

*This is an English translation of the Swedish original. In the event of any discrepancy between this translation and the Swedish original, the Swedish original shall prevail.*

## **The board of directors of Opus Group AB (publ) proposal in accordance with chapter 19 § 28 in the companies act to take a resolution to authorize the board of directors to acquire and transfer own shares**

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The board of directors of Opus Group AB (publ) proposes that the AGM shall take a resolution to authorize the board of directors, to resolve on acquisition of own shares on one or more occasions. The board of directors also proposes that the AGM take a resolution to authorize the board of directors, prior to the next AGM, to transfer the own shares that the company holds at the time of the transfer decision. The following terms shall apply.

Acquisition of own shares may amount to a maximum corresponding to one tenth of the number of shares issued in the company.

The repurchase shall be carried out through either an acquisition offer directed to all shareholders, or on Nasdaq Stockholm. Repurchase on Nasdaq Stockholm shall be at a price which corresponds to the registered stock exchange price interval (spread) at any given time. Repurchase through an acquisition offer directed to all shareholders can only be done against payment in cash and the acquisition shall be made at a rate corresponding with the registered price interval (spread) at any given time with a maximum divergence of 30 % up.

The purpose of the repurchase of own shares is to align the company's capital structure, give added value to the shareholders and to be able to transfer shares in conjunction with the financing of company acquisitions.

Transfer of own shares may be carried out on Nasdaq Stockholm at a price corresponding with the registered price interval (spread) at any given time. Transfer of shares may also be carried out outside Nasdaq Stockholm, with or without deviation from the shareholders' preferential rights and with or without terms of contribution in kind or right to set-off. Transfer of own shares can accordingly be used as means of payment in relation to company acquisitions on conditions in accordance with the Companies Act's rules on issue of shares. Such transfer can only be made at a price in cash or value of obtained assets corresponding with the stock market price at the time of the transfer.

If the exercise of the authorization to acquire or transfer own shares is combined with the exercise of the authorization to issue new shares and/or warrants and/or convertibles, with the purpose of financing the acquisition of the entire or part of the same acquired company or the same investment in connection with a new business contracts or a new business area, the number of shares that has been transferred and issued in connection with the acquisition, together can correspond to a maximum of one tenth of the number of shares

issued in the company at the time of the authorization to issue new shares and/or warrants and/or convertibles.

The possibility to deviate from the shareholders' preferential rights at a transfer of own shares is motivated by the fact that a transfer of shares on Nasdaq Stockholm, or otherwise with deviation from the shareholders' preferential rights can be done with a major rapidity, flexibility and more cost efficient than by a transfer to the shareholders. If the company's own shares are transferred for compensation in any other form than cash in relation to an acquisition, the company cannot provide the shareholders the opportunity to exercise its preferential rights.

The board of directors, or a person appointed by the board of directors, is authorized to make any minor adjustments to the above proposal that may prove necessary in connection with registrations of the above resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

For a decision to be valid, the decision must be supported by shareholders with a minimum of two-thirds of the voting rights and shares represented at the meeting.

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