

The Nomination Committee's proposals for the AGM of Opus Prodox AB (publ) on the 25th of May 2011

The Nomination Committee for the 2011 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 35 per cent of the votes of all shares in Opus Prodox AB. The Nomination Committee proposes the 2011 Annual General Meeting resolves as follows:

Chairman of the Annual General Meeting

The Nomination Committee proposes Marek Zdrojewski, attorney at the law firm Glimstedt in Gothenburg, to be elected Chairman of the Annual General Meeting 2011.

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

Fees payable to non-employed Board members elected by the Annual General Meeting and to 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, and Jan-Crister Persson as well as new election of Eva-Lotta Kraft. Märtha Josefsson has announced that she is not available for re-election. The Nomination Committee proposes 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 held five formal meetings in preparation of the AGM 2011 as well as a number of interview meetings with the current directors and with potential candidates.

As basis for its proposal, the Nomination Committee has taken into account the outcome of the evaluation of the Board which was earlier performed. The Nomination Committee thoroughly discussed the requirements regarding qualifications, experience and background that are needed in the Board of Opus Prodox AB considering *inter alia* the strategic development, management and control of the Company. The Nomination Committee also considered matters of independence and 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 size of the Board should remain unchanged.

The Nomination Committee is of the opinion that the Board ought to be renewed and strengthened with a person with competencies and experience within international business and Board work in listed companies. In its recruiting process, the Nomination Committee has identified Eva-Lotta Kraft as a person with these qualifications. Eva-Lotta is considered independent of the company, its management and major shareholders.

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 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 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 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 members proposed for the Board of Directors of Opus Prodox AB

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

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

Please see [Appendix 2](#).

Election of auditors

The Nomination Committee proposes the new election of a new auditing firm. The proposed change of auditor is a further step in adapting the organisation to Opus increasing international presence as well as considering the current strategic plans for the Group.

BDO Göteborg KB has been the appointed auditor in Opus since 2004 and was re-elected at the 2008 AGM for a four year period.

The Nomination Committee proposes the election one registered auditing company. The Nomination Committee further proposes that the Authorised Public Accountants Deloitte AB be elected to act as new auditor for a period of one year.

Auditor fees

As in previous years, the Nomination Committee proposes, that the Auditor fees be paid against approved account.

Gothenburg in April 2011
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 of 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 Online Brands Nordic AB (publ), Hexatronic Scandinavia AB (publ), Amago Capital AB (publ), 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:* 4,272,746 (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 opinion).

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 Formsmedjan AB, Skicamp AB and Bioptima AB. *Education:* University studies in mathematics and numerical analysis. *Shareholding in Opus:* 594,000 (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 opinion).

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:* 17,256,727 (including family and through companies). *Number of share options in Opus:* 462,500 (Options program 2009:1), 50,000 (Options program 2010:1).

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

Jan-Crister Persson

Born in 1943. Board member since 2006. *Work experience:* 26 years in AB Volvo, including at a time when it comprised heavy vehicles as well as cars. Among the assignments were 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 and Board assignments. *Other assignments:* Chairman of the Board in Ostrea Sverige AB and ETC Swedish Battery and Fuel Cells Systems AB. Board member in 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:* 0.

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

Member, new election:

Eva-Lotta Kraft

Born in 1951. *Work experience:* Department Manager (Strategy and Marketing) at the Swedish Defense Research Institute (FOI) during the period 2004-2007, Division Manager/Vice President in Siemens-Elema AB during the period 2000-2004 and various senior positions within Alfa Laval AB during the period 1989-2000. *Other assignments:* Board member of NIBE Industrier AB, Siemens AB, Samhall AB, ÅF AB, Biotage AB and Boule Diagnostics AB. *Education:* M.Sc. in Chemical Engineering from KTH Royal Institute of Technology, MBA in International Business Management from Uppsala University. *Shareholding in Opus:* 0 (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 opinion).

Note. The number of shares and share options reflects the situation as of March 31, 2011 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 2011 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.

The Chairman of the Board shall as soon as possible convene the first meeting and also be the fifth 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 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.

1.8 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 January 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 January 31, no action is required to be taken.

2. The Nomination Committee's work

2.1 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.

2.2 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.

2.3 The Nomination Committee has a quorum if three members 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.

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

2.5 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.
