

# The Nomination Committee's proposals for the AGM of Opus Group AB (publ) on the May 21, 2015

The Nomination Committee for the 2015 Annual General Meeting comprises Martin Jonasson (representing AP2), Chairman, Jörgen Hentschel (representing AB Kommandoran), Johannes Wingborg (representing Länsförsäkringar Funds), Lothar Geilen (representing Loradmata Invest LLC) and Göran Nordlund (as Chairman of the Board). The members of the Committee represented approximately 28.7 % of the votes of all shares in Opus Group AB on December 31, 2014. The Nomination Committee proposes the 2014 Annual General Meeting resolves as follows:

## **Chairman of the Annual General Meeting**

The Nomination Committee proposes Anders Strid, attorney at the law firm Vinge in Gothenburg, to be elected Chairman of the Annual General Meeting 2015.

## **Number of Directors elected by the Annual General Meeting**

According to the articles of association, the Board shall consist of no fewer than four and no more than six Directors, with no more than five Deputy Directors. The Nomination Committee proposes that the number of Directors elected by the Annual General Meeting remains at 5 and that no Deputy Directors be elected.

## **Fees payable to non-employed Board members elected by the Annual General Meeting and to non-employed members of the Committees of the Board**

The Nomination Committee proposes fees to non-employed Board members elected by the Annual General Meeting remain unchanged from the current year and thus to be paid as follows:

- SEK 400,000 to the Chairman of the Board of Directors; and
- SEK 175,000 each to other non-employed Board members.

The Nomination Committee proposes that the remuneration paid for work on the Audit Committee, if the Board decides to establish such a committee, amounts to SEK 120,000, of which SEK 70,000 shall be distributed to the Chairman of the Audit Committee and SEK 50,000 to the second member of the Audit Committee. The Nomination Committee further proposes that no fees be paid for any other committee work.

## **Board members nominated for election by the Annual General Meeting**

The Nomination Committee proposes re-election of the following Board members Göran Nordlund, Lothar Geilen, Anders Lönnqvist and Jan Åke Jonsson and election of Helene Mellquist. The Nomination Committee proposes re-election of Göran Nordlund as Chairman of the Board. Eva-Lotta Kraft has announced that she will not stand for re-election. The Nomination Committee would like to thank Eva-Lotta for her efforts in the Board work.

## **Information about all proposed members to Opus Group AB's Board of Directors**

For presentation of the proposed members, please see [Appendix 1](#).

## **Motivated statement regarding the proposal of the Nomination Committee for the Board of Directors and remuneration to Directors**

As a basis for its proposal, the Nomination Committee has taken into account the outcome of an evaluation of the work of the board performed and reported to the Nomination Committee. The Nomination Committee has thoroughly discussed the requirements regarding qualifications, experience and background that are needed in the Board of Opus Group AB considering *inter alia* the strategic development, management and control of the Company. The Nomination Committee also considered matters of independence within the Board as well as the appropriateness in terms of the size of the Board.

The Nomination Committee considers efficiency in the Board's work to be of vital importance to Opus Group AB. In view hereof, and considering the current size of the Opus Group, the Nomination Committee has concluded that the size of the Board should remain unchanged.

The Nomination Committee has, based on the information they have taken note of in connection with the Board evaluation and interviews of members, found that the current Board is functioning well and possess the skills and experience required. The member Eva-Lotta Kraft has announced that she will not stand for re-election. Therefore, the Nomination Committee proposes a new candidate to the Board. The Nomination Committee believes that the proposed candidate's skills and experience are important to the company and that she will be an important addition to the Board and its work.

With regard to the Company's operations, phase of development and other relevant circumstances, it is the opinion of the Nomination Committee that the proposed Board has an appropriate composition, by collectively possessing the breadth in terms of skills, experience and background as well as representing the diversity that the company's business requires. However, the Nomination Committee strives for more balanced gender in the Board. Such a change would be positive and valuable to the Board's continued development. The Nomination Committee's intends to continue this work and promote such a change. When assessing the independence of the proposed Board Members, the Nomination Committee found that the proposed composition of the Board of Opus Group AB complies with the independence requirements as set forth in NASDAQ Stockholm's Rule Book for Issuers and the Swedish Code of Corporate Governance.

The Nomination Committee furthermore evaluated the amount of remuneration for the Board of Directors and for committee work. The Company's operations have been extended and revenues have grown dramatically, inter alia through the acquisition of Envirotec Corp. in February 2014 and the acquisition of Drew Technologies in March 2015. The Nomination Committee's proposal for Directors' fees is based on criteria relating to responsibility, tasks and duties and required qualifications for members of Opus Board as well as prevailing levels of remuneration in similar companies. Fees are proposed to be left unchanged following the increases made in recent years in light of the company's operations.

### **Details of how the Nomination Committee conducted its work**

According to the principles established by the AGM the Nomination Committee shall consist of the four largest shareholders in Opus in terms of voting rights at the end of September and by the Chairman. The Nomination Committee of the Company has therefore consisted of the following members before the AGM 2015.

Martin Jonasson (representing the Second National Swedish Pension Fund, Jörgen Hentschel (representing AB Kommandoran), Johannes Wingborg (representing Länsförsäkringar Funds), Lothar Geilen (representing himself) and Göran Nordlund (as Chairman).

The Nomination Committee held five official meetings prior to the AGM in 2015 and a number of interview meetings with the current members. These meetings have mainly been devoted to discuss the evaluation of the Board, the Board's composition, continuity versus innovation and board fees. The Nomination Committee has also discussed other matters that concern the Nomination Committee and formulated proposals for these in accordance with what is being proposed at the AGM.

In addition to official meetings, the Nomination Committee has conducted interviews with the members of the board of directors and has interviewed a number of candidates in the process of recruiting a new board member.

### **Proposal of the instructions for the Nomination Committee of Opus Group AB**

The Nomination Committee proposes to the AGM to decide on principles for appointing the Nomination Committee as follows. These are identical to last year.

The Nomination Committee shall consist of not fewer than five and no more than six members, one of whom shall be the Chairman. The other members shall be appointed by the four largest shareholders in the company measured by voting power on September 30. If a shareholder abstains from appointing a

member the right to appoint a member shall transfer to the subsequent largest shareholder by voting power.

The Company shall disclose the composition of the Nomination Committee by a press release and on the company's website.

The majority of the members of the Nomination Committee shall be independent of the company and its executive management. At least one member of the Nomination Committee shall be independent of the company's largest shareholder in terms of votes or any group of shareholders that act in concert in the governance of the company.

No compensation shall be paid to the members of the Nomination Committee.

### **Election of auditors**

The Nomination Committee proposes that the registered public accounting KPMG AB be elected to act as auditor until the end of the Annual General Meeting in 2016, with Jan Malm as Authorised Public Accountant.

### **Auditor fees**

As in previous years, the Nomination Committee proposes, that the Auditor fees be paid against approved account.

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Gothenburg in April 2015  
THE NOMINATION COMMITTEE OF  
OPUS GROUP AB

## **Appendix 1. The Nomination Committee's information on the proposed members of the Board of Directors of Opus Group AB**

### **Chairman, re-election:**

#### ***Göran Nordlund***

Born in 1958. Board member since 2002, Chairman of the Board since 2004. Chief Executive Officer of his own company, Fore C Investment AB.

*Experience:* Several years of experience as an entrepreneur, including within the telecommunications industry, and active owner and board member in a number of companies within a wide range of industries. Nordlund has previously been a board member in Viking Telecom AB (publ), listed on the Stockholm Stock Exchange, a company which Nordlund co-founded.

*Current assignments:* CEO and board member of his own companies Fore C Investment AB, Fore C Investment Holding AB, and Fore C Fund Management AB. Chairman of Hexatronic Scandinavia AB (publ), Aktiebolaget Ebeco AB, Transtema Group AB (publ), and Silverbullet Film AB. Board member of West International AB (publ), Amago Capital AB, and Partner Fondkommission AB. Also board member and CEO of his own company Fore C Investment AB and its subsidiaries and member of subsidiaries of the above-mentioned companies.

*Education:* M.Sc. in Electrical Engineering from Chalmers University of Technology and studies in Business Administration at University of Gothenburg.

*Share holdings in Opus Group AB:* 2,127,309 (privately and through companies).

*Share options in Opus Group AB: 0.*

Independent of the company, its management and major shareholders.

### **Members, re-election:**

#### ***Lothar Geilen***

Born in 1961. Board member since 2008. Division Manager Vehicle Inspection in the Opus Group.

*Experience:* CEO of Opus Inspection, Inc. since 2008; CEO of Opus US Inc. since 2008; President of subsidiary Systech International, LLC (USA) since 2000; CEO of Sensors, Inc. (USA) 1997-2000; managing member of TriLen LLC and Managing Director of Sensors Europe (Germany) 1987–1997.

*Current assignments:* Board member in Opus Bilprovning AB, Systech Sweden AB and Opus Inspection (Pvt) Ltd. Managing Member for Loradmata Invest LLC, WLC Properties, LLC and Contextuads, LLC. Vice Chairman in Marina 45 DS, Inc.

*Education:* Dipl.-Kfm. (German equivalent to MBA) at Ludwig-Maximilian University, Munich, Germany.

*Shareholding in Opus Group AB:* 17,660,712 (privately and through company).

*Number of share options in Opus Group AB:* 55,813 (Share option program 2012:1).

Dependent of the company and its management. Independent to the company's major shareholders.

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#### ***Jan-Åke Jonsson***

Born in 1951. Board members since 2012.

*Experience:* Former CEO Saab Automobile AB and operative management positions at Saab Automobile and General Motors.

*Other assignments:* Chairman of AB 4xJons, Polstiernan Industri AB, Västkustens Affärsänglar AB and Datachassi DC AB. Board member of Castellum AB and Stiftelsen Jönköpings Högskola.

*Education:* Data Processing and Business Administration at Högre Tekniska Läroverket i Linköping and Uppsala University.

*Shareholding in Opus Group AB:* 42,307 (privately and through family business AB 4xJons).

*Number of share options in Opus Group AB:* 0.

Independent of the company, its management and major shareholders.

#### ***Anders Lönnqvist***

Born in 1958. Board members since 2012.

*Experience:* Chairman and owner of Servisen Group AB. Solid international experience from investment companies and other listed companies, including company acquisition, management and strategy issues.

*Other assignments:* Chairman of Stronghold Invest AB. Board member of Northern Light Management AB, Newsec AB, Servisen Group AB, SSRS Holding AB, SSRS Fastighets AB, WeSC AB, and AB Novestra.

*Education:* Economic Studies, Stockholm University.

*Shareholding in Opus Group AB:* 239,075 (including family and through companies).

*Number of share options in Opus: 0.*

Independent of the company, its management and major shareholders.

### **Members, to be elected:**

#### ***Heléne Mellquist***

Born in 1964.

*Experience:* CEO of TransAtlantic AB. Former CFO of Rederi AB TransAtlantic and Volvo Trucks' International division. In addition, a number of senior positions within the Volvo Group. Former Vice President of the International Division of Volvo Trucks Corporation. Solid international experience from strategy, change management, commercial activities, business intelligence and finance.

*Other assignments:* Chairman and member in several of the boards of the subsidiaries of TransAtlantic AB, board member in Swedish Shipowners' Association and board member in Partnertech.

*Education:* Bachelor in International Business Administration at Gothenburg University. Executive Program IFL Stockholm School of Economics.

*Shareholding in Opus Group AB: 0.*

*Number of share options in Opus: 0.*

Independent of the company, its management and major shareholders.

Note. The number of shares and share options reflects the situation as of December 31, 2014 and includes holdings by related natural or legal persons.