

## Notice to annual general meeting in Scandic Hotels Group AB (publ)

**Scandic Hotels Group AB (publ) (556703-1702) (“Scandic” or the “Company”) hereby gives notice to the annual general meeting on Monday, May 31, 2021.**

Due to the extraordinary situation resulting from the covid-19 pandemic, Scandic’s annual general meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. No meeting with the possibility to attend in person or by a proxy will take place.

Scandic welcomes all shareholders to exercise their voting rights at the annual general meeting through advance voting as described below. Information on the resolutions passed at the annual general meeting will be published on May 31, 2021 as soon as the result of the advance voting has been finally confirmed.

The shareholders may request in the advance voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such general meeting shall take place if the annual general meeting so resolves or if shareholders with at least one tenth of all shares in the Company so requests.

### Registration and notification

A shareholder who wishes to participate in the annual general meeting must (i) be recorded in the share register prepared by Euroclear Sweden AB relating to the circumstances on May 21, 2021, and (ii) notify its intention to participate in the annual general meeting no later than May 28, 2021, by casting its advance vote in accordance with the instructions under the heading *Advance voting* below so that the advance voting form is received by Euroclear Sweden AB no later than that day.

To be entitled to participate in the annual general meeting, in addition to providing notification of participation, a shareholder whose shares are held in the name of a nominee must register its shares in its own name so that the shareholder is recorded in the share register as of May 21, 2021. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee’s procedures and such time in advance as the nominee determines. Voting right registrations completed not later than the second banking day after May 21, 2021 are taken into account when preparing the register of shareholders.

### Advance voting

The shareholders may exercise their voting rights at the annual general meeting only by voting in advance, so-called postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on Scandic’s website, [www.scandichotelsgroup.com](http://www.scandichotelsgroup.com). The advance voting form is considered as the notification of participation.

The completed voting form must be received by Scandic no later than Friday, May 28, 2021. The form may be submitted via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or by post to Scandic Hotels Group AB (publ), Annual general meeting 2021, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The same apply for shareholders voting by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid. Further instructions and conditions are included in the form for advance voting.

For information on how your personal data is processed, please visit <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### **Proposed agenda**

1. Election of a chairman of the meeting.
2. Election of one or two persons to approve the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination as to whether the general meeting has been duly convened.
6. Presentation of the annual report and the auditors report as well as the consolidated financial statements and the auditors report for the group.
7. Resolutions regarding:
  - a. the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,
  - b. treatment of Scandic's earnings in accordance with the adopted balance sheet, and
  - c. discharge from liability for the members of the board of directors and the CEO.
8. Determination of the number of members of the board of directors and the number of auditors.
9. Determination of fees for the members of the board of directors and the auditor.
10. Election of members of the board of directors.
11. Election of chair of the board of directors.
12. Election of auditors.
13. Presentation of the board of directors' remuneration report for approval.

## PROPOSALS BY THE NOMINATION COMMITTEE

### ELECTION OF A CHAIRMAN OF THE MEETING (ITEM 1)

The nomination committee proposes that Jesper Schönbeck, member of the Swedish Bar Association, from Advokatfirman Vinge, or, if he has an impediment to attend, the person proposed by the nomination committee, is elected as chairman of the annual general meeting.

### DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS AND THE NUMBER OF AUDITORS (ITEM 8)

The nomination committee proposes the number of members of the board of directors to be seven (7) and the number of auditors to be one (1) with no deputy members.

### DETERMINATION OF FEES FOR THE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDITOR (ITEM 9)

The nomination committee proposes that fees to the directors elected by the annual general meeting and for committee work is to be paid out in accordance with the following (unchanged since 2020):

- Chairman of the board: SEK 850,000 (2020: SEK 850,000)
- Other members of the board of directors: SEK 365,000 (2020: SEK 365,000)
- Chairman of the audit committee: SEK 155,000 (2020: SEK 155,000)
- Other members of the audit committee: SEK 60,000 (2020: SEK 60,000)
- Chairman of the remuneration committee: SEK 100,000 (2020: SEK 100,000)
- Other members of the remuneration committee: SEK 50,000 (2020: SEK 50,000)
- Chairman of the investment committee: SEK 110,000 (2020: SEK 110,000)
- Other members of the investment committee: SEK 55,000 (2020: SEK 55,000)

Furthermore, it is proposed that the fees to the auditor shall be paid in accordance with approved invoice.

### ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS (ITEM 10)

The nomination committee proposes re-election of Ingalill Berglund, Per G. Braathen, Grant Hearn, Martin Svalstedt, Fredrik Wirdenius and Kristina Patek, and new election of Therese Cedercreutz, as members of the board of directors for the time until the end of the next annual general meeting.

#### Information about the proposed new member of the board of directors

##### **Therese Cedercreutz**

Born: 1969. Finnish citizen.

Education: M.Sc. Turku School of Economics.

Other current assignments: CEO and partner of Miltton Inc, part of the Miltton Group. Chairman of the board of directors of EAB Group Oyj and member of the board of directors of Tokmanni Oyj and Vieser Oyj.

Previous assignments: CEO and COO of 358 Advertising Agency, VP Business Development at Spoiled Milk, Director Global Marketing at F-Secure Oyj, Director Sales and Business Development EMEA at THQ Wireless, and member of the board of directors of HappyOrNot.

Shareholding: 0.

Independent in relation to major shareholders: Yes.

Independent in relation to the company and management: Yes.

**ELECTION OF CHAIR OF THE BOARD OF DIRECTORS (ITEM 11)**

The nomination committee proposes Per G. Braathen as the chairman of the board for the time until the end of the next annual general meeting.

**ELECTION OF AUDITORS (ITEM 12)**

In accordance with the audit committee's recommendation, the nomination committee proposes re-election of PricewaterhouseCoopers AB as auditor for the time until the end of the next annual general meeting. PricewaterhouseCoopers AB has notified Scandic that Sofia Götmar-Blomstedt will continue as the auditor in charge.

**PROPOSALS BY THE BOARD OF DIRECTORS****ELECTION OF ONE OR TWO PERSONS TO APPROVE THE MINUTES (ITEM 2)**

As persons to approve the minutes of the annual general meeting together with the chairman, the board of directors proposes Dick Bergqvist (AMF) and Karl Swartling (Stena Sessan), or if one or both of them are prevented, the person or persons instead appointed by the board of directors. The task of approving the minutes of the annual general meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the annual general meeting.

**PREPARATION AND APPROVAL OF THE VOTING LIST (ITEM 3)**

The voting list proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of Scandic, based on the annual general meeting's shareholders' register and advance votes received, as verified and recommended by the persons approving the minutes of the annual general meeting.

**TREATMENT OF SCANDIC'S EARNINGS IN ACCORDANCE WITH THE ADOPTED BALANCE SHEET (ITEM 7.B)**

The board of directors proposes that no dividend is paid to the shareholders, and that funds at the disposal of the annual general meeting are carried forward.

**MISCELLANEOUS****Shares and votes**

As of the date of this notice, there are in total 191,257,993 shares in Scandic. The Company has only one series of shares and the total number of votes in Scandic thus amounts to 191,257,993. As of the date of this notice, Scandic holds no own shares.

**Shareholders' right to request information**

The board of directors and the managing director are required to, upon request from shareholders and if the board considers that it may be done without harm for the Company, provide information that may affect a matter on the agenda and any circumstances which may affect the assessment of the Company's relationship to other companies within the group.

A request for such information shall be made in writing to Scandic Hotels Group AB (publ), att. Camilla Köhler, Sveavägen 167, SE-102 33 Stockholm, Sweden or via email to [camilla.kohler@scandichotels.com](mailto:camilla.kohler@scandichotels.com), no later than on May 21, 2021. Information relating to such requests will be made available at Scandic Hotels Group AB (publ), Sveavägen 167, SE-102 33 Stockholm, Sweden and on [www.scandichotelsgroup.com](http://www.scandichotelsgroup.com) no later than May 26, 2021. The information will also be sent, within the same period of time, to shareholders who so request and state their address.

**Documents**

The nomination committee's motivated statement regarding its proposal for the board of directors is available on Scandic's website [www.scandichotelsgroup.com](http://www.scandichotelsgroup.com). The annual report, the auditor's report and the remuneration report as well as other documents related to the annual general meeting, will be available no later than three weeks before the annual general meeting at

Scandic's office, Sveavägen 167, SE-102 33 Stockholm, Sweden and on Scandic's website mentioned above. The documents will also be sent to shareholders who so requests and state their address.

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Stockholm in April, 2021  
**Scandic Hotels Group AB (publ)**  
*The board of directors*