

## **Report on the work of the Nominating Committee of Rezidor Hotel Group AB (the “Company”)**

Following the nomination procedure established by the Annual General Meeting on April 23<sup>rd</sup>, 2009 the three largest shareholders were identified as per August 31<sup>st</sup>, 2009. The names of the members of the Nominating Committee were published in a press release issued by the Company on October 14<sup>th</sup>, 2009. The Nominating Committee consists of Mr. William van Brunt (Carlson group) as the Chairman, Mr. Peter Rudman (Nordea Investment Funds), Mr. Jan Andersson (Swedbank Robur Fonder AB) and Mr. Urban Jansson (Chairman of the Board of Directors of Rezidor Hotel Group AB). 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 five minuted meetings since the Annual General Meeting of April 23<sup>rd</sup>, 2009. In addition the members of the Nominating Committee have had informal telephone contacts in relation to its proposals for the Annual General Meeting 2010. The Nominating Committee began its work in December 2009.

The Nominating Committee has obtained information from the Chairman of the Board on the work of the Board of Directors and on the Company’s situation. The Chairman of the Board of Directors has also reported on the results of the assessment that was carried out on the internal work of the Board of Directors in 2009. Mr. Urban Jansson has not participated in the Nominating Committee’s deliberation of and decision regarding the proposal for chairman for the Board of Directors.

## **The Nominating Committee submits the following proposals to Rezidor Hotel Group AB’s Annual General Meeting 2010.**

### ***Number of Board members elected by the Annual General Meeting***

The Nominating Committee’s proposal regarding the number of Board members is seven without deputy members.

### ***Board members***

The Nominating Committee proposes that the following Board members be re elected to the Board of Directors: Mr. Göte Dahlin, Mr. Urban Jansson, Mr. Hubert Joly, Mrs. Trudy Rautio, Mr. Barry Wilson and Mr. Benny Zakrisson.

The Nominating Committee proposes that Ms. Wendy Nelson is elected as new member to the Board of Directors. Wendy Nelson (born 1968) is the Executive Vice President Radisson Brand Strategy of Carlson Hotels Worldwide since 1 January 2009. She previously served as Executive Vice President & Managing Director for Carlson Hotels Real Estate Company from 2006 to 2008. From 2003 to 2006 she worked as Vice President Real Estate for Carlson Restaurants Worldwide.

It is noted that Mrs. Ulla Litzén, Mr. Jay Witzel and Dr. Harald Einsmann will be resigning from the Board.

No proposals for Board members have been submitted to the Nominating Committee from other shareholders.

Based on the current version of the Swedish Code of Corporate Governance the Nominating Committee makes the following assessment of independency of the proposed members. Four of the proposed members are independent in relation to the Company and its management and major shareholders, and three of the proposed members are not independent of the Company and its management nor of major shareholders.

**Chairman of the Board of Directors**

The Nominating Committee proposes that the present Chairman of the Board of Directors, Mr. Urban Jansson, continues in office.

**Chairman of the Annual General Meeting**

The Nominating Committee proposes that Dick Lundqvist, attorney at law, be elected as Chairman of the Annual General Meeting.

**Remuneration to the Board of Directors**

The Nominating Committee's proposal for annual remuneration to Board members is a total of € 341,500 of which € 60,500 relates to committee work, to be apportioned amongst the Board members elected at the Annual General Meeting as follows:

- Chairman of the Board: € 65,000,
- Other Board members elected by the Annual General Meeting: € 36,000,
- Chairman of the Board's Audit Committee: € 9,000,
- Other members of the Audit Committee: € 6,500,
- Chairman of the Board's Compensation Committee: € 6,000,
- Other members of the Board's Compensation Committee: € 4,000,
- Chairman of the Board's Finance Committee: € 6,000,
- Other members of the Finance Committee: € 4,000.

It is noted that the remuneration for Board work is proposed to be reduced from €388,000 to €341,500 compared to previous year, primarily as a result in the reduction of Board members. The Nominating Committee is of the opinion an increase in the committee remuneration is justified due to the work load for the committees in the current economic climate, the fact that the Board is reduced by two members and this remuneration will more fully reflect each Board member's committee work.

**Remuneration Auditors**

The Nominating Committee's proposal for remuneration to the Auditors is payment of approved invoices.

**Auditors**

At the Annual General Meeting on April 23<sup>rd</sup>, 2009 the registered public accounting firm Deloitte AB was elected as the Company's auditor for a four year period until the end of the 2013 Annual General Meeting and for that reason there was no need for the Nominating Committee to make a proposal this year.

**Proposal for appointment of the Nominating Committee for the Annual General Meeting 2011**

The Nominating Committee proposes to the Annual General Meeting that the same nomination procedure used in the nomination work this year should be used also for the coming year.

The three largest shareholders will be contacted by the Chairman of the Board of Directors based on the Company's index of registered shareholders provided by Euroclear Sweden AB as of August 31<sup>st</sup>, 2010.

On behalf of Rezidor Hotel Group AB (publ) Nominating Committee  
10 March 2010

William van Brunt  
Chairman