

The Nomination Committee's proposals for the AGM of Opus Group AB (publ) on the May 22, 2014

The Nomination Committee for the 2014 Annual General Meeting comprises Martin Jonasson (representing AP2), Chairman, Jörgen Hentschel (representing AB Kommandoran), Bengt Belfrage (representing Nordea Funds), Lothar Geilen (representing himself) and Göran Nordlund (as Chairman of the Board). The members of the Committee represented approximately 33.8 % of the votes of all shares in Opus Group AB on December 31, 2013. 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 2014.

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 five 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 to be paid as follows:

- SEK 400,000 to the Chairman of the Board of Directors (previously SEK 350,000); and
- SEK 175,000 each to other non-employed Board members (previously SEK 140,000).

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 100,000, of which SEK 60,000 shall be distributed to the Chairman of the Audit Committee and SEK 40,000 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, Eva-Lotta Kraft, Anders Lönnqvist and Jan Åke Jonsson. The Nomination Committee proposes re-election of Göran Nordlund as Chairman of the Board.

Motivated statement regarding the proposal of the Nomination Committee for the Board of Directors

The Nomination Committee has held four formal meetings in preparation of the AGM 2014 as well as a number of interview meetings with the current 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.

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. 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 OMX 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, through the acquisition of one third of AB Svensk Bilprovning in November 2012 and the acquisition of Envirotec Corp. in February 2014. 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 the market.

Information on all members proposed for the Board of Directors of Opus Group AB

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

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 Nominating Committee as follows. These are identical to last year.

The Nominating 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 2015, 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.

Gothenburg in April 2014
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: Chairman of the Board in Online Brands Nordic AB (publ), Hexatronic Scandinavia AB (publ) and Silverbullet Film AB. Board member in Amago Capital AB (publ), West International AB (publ) and Partner Fondkommission AB. In addition, board member and CEO in his own company Fore C Investment AB and its subsidiaries and board member in subsidiaries in the aforementioned 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: 5,127,309 (privately and via Fore C Investment sprl).

Share options in Opus Group AB: 0. Independent of the Company, its management and major shareholders.

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: President of Opus Inspection, Inc. (USA) since 2000; President of Sensors, Inc. (USA) 1997-2000, managing member for TriLen LLC and Managing Director for Sensors Europe (Germany) 1987-1997.

Current assignments: Board member of Opus Bilprovning AB; Managing Member of Nextennis, LLC, WLC Properties, LLC, Member of Contextuads, LLC; vice chairman of Marina 45 DS, Inc.

Education: Dipl.-Kfm. at Ludwig-Maximilian University in Munich, Germany.

Shareholding in Opus Group AB: 20,512,421

Number of share options in Opus Group AB: 54,349 (Share option program 2011:1), 54,349 (Share option program 2012:1).

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

Eva-Lotta Kraft

Born in 1951. Board member since 2011.

Experience: Department Manager Strategy and Marketing at the Swedish Defense Research Agency (FOI) during the period 2004-2007, Division Manager/Vice President in Siemens-Element AB 2000-2004 and executive positions within Alfa Laval AB 1989-2000.

Other assignments: Board member in NIBE Industrier AB, Boule Diagnostics AB, XANO Industri AB and Eva-Lotta Kraft Affärskonsult AB.

Education: M.Sc. in Chemical Engineering from KTH Royal Institute of Technology and MBA from Uppsala University.

Shareholding in Opus Group AB: 5,000 (including family and through companies).

Number of share options in Opus Group AB: 0.

Independent of the company, its management and major shareholders.

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 the Board in AB 4xJons, Polstiernan Industri AB, Bythjul Norden AB, Västkustens Affärsänglar AB and Datachassi DC AB. Board member in 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: 30,000 (including family and through companies).

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 of the Board in and owner of the investment company Servisen. Solid international experience from investment companies and other listed companies, including company acquisitions, management and strategy issues.

Other assignments: Chairman of the Board in Stronghold Invest AB (Newsec AB). Board member in Servisen Group AB and its subsidiaries, SSRS Holding AB (Elite Hotels of Sweden AB), Northern Light Management AB, AB Novestra and Novago Capital AB. Deputy board member in Winner Media AB, AB Kunzit and Twingly AB.

Education: Economic Studies, Stockholm University.

Shareholding in Opus Group AB: 150,000 (including family and through companies).

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, 2013 and includes holdings by related natural or legal persons.