

Item 16 – The Board of Directors’ proposal for the principles for compensation and other employment terms for the Company’s key management

The Board of Directors proposes the following principles for compensation and other employment terms for the Company’s key management (CEO and five members of the Executive Committee):

Decision on the guidelines for compensation of key management

Total remuneration shall be competitive and in line with international market practice as defined by a peer group of international companies, both in terms of the level and the structure of the individual components of remuneration. The individual components of total remuneration may consist of fixed annual base remuneration, variable remuneration (annual and multi-year), pension contributions and may include other benefits.

The fixed annual base remuneration is an appropriate portion of total remuneration and is reviewed and may be adjusted annually in line with the responsibilities, performance and level of remuneration of each executive.

Variable remuneration plans will consist of annual and multi-year plans and are based on the principle of pay for performance. Plans may include objectives linked to Radisson Hospitality Inc.’s financial performance for participants with global responsibilities. Such objectives are aligned with the interests of the Company.

Annual variable remuneration plans will be cash based and represent a potential to earn a percentage of the fixed annual base remuneration, subject to meeting ambitious, but achievable predefined financial and personal performance objectives. Depending on the level of performance achieved, annual variable remuneration can vary from no variable payment up to 100% of the fixed annual base remuneration for Executive Committee members and up to 200% for the CEO. One Executive Committee member participates in an additional performance based variable remuneration plan for 2018, 2019 and 2020. This additional performance based bonus may vary from 0 up to EUR 50,000 per year, with up to an additional EUR 150,000 payable at the end of 2020 based on the Executive Committee member’s cumulative performance in the years 2018, 2019 and 2020.

Multi-year variable remuneration plans will be cash based, covering a three-year performance period. Their design is intended to enhance company performance and align key management and shareholder interests over the longer term. Participants include the CEO, Executive Committee members and a limited number of other key executives. Multi-year variable remuneration plans represent a potential to earn a percentage of the fixed annual base remuneration, subject to meeting ambitious, but achievable predefined financial performance objectives. Depending on the level of performance achieved, multi-year variable remuneration can vary from no variable payment up to 100% of the fixed annual base remuneration for Executive Committee members and up to 200% for the CEO. These maximum percentages – calculated on the fixed annual base remuneration – represent the total maximum opportunity for the

entire multi-year performance period. All future pension commitments will be in the form of defined contributions, calculated on a percentage of the fixed annual base remuneration and will not be calculated on any variable elements of remuneration.

Other benefits may consist of company car, housing, paid schooling for under age children and travel allowances.

Termination notice periods will normally not exceed twelve months or three months per five years of employment. Combined contractual notice periods and severance payments, in the event of termination by the Company, will not exceed 24 months. In case of dispute, the applicable law could lead to severance payments exceeding the contracted amount and may exceed 24 months' remuneration.

The Compensation Committee submits proposals to the Board of Directors regarding compensation etc. of the CEO. The Compensation Committee approves, on proposal from the CEO, compensation levels etc. for the other members of the Executive Committee. Furthermore, the Compensation Committee prepares principles for compensation of the Company's key management for decision by the Board of Directors and proposal to the Annual General Meeting.

The Board of Directors plans to implement a cash based variable remuneration plan for the three-year period 2018-2020. For a description of the outstanding share and cash based variable remuneration plans in the Company, reference is made to note 10 and note 31 in the 2017 annual report.

The Board of Directors shall be authorized to deviate from these principles for compensation if specific reasons for doing so exist in any individual case.

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Stockholm in March 2018

Rezidor Hotel Group AB (publ)

The Board of Directors

Item 17 – The Board of Directors’ proposal on change of the name of the Company

The Board of Directors proposes that § 1 of the Company’s Articles of Association is amended as follows:

Current text	Proposed text
§ 1 The name of the Company is Rezidor Hotel Group AB (publ). The Company is a public company.	§ 1 The name of the Company is Radisson Hospitality Group AB (publ). The Company is a public company.

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Majority requirements

The Board of Directors’ proposal requires that the resolution is supported by shareholders representing not less than two-thirds of the votes cast as well as the shares represented at the Annual General Meeting.

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Stockholm in March 2018
Rezidor Hotel Group AB (publ)
The Board of Directors