

Statement of the Board of Directors According to Ch. 19 § 22 of the Swedish Companies Act by Reason of the Proposal under Item 17 (i) of the Proposed Agenda at the Annual General Meeting on Thursday 23 April 2009

The Board of Directors makes the following statement under Ch. 19 § 22 of the Swedish Companies Act by reason of the proposal under item 17 (i) of the proposed agenda at the annual general meeting on Thursday 23 April 2009.

Nature and extent of the operations

The nature and extent of the operations are set forth in the articles of association and the annual accounts for 2008. The operations conducted by Rezidor Hotel Group AB and the group do not entail risks except as customary in operations of the same nature.

The financial position of the Company and the group

The financial position of the Company and the group as per 31 December 2008 is set forth in the annual accounts. As set forth in the dividend proposal, the Board of Directors proposes that no dividend be paid for the year 2008 and that the distributable funds are brought forward. The proposal under item 17 (i) will result in that the Company may acquire and transfer its own shares up to a maximum of 1.700.000 shares. The number of shares acquired by the Company under item 17(i) together with the own shares acquired by the Company under item 18 (Authorisation for the Board of Directors to resolve on the acquisition and transfer of the Company's own shares) may not exceed ten percent of the total number of shares in Rezidor Hotel Group AB. The assessment of the Board of Directors is that the amount of the equity, as accounted for in the latest annual accounts, is in reasonable proportion to the extent of the Company's and the group's operations and the risks associated therewith, taking into consideration the acquisition of the Company's own shares.

Justification of the proposal

With reference to the above and to other matters known to the Board of Directors, it is the assessment of the Board of Directors that an overall view of the Company's and the group's financial position results in the acquisition of the Company's own shares being justifiable with reference to the requirements that the nature, scope and risks of the operations place on the amount of the Company's and the group's equity and the Company's consolidation requirements, liquidity and position.

Group equity includes a fair value adjustment of other shares and participations amounting to Euro 3 million, equivalent to 1.6 percent of group equity. The adjustment is in accordance with Ch. 4 § 14a of the Swedish Annual Accounts Act and was recorded in net income as of December 31, 2005.

Stockholm in March 2009

Rezidor Hotel Group AB (publ)

Board of Directors