



Auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act (2005:551) regarding whether the guidelines for remuneration to senior executives adopted by the annual general meeting of shareholders have been complied with

To the annual general meeting of shareholders in Scandic Hotels Group AB (publ), Corporate Identity Number 556703-1702.

We have reviewed whether the Board of Directors and the Managing Director of Scandic Hotels Group AB (publ) have, for the year 2015 (financial year 2015-01-01–2015-12-31), complied with the guidelines for remuneration to senior executives adopted at the board meeting December 3, 2014 at which the owner representatives were present.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for compliance with the guidelines and for such internal control as the Board of Directors and the Managing Director determine is necessary to ensure compliance with the guidelines.

Auditor's responsibility

Our responsibility is to express an opinion, based on our review, to the annual general meeting of shareholders regarding whether the guidelines for remuneration to senior executives have been complied with. We conducted our review in accordance with FAR's recommendation, RevR 8 *Review of remuneration to senior executives of listed companies*. This recommendation requires that we comply with ethical requirements and plan and perform the review to obtain reasonable assurance that the guidelines adopted by the annual general meeting of shareholders have, in all material aspects, been complied with.

The review has involved the company's organisation for and documentation of matters pertaining to remuneration to senior executives, recent resolutions regarding remuneration and a selection of payments made to senior executives during the financial year. The procedures selected depend on the auditor's judgment, including the assessment of the risk that the guidelines have not, in all material aspects, been complied with. In making this risk assessment, the auditor considers the aspects of internal control relevant to compliance with the guidelines, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our review provides a reasonable basis for our opinion below.

Opinion

In our opinion, the Board of Directors and the Managing Director of Scandic Hotels Group AB (publ) have, for the year 2015 (financial year 2015-01-01–2015-12-31), complied with the guidelines for remuneration to senior executives adopted at the board meeting December 3, 2014 except for nonrecurring variable remuneration to the Managing Director and other senior executives. The Board has exercised the right to deviate from the guidelines in connection with the decisions to award remuneration for the Rica-integration and the company's initial public offering in December 2015. This deviation is described in the Corporate Governance Report on page 94 and in note 6.

Stockholm, 13 April 2016

PricewaterhouseCoopers AB

Magnus Brändström

Authorised Public Accountant