

Press release

Stockholm, 27/10/2015

N.B. The English text is an in-house translation of the original Swedish text. Should there be any disparities between the Swedish and the English text, the Swedish text shall prevail.

Notice of extraordinary shareholders' meeting in Pandox Aktiebolag (publ)

The shareholders in Pandox Aktiebolag (publ) are hereby summoned to an extraordinary shareholders' meeting to be held on 23 November 2015 at 13.30 at Hilton Slussen, Guldgränd 8, 104 65 Stockholm.

Notification, etc.

Shareholders who wish to participate in the shareholders' meeting must:

firstly be included in the shareholders' register maintained by Euroclear Sweden AB as of 17 November 2015; and

secondly notify the company of their participation in the shareholders' meeting no later than 17 November 2015. The notification shall be in writing to Pandox Aktiebolag, attn. Sanna Andersson, Box 15, SE-101 20 Stockholm, Sweden, via fax +46 8 506 205 70 or via email egm@pandox.se. The notification shall state the name, personal/corporate identity number, shareholding, address and daytime telephone number, and information about any assistants and, where applicable, representatives. When applicable, complete authorisation documents, such as powers of attorney for representatives, registration certificates or corresponding documents, shall be appended to the notification.

Nominee registered shares

Shareholders whose shares have been registered in the name of a bank or securities institute must temporarily re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the shareholders' meeting. Shareholders wishing such re-registration must inform their nominee of this well before 17 November 2015, when such re-registration must have been completed.

Proxy, etc.

Shareholders represented by proxy shall issue a dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or a corresponding document for the legal entity shall be appended. The power of attorney is valid for a maximum of one year after the issuance or for the duration indicated in the power of attorney, whichever is longer, but not for more than five years after issuance. The registration certificate, where applicable, may not be older than one year. The power of attorney in original and, where

applicable, the registration certificate should be submitted to the company by mail at the address set forth above well in advance of the shareholders' meeting. The form to use for a power of attorney can be found on www.pandox.se.

Shareholders' right to request information

Shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

Number of shares and votes

There are a total of 75,000,000 class A shares, with 225,000,000 votes, and 75,000,000 class B shares, with 75,000,000 votes, in the company as of the date of this notice.

Proposed agenda

1. Opening of the meeting;
2. Election of a chairman at the meeting;
3. Preparation and approval of the voting list;
4. Approval of the agenda;
5. Election of one or two persons to verify the minutes;
6. Determination as to whether the meeting has been duly convened;
7. Determination of the number of members and deputy members of the board of directors;
8. Determination of the fees to the board of directors;
9. Election of members and chairman of the board of directors;
10. Closing of the meeting.

The nomination committee's proposals

Proposal regarding the chairman of the extraordinary shareholders' meeting, the number of members and deputy members of the board of directors, fees to the board of directors, and election of members and chairman of the board of directors (items 2 and 7-9)

The nomination committee, consisting of Anders Ryssdal (representing SU-ES AB) Christian Ringnes (chairman of the board of directors), Lars-Åke Bokenberger (representing AMF – Försäkring och Fonder), Marianne Flink (representing Swedbank Robur fonder) and Johannes Wingborg (representing Länsförsäkringar Fondförvaltning AB), has submitted the following proposals:

- Christian Ringnes is proposed to chair the extraordinary shareholders' meeting (item 2).
- The number of members of the board of directors remains in accordance with the resolution by the annual shareholders' meeting on 5 May 2015 and shall be seven, with no deputy members (item 7).

- The fees to the board of directors remain in accordance with the resolutions by the annual shareholders' meeting on 5 May 2015, meaning a fee to the chairman of the board of directors of SEK 600,000 and a fee of SEK 400,000 to each other board member elected by the shareholders' meeting. Additional fees to each of the board members shall amount to SEK 50,000 for the board of directors' fulfilment of the assignments of the audit committee. Additional fees to each of the two board members in the remuneration committee shall amount to SEK 50,000 (item 8).
- Ann-Sofie Danielsson is proposed to replace board member Christian Sundt, who has made his seat on the board of directors available, for the time until the end of the next annual shareholders' meeting. The annual fees of the board of directors in accordance with the resolution at the annual shareholders' meeting 5 May 2015 shall be divided *pro rata* between Christian Sundt and Ann-Sofie Danielsson for their respective duty periods during the time from the annual shareholders' meeting 2015 until the next annual general meeting. It is noted that the other board members (Christian Ringnes, Olaf Gauslå, Leiv Askvig, Bengt Kjell, Helene Sundt and Mats Väckling) are elected for the time until the next annual shareholders' meeting (item 9).

Ann-Sofie Danielsson

Ann-Sofie Danielsson is a Swedish citizen born 1959. Ann-Sofie Danielsson is Chief Financial Officer since 2007 at the Swedish publicly listed construction and real estate development company NCC AB. Ann-Sofie Danielsson's previous experience includes positions as Finance Director (2003-2007), Group Controller (1999-2003) and Group Accounts Manager (1996-1999) at NCC AB and Group Accounts Manager at Nynäs AB (1993-1995). Ann-Sofie also has a background as Authorised Public Accountant (1984-1992) at Tönnerviksgruppen and KPMG. Ann-Sofie Danielsson is a member of the boards of RNB Retail and Brands AB and Bulten AB.

The nomination committee's proposals under items 2, 7-9 above will as from 27 October 2015 be available at the company's office, Vasagatan 11, 111 20 Stockholm and at the company's webpage, www.pandox.se, and be sent to shareholders that so request and inform the company of their postal address.

Stockholm, October 2015

Pandox Aktiebolag (publ)

The board of directors



FOR MORE INFORMATION, PLEASE CONTACT:

Christian Ringnes, Chairman of the Board, +47 22 33 05 50

Pandox AB (publ) is required to publish this information under the Swedish Securities Market Act and/or Financial Instruments Trading Act. The information was submitted for publication on 27 October 2015 at 08:00 CET.

About Pandox

Pandox is a leading owner of hotel properties in Northern Europe with a focus on sizeable hotels in key leisure and corporate destinations. Pandox's hotel property portfolio comprises 104 hotels with approximately 22,000 hotel rooms across eight countries. Pandox's business is organised into Property management, which comprises hotel properties leased on a long-term basis to market leading regional hotel operators and leading international hotel operators, and Operator activities, which comprises hotel operations executed by Pandox in its owner-occupied hotel properties. Pandox was founded in 1995 and the company's B shares are, as of 18 June 2015, listed on Nasdaq Stockholm. www.pandox.se