

The Nomination Committee's proposals and motivated opinion for the extra general meeting of Opus Group AB (publ) on July 16, 2020

The nomination committee, whose members have been appointed in accordance with the instructions that were decided upon at the annual general meeting 2019, is as of today composed by attorney-at-law Henrik Fritz (appointed by Ograi BidCo AB) as chairman, Martin Jonasson (appointed by Andra AP-fonden), Anders Björkman, Erik Norman and the chairman of the board of directors François Dekker, who together represented approximately 92 per cent of the total number of votes for all outstanding shares in the company as of 21 February 2020.

Election of chairman of the extraordinary general meeting

The nomination committee proposes that attorney Anders Strid, from Advokatfirman Vinge, be elected chairman of the extraordinary general meeting.

Determination of the number of board members

The nomination committee proposes that the board of directors shall consist of seven members, with no deputies.

Election of board member

The nomination committee proposes election of the board member Erik Forsberg.

Information about the proposed member to Opus Group AB's board of directors

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

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The Nomination Committee's motivated opinion

Shareholders was able to submit proposals to the nomination committee ahead of the annual general meeting. The nomination committee has not received any nomination proposals from other shareholders.

In order to assess the demands imposed on the board of directors as a consequence of, *inter alia*, the company's new ownership structure and the expected increase of owner-based corporate governance, current market conditions and the company's future direction, the nomination committee has discussed the requirements regarding qualifications, experience, and background needed in the board of Opus Group AB (publ), taking into account, *inter alia*, the company's strategic plans, management and control, questions regarding independence, diversity, as well as the appropriateness in terms of the size of the board. Focus has been on corporate governance, industry and international experience, and each board member's ability to devote the necessary time and commitment to the board assignment. As previously communicated, the nomination committee has endeavored to find a member to further strengthen the financial reporting and/or auditing experience on the board.

The nomination committee is of the opinion that the proposed board member, with regard to the company's operations, phase of development and other relevant circumstances such as the new ownership structure has an appropriate background by possessing extensive experience as CFO, in particular with regards to financial reporting.

The nomination committee has applied rule 4.1 of the Swedish Code of Corporate Governance as its diversity policy. In principle, the nomination committee strives for a good gender balance of the board, since a good gender balance is positive and valuable to the board's continued development, and shall continue to be strived for.

When assessing the independence of the proposed board members, the nomination committee found that the proposed composition of the board of Opus Group AB (publ) continue to comply with the independence requirements as set forth in Nasdaq Stockholm's Rule Book for Issuers and, with the exception of the requirement regarding gender balance, the Swedish Code of Corporate Governance.

Account of how the nomination committee conducted its work

The nomination committee has, after the annual general meeting 2020, held one recorded meeting ahead of the publication of the notice to the extra general meeting 2020.

Ahead of the annual general meeting 2020, the nomination committee discussed the possibility to further strengthen the financial reporting and/or auditing experience on the board and initiated a search for such suitable candidate. For these reasons the nomination committee has decided to nominate Erik Forsberg as new member of the board of directors. For further information, please see [Appendix 1](#).

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Gothenburg in June 2020

THE NOMINATION COMMITTEE OF OPUS GROUP AB (PUBL)

Appendix 1. The Nomination Committee's information on the proposed member of the board of directors of Opus Group AB (publ)

Members, nominee:

Erik Forsberg

Born in 1971.

Background: CFO of Intrum AB 2011-2018, CFO of Cision AB 2008-2011, Business Area CFO and Group Treasurer at EF Education Group 2001-2008.

Other significant assignments: Chairman of the board in Collectia A/S. Board member in Deltalite AB, Kindred Group plc and Stillfront Group AB (publ).

Education: M.Sc. Business and Administration from Stockholm School of Economics.

Shares in Opus: 0.

Warrants in Opus: 0.

Independent of the company and its management and major shareholders.

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