

# The Nomination Committee's proposals for the AGM of Opus Prodox AB (publ) on the 26<sup>th</sup> of May 2010

The Nomination Committee prior to the 2010 Annual General Meeting comprises Martin Jonasson (representing AP2), Chairman, Jörgen Hentschel (representing AB Kommandoran), Bengt Belfrage (representing Nordea Funds), Lothar Geilen (representing himself) and Göran Nordlund (as Chairman of the Board). The members of the Committee represent approximately 36 per cent of the votes of all shares in Opus Prodox AB. The Nomination Committee proposes the 2010 Annual General Meeting resolves as follows:

## **Chairman of the Annual General Meeting**

The Nomination Committee proposes Marek Zdrojewski, lawyer at the legal firm Glimstedt in Gothenburg, to be elected Chairman of the Annual General Meeting 2010.

## **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 the number of Directors elected by the Annual General Meeting remains five and no Deputy Directors be elected.

## **Fees payable to the non-employed Board members elected by the Annual General Meeting and to the non-employed members of the Committees of the Board**

The Nomination Committee proposes fees to non-employed Board members elected by the Annual General Meeting to be paid as follows:

- SEK 120,000 to the Chairman of the Board of Directors (unchanged); and
- SEK 80,000 each to other non-employed Board members (unchanged).

The Nomination Committee proposes that no fees be paid for any committee work (unchanged).

## **Board members nominated for election by the Annual General Meeting**

The Nomination Committee proposes re-election of the Board Members Göran Nordlund, Bertil Engman, Lothar Geilen, Märtha Josefsson and Jan-Crister Persson as well as re-election of Göran Nordlund as Chairman of the Board.

## **Motivated statement regarding the proposal of the Nomination Committee for the Board of Directors**

The Nomination Committee has conducted three meetings for preparation of the AGM 2010. In addition, the members of the Committee have communicated by phone and internet.

As basis for its proposal, the Nomination Committee has taken into account the outcome of the evaluation of the Board which has been performed. The Nomination Committee has thoroughly discussed the requirements regarding qualifications, experience and background that can be imposed on the Board of Opus Prodox AB considering *inter alia* the strategic development, management and control of the Company. The Nomination Committee has also considered matters of independence and equal gender distribution within the Board as well as the appropriateness in terms of the size of the Board.

The Nomination Committee considers efficiency in the Board's work to be of vital importance to Opus Prodox AB. In view hereof, and considering the current size of the Opus Group, the Nomination Committee has assessed that the Board should not be increased and propose re-election of all present Board Members as well as re-election of the Chairman of the Board.

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. When assessing the independence of the proposed Board Members, the Nomination Committee has found that the proposed composition of the Board of Opus Prodox AB complies with the independence requirements as set forth in NASDAQ OMX Stockholm's Rule Book for Issuers and the Swedish Code of Corporate Governance.

The Nomination Committee has furthermore evaluated the amount of remuneration for the Board of Directors and for committee work. The Nomination Committee's proposal for Directors' fee 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 on the market. The Nomination Committee has come to the conclusion that the amount of remuneration per member of the Board should remain the same compared to previous years and that no fees should be paid for any committee work.

### **Information on all the members proposed for the Board of Directors of Opus Prodox AB**

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

### **Fees payable to the members of the Nomination Committee**

The Nomination Committee proposes that no fees be paid to the members of the Nomination Committee, but the Company shall bear costs related to the work of the Nomination Committee. The Nomination Committee has not used any external consultants in carrying out their assignments.

### **Proposal of the instructions for the Nomination Committee of Opus Prodox AB**

Please see [Appendix 2](#).

### **Election of auditors**

No election. Auditors below were re-elected at the Annual General Meeting 2008 for the period 2008-2011.

#### ***Lennart Persson***

Born in 1957. Authorized public accountant and partner at BDO Nordic Gothenburg KB and a member of FAR SRS (professional association of accountants and advisers in Sweden). Auditor of Opus since 2004, re-elected in 2008 for a period of 4 years. *Other clients:* Amongst others, Safe at Sea AB (publ) and LunchExpress i Sverige AB. *Shareholding in Opus:* 0. *Number of share options in Opus:* 0

### **Auditor fees**

The Nomination Committee proposes, like previous years, the Auditor fees be paid against approved account.

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Gothenburg in April 2010  
THE NOMINATION COMMITTEE OF  
OPUS PRODOX AB

## Appendix 1. The Nomination Committee's information on the proposed members of the Board of Directors of Opus Prodox AB

### **Chairman, re-election:**

#### ***Göran Nordlund***

Born in 1958. Board member since 2002, Chairman of the Board since 2004. Chief Executive Officer in his own company, Fore C Investment AB. *Work experience:* Several years of experience as an entrepreneur, amongst other within the telecom industry, and active owner and board member in a number of companies within a wide range of industries. Nordlund has previously been a board member in Viking Telecom AB (publ), listed on the Stockholm Stock Exchange, a company which Nordlund co-founded. *Other assignments:* Chairman of the Board in Önskefoto AB (publ), Hexatronic Scandinavia AB (publ), Add-TV AB, Silverbulletfilm AB and Fore C Investment AB. Board member in West International AB (publ) and Fore C Fund Management AB. *Education:* M.Sc. in Electrical Engineering at Chalmers University of Technology and studies in Business Administration at the University of Gothenburg. *Shareholding in Opus:* 4,270,746 (including family and through companies). *Number of share options in Opus:* 0.

Independent of the company, its management and major shareholders (the nomination committee's judgement).

### **Members, re-election:**

#### ***Bertil Engman***

Born in 1944. Board member since 2006. *Work experience:* Interim CEO in SWEBO Bioenergy AB during 2009. Chief Executive Officer in SNA Europe (Industries) AB, former Bahco AB, during 2005-2009. Interim Manager of Volvo Recuperator AB, Ericson Söderhamn, Security Qube System AB (SQS) during 2000-2005, Managing Director of Rosengrens AB (Gunnebo Security) during 1996-1999. *Other assignments:* Board member in Boxmodul AB, SNA Europe (Industries) AB and Svenska Bishov AB. *Education:* University studies in mathematics and numerical analysis. *Shareholding in Opus:* 595,000 (including family and through companies). *Number of share options in Opus:* 100,000 (Share option program 2007:2).

Independent of the company, its management and major shareholders (the nomination committee's judgement).

#### ***Lothar Geilen***

Born in 1961. Board member since 2008. Business Area Manager North America in the Opus Group. *Work experience:* President of SysTech International LLC (U.S.) 2000-ongoing; President of Sensors, Inc. (U.S.) 1997-2000; Managing Director of Sensors Europe (Germany) 1987-1997. *Other assignments:* Board member of Nextennis, LLC. *Education:* Dipl.-Kfm. at Ludwig-Maximilian University in Munich, Germany. *Shareholding in Opus:* 17,427,727 (including family and through companies). *Number of share options in Opus:* 0.

Dependent of the company and its management (the nomination committee's judgement).

#### ***Märtha Josefsson***

Born in 1947. Board member since 2008. Independent investment consultant. *Work experience:* Amongst others, Investment Manager for DnB (former Skandia) Asset Management and for Carlson Investment Management AB. *Other assignments:* Chairman of the Board in Svenska Läraryfonder AB. Board member in Investment AB Öresund (publ), Second AP-fund, Fabage AB (publ), Luxonen S.A., Ticket Travel Group AB (publ) and Skandia Fonder AB. *Education:* B.A. in Economics. *Shareholding in Opus:* 100,000 (including family and through companies). *Number of share options in Opus:* 0.

Independent of the company, its management and major shareholders (the nomination committee's judgement).

**Jan-Crister Persson**

Born in 1943. Board member since 2006. *Work experience:* 26 years in AB Volvo, at the time it comprised heavy vehicles as well as cars. Among the assignments are 1983-1986, head of the Volvo Group engine manufacturing plants, and 1986-1992 in charge of Volvo Cars' Product Development. During 1996-2000 Persson was head of The Swedish Institute for Production Engineering Research. Since 2000, Persson is active in a wholly owned company for industrial consulting. *Other assignments:* Chairman of the Board in Arcam AB (publ), Ostrea Sverige AB and ETC Swedish Battery and Fuel Cells Systems AB. Board member in Haldex Traction divisional Board, Alelion Battery AB and JC Persson AB. *Education:* M.Sc. in Mechanical Engineering at Chalmers University of Technology. *Shareholding in Opus:* 160,000 (including family and through companies). *Number of share options in Opus:* 100,000 (Share option program 2007:2).

Independent of the company, its management and major shareholders (the nomination committee's judgement).

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Note. The number of shares and share options reflects the situation as of December 31, 2009 and includes holdings by related natural or legal persons.

## Appendix 2. Proposal of the instructions for the Nomination Committee of Opus Prodox AB

The Nomination Committee proposes the Annual General Meeting 2010 resolves on the following:

### **1. The Nomination Committee's members**

1.1 The Nomination Committee at Opus is appointed according to these instructions.

1.2 The Company shall have a Nomination Committee of no less than five members.

1.3 The Nomination Committee is formed after the Chairman of the Board, as soon as reasonably feasible, identifies the four largest shareholders in Opus in terms of voting rights. Identification shall be based on the public register of shareholders and public nominee list of owners maintained by Euroclear Sweden AB (formerly VPC AB) and relate to those shareholders who on the last bank day in September month are registered in their own name or are included in an owner group. Shareholders whose shares are in a deposit account with a foreign manager must therefore temporarily register their shares in their own name, so that it is clear from the identification that the shareholder is eligible to participate on the Nomination Committee.

The Chairman of the Board shall thereafter, as soon as reasonably feasible, contact the four identified shareholders, also considering compliance with item 3.1 below, and request them, within reasonable time considering the circumstances, however not exceeding 30 days, to provide in writing to the Nomination Committee the name of the person the shareholder wish to appoint member of the Nomination Committee.

Instead of appointing a member to the Nomination Committee, a shareholder may assign another member of the Nomination Committee, appointed by another shareholder, to represent the shareholder in the Nomination Committee. In such a case, when applying these rules, the member that has assumed such an assignment shall be considered as one member representing several shareholders.

Should a shareholder exercise its right to assign a member of the Nomination Committee, appointed by another shareholder, to represent the shareholder as per the foregoing paragraph, or should the shareholder abstain from its right to appoint a member, or should the shareholder not appoint a member within prescribed time, the right to appoint a member shall transfer to the subsequent largest shareholder by voting power that has not already appointed or has the right to appoint a member of the Nomination Committee.

1.4 The chairman of the Nomination Committee shall be the member that at its formation represents the largest shareholder(s) by voting power, provided the Nomination Committee does not unanimously resolve to appoint another member, appointed by a shareholder, chairman of the Nomination Committee.

1.5 As soon as all the members and chairman of the Nomination Committee have been appointed, the Nomination Committee shall inform the Company to that effect and also provide required information on the members and chairman of the Nomination Committee including the name of the shareholder(s) the member is representing. The Company shall, without unnecessary delay, make public the constitution of the Nomination Committee by releasing a separate press release and post the information on the Company's web site.

1.6 The Nomination Committee shall be considered appointed and its mandate period shall start when the information has been released in a separate press release. The mandate period of the Nomination Committee runs until the next Nomination Committee has been appointed and its mandate period starts.

1.7 The Chairman of the Board shall convene the first meeting and also be the fifth member of the Nomination Committee.

1.8 Should a member of the Nomination Committee, appointed by a shareholder, resign from the Nomination Committee during the mandate period or become prevented from fulfilling his/her assignment, the Nomination Committee shall request without delay the shareholder that has appointed the member, to

appoint, within reasonable time considering the circumstances, however not exceeding 30 days, another member to the Nomination Committee.

Shareholders who appointed representatives to the Nomination Committee have the right to dismiss such members and appoint new representatives within reasonable time considering the circumstances, however not exceeding 30 days, another member to the Nomination Committee. However, the composition of the Nomination Committee should not change any later than two months before the AGM.

Should the shareholder not appoint another member within the prescribed time, the right to appoint another member of the Nomination Committee shall transfer to the subsequent largest shareholder by voting power, provided such shareholder has not already appointed a member of the Nomination Committee or previously abstained from such right. The shareholding statistics used in these circumstances shall be the latest available shareholding statistics kept by Euroclear Sweden AB.

1.9 In case a shareholder considers its shareholding in the Company is of such significance that it justifies a participation in the Nomination Committee, the shareholder may inform in writing the Nomination Committee thereof by stating its shareholding and in connection hereto adequately verify its shareholding. Upon receipt of such a request no later than December 31, and provided the Nomination Committee considers the reported shareholding be adequately verified, the Nomination Committee shall confirm this to the shareholder, who will then be entitled to appoint a member of the Nomination Committee. The Nomination Committee shall then decide whether this shareholder shall replace the shareholder that after the ownership change becomes the smallest shareholder in terms of votes in the committee, or if the committee shall be increased by an additional member, with a maximum of six members. In case the Nomination Committee receives a notification from a shareholder past the date of December 31, no action is required to be taken.

## **2. The Nomination Committee's work**

2.1 The Nomination Committee shall hold a statutory meeting within three weeks of the day when its composition is announced.

2.2 The Nomination Committee shall meet as often as necessary for the Committee to perform its duties. These duties are specified in the Reference Code that applies at any given time (referred to below as the Code), which is issued by the Swedish Corporate Governance Board.

The chairman sends out a summons to the meeting. If a member of the Nomination Committee requests that the Committee be convened, the Committee shall comply with such requests.

2.3 Minutes shall be recorded at Nomination Committee meetings and checked by the chairman and all members. The minutes shall be recorded in numeric order and stored in a reliable manner.

2.4 The Nomination Committee has a quorum if three directors are present. Nomination Committee decisions shall represent the view supported by more than half of the votes of those members who are present. If the Nomination Committee is not in full attendance, those who vote must comprise more than half of the full number of members.

2.5 Upon request by the Nomination Committee, Opus shall provide a secretary to assist the Nomination Committee in its duties.

2.6 Members of the Nomination Committee are subject to confidentiality about Opus affairs and any information disclosed about the personal circumstances of existing and potential new directors. This obligation to maintain confidentiality shall be noted where relevant in the respective minutes from Nomination Committee meetings.

## **3. Other**

3.1 The composition of the Nomination Committee and the Committee's work shall follow the directives stipulated in the latest version of the Code.

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 in terms of votes or any group of shareholders that act in concert in the governance of the company.

Members of the board of directors may be members of the nomination committee but may not constitute a majority thereof. Neither the company chair nor any other member of the board may chair the nomination committee. If more than one member of the board is on the nomination committee, no more than one of these may be dependent of a major shareholder in the company.

3.2 Members of the Nomination Committee are not entitled to remuneration from Opus. When needed, Opus shall cover costs that the Nomination Committee deems necessary for the Committee to perform its duties.

3.3 The Nomination Committee shall conduct an annual evaluation of these instructions and when necessary decide on changes to be proposed to the Annual General Meeting. These instructions shall always be submitted to the Annual General Meeting for approval.

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