

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 Friday 4 May 2007, 10 am, at Radisson SAS Royal Viking Hotel, Södra Paviljongen, Room "Stockholm", Centralplan 3, Stockholm. Registration for the meeting will commence at 8.30 am CET.

A. Participation

Shareholders who wish to participate in the Annual General Meeting must be recorded as shareholder in the register of shareholders maintained by VPC AB (the Swedish Securities Register Centre) on 27 April 2007, and notify the Company of their intention to attend the Annual General Meeting no later than on 27 April 2007, at 4 pm CET. The notification shall be made in writing to Rezidor Hotel Group AB (publ), PO Box 47021, 100 74 Stockholm, by facsimile +46 (0)8 - 775 80 08 (marked *Rezidor*), by telephone +46 (0)8 - 775 80 25, Mondays to Fridays 9 am – 4 pm CET, or by e-mail to AGM@Rezidor.com. When the shareholders notify the Company they 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 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 VPC AB. Such registration must be effected by VPC AB not later than 27 April 2007. This means that shareholders who need such registration must well in advance of 27 April 2007 notify the nominee thereof.

Any personal record data from powers of attorney and the register of shareholders maintained by VPC 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 called.

7. Presentation of the annual accounts and the auditors' report and the consolidated accounts and the consolidated auditors' report.
8. The president's speech.
9. Report by the chairman of the Board of Directors on the work of the Board of Directors, the nomination committee, the compensation committee and the audit 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 directors and the president.
11. Determining the number of members of the Board of Directors.
12. Decision on remuneration of the Board of Directors and the auditors.
13. Election of the Board of Directors and chairman of the Board of Directors.
14. Decision on the nomination committee for the next Annual General Meeting.
15. Decision on the principles for compensation of the Company key management.
16. Decision regarding change of the Company's articles of association and increase of share capital through a bonus issue.
17. Decision on a share based incentive programme for the key management.
18. Decision on authorisation for the Board of Directors to resolve on the acquisition and transfer of the Company's shares.
19. Other matters incumbent on the Annual General Meeting under the Companies Act or the Company's articles.
20. Conclusion of the meeting.

B.2 Proposals for decision

Item 2 – Proposal for chairman of the meeting

As chairman of the Annual General Meeting the nomination committee proposes Dick Lundqvist, attorney at law.

Item 10b) - Allocation of the Company's result

The Board of Directors proposes a dividend of Euro 0.06 per share, and that the record day for the dividend be 9 May 2007. If the Annual General Meeting decides in accordance with the proposal, the payment of the dividend would be sent out via VPC AB on Wednesday 16 May 2006.

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

The nomination committee, formed in accordance with the nomination procedure described in the Company's IPO prospectus in view of the listing in November 2006, which represents the 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 nine;

- that the total compensation to the Board of Directors shall amount to 361,000 Euro, of which 65,000 Euro to the Chairman of the Board of Directors, and 36,000 Euro to each of the other directors and in addition 5,000 Euro to the respective chairman of the audit committee and compensation committee;
- that the auditors shall be entitled to a fee corresponding to the amount invoiced;
- that the following persons are re-elected to the Board of Directors: Urban Jansson, Marilyn Carlson Nelson, Harald Einsmann, Ulla Litzén, Trudy Rautio, Jay S. Witzel and Benny Zakrisson;
- that the following persons are elected to the Board of Directors: Barry Wilson and Göte Dahlin;
- that Urban Jansson is re-elected as Chairman of the Board of Directors.

Barry Wilson (born 1944) is Senior Vice President International Affairs and President Greater China of Medtronics Inc. He is also a member of the board of Bausch & Lomb, and the honorary chairman of Eucomed, as well as Senior Adviser to Advamed.

Göte Dahlin (born 1941) has previously served as president for Nordisk Renting AB. He is chairman of the board of Veidekke ASA, vice Chairman of the board of RBS Nordisk Renting AB, a member of the board of Fabege AB, Svensk Inredning Viking AB and ZAO Pervomayskaya Zarya in St. Petersburg.

For further details about these candidates, please see the Company's website 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 2005, will remain as auditor with Peter Gustafsson as the auditor in charge.

Item 14 - Proposal for election of the nomination committee

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

The Annual General Meeting is proposed to resolve on the following nomination procedure. The Chairman of the Board of Directors will contact Marilyn Carlson Nelson (or other representative of the Carlson group) in her capacity of representative of the largest shareholder and one or more additional significant shareholders. These shareholders will be requested to appoint one representative each to the nomination committee. The names of the shareholder representatives and the names of the shareholders they represent shall be published no later than six months prior to the Annual General Meeting in 2008 and shall be based on the known number of votes immediately prior to such publication.

If any of these shareholders waives its right to appoint a representative or fails to do so within 30 days after being offered the opportunity, this right will be transferred to the shareholder that after these shareholders controls the largest number of votes.

If a representative resigns from the nomination committee before its work is concluded someone to take his place shall be appointed by the same shareholder that appointed the representative that resigned or, if this shareholder no longer belongs to the three

shareholders controlling the largest number of votes, by the new shareholder belonging to this group.

If any of the shareholders who appointed a representative to the nomination committee sells a substantial part of its shares in the Company before the nomination committee's assignment has been concluded, the representative appointed by the shareholder shall, if the nomination committee so resolves, resign and be replaced by a new representative appointed by the shareholder that at that time is the shareholder controlling the largest number of votes not already represented in the nomination committee.

The representatives of the nomination committee are not entitled to a fee. The nomination committee has the right to attach not more than three persons who, in relation to the work of the nomination committee, possess the requisite knowledge and experience of the societal, business and cultural conditions prevailing in the regions and markets where the main operations of the Company and its subsidiaries (the "Group") are conducted. Such an attached member shall not participate in the nomination committee's decision. Such an attached member shall have the right to compensation from the Company for costs and a fee according to the determination of the nomination committee.

The nomination committee shall draft a proposal for the composition of the Board of Directors and issues related thereto for presentation to the Annual General Meeting and fulfil any duties stated in the Swedish Code for Corporate Governance.

Item 15 – Proposal for determining the principles for compensation to the Company management

The Board of Directors' proposal for principles of compensation and other employment terms of the Company key management is, in summary that the compensation shall be according to market terms.

The compensation shall consist of a balanced mix of basic salary, variable bonus salary, pensions, a stock-based incentive program for the employees and conditions for termination and termination payments.

The variable salary shall be according to market terms, shall reward growth and earnings of the business and have a uniting effect for the Group. There shall be a maximum limit for the annual variable bonus salary.

Issues regarding the terms of employment for the president will be prepared by the Board of Director's compensation committee and will be resolved by the Board of Directors. The president resolves upon the terms of employment for the other Company management after consultation with the compensation committee or the Chairman of the Board of Directors.

Item 16 – Decision regarding change of the Company's articles of association and increase of share capital through a bonus issue

(i) The Board of Directors proposes that the Company's articles of association are amended in order to permit the proposed increase of the share capital in the Company through a bonus issue in accordance with item (ii) below to the effect that the limits for the share capital are amended to be not less than 5,000,000 Euro and not more than 20,000,000 Euro. The articles of association shall remain the same in all other

respects. A resolution regarding alteration of the articles of association is valid where supported by shareholders holding not less than two-thirds of both votes cast and shares represented at the Annual General Meeting.

(ii) The Board of Directors proposes to increase the share capital of the Company, through a bonus issue, with 9,873,416 Euro resulting in a share capital of 10,000,000 Euro following the increase of the share capital. The increase of the share capital shall be made through a transfer of 9,873,416 Euro from unrestricted equity, according to the balance sheet adopted by this Annual General Meeting, to share capital without issue of bonus shares. The issue resolution requires alteration of the articles of association.

Item 17 – Share based incentive programme

Proposal regarding A) the implementation of a long-term, performance-based incentive programme, B) acquisition and transfer of own shares on the stock exchange and C) transfer of own acquired shares to participants in the incentive programme

Background and description

Since the listing in November 2006, the Company continues its aim to recruit and retain high calibre individuals in a competitive, international market. Remuneration within the Group currently consists of a well balanced mix of basic salary, variable bonus salary and pensions. Currently the Group does not have a long-term incentive programme for its senior executives; this contrasts with common practice at both sector peers and Swedish-listed companies.

The Board has engaged an independent advisor who has reviewed market practices and has assisted the Board of Directors in designing a remuneration framework to ensure that remuneration within the Group helps align executives with shareholder interests, that the proportion of remuneration linked to Company performance increases and that it encourages executive share ownership.

As a result of the review, the Board of Directors considers that a long-term, performance-based incentive programme should be implemented for the senior executives of the Group. Participants in the programme will be given the opportunity, after a three year qualification period, to without consideration receive an allotment of Company shares (“Performance Shares”). The extent of each senior executive’s participation in the programme, and thus also the possibility to receive allotment of Performance Shares, shall depend on two different parameters; partly on the participant’s annual bonus earned for performance during the financial year preceding the Annual General Meeting at which it is resolved to implement the programme (“Bonus based participation”), partly on the number of shares in the Company that the participant holds (“Saving Shares”) provided that these are kept during the whole three year qualification period (“Savings based participation”). In addition, allotments of Performance Shares are conditional upon certain financial targets, linked to relative Total Shareholder Return (“TSR”) and Earnings per Share (“EPS”) as established in detail by the Board of Directors, being achieved during the three year qualification period.

Incentive programmes in accordance with the principles set out above will be implemented also in forthcoming years, provided that each Annual General Meeting resolves to that effect. For 2007 the Board of Directors proposes that the Annual General Meeting resolves on the implementation of a long-term, performance-based incentive programme with the main terms and conditions set out below ("Performance Share Programme 2007").

The Board of Director's main proposal for a resolution is described under items A) – C) below

A) Main terms and conditions for the Performance Share Programme 2007

The Performance Share Programme 2007 shall comprise about 25 senior executives within the Group, the majority of the executives being domiciled outside Sweden. The term of the Performance Share Programme 2007 shall be three years and the programme shall comprise no more than 1,250,000 shares – of which no more than 930,000 shares may be transferred to participants in the programme as Performance Shares and no more than 320,000 shares may be transferred on the stock exchange to cover social security costs – in total equivalent to no more than 0.83 per cent of the shares and the votes in the Company.

Within the Bonus based participation, and in order to enhance the incentive effects of the initial programme, participants are given the opportunity, provided that TSR and EPS targets are achieved, to receive without consideration allotments of Performance Shares to a maximum number equalling the participant's maximum possible annual bonus before taxes for 2006 divided by the average market value of the Company share during a short period following the Annual General Meeting 2007. Future similar incentive programmes are however intended to be based on the annual bonus earned for performance in accordance with what is set out above.

Within the Savings based participation, participants are given the opportunity, provided that the TSR and EPS targets are achieved, to receive without consideration allotments of a maximum of one (1) Performance Share for each acquired or previously-held Saving Share. The number of Saving Shares, and thus the number of Performance Shares, may not however exceed a number equivalent to 25 per cent of the participant's base salary before taxes for 2007, where the calculation shall be based on the average market value of the Company share during a short period following the Annual General Meeting 2007.

The financial targets, and thus the allotments of Performance Shares, will during a three year period be based 50 per cent on the Company's TSR relative to a comparator group of international hotel companies and 50 per cent on the Company's EPS growth. TSR is equal to the overall return a shareholder would receive on his shareholding taking into account both share price appreciation and dividends (if any). The Board of Directors believes that linking the allotment of Performance Shares to both TSR and EPS growth improves the programme's robustness, is more motivational for participants, and is more in line with competitive practice. The constituents of the TSR comparator group are based on those companies which the Board of Directors considers to be the Company's closest sector peers.

The financial targets established by the Board of Directors for allotments of Performance Shares under the Performance Share Programme 2007 include a

minimum level which must be achieved in order for any allotment to occur at all, as well as a maximum level in excess of which no additional allotment will occur. Should lower financial targets than the maximum level be achieved during the three year qualification period a lower number of Performance Shares may thus be allotted. Upon allotment of the relevant number of Performance Shares the participants shall also be entitled, for each Performance Share allotted, to receive a cash amount equivalent to any cash dividend attributable to the Performance Share during the qualification period. Allotments of Performance Shares, as well as payments of the cash amounts mentioned above, will take place in conjunction with the announcement of the Company's first quarterly report in 2010. Recalculation of the conditions for receipt of Performance Shares shall take place in the event of an intervening bonus issue, split, preferential rights issue and/or other similar measures. Further, the programme contains a dilution limitation meaning that the number of Performance Shares that may be transferred to participants in the programme will be decreased proportionally should the market value of the Company's share, during a period until the expiration of the above mentioned period for establishing the market value of the Company's share, result in a number of Performance Shares (including the number of shares necessary to cover potential costs for social security charges related to the Performance Shares) that exceeds 1,250,000 shares.

Upon termination of the employment within the Group during the three year qualification period the right to receive allotments of Performance Shares normally lapses. The Board of Directors shall under certain circumstances be entitled to adjust or terminate the Performance Share Programme 2007 in advance. In addition, the Board of Directors shall be entitled to make such local adjustments of the programme that may be necessary to implement the programme in the concerned jurisdictions.

B) Acquisitions and transfers of own shares on the stock exchange

The Board of Directors is authorised to, at one or several occasions, however at the latest until the Annual General Meeting 2008, decide on acquisitions and transfers of own shares. Acquisitions and transfers may only be effected on the Stockholm Stock Exchange and only to a price within the from time to time registered range of prices (spread). No more than 930,000 shares may be acquired to secure delivery of shares to participants in the Performance Share Programme 2007. No more than 320,000 shares may be acquired and transferred to cover social security costs.

C) Transfers of acquired own shares (as Performance Shares) to participants in the Performance Share Programme 2007

No more than 930,000 shares may be transferred to participants in the Performance Share Programme 2007. Entitled to acquire shares without consideration shall be such persons within the Group that are comprised by the terms and conditions of the Performance Share Programme 2007. Further, subsidiaries shall be entitled to acquire shares without consideration, in which case such company shall be obliged, pursuant to the terms and conditions of the Performance Share Programme 2007, to immediately transfer shares to such persons within the Group that participate in the Performance Share Programme 2007. Transfers of shares shall be made without consideration at the time and on such additional terms and conditions that participants in the Performance Share Programme 2007 are entitled to receive allotment of shares. The number of shares that may be transferred shall be subject to recalculation in the

event of an intervening bonus issue, split, preferential rights issue and/or other similar measures.

The Board of Director's proposal pursuant to items A) – C) above shall be resolved on as one decision and requires that the resolution is supported by shareholders representing no less than nine-tenths of both the votes cast and the shares represented at the Annual General Meeting.

Item 18 – Authorisation for the Board to resolve on the acquisition and transfer of the Company's shares

The Board of Directors proposes that the Annual General Meeting authorise the Board, at one or several occasions, however at the latest until the Annual General Meeting 2008, to decide on acquisitions of the Company's shares on the Stockholm Stock Exchange and by offers to the shareholders, as well as to transfer the Company's shares on the Stockholm Stock Exchange or in another manner than on the Stockholm Stock Exchange. The authorisation shall include the right to make decisions to deviate from the preferential right of the shareholders and that payment may be made in another manner than in cash. Acquisitions may be made so that the holding of the Company's shares does not exceed a tenth of all the shares in the Company (including shares that, as the case may be, are acquired in accordance with item 17) and transfers by not more than the number of shares held by the Company at any given time.

C. Other

The annual accounts and the auditors' report and the Board of Director's statement on the proposed dividend and complete proposals and statements regarding the agenda items 15-18 will be kept available at the Company's office at Rezidor Hotel Group AB (publ), Hemvärnsgatan 15, Box 6061, 171 06 SOLNA, from Thursday 19 April 2007. The Board of Director's complete proposals to resolutions will also be available at the Company's website: www.Rezidor.com and will be presented at the Annual General Meeting. Copies of the documents will be sent to shareholders that so request and state their address.

Stockholm in March 2007

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