

## Notice to Attend the Annual General Meeting 2012

March 23, 2012

**Rezidor Hotel Group AB (publ)**  
**NOTICE TO ATTEND THE ANNUAL GENERAL MEETING**  
**OF THE SHAREHOLDERS**

*The shareholders of Rezidor Hotel Group AB (publ) (the "Company") are hereby summoned to the Annual General Meeting of the shareholders to be held on Wednesday 25 April 2012, 10 am CEST, at Radisson Blu Strand Hotel, Nybrokajen 9 in Stockholm. Registration for the meeting will commence at 8.30 am CEST.*

### A. Participation

Shareholders who wish to participate in the Annual General Meeting must be recorded as shareholder in the print out of the register of shareholders made by Euroclear Sweden AB on 19 April 2012, and notify the Company of their intention to attend the Annual General Meeting no later than on 19 April 2012, at 4 pm CEST. The notification shall be made in writing to Rezidor Hotel Group AB (publ), Annual General Meeting, PO Box 7832, 103 98 STOCKHOLM, by telephone +46 (0)8 – 402 90 65, Mondays to Fridays 9 am – 4 pm CEST, or by e-mail to [AGM@Rezidor.com](mailto:AGM@Rezidor.com) or via the Company's website [www.Rezidor.com](http://www.Rezidor.com). When notifying the Company the shareholders shall state their name, personal identity number/registration number, address, telephone number and registered holding of shares. Shareholders who are represented by a proxy should send the original power of attorney, signed and dated by the shareholder, to the Company in advance of the Annual General Meeting. Notification forms and form powers of attorney are available at the Company's website <http://www.rezidor.com/>. Shareholders wishing to bring one or two assistants should notify the Company thereof by the same procedure as stated above for the shareholders participation in the Annual General Meeting. Shareholders whose shares are registered in the name of a nominee through the trust department of a bank or similar institution must, in order to be entitled to participate in the Annual General Meeting, request that their shares are temporarily re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB. Such registration must be effected by Euroclear Sweden AB by 19 April 2012. This means that shareholders who need such registration must well in advance of 19 April 2012 notify the nominee thereof. Any personal record data from powers of attorney and the register of shareholders maintained by Euroclear Sweden AB will be used for necessary registration and preparation of the voting list for the Annual General Meeting.

### B. Matters at the Annual General Meeting

#### B.1 Proposed Agenda

1. Opening of the meeting.
2. Election of the chairman of the meeting.
3. Election of one or two persons to certify the minutes.
4. Preparation and approval of the voting list.
5. Approval of the agenda.
6. Consideration of whether the meeting has been properly convened.
7. Presentation of the annual accounts and the auditors' report and the consolidated accounts and the consolidated auditors' report.
8. The President & Chief Executive Officer's speech.
9. Report by the chairman of the Board of Directors on the work of the Board of Directors, the compensation committee, the audit committee and the finance committee and report on the work of the Nominating Committee.
10. Resolutions regarding:
  - a) adoption of the profit and loss account, the balance sheet and the consolidated profit and loss account and the consolidated balance sheet,
  - b) allocation of the Company's result according to the approved balance sheet, and
  - c) discharge from liability for the members of the Board of Directors and the President & Chief Executive Officer.
11. Determining the number of members of the Board of Directors.
12. Decision on remuneration of the Board of Directors and of the auditor.
13. Election of the Board of Directors and Chairman of the Board of Directors.
14. Decision on the Nominating Committee for the next Annual General Meeting.
15. Decision on the principles for compensation of the Company's key management.
16. Decision on authorisation for the Board of Directors to resolve on the acquisition and transfer of the Company's own shares.
17. Other matters incumbent on the Annual General Meeting under the Companies Act or the Company's articles.
18. Closing of the meeting.

#### B.2 Proposals for decision

##### Item 2 – Proposal for chairman of the meeting

As chairman of the Annual General Meeting the Nominating Committee proposes Dick Lundqvist, attorney at law.

##### Item 10b) – Allocation of the Company's result

The Board of Directors proposes that no dividend be paid for the year 2011 and that the distributable funds are brought forward.

##### Items 11-13 – Proposal for the election of the Board of Directors, remuneration, etc.

The Nominating Committee, established in accordance with the nomination procedure decided by the Annual General Meeting on 13 April 2011, which represents the three largest shareholders, has stated, in relation to these items on the agenda that it will make the following proposals for decision by the shareholders:

that the number of members of the Board of Directors shall amount to eight;

that the total remuneration to be apportioned amongst the members of the Board of Directors elected at the Annual General Meeting shall be

unchanged and thus amount to 367.000 Euro, of which 50.000 Euro relates to Board committee work. Out of the total remuneration 65.000 Euro shall be paid to the Chairman of the Board of Directors, and 36.000 Euro to each of the other directors and in addition 9.000 Euro to the chairman of the audit committee, and 6.000 Euro to the respective chairman of the compensation committee and finance committee and 6.500 Euro for each member of the audit committee and 4.000 Euro for each member of the compensation and finance committees;

that the following persons are re-elected to the Board of Directors: Elizabeth Bastoni, Staffan Bohman, Göte Dahlin, Hubert Joly, Anders Moberg, Wendy Nelson, Trudy Rautio and Barry Wilson;

that Hubert Joly is re-elected as Chairman of the Board of Directors; and

that the auditors shall be entitled to a fee corresponding to the amount invoiced and approved.

For further details about proposed members of the Board of Directors please see the Company's website [www.Rezidor.com](http://www.Rezidor.com).

It is noted that the registered public accounting firm Deloitte AB, which was elected as auditor at the annual general meeting held in 2009, will remain as auditor with Thomas Strömberg as the auditor in charge.

#### Item 14 – Proposal for appointment of the Nominating Committee

The Nominating Committee proposes the following with respect to the Company's nomination procedure:

The Company must have a Nominating Committee consisting of one member appointed by each of the three largest shareholders (number of votes).

The names of the three owner representatives and the shareholders they represent must be published by the Company as soon as the Nominating Committee has been appointed but no later than six months before the Annual General Meeting. The largest shareholders will be contacted by the Chairman of the Board based on the Company's index of registered shareholders provided by Euroclear Sweden AB as of 31 August 2012. 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 must be given the opportunity to appoint a member.

The term of office for the Nominating Committee lasts until a new nominating committee is appointed. The chair of the Nominating Committee must be the member who represents the largest shareholder, unless the members unanimously agree on another chair.

If a member leaves the Nominating Committee before his/her work is completed, then the shareholder that appointed the member has the right to appoint a new Nominating Committee member. The members of the Nominating Committee do not receive remuneration.

If a significant change occurs in the Company's ownership structure and a shareholder (which after this significant ownership change becomes one of the three largest shareholders) expresses the desire to be a Nominating Committee member, then the Nominating Committee shall offer the shareholder a place on the Nominating Committee by replacing the representative of the smallest shareholder (number of votes) 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 the change in the Company's ownership structure has become one of the three largest shareholders or if such shareholder declines then the next largest shareholder is given the opportunity to appoint a member. Changes in composition of the Nominating Committee must be immediately publicly announced.

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

- Election of the Annual General Meeting chair
- Election of Board members and the Board chair
- Board remuneration with specifications for Board chair and other Board members and possible remuneration for committee work
- An auditor (when required), deputy auditor (as needed), and auditors' fees
- 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 perform the tasks required by the Swedish Code of Corporate Governance for Nominating Committees.

Shareholders may submit nomination proposals to the Nominating Committee; such proposals must be sent to the attention of the Nominating Committee at the address found on the Company's website. 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.

#### Item 15 – Proposal for the principles for compensation of the Company's key management

The Board of Directors' proposal for principles of compensation and other employment terms of the Company's key management is, in essence that the compensation shall be individual and based on international market conditions and set at a level required to recruit and retain management with appropriate competence, international experience and capacity to meet the Company's financial and strategic objectives. Key management means the Company's Executive Committee which includes nine persons including the President & Chief Executive Officer.

The compensation shall consist of a balanced mix of base remuneration, variable remuneration, pensions, share-based incentive component for the key management and may include conditions for termination and termination payments.

The variable remuneration shall be according to international market terms, shall inter alia reward profitability and achievement of personal performance objectives. There shall be a maximum limit for the annual variable remuneration which varies between 150% to 200% of annual base remuneration for the President & Chief Executive Officer and 45% to 100% of annual base remuneration for the other members of the Executive Committee. Issues regarding the terms of employment for the President & Chief Executive Officer will be prepared by the Board of Directors' compensation committee and will be resolved by the Board of Directors. The President & Chief Executive Officer resolves upon the terms of employment for the other Company key management after consent from the Board's compensation committee. It is proposed that the Board of Directors shall be authorised to deviate from the principles for compensation of the Company's key management if certain circumstances are at hand in a specific case.

#### Item 16 – Authorisation for the Board of Directors to resolve on the acquisition and transfer of the Company's own shares

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors, at one or several occasions, however at the latest until the Annual General Meeting 2013, to decide on acquisitions of the Company's own shares and transfer of the Company's own shares. The purpose of the proposal is to *inter alia* give the Board of Directors an increased capacity to act in respect of organising the capital structure of the Company.

Acquisitions of the Company's own shares may take place on NASDAQ OMX Stockholm and by offers to the shareholders. Acquisitions may be made so that the holding of the Company's own shares does not exceed one tenth of all the shares in the Company and transfers by not more than the number of shares held by the Company at any given time.

Transfers of the Company's own shares may take place on NASDAQ OMX Stockholm or in another manner than on NASDAQ OMX Stockholm.

Transfers may be made by not more than the number of shares held by the Company at any given time and shall include the right to make decisions to deviate from the preferential right of the shareholders. The Company's own shares may be transferred with or without provisions regarding payment in kind or provisions regarding set off.

### **C. Other**

The annual accounts and the auditors' report and complete proposals and statements regarding the agenda items 15 – 16 will be kept available at the Company's office at Rezidor Hotel Group AB (publ), Klarabergsviadukten 70 C7, 111 64 Stockholm, from 28th of March 2012. The Board of Directors' complete proposals to resolutions will also be available at the Company's website: <http://www.rezidor.com/> and will be presented at the Annual General Meeting. Copies of the documents will be sent free of charge to shareholders that so request and state their address. At the time for publication of the notice for the Annual General Meeting 2012 there are in total 150.002.040 shares and votes in the Company of which 3.681.138 shares and votes are held by the Company.

At the Annual General Meeting, a shareholder may require the Board of Directors and the President & Chief Executive Officer to provide information on (1) circumstances that may affect the assessment of an item on the agenda, (2) circumstances that may affect the assessment of the Company's financial position, (3) the Company's relationship to the other Group companies, (4) the consolidated balance sheet, and (5) such circumstances regarding the Group subsidiaries as specified in (1) and (2). The Board of Directors and the President & Chief Executive Officer will only be obliged to comply with a request for information if the Board of Directors determines that such disclosure would not cause the Company significant harm.

Stockholm in March 2012

The Board of Directors of Rezidor Hotel Group AB (publ)