

The Nomination Committee's proposals and reasoned opinion for the AGM of Opus Group AB (publ) on May 17, 2018

The nomination committee, whose members have been appointed in accordance with the instructions that were decided at the AGM 2017, has been composed by Martin Jonasson, chairman (representing Andra AP-fonden), Jörgen Hentschel (representing AB Kommandoran), Carl Schneider (representing Lothar Geilen), Jimmy Tillotson (representing RWC) and the Chairman of the board of directors Katarina Bonde, who together represent approximately 47.2 percent of the total number of votes in the company.

Election of chairman of the AGM

The nomination committee proposes that Anders Strid, attorney at Advokatfirman Vinge, be elected Chairman of the AGM.

Resolution to adopt the number of Board members and deputies, auditors, deputy auditors to be elected at the Shareholder's Meeting

The nomination committee proposes that the number of Board members elected be seven and no deputies be elected.

The nomination committee proposes that a registered public accounting firm be elected as auditor.

Determination of remuneration to the Board of Directors

The nomination committee proposes a remuneration of SEK 500,000 (480,000) to the Chairman of the Board of Directors and SEK 230,000 (220,000) to each non-employed Board members.

The nomination committee further proposes that the remuneration paid for work on the audit committee amounts to a total of SEK 220,000 (147,000), whereof SEK 90,000 (85 000) to the Chairman of the audit committee and SEK 65,000 (62 000) to the other members of the audit committee.

Auditor fees

Auditor fees are proposed to be paid against approved account.

Election of board members

The Nomination Committee proposes re-election of the following Board members Katarina Bonde, Friedrich Hecker, Anne-Lie Lind, Magnus Greko and Ödgård Andersson and new election of Håkan Erixon and Jimmy Tillotson. The Nomination Committee proposes re-election of Katarina Bonde as Chairman of the Board. Anders Lönnqvist has declared that he is not at disposal for re-election.

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

For presentation of the proposed members, please see Appendix 1.

Election of auditors

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the registered public accounting firm KPMG AB be elected as auditor for a period until the close of the Annual General Meeting 2019. KPMG AB has assigned the Authorised Public Accountant Jan Malm as the auditor in charge.

Statement regarding the proposal of the Nomination Committee for the Board of Directors and remuneration to Directors

As a basis for its proposals, 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 Anders Lönnquist has announced that he will not stand for re-election. Also, over the last few years, RWC has become a significant shareholder and has expressed a desire to be represented on the board. 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 42 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 held five recorded meetings prior to the AGM in 2018 and a number of additional meetings in order to interview board members and candidates. 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.

Proposed instructions for the appointment of the members of the nomination committee

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 on the last business day of the bank in September. If a shareholder abstains from appointing a member the right to appoint a member shall transfer to the next largest shareholder. The Chairman of the nomination committee shall be the member that at its formation represents the largest shareholder(s), provided the nomination committee does not unanimously resolve to appoint another member to be chairman of the nomination committee. The Chairman of the board of directors shall not be chairman of the nomination committee. The company shall publish the composition of the nomination committee through a press release and on the company's website.

The majority of the members of the nomination committee are to be independent of the company and its executive management. At least one member of the nomination committee is to be independent of the company's largest shareholder 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.

Gothenburg in April 2018
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 of the Board since 2016.

Background: CEO UniSite Software Inc. 2000–2004, CEO Captura International 1997–2000, Managing Director Marketing Dun & Bradstreet Software Inc 1996–1996, VP Sales and Marketing, Timeline Software Inc. 1994–1995, CEO Programator Industri AB 1989–1992.

Other board assignments: Founder and Managing Director of the management consultancy company Kubi LLC, Chairman of the board in Propellerhead AB and in Imint Intelligence AB, board member in Micro Systemations AB (publ), Nordax Group AB (publ), Mycronic AB (publ) and Aptilo Networks AB.

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

Shares in Opus Group AB: 40,000.

Stock options in Opus Group AB: 0.

Independent of the Company, its management and major shareholders.

Members, re-election:

Friedrich Hecker

Born in 1962. Board member since 2016.

Background: CEO and Managing Director ROSEN Swiss AG (Switzerland) 2012–2015, Friedrich Hecker Consulting 2011–2012, CEO TÜV Rheinland AG (Germany) 2010–2011, COO TÜV Rheinland AG 2009–2010, member of the executive board TÜV Rheinland AG 2009–2011, Executive Vice President Industrial Services and board member SGS SA (Switzerland) 2003–2009, COO and board member SGS SA 2002–2003, Managing Director in TÜV SÜD Bau und Betrieb GmbH (Germany) 2001–2002.

Other board 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. at Ludwig-Maximilian University in Munich, Germany.

Shares in Opus Group AB: 0.

Stock 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.

Background: Vice President Camfil Power Systems Europe & Middle East 2016- , CEO 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 and Production Manager Tetra Pak Stålvall AB 2002–2004.

Other board assignments: Chairman of the board in AkkaFRAKT and board member in Bulten AB (publ).

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

Shares in Opus Group AB: 40,000.

Stock options in Opus Group AB: 0.

Independent of the Company, its management and major shareholders.

Ödgård Andersson

Born in 1972. Board member since 2017.

Background: Vice President Software and Electronics at Volvo Car Group 2016- , VP Product Development Unit Packet Core Ericsson 2011–2016. Prior to that several different management and director positions within Ericsson Radio & Fiber Network R&D 2000–2011. Designer Ericsson Radio Base Stations 1997–2000.

Other board assignments: Member of The Swedish Royal Academy of Engineering Sciences (IVA).

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

Shares in Opus Group AB: 0.

Stock options in Opus Group AB: 0.

Independent of the Company, its management and major shareholders.

Magnus Greko

Born in 1963. Board member since 2017.

Background: VP Strategic Business Development Opus Group 2017- , CEO and President Opus Group AB 2006–2017. Active in the industry since 1984. In 1990, co-founded the company that today is Opus Group AB.

Other board assignments: Board member of AB Kommandoran, Dalfrid Invest AB and AB Krösamaja.

Education: Graduate in engineering from Polhemsgymnasiet in Gothenburg.

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

Stock options in Opus Group AB: 0.

Dependent of the Company, its management and major shareholders.

Members, new election:

Håkan Erixon

Born in 1961.

Background: Since 2011, active as board member and advisor to a number of companies and institutions, among other positions Chairman Orio AB (former Saab Automobile Parts) 2012-2017, board member Norrporten AB 2015-2016 and member of Nasdaq OMX Stockholm AB Listing Committee 2010-2016. Senior Advisor, Corporate Finance, Swedish Government Offices 2007-2010. 1989-2007, management positions at several international banks, including 15 years at UBS and Merrill Lynch.

Other board assignments: Chairman of Capacent Holding AB (publ) and Hemnet Group AB. Board member of Vattenfall AB (publ) and Alfvén & Didrikson Invest AB.

Education: B.Sc. (Hons) in International Business Administration and Economics from Gothenburg School of Economics.

Shares in Opus Group AB: 0

Stock options in Opus Group AB: 0

Independent of the Company, its management and major shareholders.

Jimmy Tillotson

Born in 1979.

Background: Partner, RWC European Focus Fund (EFF) 2012- . Director Hermes European Focus Fund 2006-2012, Investment Manager JM Finn & Co 2002-2006. More than 15 years of professional experience in equity and active ownership investing. His areas of expertise include corporate

governance, strategy & capital allocation, operational excellence, capital structure and interaction with the capital markets.

Other board assignments: No other assignments.

Education: Masters (Hons) in Economics from University of Edinburgh, United Kingdom.

Shares in Opus Group AB: 0

Stock options in Opus Group AB: 0

Independent of the Company and its management and dependent of the Company's major shareholders.