

Instructions and charter for the nomination committee

As proposed by the nomination committee in Scandic Hotels Group AB (the “**Company**”), the shareholders’ meeting resolves on instructions and charter for the Company’s nomination committee in accordance with the following:

- 1) the Company shall have a nomination committee consisting of the chair of the Board of Directors and one representative of each of the three largest shareholders, in terms of votes in the Company, who wish to appoint a representative. The names of the three shareholder representatives and the names of the shareholders they represent shall be announced no later than six months prior to the annual general meeting. The nomination committee shall remain in office until a new nomination committee has been appointed. Unless the members agree otherwise, the chair of the nomination committee shall be the member who represents the shareholder controlling the largest number of votes.
- 2) based on the shareholder statistics from Euroclear Sweden AB as per the last bank day in August, the chair of the Board of Directors shall, without unnecessary delay, identify and contact the three largest shareholders by voting power of the Company. The shareholder statistics to be used shall be sorted by voting power (grouped by owners) and cover the 25 largest in Sweden direct registered shareholders, i.e. shareholders having registered an account with Euroclear Sweden AB in their own name or shareholders holding a custody account with a nominee that have reported the identity of the shareholder to Euroclear Sweden AB.
- 3) a member who is appointed by a shareholder that during the office of the nomination committee ceases to belong to the group of three shareholders controlling the largest number of votes, shall resign from the nomination committee. Instead, the shareholder replacing such shareholder in the group comprising the three shareholders controlling the largest number of votes shall have the right to appoint its representative. If there are no special reasons, no change to the composition of the nomination committee shall be made if the change in the number of votes is minor or if the changes occur later than three months prior to the AGM. Further, a shareholder who has appointed a representative as member of the nomination committee shall be entitled to dismiss such member and appoint a new representative as member of the nomination committee. Changes in the composition of the nomination committee shall be published as soon as any such changes have been made.
- 4) the nomination committee shall present the following proposals for resolution to the AGM:
 - (a) proposal regarding election of the chair of the AGM,
 - (b) proposal regarding election of the Board of Directors,
 - (c) proposal regarding election of the chair of the Board,
 - (d) proposal regarding the directors’ fees and fees for committee work, distributed among the chair of the Board and the other directors,
 - (e) proposal regarding election of auditors,

- (f) proposal regarding the fees to the auditors, and
 - (g) to the extent necessary, proposal regarding alterations in the instructions for the nomination committee.
- 5) the nomination committee in connection with its assignment otherwise shall perform the assignments that are incumbent on the nomination committee under the Swedish Code of Corporate Governance. Upon the request of the nomination committee, the Company shall make available to the committee's disposal staff resources, such as secretarial functions for the nomination committee, to facilitate the nomination committee's work. If necessary, the Company shall also bear such reasonable expenses for external advisers that the nomination committee deems necessary for the due performance of the committee's assignments.

These instructions for the nomination committee is proposed to be in force until further notice.
