

## Annual General Meeting of Rezidor Hotel Group, April 23, 2009

The Nominating Committee's explanatory statement, provided in accordance with item 2.6 of the Swedish Code of Corporate Governance (the Code). The Nominating Committee proposes that all members of the Board of Directors be re-elected and that Urban Jansson be re-elected Chairman of the Board. After performing an overall assessment in accordance with item 4.1 of the Code, the Nominating Committee has found that the administration of the company will be best safeguarded by retaining the same Board composition, which is characterized by continuity, wide-ranging and international expertise and previous experience of the company.



*Chairman*  
**Urban Jansson**

*Nationality:* Swedish / *Born:* 1945  
*Member since:* 2006  
*Other directorships:* Chairman of Bergendahls AB, Global Health Partner AB, HMS Networks. Director of SEB, Addtech AB, Clas Ohlsson AB and Högånäs AB e.g.  
*Education:* Higher Bank degree (Skandinaviska Banken)  
*Shares in Rezidor:* 40,000



*Vice Chairman*  
**Hubert Joly**

*Nationality:* French / *Born:* 1959  
*Member since:* 2008  
*Other directorships:* President and CEO of Carlson. Chairman of Carlson Wagonlit Travel (CWT) and director of Carlson. Member of the EC of World Travel and Tourism Council.  
*Education:* Business Administration graduate, HEC, Paris, and Public Administration graduate, Institut d'Etudes Politiques de Paris  
*Shares in Rezidor:* 0



*Board Member*  
**Göte Dahlin**

*Nationality:* Swedish / *Born:* 1944  
*Member since:* 2007  
*Other directorships:* Chairman of Veidekke ASA and Vice Chairman of RBS Nordisk Renting AB. Director of Fabega AB and Svensk Inredning Viking AB.  
*Education:* B.Sc. in mathematics and physics, University of Stockholm, Sweden  
*Shares in Rezidor:* 10,000



*Board Member*  
**Dr. Harald Einsmann**

*Nationality:* German / *Born:* 1934  
*Member since:* 2006  
*Other directorships:* Director of Tesco PLC, Checkpoint Systems, Inc., Harman International and Carlson Companies.  
*Education:* Dr. of Philosophy degree in Economics, Business Administration & Law  
*Shares in Rezidor:* 65,780



*Board Member*  
**Ulla Litzén**

*Nationality:* Swedish / *Born:* 1956  
*Member since:* 2006  
*Other directorships:* Director of Alfa Laval AB, Atlas Copco AB, Boliden AB, NCC AB, SKF AB.  
*Education:* MSc in Business Administration, Stockholm School of Economics and MSc in Business Administration, Massachusetts Institut of Technology  
*Shares in Rezidor:* 10,000



*Board Member*  
**Trudy Rautio**

*Nationality:* American  
*Born:* 1952  
*Member since:* 2005  
*Other directorships:* EVP and CFO of Carlson Companies, and officer of various subsidiaries within Carlson. Director of Securian (Minnesota Life Insurance Company), and Carlson Wagonlit Travel.  
*Education:* MSc in Business Administration University of St. Thomas  
*Shares in Rezidor:* 0



*Board Member*  
**Barry W Wilson**

*Nationality:* British / *Born:* 1944  
*Member since:* 2007  
*Other directorships:* Chairman of HeartScape Technologies and Director of Welch Allyn, Atani Pharma, NextPharma Technologies, and Anecova. Advises several Private Equity and Venture Capital organisations.  
*Education:* B.A., M.A., Cambridge University, England, M.B.A., Wharton School of Business, University of Pennsylvania.  
*Shares in Rezidor:* 50,000



*Board Member*  
**Jay S Witzel**

*Nationality:* American / *Born:* 1947  
*Member since:* 2005  
*Other directorships:* President and CEO of Carlson Hotels Worldwide and officer and/or director of various subsidiaries within Carlson. Director of the American Hotel & Lodging Association ("AH&LA") and the AH&LA Educational Institute.  
*Education:* Degrees in Economics and Business Administration  
*Shares in Rezidor:* 0



*Board Member*  
**Benny Zakrisson**

*Nationality:* Swedish / *Born:* 1959  
*Member since:* 2005  
*Other directorships:* Executive Vice president, Structural Affairs & Strategy SAS AB and member of SAS Group Management. Chairman of SAS Cargo Group AS and SAS Ground Services AB. Director of airBaltic, Blue 1, British Midland, Estonian Air, Spanair and Widerø.  
*Education:* LL.M., University of Stockholm  
*Shares in Rezidor:* 30,000

### Independence of Board member

Of the members of our Board of Directors, Mr. Urban Jansson, Mr. Göte Dahlin, Mrs. Ulla Litzén, Mr Barry W. Wilson and Mr. Benny Zakrisson are independent Directors in relation to the Company and the Management as well as in relation to major shareholders. Due to extensive business relations between Carlson Companies and Rezidor, Mr. Hubert Joly, Mr. Jay Witzel, Mrs. Trudy Rautio and Dr. Harald Einsmann are not independent Directors in relation to the Company and the Management nor are they independent in relation to major shareholders, as they are related to Carlson Group which holds 44.4% of the shares of Rezidor.