

**Rezidor Hotel Management &
Development A/S
Central Business Registration No
27607926
Amager Strandvej 60-64, 3rd floor
2300 Copenhagen S**

Annual report 2015

The Annual General Meeting adopted the annual report on 26/4 2016

Chairman of the General Meeting

Name: Monica Reib

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Entity details

Entity

Rezidor Hotel Management & Development A/S
Amager Strandvej 60-64, 3rd floor
2300 Copenhagen S

Central Business Registration No: 27607926
Registered in: Copenhagen
Financial year: 01.01.2015 - 31.12.2015

Board of Directors

Knut Kleiven, Chairman
Andreas Fondell
Ingrid Jenny Winkler
Lars Gordon Nielsen

Executive Board

Gopal Sawhney

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
P.O. Box 1600
0900 Copenhagen C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Rezidor Hotel Management & Development A/S for the financial year 01.01.2015 - 31.12.2015.

The annual report is presented in accordance with the Danish Financial Statements Act.


In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

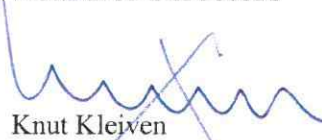
Copenhagen, 20.04.2016

Executive Board



Gopal Sawhney

Board of Directors



Knut Kleiven
Chairman



Andreas Fondell



Ingrid Jenny Winkler



Lars Gordon Nielsen

Independent auditor's reports

To the owners of Rezidor Hotel Management & Development A/S

Report on the financial statements

We have audited the financial statements of Rezidor Hotel Management & Development A/S for the financial year 01.01.2015 - 31.12.2015, which comprise the accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity's preparation of financial statements that give a true and fair view 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 Entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our audit has not resulted in any qualification.

Opinion

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015 in accordance with the Danish Financial Statements Act.

Independent auditor's reports

Statement on the management commentary

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the financial statements.

On this basis, it is our opinion that the information provided in the management commentary is consistent with the financial statements.

Copenhagen, 20.04.2016

Deloitte

Statsautoriseret Revisionspartnerselskab



Ove Nielsen
State Authorised Public Accountant

CVR-nr. 33963556

Management commentary

Primary activities

The Entity's activities consist in hotel management and development as well as hotel business.

Development in activities and finances

Profit for the year amounts to DKK 4,662 thousand, which is considered satisfactory.

Description of material changes in activities and finances

Part of the Company's activities have been transferred to another consolidated company and, consequently, no labour costs were paid in the financial year.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C enterprises.

The accounting policies applied to these financial statements are consistent with those applied last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

Income statement

Revenue

Revenue comprises fees for the year.

Accounting policies

Other external expenses

Other external expenses comprise expenses for distribution, sale, marketing, administration, etc.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Other financial income

Other financial income comprise interest income as well as realised and unrealised capital gains on payables and transactions in foreign currencies.

Other financial expenses

Other financial expenses comprise interest expenses as well as realised and unrealised capital losses on payables and transactions in foreign currencies.

Income taxes

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with its Parent and all of the Parent's other Danish subsidiaries. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Receivables

Receivables are measured at amortised cost, usually equalling nominal value, less write-downs for bad and doubtful debts.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Accounting policies

Income tax receivable or payable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Income statement for 2015

	<u>Notes</u>	<u>2015 DKK'000</u>	<u>2014 DKK'000</u>
Revenue		24.432	27.574
Other external expenses		<u>(18.489)</u>	<u>(31.412)</u>
Gross profit/loss		5.943	(3.838)
Staff costs	1	<u>0</u>	<u>(2.353)</u>
Operating profit/loss		5.943	(6.191)
Other financial income	2	227	3.999
Other financial expenses	3	<u>(75)</u>	<u>(768)</u>
Profit/loss from ordinary activities before tax		6.095	(2.960)
Tax on profit/loss from ordinary activities	4	<u>(1.433)</u>	<u>725</u>
Profit/loss for the year		<u>4.662</u>	<u>(2.235)</u>
Proposed distribution of profit/loss			
Retained earnings		<u>4.662</u>	<u>(2.235)</u>
		<u>4.662</u>	<u>(2.235)</u>

Balance sheet at 31.12.2015

	<u>Notes</u>	<u>2015</u> <u>DKK'000</u>	<u>2014</u> <u>DKK'000</u>
Trade receivables		5.126	2.684
Receivables from group enterprises		9.843	9.647
Income tax receivable		0	727
Receivables		<u>14.969</u>	<u>13.058</u>
Current assets		<u>14.969</u>	<u>13.058</u>
Assets		<u><u>14.969</u></u>	<u><u>13.058</u></u>

Balance sheet at 31.12.2015

	<u>Notes</u>	<u>2015 DKK'000</u>	<u>2014 DKK'000</u>
Contributed capital	5	2.500	2.500
Retained earnings		<u>10.470</u>	<u>5.808</u>
Equity		<u>12.970</u>	<u>8.308</u>
Bank loans		1	0
Debt to group enterprises		0	4.239
Income tax payable		1.433	0
Other payables		<u>565</u>	<u>511</u>
Current liabilities other than provisions		<u>1.999</u>	<u>4.750</u>
Liabilities other than provisions		<u>1.999</u>	<u>4.750</u>
Equity and liabilities		<u><u>14.969</u></u>	<u><u>13.058</u></u>
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Statement of changes in equity for 2015

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	2.500	5.808	8.308
Profit/loss for the year	0	4.662	4.662
Equity end of year	2.500	10.470	12.970

Notes

	2015 DKK'000	2014 DKK'000
1. Staff costs		
Wages and salaries	0	2.353
	<u>0</u>	<u>2.353</u>

The Entity has no employees in Denmark apart from the CEO. The CEO does not receive any remuneration from the Entity. Staff costs cover wages and salaries to the employees at the Entity's representative office in Russia which closed in 2014.

	2015 DKK'000	2014 DKK'000
2. Other financial income		
Financial income arising from group enterprises	85	131
Exchange rate adjustments	142	2.842
Other financial income	0	1.026
	<u>227</u>	<u>3.999</u>

	2015 DKK'000	2014 DKK'000
3. Other financial expenses		
Exchange rate adjustments	75	768
	<u>75</u>	<u>768</u>

	2015 DKK'000	2014 DKK'000
4. Tax on ordinary profit/loss for the year		
Current tax	1.433	(727)
Change in deferred tax for the year	0	2
	<u>1.433</u>	<u>(725)</u>

	Number	Par value DKK	Nominal value DKK'000
5. Contributed capital			
Ordinary shares	2.500	1.000,00	2.500
	<u>2.500</u>		<u>2.500</u>

Notes

6. Contingent liabilities

The Entity participates in joint taxation (DK) with Rezidor Hospitality ApS as the administration company and, consequently, is jointly and severally liable as of the financial year 2013 with the other jointly taxed entities for the total corporation tax and for any obligation to withhold tax at source on interest, royalties and dividends for the jointly taxed entities.

7. Related parties with control

Related parties with a controlling interest in Rezidor Hotel Management & Development A/S:

<u>Name</u>	<u>Registered office</u>	<u>Basis of influence</u>
Rezidor Hotels ApS Danmark	Copenhagen	Parent
Rezidor Hospitality ApS	Copenhagen	Parent
Rezidor Hospitality Holding AB	Stockholm	Parent
Rezidor Hotel Group AB (publ)	Stockholm	Parent
Carlson Holding Inc.	Minnetonka	Ultimate Parent

8. Consolidation

Name and registered office of the Parent preparing consolidated financial statements for the largest group:

Rezidor Hotel Group AB (publ), Stockholm, Sweden

Consolidated accounts are available at <http://www.rezidor.com/phoenix.zhtml?c=205430&p=irol-library>