

Corporate governance

This corporate governance report is part of the directors' report.

Corporate governance in Opus Group AB 2016

Corporate governance in Opus is based on both external and internal instruments of control.

External instruments of control

External instruments of control include Swedish legislation (in particular, the Swedish Companies Act), the Swedish Corporate Governance Code ("the Code"), and the Stockholm Nasdaq listing requirements as specified in "Rule Book for Issuers".

Swedish Corporate Governance Code

Since July 2, 2013, the Company's shares have been listed for trade on Nasdaq Stockholm, and the Company has applied the Code from this date. Under the principle of "comply or explain", it is possible for the Company to deviate from the Code and choose other solutions deemed to better respond to the circumstances of the individual case, provided that the Company openly reports each such deviation, describes the chosen solution, and states the reason for this.

Internal instruments of control

The most important internal instrument of control is the Articles of Association adopted by the Annual General Meeting. This is followed by the Board's rules of procedure and the Board's instructions to the CEO. In addition, the Board has established a number of policies, guidelines and instructions with binding rules for the entire Group. All policies are reviewed annually.

Annual General Meeting

The shareholders' right to decide on the Company's affairs is exercised at the Annual General Meeting, or, where appropriate, at Extraordinary General Meetings, which is Opus' highest decision-making body.

The Annual General Meeting is usually held in April or May in Gothenburg. The Meeting appoints the members and the Chairman of the Board, elects the auditor, decides whether to approve the parent company's and the consolidated income statement and balance sheet, decides on the distribution of Company profits, decides whether to discharge the Board members and CEO from liability, and decides on director remuneration and auditor fees, etc.

Notice of the Annual General Meeting and of any Extraordinary General Meeting at which amendments to the Articles of Association will be addressed must be given no earlier than six and no later than four weeks before the Meeting. Notice of any other Extraordinary General Meeting must, in respect to companies whose shares are traded on a regulated market, be given no earlier than six weeks and no later than two weeks before the Meeting.

Notice of the General Meeting will be published in the notification medium Post- och Inrikes Tidningar and on the Company's website. Indication that notice has been given will be published in the financial newspaper Dagens Industri.

2016 Annual General Meeting

The last Annual General Meeting took place at Elite Park Avenue Hotel, Kungssportsavenyn 36-38 in Gothenburg on Thursday May 19, 2016. 114 shareholders and proxies were in attendance at the Meeting. These owners represented 108,734,338 shares, equal to 38 percent of the number of shares and votes in the Company. The Annual General Meeting adopted the financial statements for 2015 and discharged the Board and CEO from liability for 2015 management.

The following decisions were made at the Annual General Meeting on May 19, 2016:

- The decision was made for a dividend of SEK 0.10 per share.
- Re-election of board members: Lothar Geilen, Anders Lönnqvist and Heléne Mellquist.
- Election of Katarina Bonde as Chairman of the board. Election of Friedrich Hecker and Anne-Lie Lind as board members. Göran Nordlund and Jan Åke Jonsson chose to decline re-election.
- Election of registered auditing company KMPG AB as auditor, with authorized public account Jan Malm as head auditor.
- The nomination committee's proposal for instructions to the next nomination committee were approved.
- Remuneration to executive officers in accordance with the Board's proposal for guidelines.
- Remuneration to the Board and the Audit Committee as proposed by the nomination committee.
- The AGM decided, in accordance with the Board's proposal, on a new issue of 5,500,000 share options that with deviation from the shareholders preferential rights, are issued to Opus Bima AB, a wholly-owned subsidiary and with the condition that the share options, under the proposed conditions, are to be transferred to executive officers and other employees in the Group.
- The board of directors was authorized, according to the proposal of the board, for the period until the next AGM, to take a resolution on acquisition of own shares on one or more occasions of up to 10 percent of the existing share capital. The board of directors was also authorized to take a resolution to transfer own shares that the company holds at the time of the transfer decision.
- The Board was, in accordance with the Board's proposal, authorized to decide on the issue of new shares of up to 10 percent of the existing share capital with or without deviation from the shareholders' preferential rights. An issue with deviation from the shareholders' preferential rights may take place in connection with the financing of both acquisitions and expansion into new markets or new business areas that require significant investment.

The full minutes from the 2016 Annual General Meeting are available at www.opus.se.

For the 2017 Annual General Meeting

Opus' 2017 Annual General Meeting will be held Monday, May 15, 2017 in Gothenburg.

For information on the Annual General Meeting, see page 33.

Nomination committee

Opus' nomination committee is tasked with submitting proposals to the AGM regarding the number of Board members to be elected by the meeting, Board and auditor remuneration, any remuneration for committee work, the composition of the Board, Board chair, Chairman of the AGM, decisions on election nominations and election of auditors.

The nomination committee shall consist of at least five members and shall be appointed after the Chairman of the Board has identified the number of votes held by the four largest shareholders in Opus Group AB. The identification shall be based on the share register and nominee list administrated by Euroclear Sweden AB, and shall refer to those registered in their own name or as part of an ownership group as of September 30.

The Chairman of the Board shall then, as soon as reasonably possible and in an appropriate manner, contact the four identified shareholders and request that they, in writing and within a reasonable amount of time (which shall not exceed 30 days), name the person that the shareholder would like to appoint as a member of the nomination committee.

The composition of the nomination committee for the 2016 Annual General Meeting is presented in the table below. The nomination committee has met five times in preparation for the 2017 Annual General Meeting. No remuneration has been paid for work in the nomination committee. To satisfy the requirement of the Code that a majority of nomination committee members must be independent of the Company and its management, Lothar Geilen appointed Carl Schneider to represent his votes.

Composition of the nomination committee

Name	Representing	Percentage of votes as of September 30, 2016
Jörgen Hentschel	AB Kommandoran	14.5%
Carl Schneider	Lothar Geilen	6.8%
Martin Jonasson	Second Swedish National Pension Fund – AP2	6.4%
Jimmy Tillotson	RWC	5.9%
Katarina Bonde	In her role as Chairman of the Board	0.0%

The Board and its work

Under the Articles of Association, the Opus Board shall consist of no fewer than four and no more than six members, with maximum five deputy members. The Opus Board consists of six members. Board members are appointed for maximum of one year at a time.

Since April 1, 2017, Lothar Geilen is the Company's CEO. He is also a member of the Board until the Annual General Meeting, when he is resigning his board position. In their proposal to the Annual General Meeting, the nomination committee proposes that Magnus Greko takes over Lothar Geilen's position on the Board. According to the Swedish Corporate Governance Code, a majority of the elected board members must be independent of the Company and its

management. Board member Lothar Geilen is CEO of Opus and therefore cannot be considered independent of the Company and its management in accordance with the Code. Other board members are independent of the Company, its management, and its major shareholders.

Board responsibilities include being responsible for the company's organization and management of the company's affairs, ensuring that the company's organization is structured so that the accounting, cash management and the company's financial condition in general can be controlled in a satisfactory manner and that it is continuously possible to assess the financial situation of the company and the Group. The Board is accountable to shareholders for the organization and management of the company.

The Board shall establish rules of procedure for the Board and instructions to the CEO. The Board also decides on changes to the adopted rules of procedure for the Board and the instructions to the CEO.

In 2016, the Board has addressed issues related to various investments, operations, financing, and other routine accounting and corporate law issues.

According to the current rules of procedure, after the post-election meeting following the Annual General Meeting, the Board shall meet on at least five scheduled occasions during the financial year.

In 2016, the Board met 19 times, including the post-election meeting. Attendance at these board meetings has been very high.

Board meeting attendance 2016

Board member	Number of meetings
Göran Nordlund (resigned Maj 19, 2016)	6
Jan Åke Jonsson (resigned May 19, 2016)	6
Katarina Bonde (elected May 19, 2016)	13
Lothar Geilen	18
Anders Lönnqvist	17
Heléne Mellquist	15
Anne-Lie Lind (elected May 19, 2016)	12
Friedrich Hecker (elected May 19, 2016)	13

Evaluation of the Board's work

The Chairman of the Board is responsible for evaluating the Board's work. In 2016, the Chairman held individual meetings with all board members and both surveys and individual interviews were conducted with the members. The results were presented and discussed among the Board and the nomination committee. The evaluation focused on Board work in general, and on the efforts of individual members, including the Chairman and the CEO.

Board committees

The Board has established two committees – the remuneration committee and the audit committee.

Remuneration committee

The remuneration committee shall prepare matters related to remuneration and other employment terms for the Company CEO and executive officers. It consists of Katarina Bonde and Anders Lönnqvist. The remuneration committee's tasks include in particular preparing issues related to remuneration principles and other terms of employment for company management before the Board makes a decision, and following and evaluating ongoing and completed programs for variable remuneration to company management.

The committee shall also monitor and evaluate application of the guidelines for remuneration to executive officers that the Annual General Meeting, by law, shall decide on, as well as the remuneration structures and remuneration levels in force at the Company. The remuneration committee's rules of procedure are available in their entirety on the Company's website. The remuneration committee met once in 2016, at which time issues related to bonus models, bonus outcomes, and remuneration guidelines for executive officers were discussed. No remuneration has been paid for work in the remuneration committee.

Audit committee

The audit committee shall be responsible for preparing the Board's work with quality assurance of the Company's financial reporting, internal control, and risk management. In addition, the audit committee shall stay abreast of information related to auditing of the annual report and the consolidated financial statements, meet with the Company auditor on a regular basis, examine the auditor's impartiality, evaluate the audit work, and assist and make recommendations to the nomination committee in determining who to propose as auditor and remuneration to said auditor. The Opus audit committee consists of Heléne Mellquist (Chairman) and Anne-Lie Lind.

The committee met five times during the year, with the auditors participating in three of these meetings. The auditors have also participated in one Board meeting to present their review. Issues related to the annual and quarterly financial statements, the auditors' review, risk management, and internal control were discussed during the year. A total of SEK 122,000 was paid for work in the audit committee in 2016.

Auditors

One or two auditors, with or without deputy auditors, are appointed each year at the Annual General Meeting for the purposes of reviewing the Company's annual report and financial statements, and the management work of the Board and the CEO. At the 2016 Annual General Meeting, KPMG AB was chosen as the Company's external auditors until the 2017 Annual General Meeting. Jan Malm was appointed head auditor. The auditors report to the audit committee, and meet with the Company Board without the presence of the CEO or any other member of the company management on at least one occasion per year. The auditor shall be paid regularly during their mandate period after receipt of an approved invoice. For more information on fees, see Note 6.

CEO

As of April 1, 2017, the CEO of the Company is Lothar Geilen. The CEO is responsible to the Board and shall manage and develop the Company. The CEO is responsible for the daily management of the Company's affairs and shall make the decisions required for the development of operations within the limitations set by the Companies Act; the business plan, budget and instructions to the CEO adopted by the Board; as well as any other guidelines and instructions provided by the Board. The CEO shall take the measures necessary to ensure that the Company's accounting is in full compliance with the law, and that financial management is handled in a satisfactory manner. The CEO and the Board of Directors of Opus have drawn up instructions regarding the CEO's work tasks and reporting duties. The instructions to the CEO are defined annually at the board meeting immediately following the Annual General Meeting.

Executive Vice President

As of April 1, 2016, the Executive Vice President of the Company is Linus Brandt, who also serves as CFO of Opus. The instructions to the CEO also apply to the Executive Vice President in instances when he is serving as acting CEO.

Remuneration*Guidelines for remuneration to executive officers*

The Annual General Meeting 2016 decided on the following guidelines for remuneration to executive officers. Remuneration to executive officers must be consistent with prevailing market rates. The remuneration is made up of a fixed part and a variable part. The fixed part is made up of salary, pension contributions and other benefits, such as company cars. The variable part refers to bonuses and must be based on profits or other, preset, measurable objectives. The variable part shall in principle be capped and shall not exceed 30 percent of the fixed remuneration. Pension terms shall be consistent with prevailing market rates, and as a rule shall be premium based. The pension terms of company management are in line with other employees within the Group. The Company pays premiums for occupational pension insurance for other executive officers at agreed amounts or according to local agreements in Sweden. No severance pay shall be paid to executive officers. The CEO of Opus Group AB Lothar Geilen is currently employed under a three-year contract, which expires on December 31, 2017. A new contract is currently under preparation.

Other executive officers have at most a twelve-month notice period. Issues related to remuneration to company management shall be addressed by the remuneration committee, and reported to and decided on by the Board. The Board is entitled to deviate from the guidelines if special circumstances exist. Prior to the Annual General Meeting 2017, no changes are proposed to the principles for remuneration and other employment conditions of the company management.

For further information regarding remuneration to Group management, see Note 7.

Incentive program

The Company's Board of Directors is convinced that the incentive program benefits both the employees eligible for the incentive program and the Company shareholders, and that it contributes to the Company's ability to recruit and retain skilled employees since it gives employees the opportunity to take advantage of the Company's growth in value, maintains confidence in the Company, and increases the value of the share. The incentive program is also expected to increase the commitment and motivation of program participants, and helps form a closer tie between those eligible for the program and Opus.

Opus has one outstanding option program for executive officers and other employees of the Company. Upon full exercise of Opus' option program, the dilution effect is maximum 5,500,000 shares or 1.9 percent of the share capital and number of votes.

In February 2017, Opus Group AB completed the redemption of the stock option program 2013:1. A total of 1,606,287 new shares were subscribed. 411,320 new shares were subscribed through exercise and the rest through a procedure where Opus repurchased stock options from the employees and where the proceeds were used to subscribe for new shares. Total number of outstanding shares after the stock option redemption amounts to 290,318,246. Opus Group AB received approximately SEK 850 thousand net in connection with the redemption of the stock options adjusted for costs related to repurchase of stock options. The dilution effect was 0.55 percent compared to 2.00 percent if all the stock options had been fully exercised. The procedure of the repurchase of the stock options thereby resulted in less dilution for Opus Group AB's shareholders. The stock options that were repurchased by the company and those that were not exercised have expired and will not result in any dilution.

For more information on the option program, see Note 7.

Internal control

The Board's responsibility for internal control is regulated in the Swedish Companies Act and in the Code, which contains requirements for annual external communication of information on how internal control related to financial reporting is organized. Opus' internal controls are designed to provide reasonable assurance that the Company's assets are protected, and that the financial reporting is reliable in accordance with generally accepted accounting principles, laws, and ordinances. The Board of Directors and CEO have overall responsibility for internal control in relation to financial reporting. The Board has adopted written rules of procedure that, among other things, establishes procedures for the Board's work and for its control of the management of Company affairs, and that defines the distribution of tasks and responsibilities between the Board and the CEO, and between the Board and its committees.

The Board has also appointed an audit committee, whose responsibilities include overseeing the financial reporting, the internal control and the external audit. Opus has

adopted guidelines and procedures relating to financial reporting, a finance policy, and an accounting manual that includes accounting principles, reporting procedures, and more. Through set authorization principles, levels and rules for approval of transactions within the Company and with external parties have been defined.

The audit committee and the Board also engage in discussions with the external auditor for purposes such as uncovering deficiencies in the financial reporting and/or the internal control.

Financial reporting and follow-up

In accordance with applicable law and stock exchange rules, as well as other regulations applicable at the respective time, the Company strives to regularly provide accurate, reliable, and current financial information. The financial information is published regularly in the form of quarterly reports, annual reports, and press releases containing news and significant events that could affect the share price.

Each month, the various segments of the Group create a report presenting the development in the Group and submits it to Group management. The report includes an income statement report with comments on the monthly results and on the aggregated results, and a comparison against budget and the corresponding period of the previous year. A monthly report to the Board is prepared by the Company's CFO, who is also ultimately responsible for the consolidation of the monthly reports.

Diversity policy

Opus, the nomination committee and the Annual General Meeting will promote diversity at its appointment of board members. Differences, equality and diversity is not an end in itself. It is the ability to take advantage of different experiences and skills that make diversity a success factor for sustainable improvement in the profitability and make the company a continued attractive employer.

All members, regardless of ethnicity, gender, religion or belief, age, sexual orientation or disability must have equal opportunities when it comes to selection and appointment. Working conditions and other conditions shall be designed to ensure that they aim to provide equal opportunities and make it easier for all board members to combine work, personal life and parenthood. Laws and contracts are the minimum levels of equality and diversity in the company.

In terms of the composition of the board's diversity policy, and on the objectives of this, the company has applied what is written in paragraph 4.1 of the Code, which has resulted in the nomination committee's proposal to the AGM regarding election of the Board.