

The Nomination Committee's proposals and reasoned opinion for the AGM of Opus Group AB (publ) on the May 15, 2017

The Nomination Committee for the 2017 Annual General Meeting comprises Martin Jonasson (representing AP2), Chairman, Jörgen Hentschel (representing AB Kommandoran), Carl Schneider (representing Lothar Geilen), Jimmy Tillotson (representing RWC) and Katarina Bonde (as Chairman of the Board). The members of the Nomination Committee represented approximately 34.3 % of the votes of all shares in Opus Group AB on December 31, 2016.

The Nomination Committee proposes that the 2017 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 2017.

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 shall be 6 and that no Deputy Directors shall be elected.

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.

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 that fees to non-employed Board members elected by the Annual General Meeting shall be paid as follows:

- SEK 480,000 to the Chairman of the Board of Directors (previously 420,000); and
- SEK 220,000 each to other non-employed Board members (previously 185,000).

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 147,000, of which SEK 85,000 shall be distributed to the Chairman of the Audit Committee and SEK 62,000 to the second member of the Audit Committee. The Nomination Committee further proposes that no fees shall 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 Anders Lönnqvist, Friedrich Hecker and Anne-Lie Lind and election of Magnus Greko and Ödgård Andersson. The Nomination Committee proposes re-election of Katarina Bonde as Chairman of the Board. Heléne Mellquist has declared that she is not at disposal for re-election. Lothar Geilen has decided to leave the board as he is the CEO of Opus Group AB as per April 1, 2017.

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 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. However, the board member Heléne Mellquist has announced that she will not stand for re-election. Lothar Geilen has decided to leave the board as he is the CEO of Opus Group AB as per April 1, 2017. Therefore, the Nomination Committee proposes two new candidates to the Board. The Nomination Committee believes that the proposed candidates' skills and experience are important to the company and that they 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. The Nomination Committee strives for good gender balance of the Board and the new proposed Board consists of 50 percent women. A good gender balance is positive and valuable to the Board's continued development. 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 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.

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 2017.

Martin Jonasson (representing the Second National Swedish Pension Fund, Jörgen Hentschel (representing AB Kommandoran), Carl Schneider (representing Lothar Geilen), Jimmy Tillotson (representing RWC) and Katarina Bonde (as Chairman).

The Nomination Committee held five recorded meetings prior to the AGM in 2017 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.

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

Proposal of the instructions for the Nomination Committee and principles for appointing the Nomination Committee of Opus Group AB

Proposal for the Nomination Committee has been published on Opus Group's website in connection with the publication of the notice to the AGM. The Nomination Committee proposes to the AGM to decide on principles for appointing the Nomination Committee according to appendix 2 and mainly as follows. These have been clarified compared to the previous year but the principles remain.

The nomination committee shall consist of at least five members - the four largest shareholders, as per the last business day of the bank in September, shall be offered to each appoint a member of the nomination committee, and in addition the chairman of the board shall be a member. Should one or several of the four largest shareholders refrain from appointing a member of the nomination committee, or should a shareholder assign a member of the nomination committee appointed by another shareholder, the chairman of the board shall pass on the right to appoint a member to other larger shareholders. In such case the right to appoint a member shall be passed on to the subsequent largest shareholders in descending order (i.e. first to the fifth largest shareholder, thereafter to the sixth largest and so on). The right to appoint a member shall be passed on until all five members of the nomination committee have been appointed, including the chairman of the board. The member representing the largest shareholder or shareholders by votes at the time of the formation of the nomination committee, excluding the chairman of the board, shall be the chairman of the nomination committee, unless the nomination committee by unanimous vote decides to appoint another member chairman of the nomination committee.

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 shall be elected to act as auditor until the Annual General Meeting in 2017, 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 2017
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:

Katarina Bonde

Born in 1958. Chairman since 2016.

Experience: CEO of UniSite Software Inc. 2000 – 2004, CEO of Captura International 1997 – 2000, Managing Director Marketing Dun & Bradstreet Software Inc 1996 – 1996, VP Sales and Marketing, Timeline Software Inc. 1994 – 1995, Managing Director Marketing Dun & Bradstreet Software Inc, CEO of Programator Industri AB 1989 – 1992. Senior board professional with solid international experience from mid and small cap companies the technology sector.

Current assignments: Founder and Managing Director of the management consultancy company Kubi LLC. Chairman of the board in Propellerhead AB. Board member in Fingerprint Cards AB, Micro Systemations AB, Nordax Bank AB, Avega Group AB, Aptilo Networks AB and Mycronic AB.

Education: Master of Science in Technology at KTH Royal Institute of Technology and studies in Business and Economics at the University of Stockholm.

Shareholding in Opus Group AB: 40,000.

Number of share options in Opus Group AB: 0.

Independent of the company, its management and major shareholders.

Members:

Anders Lönnqvist

Born in 1958. Board members since 2012.

Experience: Chairman of the board and owner of Servisen and has extensive international experience in the financial industry, including business acquisitions, management and strategy issues, etc. Anders currently works on several corporate boards including Strax AB (member) and Novago Capital AB (Chairman), Stronghold Invest AB (Chairman), as well as SSRS Holding AB (member).

Current 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, Strax AB, Rentals United AB and Novago Capital AB.

Education: Economic Studies, Stockholm University.

Shareholding in Opus Group AB: 1,151,616 (including family and through companies).

Number of share options in Opus Group AB: 0.

Independent of the company, its management and major shareholders.

Friedrich Hecker

Born in 1962. Board member since 2016.

Experience: CEO and Managing Director of ROSEN Swiss AG (Switzerland) 2012 – 2015, Friedrich Hecker Consulting 2011 – 2012, CEO in TÜV Rheinland AG (Germany) 2010 – 2011, COO in TÜV Rheinland AG 2009 – 2010, member of the executive board in TÜV Rheinland AG 2009 – 2011, Executive Vice President Industrial Services and board member in SGS SA (Switzerland) 2003 – 2009,

Chief Operating Officer and board member in SGS SA 2002 – 2003, Managing Director in TÜV SÜD Bau und Betrieb GmbH (Germany) 2001 – 2002. Solid international experience from senior positions in the TIC industry (Testing, Inspection, Certification).

Current assignments: Senior Advisor to COBEP S.A., member of the board in Underwriters Laboratory (UL) Inc and Vice President of OIER, Organization For International Economic Relations.

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

Shareholding in Opus Group AB: 0.

Number of share options in Opus Group AB: 0.

Independent of the company, its management and major shareholders.

Anne-Lie Lind

Born in 1971. Board member since 2016.

Experience: CEO in AkkaFRAKT 2015 – 2016, Business Unit Director SKF Logistics Services 2011 – 2015, Business Unit Manager Engineering SKF Sverige AB 2010 – 2011, Sales Manager ID Sales Nordic, SKF Sverige AB 2006 – 2010, Production Manager SKF Sverige AB 2004 – 2006, Production Manager Tetra Pak Stålvall AB 2002 – 2004. Solid international experience from managing larger and smaller companies from senior positions.

Current assignments: Chairman of the board i AkkaFRAKT, board member in Bulten AB. Vice President Camfil Power Systems Europe & Middle East.

Education: Master of Science in Mechanical Engineering from Chalmers University of Technology. Executive MBA from Göteborgs Universitet.

Shareholding in Opus Group AB: 40,000.

Number of share options in Opus Group AB: 0.

Independent of the company, its management and major shareholders.

Members, to be elected:

Ödgård Andersson

Born in 1972.

Experience: VP Product Development Unit Packet Core at Ericsson 2011 – 2016. Prior to that several different management and director positions in Ericsson radio & fiber network R&D 2000-2011. Designer Ericsson radio base stations 1997-2000.

Current assignments: Vice President Software and Electronics at Volvo Car Group. Responsible for 1500 engineers who develop software and electronics in collaboration with suppliers/partners, including in car electronics, infotainment systems, connectivity, autonomous drive and active safety.

Education: Master of Science in Engineering from Chalmers University of Technology.

Shareholding in Opus Group AB: 0.

Number of share options in Opus Group AB: 0.

Independent of the company, its management and major shareholders.

Magnus Greko

Born in 1963. VP Strategic Business Development.

Experience: Founded the company that today is Opus Group AB in 1990 together with the Company's former Vice President, Jörgen Hentschel. Active in the industry since 1984. CEO in Opus Group AB 2006 – 2017.

Current assignments: Board member of AB Kommandoran, Opus Bima AB and Dalfrid Invest AB. Chairman of Systech Sweden AB, Opus Bilprovning AB and Gothia Yachting & Charter AB. Director in Opus Inspection Inc, Opus Inspection (Pvt) Ltd. and Trilen Inc.

Education: Graduate in engineering from Polhemsgymnasiet in Gothenburg.

Shareholding in Opus Group AB: 21,447,542 shares privately and through AB Kommandoran, which is owned equally by Magnus Greko and Jörgen Hentschel.

Number of share options in Opus Group AB: 0.

Not independent of the Company, its management and major shareholders.

Note. The number of shares and share options reflects the situation as of December 31, 2016 and includes holdings by related natural or legal persons.