

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 2018

Following the nomination procedure established by the Annual General Meeting on 28 April 2017 (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 2017 provided by Euroclear Sweden AB, the Company’s three largest shareholders were identified. The composition of the Nominating Committee was announced on 26 October 2017.

The Nominating Committee consists of Mr. Kin Ching Lo, representing HNA Tourism Group Co. (“**HNA**”), Mr. Trelawny Williams, representing Fidelity International, and Mr. Abhishek Agrawal, representing Polygon Global Partners LLP. The Nominating Committee also include Mr. Di Xin (without voting rights), Chairman of the Company’s Board of Directors.

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 2017 and also in accordance with the Swedish Corporate Governance Code. The Nominating Committee has held two minuted meetings since the Annual General Meeting 2017. The Nominating Committee began its work in February 2018. 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 42,000 to each of the members of the Board of Directors not employed by the Company or HNA;
- EUR 9,500 to the Chairman of the Audit Committee not employed by the Company or HNA;
- EUR 6,900 to the other members of the Audit Committee not employed by the Company or HNA;
- EUR 6,300 to the Chairman of the Compensation Committee not employed by the Company or HNA; and
- EUR 4,200 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 re-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 (please see below for further information).

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

The Nominating Committee's statement in relation to rule 2.6 of the Swedish Corporate Governance Code

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. It is also noted that the present members of the Board of Directors were appointed last year and therefore have been in office for only one year. In order to ensure continuity, all of the present members of the Board of Directors are proposed to be re-elected.

The Nominating Committee fully recognizes and respects the need to strive for greater gender balance on the Board of Directors. At the same time, it credits the current Board of Directors for overcoming the steep learning curve in its inaugural year and fully supporting the establishment of the Five-Year Operating Plan, which was approved in the fourth quarter of 2017, and serves as the crucial blueprint to turn around the business and reignite growth. As Rezidor begins to implement the Plan in early 2018, the Nominating Committee recognizes the need for consistent and stable support and oversight from the Board of Directors and proposes no changes at this year's Annual General Meeting to the nominating slate. However, the committee will in 2018 initiate a process to strengthen gender diversity on the Board of Directors.

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 was the President & Chief Executive Officer of Rezidor until May 2017. It is the Nominating Committee's assessment that Mr. Neumann is independent in relation to HNA as he has no direct or indirect relationships with HNA.

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

Mr. Andreas 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 proposes, in accordance with the Audit Committee's recommendation, that the Auditor as remuneration 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 AB is re-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 2018. 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. Di Xin

Board member since 2017

Nationality: Chinese

Born: 1968

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

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. From November 2014 to February 2016, he served as the Executive Vice Chairman and CEO of HNA Aviation Group. From January 2017 to October 2017, Mr. Xin served as a member of the Board of Directors of HNA Group, as well as the Chairman of HNA Tourism Group Co., Ltd. Mr. Xin was also Chief Executive Officer of HNA Tourism Group Co., Ltd between June 2016 and July 2017.

Holding in Rezidor: None.

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

Mr. Daoqi Liu

Board member since 2017

Nationality: Chinese

Born: 1979

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

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.

Board member since 2017

Nationality: American

Born: 1956

Education: Bachelor of Science in Finance from Lehigh University (USA).

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. Xiang Song

Board member since 2017

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. Currently, Mr. Song is pursuing a Doctorate in Hotel and Tourism Management at Hong Kong Polytechnic University.

Background: Mr. Song entered the hotel industry in July 1997. He began his career working for Hilton Hotels, where he served as Front Office

Manager and Deputy Director of Sales at several Hilton locations in China. In July 2006, he joined HNA as the Deputy General Manager of the APAC International Convention Center. From November 2006 to August 2009, he served as the General Manager of three different HNA hotel properties successively. In September 2009, he entered the executive ranks of HNA Hospitality Group, first as President of Operations, and later as President and Executive Chairman. In June 2015, he was appointed as Chairman of HNA Tourism Development. Currently, Mr. Song is the Chief Operating 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

Board member since 2017

Nationality: Austrian.

Born: 1962.

Education: 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: Mr. Neumann was President & Chief Executive Officer of the Rezidor Hotel Group from January 2013 until May 2017. 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.

In January 2018, Wolfgang became Chairman of the Board of Trustees of the Hotelschool The Hague, Netherlands where he joined the board in 2014.

He also serves as Chairman of the International Tourism Partnership (ITP) since June 2015.

Holding in Rezidor: 251,523 shares.

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

Mr. Kin Ching Lo

Board member since 2017

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 Rezidor: None.

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

Mr. Andreas Schmid

Board member since 2017

Nationality: Swiss

Born: 1957

Education: Masters degree in law (lic. iur.) from the University of Zürich (Switzerland), where he also studied economics and management.

Background: Mr. Schmid is an entrepreneur and has served as Chairman and Co-owner of Helvetica Capital AG since 2017. Helvetica Capital is an entrepreneurial investor with strong focus on Swiss mid-size companies. Furthermore he has been Chairman of the Board of Zurich Airport since 2000.

In 2008 Mr. Schmid was elected into the Board of Steiner AG and two years later into the Board of Wirz Partner Holding AG, where he has served

as Chairman of the Board since 2017. In 2014 he became Chairman of the Board of Trustees of Avenir Suisse.

In the past Mr. Schmid served as Executive Chairman and Co-owner of Oettinger Davidoff AG (2007 – 2017), Chairman of gategroup holding AG (2009 – 2016), Chairman of the Supervisory Board of Symrise AG (2007 – 2011) and Chairman of Kuoni Travel Holding (2002 – 2006). In 1998 he was appointed CEO of the Jacobs Holding AG (Adecco SA, Barry Callebaut AG and Brach's Confections Inc.) and in 1999 he became Chairman of the Board and CEO of Barry Callebaut AG. In 2002, Mr. Schmid handed over the CEO function but continued as Chairman until 2005. Thereafter he had served as Vice Chairman of Barry Callebaut until 2014 and was a Member of the Board until 2017.

Holding in Rezidor: None.

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

Dr. Thomas Staehelin

Board member since 2017

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 of FROMER Law Firm. 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 serves as the Chairman of the Board of Directors of Scobag Privatbank AG, of Lantal Textiles AG and of Stamm Bau AG. He serves as Member of the Board of Directors of Kühne Holding AG, Kühne + Nagel International AG, Swissport International Ltd. (before as Chairman) and of INFICON Holding AG. He served as Deputy Chairman of Lenzerheide Bergbahnen AG, as Chairman and then Vice Chairman of Siegfried Holding AG. He further served as Chairman of the Vereinigung der Privaten Aktiengesellschaften. He is a Director of Mymetics Corporation. He was a Member of the Cantonal parliament of Basel and he served as a Member of Council of Basel Cantonal Bank. He was the Chairman of the Basel Chamber of Commerce and a Board Member of the Swiss Business Federation (economiesuisse). He used to be a Member of the Expert Committee on Swiss Financial Reporting (SWISS GAAP FER).

Holding in Rezidor: None.

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

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The Nominating Committee of Rezidor Hotel Group AB (publ)

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