

The board of directors' proposal for guidelines for executive remuneration

The Group Management Team ("GMT"), consisting of the CEO, deputy CEO and other members of the executive management within the Opus group, fall within the provisions of these guidelines. The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Annual General Meeting 2020. These guidelines do not apply to any remuneration decided or approved by the general meeting.

The guidelines' promotion of the company's business strategy, long-term interests and sustainability

The company's business strategy is to be a global leader in vehicle inspection and intelligent vehicle support by having a strong focus on customer service and innovative technologies, thereby aiding in preservation of the environment and ultimately protecting human life. For more information regarding the company's business strategy, please see www.opus.global.

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration. These guidelines enable the company to offer the executive management a competitive total remuneration.

Long-term share-related incentive plans have been implemented in the Group. Such plans have been resolved by the general meeting and are therefore excluded from these guidelines. The plans include the GMT and other key employees within the Group. For more information regarding these incentive plans, please see www.opus.global.

Variable remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability.

Types of remuneration, etc.

The remuneration shall be on market terms and may consist of the following components:

- fixed remuneration
- variable remuneration
- pension benefits
- other benefits.

Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

Fixed remuneration

Each senior executive shall receive fixed remuneration, i.e. a fixed monthly basic salary. This represents foreseeable remuneration that contributes to attracting and retaining qualified employees. Senior executives' fixed remuneration shall be competitive and based on the individual's experience, area of responsibility and performance. The fixed remuneration is normally reviewed on an annual basis and shall constitute the basis for the calculation of variable remunerations.

Variable remunerations

In addition to fixed remuneration, senior executives may receive variable remunerations, i.e. cash bonus. The variable remuneration shall be based on earnings performance or other pre-defined measurable goals, which can be financial or non-financial. They may also be individualized, quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development. As a general rule 50 per cent of the variable remuneration shall be based on overperformance against budgeted EBITDA and 50 per cent shall be based on individual pre-defined measurable goals. The satisfaction of criteria for awarding variable remuneration shall be measured over a period of one year. The variable remuneration may amount to not more than 75 per cent of the total fixed remuneration under the measurement period for such criteria.

To which extent the criteria for awarding variable remuneration has been satisfied shall be determined when the measurement period has ended. The board of directors is responsible for the evaluation so far as it concerns variable remuneration to the CEO. For variable remuneration to other executives, the CEO is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

Pension benefits

Pension benefits, including health insurance, shall be competitive and generally be paid in accordance with rules, collective agreements (which may involve a right to early retirement), and, if relevant, practice in the country where the senior executive resides permanently. As a general rule, pension benefits shall be premium based and the pension premiums for premium defined pension shall amount to not more than 35 per cent of the fixed remuneration. Variable remuneration shall not qualify for pension benefits unless required by mandatory collective agreement provisions.

Other benefits

Other benefits may include, for example, life insurance, medical insurance and company cars. Premiums and other costs relating to such benefits may amount to not more than 15 per cent of the fixed annual remuneration.

For employments governed by rules other than Swedish, remuneration, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Termination of employment

The CEO of Opus Group AB has a three-year contract that was entered into in early 2018 and runs through December 31, 2020. In case of termination by the company, severance pay corresponding to 12 months' normal compensation will be paid.

Other executive officers have at most a twelve-month notice period if notice of termination of employment is made by the company. No severance pay will normally be paid to other executive officers, regardless of which party initiates the termination. Normal salary will be paid during the

termination notice period. The period of notice may not exceed six months and will be without any right to severance pay when termination is made by the executive.

Salary and employment conditions for employees

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable. The development of the gap between the remuneration to executives and remuneration to other employees will be disclosed in the remuneration report.

The decision-making process to determine, review and implement the guidelines

The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The board of directors shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The CEO and other members of the executive management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability.