



**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 performed procedures to determine whether the Board of Directors and the Managing Director of Scandic Hotels Group AB (publ) have, for the year 2017 (financial year 2017-01-01 – 2017-12-31), complied with the guidelines for remuneration to senior executives adopted by the annual general meetings of shareholders held on 12 may 2016 and 10 may 2017, respectively.

*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 procedures, to the annual general meeting of shareholders regarding as to whether the guidelines for remuneration to senior executives have been complied with. We conducted our procedures in accordance with FAR's recommendation, RevR 8 *Examination of remuneration to senior executives of listed companies*. This recommendation requires that we comply with ethical requirements and have planned and performed the procedures to obtain reasonable assurance that the guidelines adopted by the annual general meeting of shareholders have, in all material aspects, been complied with. The firm applies ISQC 1 (International Standard on Quality Control) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of the Scandic Hotels Group AB (publ) in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The procedures have 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 the procedures performed provide 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 2017 (financial year 2017-01-01 – 2017-12-31), complied with the guidelines for remuneration to senior executives adopted by the annual general meetings of shareholders held on 12 may 2016 and 10 may 2017, respectively, with the exception of the employment agreement for the present CEO where the severance payment shall qualify for pension, fixed salary during the notice period and severance pay for the former CEO and the variable remuneration for a member of Group Management where the board of Directors has used their right to deviate from the guidelines, as described in the corporate governance report on pages 77-78 in the annual report.

Stockholm, 23 March 2018

PricewaterhouseCoopers AB

Magnus Brändström

Authorised Public Accountant