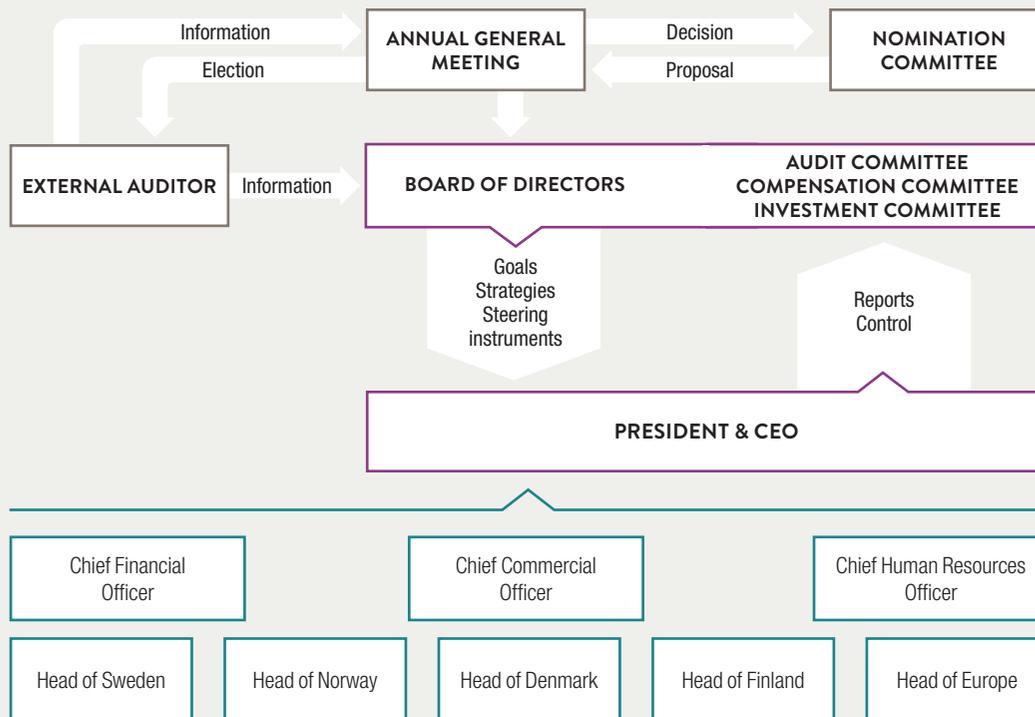


CORPORATE GOVERNANCE

Scandic is a Swedish public limited liability company whose shares are listed on Nasdaq Stockholm's Nordic Mid Cap list. Scandic applies the Swedish Corporate Governance Code. Scandic's corporate governance aims to ensure effective and value-creating decision-making through clear roles and the distribution of responsibilities between owners, the Board of Directors and the Executive Committee.

CORPORATE GOVERNANCE, SCANDIC



EXTERNAL STEERING INSTRUMENTS

- Swedish Companies Act
- Annual Accounts Act
- Other applicable legislation
- Nasdaq Stockholm's Rulebook for Issuers
- The Swedish Corporate Governance Code



INTERNAL STEERING INSTRUMENTS

- Articles of Association
- Rules of Procedure and Instructions for the CEO and the Board
- Values
- Code of Conduct
- Policies and guidelines

BASIS FOR CORPORATE GOVERNANCE

Scandic's corporate governance aims to support the Board of Directors and the Executive Committee so that all the company's operations create long-term value for shareholders and other stakeholders.

Governance includes upholding:

- An effective organizational structure
- Systems for risk management and internal control
- Transparent internal and external reporting
- Compliance

GOVERNANCE STRUCTURE

Responsibility for the governance and control of Scandic is distributed between the shareholders, the Board, its committees and the CEO. Scandic's governance is based on external and internal governance instruments. The external governance framework includes the Swedish Companies Act, Nasdaq Stockholm's Rulebook for Issuers, the Swedish Corporate Governance Code ("Code") and other Swedish and foreign legislation and regulations. Scandic adheres to the Code and reports no deviations in 2022.

Scandic's internal binding governance instruments include the Articles of Association, Rules of Procedure for the Board, instructions for the Board's committees and the CEO, Scandic's Code of Conduct, the authorization and delegation procedure, the Finance Policy, the Information Policy and the Insider Policy.

SIGNIFICANT EVENTS IN 2022

At the Annual General Meeting 2022, Per G. Braathen, Thérèse Cedercreutz, Grant Hearn, Kristina Patek, Martin Svalstedt and Fredrik Wirdenius were re-elected as Board members and Gunilla Rudebjer was elected as a new Board member. Per G. Braathen was re-elected as Chairman of the Board and PricewaterhouseCoopers

AB was re-elected as auditor for the same period. Ingaliil Berglund declined re-election. In November, Thérèse Cedercreutz was appointed new Chief Commercial Officer and member of the Executive Committee. In connection with the appointment, Thérèse resigned from the Board.

SHARE AND SHAREHOLDERS

The Scandic share has been listed on Nasdaq Stockholm's Nordic Mid Cap list since December 2, 2015. At year-end 2022, the company's share capital was 47.8 million SEK divided into 191,304,116 shares with all shares conferring equal voting rights, an equal share of assets and earnings and an equal share of any dividends. At the end of 2022, the 10 largest shareholders represented 49.2 percent of the share capital and votes in the company. Stena Sessan was the largest shareholder at year-end with holdings corresponding to 19.9 percent of the company's share capital and votes. AMF Pension & Fonder owned 12.4 percent of the company's share capital and votes at year-end.

SHAREHOLDERS' INFLUENCE THROUGH THE GENERAL MEETING

Scandic's shareholders exercise influence at the general meeting, which is Scandic's highest decision-making body. The general meeting adopts the Articles of Association and at the Annual General Meeting (AGM), which is the regular general meeting held annually, the shareholders elect the Board members, the Chairman of the Board and the auditor and determine their fees. The AGM further adopts the income statement and the balance sheet and decides on the appropriation of profits as well as whether to discharge the Board members and the CEO from liability to the company. The AGM also appoints the Nomination Committee and determines its work and adopts principles of compensation and terms of employment for the CEO and other senior executives. Scandic's AGM is held annually in Stockholm before the end of June. Extraordinary general meetings may be held as and when needed.

2022 ANNUAL GENERAL MEETING

At the AGM held on May 10, 2022 in Stockholm, resolutions on the following were passed:

- 2021 income statement and balance sheet adopted.
- Resolution in accordance with the Board's proposal that no dividend be paid to the shareholders and that the amount at the meeting's disposal be carried forward.
- Discharge of the Board and the CEO from liability to the company.
- Re-election of Per G. Braathen, Grant Hearn, Fredrik Wirdenius, Martin Svalstedt and Kristina Patek as Board members. Per G. Braathen was re-elected as Chairman of the Board.
- Election of Gunilla Rudebjer as a new Board member.
- Ingaliil Berglund declined re-election.
- Reappointment of PricewaterhouseCoopers as auditor with Sofia Götmar-Blomstedt as auditor-in-charge for the period until the end of the AGM 2023.
- Fees for the Board and the auditor.
- Long-term incentive program for members of the Executive Committee and other key people.
- Compensation Report in accordance with the Board's proposal.

2023 ANNUAL GENERAL MEETING

Scandic's AGM 2023 will be held in Stockholm on May 9, 2023, see page 131.

NOMINATION COMMITTEE

The Nomination Committee represents the company's shareholders and is tasked with preparing proposals for the AGM regarding the election of the Chairman for the AGM, Board members, the Chairman of the Board and the auditor, as well as proposals for fees to the Board and auditors and, to the extent it is considered required, proposed changes to the instructions for the Nomination Committee. The Nomination Committee has adopted the guidelines stipulated in section 4.1 of the Code as the diversity policy as regards the composition of the Board. Proposals should be justified to reflect the requirement that the Board have a composition that is appropriate based on the company's

needs, characterized by versatility and breadth. The Nomination Committee strives to meet the Code's requirements for even gender distribution and diversity mainly regarding age, nationality and skills.

The Nomination Committee consists of the Chairman of the Board and a representative of each of the three largest shareholders based on shareholder statistics from Euroclear Sweden AB as at the last banking day in August each year. The Nomination Committee's term of office runs until a new Nomination Committee has been appointed.

Unless otherwise agreed by the members of the Nomination Committee, the Chairman of the Nomination Committee is the member who represents the largest shareholders based on the number of votes. If a shareholder should cease to be one of the three largest shareholders by number of votes during the Nomination Committee's term of office, the representative appointed by the shareholder in question shall resign and the shareholder that has become one of the three largest shareholders by number of votes may appoint a representative. Such a change is not necessary if the change in votes is marginal or if it occurs later than three months prior to the AGM unless there are special reasons for such.

The names of the three shareholder representatives and the shareholders they represent shall be announced no later than six months before the AGM.

Nomination Committee for AGM 2023

The Nomination Committee for the AGM 2023 consists of four members and in addition to the Chairman of the Board includes representatives from the three largest shareholders as at August 31, 2022. The work of the Nomination Committee was led by Karl Swartling of Stena Sessan AB. The composition of the Nomination Committee was published in a press release on October 28, 2022.

Nomination Committee	Representing	% votes on Dec 31, 2022
Per G. Braathen	-	-
Karl Swartling	Stena Sessan AB	19.9
Dick Bergqvist	AMF Pension & Fonder	12.4
Trygve Hegnar	Periscopus AS	2.7

In the work on nominations for the AGM 2023, the Nomination Committee assessed the size and composition of the current Board. The Nomination Committee complies with the guidelines in the Code regarding Board member independence. The 2023 Nomination Committee held two meetings and maintained regular communication in between. The Nomination Committee based its work on the Chairman of the Board's report on the work of the Board and the Board evaluation that was carried out with the help of an external advisor.

The proposals of the Nomination Committee will be presented at the AGM 2023 and on Scandic's website at scandichotelsgroup.com. The reasoning behind the proposals, a report on the committee's work and a full presentation of the proposed members will also be published on the site.

The Nomination Committee can be reached at nominationcommittee@scandichotels.com. For the committee to consider suggestions, shareholders wishing to submit proposals must have done so by December 31, 2022 at the latest. More information is available at scandichotelsgroup.com.

BOARD OF DIRECTORS

The Board is responsible for Scandic's organization and the management of the company's affairs. According to the Articles of Association, the Board shall consist of no fewer than three and no more than 11 members, with no more than two alternates. Trade unions are entitled to appoint two regular Board members and two alternates. Board members are elected annually at the AGM for the period up until the end of the subsequent AGM.

Composition of the Board in 2022

The AGM 2022 elected seven Board members and appointed one employee representative. The CEO and CFO participate in Board meetings along with the secretary of the Board. Other employees participate in Board meetings to report on special matters as needed. In November 2022, Thérèse Cedercreutz was appointed Chief Commercial Officer and member of the Executive Committee. In connection with this, Thérèse resigned from the Board.

Independence

None of the Board members elected at the AGM are employed within the Scandic Group and all Board

members are considered to be independent in relation to the company and the senior executives. Five of the seven Board members that are independent in relation to the company and the senior executives are also independent in relation to the company's major shareholders. Scandic thereby complies with the requirements in the Code regarding the Board's independence in relation to the company, senior executives and the major shareholders.

Work of the Board

The duties of the Board are regulated in the Swedish Companies Act, the company's Articles of Association and the Code. The work and procedures of the Board are established each year in written Rules of Procedure. These rules govern the distribution of work and responsibilities among the Board members, the Chairman of the Board and the CEO, and the routines for financial reporting. The Board also adopts instructions for the committees of the Board.

The duties of the Board include appointing the CEO, adopting strategies, business plans, budgets, interim reports, year-end accounts and annual reports as well as adopting instructions and guidelines. The Board also monitors the financial performance of the company, ensures the quality of financial reporting and internal control and evaluates the operations in relation to the objectives and guidelines adopted by the Board. Furthermore, the Board also resolves whether to enter into or extend leases, franchise agreements and management agreements and whether significant investments or changes in the Group's organization and operations should be made.

The Chairman of the Board is responsible for managing the work of the Board, including ensuring that it is conducted efficiently and fulfills its obligations in accordance with applicable laws and regulations. The Chairman also works with the CEO to monitor the company's performance and prepare and lead Board meetings. The Chairman of the Board is also responsible for ensuring that Board members evaluate their work annually and regularly receive the information they need. The Chairman of the Board represents the company toward the shareholders.

Work during the year

During the year, 10 Board meetings were held (nine regular, one extraordinary). The Board continued to follow developments and consequences of the Covid-19 pandemic in all markets as well as the company's recovery. The Board also

dealt with topics related to the company's strategy, investments, financial reporting, sustainability strategy, policies, evaluation of the Executive Committee and compensation to senior executives.

COMMITTEES OF THE BOARD

The Board has three committees: the Audit Committee, Compensation Committee and Investment Committee. None of the committees are authorized to make decisions, but prepare matters and present them to the Board for decisions. Committee work is carried out in accordance with the written procedures as adopted by the Board.

Compensation Committee

The Compensation Committee prepares resolutions in matters involving compensation principles, salaries, benefits and compensation for the CEO and senior executives who are subordinate to the CEO. The committee also supervises and evaluates the outcome of programs for variable compensation and the company's compliance with the guidelines for compensation adopted at the AGM.

The Compensation Committee shall consist of at least three Board members elected at a general meeting. The Chairman of the Board may also chair the committee. The other committee members shall be independent in relation to the company and senior executives.

The Compensation Committee consists of Per G. Braathen (Chairman), Grant Hearn and Martin Svalstedt. The Compensation Committee held five meetings during the year. The committee conducted a review of the basic compensation for senior executives, the bonus program, long-term incentive programs and other compensation.

Audit Committee

The Audit Committee prepares the Board's work on matters involving risk assessments, internal control, the internal audit, accounting, financial reporting and audits. The committee aims to ensure compliance with the adopted principles for financial reporting and internal control and that the company's relationship with its auditors is fit for the purpose.

The Audit Committee also evaluates the audit and reports the results to the Nomination Committee and submits proposals for auditors to the Nomination Committee.

In addition, the Audit Committee follows up and comments on non-auditing related services that Scandic

procures from the company's auditor. The Audit Committee shall consist of at least three members. The majority shall be independent in relation to the company and senior executives, and at least one shall be independent in relation to the company, the company's senior executives and the company's major shareholders and have auditing or accounting experience.

The committee consists of Gunilla Rudebjer (Chairman), Martin Svalstedt and Kristina Patek. The requirements of the Swedish Companies Act regarding independence and accounting or auditing expertise are thus satisfied. The Compensation Committee held six meetings in 2022, and the company's auditor attended all of them. The following matters were addressed at Audit Committee meetings:

- Financial and sustainability reporting
- Internal control and risk analysis as well as evaluation of structures and efficiency
- Auditors' reports on review of the annual accounts, interim report for Q3 and internal control
- Audit plan and auditors' fees as well as evaluation of the work and independence of the auditors
- Evaluation of the requirement for an internal audit function for recommendation to the Board

- Status of ongoing disputes and legal matters
- Impairment test of intangible assets
- Financing matters

Investment Committee

The Investment Committee prepares decisions on issues related to investment proposals such as new investments and extensions as well as amendments to lease agreements. The Investment Committee also regularly evaluates hotel investments and reviews the development of the hotel portfolio, investment criteria and the process for managing the Group's investments.

The Investment Committee shall consist of at least three members of the Board elected at the general meeting. Members of the Investment Committee include Grant Hearn (Chairman), Per G. Braathen and Fredrik Wirdenius. Thérèse Cedercreutz resigned from the committee in November 2022 when she was appointed Chief Commercial Officer. In 2022, the committee held six meetings.

EVALUATION OF THE WORK OF THE BOARD

The Chairman of the Board is responsible for evaluating the work of the Board. The Board also evaluates its work annu-

ally. The evaluation refers to working methods and the main focus of the work of the Board. It also includes an evaluation of the need for and access to special expertise on the Board. The 2022 evaluation was carried out through a survey and personal interviews with Board members by an external party. The results were presented and discussed by the Board and the Nomination Committee. The evaluation was used to develop the work of the Board and constitutes support for the work of the Nomination Committee.

Auditors

PricewaterhouseCoopers has been the company's auditor since 2012. At the AGM held on May 10, 2022, PricewaterhouseCoopers was reappointed as auditor with Sofia Götmar-Blomstedt as Auditor-in-Charge until the end of the AGM 2023. Sofia Götmar-Blomstedt is an authorized public accountant and a member of FAR (the institute for the accountancy profession in Sweden). During 2022, the auditor reported observations on one occasion to the Board. No members of the Executive Committee were present. Thereafter, the auditor participated in six meetings with the Audit Committee.

Composition of the Board of Directors, independence, attendance, committees and compensation

Name	Position	Elected, year	Independent in relation to		Attendance & no. meetings	Attendance, no. meetings, committees	Compensation 2022
			the company and senior executives	the largest shareholders			
Per G. Braathen	Chairman	2007	Yes	Yes	10 (10)	6 (6) Investment Committee 5 (5) Compensation Committee	1,088,750
Grant Hearn	Board member	2014	Yes	Yes	10 (10)	6 (6) Investment Committee 5 (5) Compensation Committee	568,750
Ingalill Berglund ¹⁾	Board member	2016	Yes	Yes	3 (10)	3 (6) Audit Committee	216,667
Fredrik Wirdenius	Board member	2015	Yes	Yes	10 (10)	6 (6) Investment Committee	455,000
Martin Svalstedt	Board member	2017	Yes	No	10 (10)	6 (6) Audit Committee 5 (5) Compensation Committee	514,583
Gunilla Rudebjer ²⁾	Board member	2022	Yes	Yes	7 (10)	3 (6) Audit Committee	346,667
Kristina Patek	Board member	2020	Yes	No	10 (10)	5 (6) Audit Committee	460,417
Thérèse Cedercreutz ³⁾	Board member	2021	Yes	Yes	8 (10)	5 (6) Investment Committee	385,000
Marianne Sundelius	Employee representative	2017	No	Yes	10 (10)		40,000
Total							4,075,833

¹⁾ Ingalill Berglund resigned from the Board in connection with the AGM 2022.

²⁾ Gunilla Rudebjer became a member of the Board in connection with the AGM 2022.

³⁾ Thérèse Cedercreutz resigned as a member of the Board on November 9, 2022 in connection with her appointment as Chief Commercial Officer and member of the Executive Committee from January 2023.

The Audit Committee evaluates the auditors' work and independence annually.

The auditor is paid a fee, according to a resolution of the AGM. Read more in Note 04, page 100.

EXECUTIVE COMMITTEE

Scandic's Executive Committee has solid experience from the hotel sector and consumer-oriented operations in various markets. The Executive Committee comprises the CEO and eight executive decision-makers: the CFO, the CCO, the CHRO and the Group's five country heads. See pages 86–87 for more information about the Executive Committee.

The CEO's areas of responsibility and powers are governed by the Rules of Procedure for the Board and instructions for the CEO. The CEO is responsible for communicating and implementing Scandic's strategy, business plans and other decisions in the organization. The CEO is also ultimately responsible for ensuring that the governance, organization, risk management, internal processes and IT infrastructure are satisfactory.

To achieve economies of scale and ensure a consistent offering, Scandic has a number of central support functions including accounting and finance, human resources, purchasing, IT, marketing, product development and revenue management as well as restaurant and conference operations. Team members in charge of these functions are also responsible for developing Group-wide policies, guidelines and working methods and for following up on and ensuring that the Group's operations are conducted in compliance with adopted policies and standards.

Sustainability

Sustainability is an integrated part of Scandic's governance and reporting. The understanding of and commitment to challenges such as climate change, creating ethical and safe workplaces and being a responsible purchasing party are of major importance to the Group. Scandic's offices in all countries strive to employ people who reflect the society in which the hotels operate. Scandic's governance documents in this area include the Code of Conduct, the Code of Conduct for Suppliers, the Anti-Corruption Policy, the Environmental Policy and the Diversity & Inclusion Policy. Scandic's Diversity & Inclusion Policy is an underlying policy for Scandic's Code of Conduct. The policy sets out that diversity contributes to the company's success and clearly stipulates that no form of discrimination is accepted. When

appointing Board members, the Nomination Committee strives for diversity mainly with respect to gender, age, nationality and skills. Responsibility for sustainability initiatives is delegated to the heads of each country and function. The CFO is responsible for anti-corruption and together with the Director Group Procurement also has responsibility for supplier control. The Director of Sustainability is responsible for reporting and ESG information. The CHRO is responsible for employment law, diversity and equality. The overall responsibility for sustainability as a whole, including accessibility, lies with the Director of Sustainability.

COMPENSATION TO CEO & SENIOR EXECUTIVES

The AGM held on June 15, 2020 adopted guidelines for the CEO and senior executives. These are adapted to EU requirements on shareholder rights and apply for four years from approval. Read more at scandichotelsgroup.com.

Compensation

For information on compensation for the CEO and senior executives, see Note 05 on pages 101–103.

Long-Term Incentive Program

Between 2016 and 2019 and during 2022, Scandic launched an annual performance-based long-term incentive program. The most recent program, which was adopted at the AGM held on May 10, 2022, is described in Note 05 on pages 101–103. The LTIP program launched in May 2019 ended during the second quarter 2022. The goals and degree to which the conditions for performance shares were met can be found in Scandic's Interim Report for the second quarter 2022. Results and the allotment of shares are described in Note 05 on pages 101–103. Terms and conditions for the program are also outlined in Note 05 on pages 101–103.

THE BOARD'S REPORT ON INTERNAL CONTROL

This description has been prepared in compliance with the Swedish Annual Accounts Act and the Code and is therefore limited to internal control related to financial reporting. The report has not been reviewed by the company's auditor.

According to the Swedish Companies Act and the Code, the Board is responsible for ensuring that internal control

mechanisms are developed, communicated to and understood by the employees of Scandic who carry out individual control measures. The Board is also responsible for ensuring that these control measures are carried out, monitored, updated and maintained.

Executives at all levels are responsible for ensuring that internal control mechanisms are established in their areas and that these controls achieve the desired results. The CFO is ultimately responsible for ensuring that the monitoring of and the work on Scandic's internal control is conducted in the format determined by the Board.

Scandic's structure for internal control is based on the COSO model, the framework of which is applied to Scandic's operations and conditions. According to this model, a review and assessment is carried out within the areas of control environment, risk assessment, control activities, information and communication and monitoring activities. Based on this review, certain areas of development are identified and prioritized in the company's ongoing work to maintain internal control.

The procedures for internal control, risk assessment, control activities and monitoring of financial reporting have been devised to ensure reliable and relevant reporting and external financial reporting in accordance with the IFRS, applicable laws and regulations and other requirements of companies listed on Nasdaq Stockholm. This work involves the Board, the senior executives and other employees.

The way the Board monitors and ensures the quality of internal control is documented in the adopted Rules of Procedure for the Board and the instructions for the Audit Committee. The Audit Committee's duties include evaluating the company's structure and guidelines for internal control.

Financial reporting to the Board is carried out monthly according to a format described in the CEO's instructions for financial reporting. The company's CFO also conducts a review of the financial performance and latest forecast for the current year at each regular Board meeting. Drafts of interim reports are presented to the Audit Committee for consideration at a committee meeting before they are presented to the Board for approval.

Scandic's internal financial reporting complies with a standardized format where a common set of definitions and key ratios is used for all subsidiaries and hotels. Reporting is carried out through a Group-wide reporting system that allows a high level of transparency and comparability of financial data. Financial performance is moni-

tored through monthly reports from the subsidiaries and quarterly reviews where members of the Executive Committee, the central finance department and the relevant country management teams participate. Detailed follow-up of key ratios for different parts of Scandic's hotel operations enables benchmarking between hotels and also provides information quickly on deviations in operating margins and operating profit/loss compared with the expected outcome. This detailed follow-up procedure is an important tool for ensuring internal control.

Control environment

The control environment is the basis of internal control of financial reporting. An important element of this environment is that channels for decision-making, authority and responsibility are clearly defined and communicated between different levels of the company and that governance documents such as internal policies and guidelines exist. A good control environment is created through communication and training to ensure understanding of and compliance with policies and regulatory frameworks. The control environment is strengthened by a positive corporate culture and transparent and relevant monitoring of financial performance and key ratios at all levels in the Group.

Risk assessment

Internal control is based on a risk analysis. The risk analysis related to internal control and the risk of errors in the financial reporting form a part of the risk analysis that the Executive Committee performs and presents to the Audit Committee and Board annually. This analysis identifies and evaluates risks based on their likelihood of occurring and the potential impact of their occurrence on the operations and financial position of the Group. The Group's internal controls and control environment are then evaluated and any gaps compared with the desired level of control are identified. An action plan aimed at reducing gaps is established where the value of and possibility to reduce the risk is weighed against the cost of establishing and maintaining internal controls. Based on the risk analysis, control activities are designed to reduce risk at a reasonable cost. The activities shall also contribute to improving internal procedures and operational efficiency.

Control activities

Scandic's internal control is based on the company's established channels for decisions and the delegation and authorization procedures documented in governing policies and guidelines. Control activities can be IT based or manual. These activities shall form an integrated part of defined and documented processes and routines.

There are a number of control activities that are common to all Group companies. Some are implemented on the hotel level while others are implemented in the centralized accounting departments in each country. Control activities are described in Group-wide instructions.

Information and communication

The part of Scandic's governance in the form of policies, guidelines and manuals that involves financial reporting is chiefly communicated via monthly meetings at which all financial managers participate and via the Group's finance handbook. The finance handbook is published on the Group's intranet and updated regularly based on changes in external requirements and in Scandic's operations. Communication with internal and external parties is governed by a Communication Policy that provides guidelines for such. The purpose of the policy is to ensure compliance with all disclosure requirements in a correct and complete manner. Internal communication aims to ensure that each team member understands Scandic's values and business. To ensure that team members are informed, work is carried out internally and information is communicated regularly via the Group's intranet.

Monitoring

Scandic's accounting functions are integrated through a common finance and accounting system and common accounting instructions. The Board and Executive Committee regularly receive information on the Group's operations, performance and financial position.

The effectiveness of Scandic's internal control is evaluated annually by the company and the Audit Committee. It is also reviewed by the external auditors.

The result of the evaluation forms the basis for improvements to processes and controls for subsequent years. Internal control on the hotel and country levels is monitored through self-assessments and onsite audits: All hotels conduct self-assessments at least once a year based on a Group-wide checklist with mandatory and recommended controls. Internal audits are carried out by employees at the

company's central accounting department for a number of hotels each year. These involve a control checklist, spot checks within relevant areas and a discussion with the general manager and department heads to ensure understanding of and compliance with Scandic's internal control.

The results of the self-assessments and onsite audits are reported by the local heads of finance to the management team of each country. The results are reported by the Group's CFO to the Audit Committee together with a report on measures undertaken to improve internal control if the results indicate a need to do so either on the hotel level or in general. As part of their review, external auditors make additional hotel visits during which they test controls according to the internal checklist. Scandic's accounting department and external auditors aim to cover approximately one-third of Scandic's hotels each year.

Internal audit

Based on the Audit Committee's evaluation, the Board has decided not to establish a separate internal audit function. The decision is based on the assessment that the existing process for internal control is well established, efficient and supported by a good control environment, a clear governance model and well-functioning regular financial monitoring. The Board evaluates the need for a special internal audit function annually.

Measures in 2022

Scandic works constantly to mitigate the risks that result from changing market conditions. IT security issues as well as market analysis and business intelligence were included in the work of the work of the Board and its committees during the year. Self-assessment for internal control was also discussed regularly by the Audit Committee.

BOARD OF DIRECTORS



PER G. BRAATHEN

Chairman of the Board since 2018.
Member of the Board since 2007.
Chairman of the Compensation Committee.
Member of the Investment Committee.

Born: 1960.

Nationality: Norwegian.

Education:
MBA from Schiller University London, UK.

Other assignments:

Owner and Chairman of the Board of Braganza. Chairman of the Board of Braathens Regional Airlines AB (BRA). Board member of Bramora Ltd, Escape Travel AS, Wayday Travel and Parques Reunidos S.A. Industrial advisor to EQT.

Previous assignments:

Chairman/CEO of Tjæreborg, Always and Saga Tours. Chairman of Escape Travel A/S SunHotels AG. Board member of BRABank ASA, Arken Zoo Holding AB, Kristiansand Dyrepark AS, Ticket Leisure Travel AB and Ticket Biz AB.

Shareholding: 1,433,305
(private and through companies)

Independent in relation to major shareholders: Yes

Independent in relation to the company
and management: Yes



GUNILLA RUDEBJER

Member of the Board since 2022.
Chairman of the Audit Committee.

Born: 1959.

Nationality: Swedish.

Education:
Master of Science in Business Administration
from Stockholm School of Economics.

Other assignments:

Board member of Ambea AB, NCAB Group AB, Skistar AB and Swedish Space Corporation (SSC).

Previous assignments:

CFO at Scandic Hotels, Cision, Parks & Resorts Scandinavia, Mandator and TUI Nordic. Board member of Oriflame Holding AG.

Shareholding: 6,039

Independent in relation to major shareholders: Yes

Independent in relation to the company
and management: Yes



GRANT HEARN

Member of the Board since 2014.
Chairman of the Investment Committee.

Born: 1959.

Nationality: British.

Education:
Diploma in Hotel and Tourism Management,
Shannon College of Hotel Management, Ireland.

Other assignments:

None.

Previous assignments:

Chairman of the Board of The Hotel Collection, Amaris Hospitality, Shearings Holidays Ltd and UK Hospitality. Board member of London & Partners Ltd, Thame and London Ltd, TLLC Group Holdings Ltd and Travelodge Hotels Ltd.

Shareholding: 5,568

Independent in relation to major shareholders: Yes

Independent in relation to the company
and management: Yes



KRISTINA PATEK

Member of the Board since 2020.
Member of the Audit Committee.

Born: 1969.

Nationality: Swedish.

Education:
Master of Science in Business Studies and Economics,
Uppsala University.

Other assignments:

Senior Investment Director at Stena Sessan. Board member of Didner & Gerge Fonder, Resurs Bank, 24Health, Doktor24 and Matilda Foodtech.

Previous assignments:

Management consultant at Accenture and Cell Network. Investment Manager at Ratos. Partner at private equity fund Scope. Head of M&A at Tieto Corporation.

Shareholding: 6,000 (in addition, Stena Sessan AB holds 37,974,365 shares)

Independent in relation to major shareholders: No

Independent in relation to the company
and management: Yes

Number of shares as at December 31, 2022.



MARTIN SVALSTEDT

Member of the Board since 2017.

Member of the Audit Committee.

Member of the Compensation Committee.

Born: 1963.

Nationality: Swedish.

Education:

Bc Business Administration, University of Karlstad, Sweden.

Other assignments:

Chairman of Formica Capital. Board member of Gunnebo Holding AB and Stena International SA.

Previous assignments:

CEO of Stena Adactum and Stena Sessan. CFO of Capiro and other senior finance-related positions. Chairman of the Board of Ballingslöv International, Meda, Gunnebo, Stena Renewable, Envac, Mediatec Group and Blomsterlandet. Board member of Midsona, Song Networks and Formica Capital, among others.

Shareholding: 210,000

Independent in relation to major shareholders: No

Independent in relation to the company and management: Yes



FREDRIK WIRDENIUS

Member of the Board since 2015.

Member of the Investment Committee.

Born: 1961.

Nationality: Swedish.

Education:

Master of Science in Engineering, KTH Royal Institute of Technology, Sweden.

Other assignments:

Chairman of Willhem AB, Hällbo AB and Assemblin Group AB. Board member of Axfast AB and Stiftelsen Nobel Center.

Previous assignments:

CEO of Vasakronan AB. Several senior positions within Skanska.

Shareholding: 5,816

Independent in relation to major shareholders: Yes

Independent in relation to the company and management: Yes



MARIANNE SUNDELIUS

Member of the Board since 2017.

Employee representative.

Born: 1967.

Nationality: Swedish.

Education:

Postsecondary courses in leadership and psychology. Studies in economics, secondary school.

Other assignments:

None.

Previous assignments:

Employee representative on boards of Sara Hotels AB and Reso Hotels AB.

Shareholding: 0

Independent in relation to major shareholders: Yes

Independent in relation to the company and management: No (employee representative)

EXECUTIVE COMMITTEE



JENS MATHIESEN
President & CEO

Employed by the Group since 2008.
Member of the Executive Committee since 2016.

Born: 1969.

Nationality: Danish.

Education:

Shipping Broker, Transocean Shipping, Denmark.

Previous experience:

Head of Scandic Denmark. Director of Sales & Marketing, Choice Hotels Scandinavia. CEO of Fountain Scandinavia A/S. Head of Sales & Marketing, Avis Rent a Car.

Other assignments:

Chairman of the Board of Dansk Erhverv.

Shareholding: 231,860



ÅSA WIRÉN
Chief Financial Officer

Employed by the Group since 2022.
Member of the Executive Committee since 2022.

Born: 1968.

Nationality: Swedish.

Education:

Bachelor of Science in Business Administration and Economics, Uppsala University, Sweden.

Previous experience:

CFO, Bonnier Group. CFO/Accounting & Finance Director SkiStar AB. Partner and Authorized Public Accountant, KPMG.

Other assignments:

Board member of Aspia AB and Specialfastigheter Sverige AB.

Shareholding: 30,800



FREDRIK WETTERLUNDH
Chief Human Resources Officer

Employed by the Group since 2021.
Member of the Executive Committee since 2021.

Born: 1966.

Nationality: Swedish.

Education:

Bachelor of Arts in Human Resource Management, Lund University, Sweden. Lieutenant, Swedish Infantry Officers' College, Halmstad, Sweden.

Previous experience:

Global Lead HR Mergers & Acquisitions, Ericsson. Senior Vice-President HR, Sobi. Global HR Lead, Pfizer Inc. Area HR Lead, Kraft Foods. Group HR Director, Codan AS. HR Director, Astra Sweden.

Other assignments:

None.

Shareholding: 0



THÉRÈSE CEDERCREUTZ¹⁾
Chief Commercial Officer

Employed by the Group since 2023.
Member of the Executive Committee since 2023.

Born: 1969.

Nationality: Finnish.

Education:

Masters in Economics, Åbo Akademi University, Finland.

Previous experience:

Chairman of the Board of EAB Group Oyj. Board member of Scandic Hotels Group and HappyOrNot. Founder and CEO, Strategy and Design Consultancy Inc. CEO and COO, 358 Advertising Agency. VP Business Development, Spoiled Milk. Global Director Consumer Business, F-Secure Oyj. Director Sales and Business Development EMEA, THQ Wireless.

Other assignments:

Board member of Fennia Oy, Tokmanni Oyj and UNICEF Finland.

Shareholding: 0



SØREN FAERBER
Head of Denmark

Employed by the Group since 2006.
Member of the Executive Committee since 2019.

Born: 1970.

Nationality: Danish.

Education:

Currently doing MBA at Edinburgh Business School. Higher Commercial Examination Accounting & Finance.

Previous experience:

District Director Copenhagen & Denmark East, Scandic. Director of Food & Beverage, Denmark & Southern Europe, Scandic. Regional Director, Hard Rock International.

Other assignments:

Board member of Wonderful Copenhagen.

Shareholding: 21,086

¹⁾ Thérèse Cedercrutz joined the Executive Committee in January 2023. She was appointed Chief Commercial Officer on November 9, 2022 and resigned as a member of the Board of Directors in connection with the appointment.



PETER JANGBRATT
Head of Sweden

Employed with Group 1995–2008 and since 2015. Member of the Executive Committee since 2016 as well as 2003–2008.

Born: 1967.

Nationality: Swedish.

Education:

Scandic Business School and Hilton. Franklin Covey – Habits of Highly Effective People & Great Leadership.

Previous experience:

VP Brand, Marketing & Communication, Scandic Hotels. COO, Scandic Sweden. CEO, Rica Hotels Sweden.

Other assignments:

Board member of Visita and The Confederation of Swedish Enterprise.

Shareholding: 47,373



AKI KÄYHKÖ
Head of Finland

Employed by the Group since 2012. Member of the Executive Committee since 2016.

Born: 1968.

Nationality: Finnish.

Education:

Bachelor of Business Administration in International Business & Management, Schiller International University, London.

Previous experience:

Several senior positions with Procter & Gamble and Reckitt Benckiser. Commercial Director, Oy Hartwall. CEO, Palace Kämp Group.

Other assignments:

Chairman of the Finnish Hospitality Industry Association. Board member of The Confederation of Finnish Industries. Alternate board member of Pension Insurance Company Elo.

Shareholding: 50,736



MICHEL SCHUTZBACH
Head of Europe

Employed by the Group since 2009. Member of the Executive Committee since 2016.

Born: 1961.

Nationality: German and Swiss.

Education:

Diploma from Hotels & Management School, Glion, Switzerland.

Previous experience:

Several senior positions within Rezidor including Vice President HR and Regional Director Poland and Ireland.

Other assignments:

None.

Shareholding: 51,424



ASLE PRESTEGARD
Head of Norway

Employed by the Group since 2001. Member of the Executive Committee since 2020.

Born: 1968.

Nationality: Norwegian.

Education:

Norwegian School of Hotel Management.

Previous experience:

Board member of Visit Bergen. General Manager Bergen Hotel Gruppen AS. General Manager, Scandic Bergen. District Director West Norway, Scandic Hotels AS.

Other assignments:

None.

Shareholding: 13,480