference (CPPCC); Advisor for the China Accounting Standards Committee of the Ministry of Finance of the People's Republic of China.

Holding in Revisor: None.

Independence: Dependent in relation to the Company and its management. Independent in relation to HNA.

Mr. Andreas Schmid

Nationality: Swiss

Born: 1957

Education: Master's degree in law and studied economics at the University of Zurich.

Background: Mr. Schmid started his career in 1984 at Union Bank of Switzerland. Following a position as assistant to a Swiss industrialist, he was CEO and Managing Director of Kopp Plastics (PTY) Ltd. in South Africa from 1989 to 1992. He then worked for the Jacobs Group in various staff and line functions until 1993. From 1993 to 1997, Mr. Schmid was President of the Mövenpick Consumer Goods Division and a member of the worldwide Group Executive Board of Management. Between 2007 and 2011, Mr. Schmid was Chairman of the Supervisory Board of Symrise AG, and between 2002 and 2006 he chaired the Board of Directors of Kuoni Travel Holding AG. He was a member of the Board of Adecco SA from 1999 to 2004 and a member of the Advisory Board of the Credit Suisse Group from 2001 to 2007, before the Advisory Board was dissolved. Mr. Schmid has been a member of the Board of Directors of Steiner AG since 2008, and in 2010, he was appointed a member of the Board of Directors of Wirz Partner Holding AG and the Advisory Board of Allianz Global Corporate Specialty AG. He further was a member of the Board of Directors of Badrutt's Palace Hotel AG from 2006 until 2015. Mr. Schmid is currently Chairman of the Board of Directors of Oettinger Davidoff Group, of Flughafen Zurich AG and Helvetica Capital. Furthermore, Mr. Schmid is Chairman of

the Board of Trustees of the Swiss foundation avenir suisse, a think tank for social and economic issues. He is also the Vice Chairman of Barry Callebaut AG and has been serving as an ordinary member of Barry Callebaut AG's Board of Directors since 1997.

Holding in Rezidor: None.

Independence: Independent in relation to the Company and its management. Independent in relation to HNA.

Dr. Thomas Staehelin

Nationality: Swiss

Born: 1947

Education: Ph.D. in Law from the University of Basel.

Background: Dr. Staehelin serves as Senior Managing partner and Swiss Corporate and Tax Attorney. Dr. Staehelin is primarily focused on corporate and organizational law and tax law. As a lawyer, he specializes in tax, corporate, contract and company law. He was a Partner of Fromer, Schultheiss und Staehelin. He serves as the Chairman of Scobag AG, Kuehne Holding AG, Rothornbahn und Scalottas AG and Swissport International Ltd. He serves as Deputy Chairman of Lenzerheide Bergbahnen AG. He served as the Vice Chairman of Siegfried Holding AG since 1999 and it's Director since 1991. He served as Chairman of Siegfried Holding AG of Siegfried, Ltd. from 1991 to 1998. He served as the Chairman of Vereinigung der Privaten Aktiengesellschaften. He serves as Vice Chairman and Member of Supervisory Board at Kühne Logistics University. He serves as a Director of Regula Holding AG, Veillon Immobilière SA, Basler Kantonalbank, Rothornbahn und Scalottas AG, Lantal Textiles, Inficon, Inc., Charles Veillon SA and Orange Communications SA. He has been a Director of Mymetics Corporation since July 2, 2007. He has been a Director of INFICON Holding AG since May 2001. He serves on the Board of Directors of Bad Ragaz, Lantal Textiles and JRG Gunzenhauser AG. He has been a Board Member of Fromer, Schultheiss and Staehelin since 1975. He serves as a Director of Siegfried, Ltd. He was a Member of the Cantonal parliament of Basel. He serves as a Member of Council of Basel Cantonal Bank. He has been a Director of Kuehne + Nagel International AG since 1978. He served as Delegate to the Board of Directors at Vereinigung der Privaten Aktiengesellschaften. He is Commission President of economiesuisse. He is Managing Director of Swiss Association of privately held Swiss Companies. He is the Chairman of the Basel Chambers of Commerce and a Board Member of the Swiss Business Federation (economiesuisse). He is a Member of the Board of the Association at Private Joint Stock Companies and a Member of the Canton Basel City Tax Appeal Tribunal. He is a Member of the Expert Committee on Financial Reporting (SWISS GAAP FER).

Holding in Rezidor: None.

Independence: Independent in relation to the Company and its management. Independent in relation to HNA.

The Nominating Committee of Rezidor Hotel Group AB (publ)

March 2017

Charles B. Mobus, Jr., Chairman