

Brussels/Stockholm, 24th March 2015

The Nominating Committee of Rezidor Hotel Group AB's (the "Company") proposals to the Annual General Meeting 2015

The nomination committee for the Annual General Meeting 2015

Following the nomination procedure established by the Annual General Meeting on April 24th, 2014, and based on a print-out of the Company's share register as per August 31st, 2014, provided by Euroclear Sweden AB, the Company's three largest shareholders were identified. On October 10th, 2014, the Company issued a press release announcing that the Nominating Committee for the Annual General Meeting 2015 had been established and the names of the three members of the Nominating Committee were published.

The Nominating Committee has consisted of Mr. Michael W. Andrew (Carlson group) as the Chairman, Ms. Marianne Flink (Swedbank Robur-fonder) and Erik Durhan (Nordea Funds).
Report on the work of the Nominating Committee ahead of the Annual General Meeting

The Nominating Committee has worked in accordance with the procedure adopted by the Annual General Meeting and also in accordance with the Swedish Code of Corporate Governance. The Nominating Committee has held three minuted meetings since the Annual General Meeting on April 24th, 2014. In addition, the members of the Nominating Committee have had informal telephone contacts in relation to its proposals for the Annual General Meeting 2015 and have interviewed the candidates proposed for election. The Nominating Committee began its work in November 2014.

The Nominating Committee has obtained information from the Chairman of the Board of Directors on the work of the Board of Directors and on the Company's situation. The Nominating Committee has also reviewed the results of the assessment that was carried out on the internal work of the Board of Directors in 2014.

The Nomination Committee has received one proposal for a member of the Board of Directors from a shareholder not represented on the Nominating Committee.

The Nominating Committee's proposals to the Annual General Meeting

Chairman of the Annual General Meeting

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

Number of members of the Board of Directors to be elected by the Annual General Meeting

The Nominating Committee proposes that the number of Board members, elected by the Annual General Meeting, shall be eight without deputy members.

The Nominating Committee considers that the Company has a well-functioning Board of Directors, composed of men and women that have a wide range of relevant business experiences in order to, in the Company's and the shareholders' interests, meet both current and future challenges. Also taking into consideration the Swedish Corporate Governance Board's ambition regarding gender balance on the Board of Directors of listed companies to drive the development towards a 40 per cent share for the least represented gender on listed company's Board of Directors by 2020 and that larger corporations should achieve a level of 35 per cent by 2017.

Remuneration to the members of the Board of Directors

The Nominating Committee proposes that the remuneration to the members of the Board of Directors, elected by the Annual General Meeting, shall remain unchanged from the previous year and, calculated on an annual basis, amount to a total of EUR 431,500, of which EUR 46,500 relates to committee work, distributed as follows:

- EUR 80,000 to the Chairman of the Board of Directors;
- EUR 65,000 to the Vice Chairman of the Board of Directors;
- EUR 40,000 to the other members of the Board of Directors;
- EUR 9,000 to the Chairman of the Audit Committee;
- EUR 6,500 to the other members of the Audit Committee;
- EUR 6,000 to the Chairman of the Compensation Committee; and
- EUR 4,000 to the other members of the Compensation Committee.

Provided that it is cost neutral for the Company and after a written agreement between the Company and a (Swedish) limited liability company which is wholly-owned by a member of the Board of Directors, the Company may approve that the board fee is invoiced by such by a member of the Board of Directors wholly-owned company. In such case, the invoiced fee shall be increased with an amount corresponding to social security payments pursuant to law and value added tax pursuant to law.

Members of the Board of Directors and Chairman of the Board of Directors

The Nominating Committee proposes that all members of the Board of Directors are re-elected, *i.e.*, Mr. Douglas M. Anderson, Mr. David P. Berg, Mr. Staffan Bohman, Mr. Göte Dahlin, Mr. Anders Moberg, Ms. Wendy Nelson, Mrs. Trudy Rautio and Mrs. Charlotte Strömberg.

The Nominating Committee proposes that Trudy Rautio is re-elected as Chairman of the Board of Directors.

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.

Remuneration to the Auditor

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

Auditor

At the Annual General Meeting on 24 April 2013 the registered public accounting firm Deloitte AB was elected as the Company's auditor for a three year period until the end of the Annual General Meeting 2016. For that reason there is no need for the Nominating Committee to make a proposal for election of auditor to the Annual General Meeting this year.

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 2015. 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, then 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.

On behalf of the Nominating Committee of Rezidor Hotel Group AB (publ)
March 2015
Michael W. Andrew , Chairman