



Nominating Committee's proposal for the 2013 Annual General Meeting

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

Election of Board members and Chairman of the Board

The Nominating Committee proposes that Staffan Bohman, Göte Dahlin, Anders Moberg, Wendy Nelson and Trudy Rautio will be re-elected as members of the Board and that Trudy Rautio be elected as Chairman of the Board. The Nominating Committee proposes the election of Douglas M. Anderson as new member of the Board. The proposed board members taken together possess significant competence in the global hospitality industry that is supplemented by knowledge and experience from other relevant business sectors. Four men and two women are proposed as board members. 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. In view of this, the Nominating Committee considers that the Code's requirements for diversity, breadth and equal gender distribution are deemed to have been fulfilled satisfactorily.

Independence

The Nominating Committee makes the following assessment of independency of the proposed members. Trudy Rautio is the President & CEO and a Director of Carlson, Inc. ("Carlson"). Wendy Nelson is a member of the Board 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 three are dependent in relation to the largest shareholder, Carlson. None of the three are dependent in relation to the company Rezidor, or Rezidor's executive management.

The Nominating Committee considers that Staffan Bohman, Göte Dahlin and Anders Moberg are independent board members both in relation to the Company and in relation to larger shareholders.

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 since August 2012. Rautio has been a senior executive with Carlson for 15 years and, for the past eight years, has served as executive vice president and chief financial and administrative officer of Carlson, where she has been responsible for directing all financial and information technology operations of the company. She is the chairman of the Carlson Wagonlit Travel board of directors and also serves on the board of directors for Securian Holding Company and Imation.

Shareholding: 0



Staffan Bohman

Board member since 2011 and 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, Bygghem 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

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: 0

