

# The Nomination Committee's proposals for the AGM of Opus Group AB (publ) on the May 16, 2016

The Nomination Committee for the 2016 Annual General Meeting comprises Martin Jonasson (representing AP2), Chairman, Jörgen Hentschel (representing AB Kommandoran), Carl Schneider (representing Lothar Geilen) Henrik Wagner Jørgensen (representing himself) and Göran Nordlund (as Chairman of the Board). The members of the Nomination Committee represented approximately 32.2 % of the votes of all shares in Opus Group AB on December 31, 2015.

The Nomination Committee proposes that the 2016 Annual General Meeting resolves as follows:

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

The Nomination Committee proposes Anders Strid, attorney at the law firm Vinge in Gothenburg, to be elected Chairman of the Annual General Meeting 2016.

## **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 shall be changed to 6 and that no Deputy Directors shall 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 that fees to non-employed Board members elected by the Annual General Meeting shall be paid as follows:

- SEK 420,000 to the Chairman of the Board of Directors (previously 400,000); and
- SEK 185,000 each to other non-employed Board members (previously 175,000).

The Nomination Committee proposes that the remuneration paid for work on the Audit Committee, if the Board decides to establish such a committee, amounts to SEK 123,000, of which SEK 72,000 shall be distributed to the Chairman of the Audit Committee and SEK 51,000 to the second member of the Audit Committee. The Nomination Committee further proposes that no fees shall be paid for any other committee work.

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

The Nomination Committee proposes re-election of the Board members Lothar Geilen, Anders Lönnqvist and Helene Mellquist. The Nomination Committee proposes election of Katarina Bonde as Chairman of the Board and election of Friedrich Hecker and Anne-Lie Lind as new Board members. Göran Nordlund and Jan Åke Jonsson have announced that they will not stand for re-election. The Nomination Committee would like to thank Göran and Jan Åke for her efforts in the Board work.

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

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

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

As a basis for its proposal, 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 considers efficiency in the Board's work to be of vital importance to Opus Group AB. In view hereof, the Nomination Committee has made the assessment that the size of the board should remain relatively small, but to provide conditions for continuity and support the continued growth of the company, the Board may advantageously be increased by one member, as now proposed.

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 Chairman Göran Nordlund and the board member Jan Åke Jonsson have announced that they will not stand for re-election. Therefore, the Nomination Committee proposes three 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 has strived for a better gender balance of the Board and the new proposed Board consists of 50 percent of women. A better 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 of the Company has therefore consisted of the following members before the AGM 2016.

Martin Jonasson (representing the Second National Swedish Pension Fund, Jörgen Hentschel (representing AB Kommandoran), Carl Schneider (representing Lothar Geilen), Henrik Wagner Jørgensen (representing himself) and Göran Nordlund (as Chairman).

The Nomination Committee held six official meetings prior to the AGM in 2016 and a number of interview meetings with the current members. 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.

In addition to official meetings, the Nomination Committee has conducted interviews with the members of the board of directors and has interviewed a number of candidates in the process of recruiting a new board member.

In addition to official meetings, the Nomination Committee has conducted interviews with the members of the board of directors and interviews with a number of board candidates in the process of recruiting three new board members. The Nomination Committee has hired an external recruitment agency to assist in the recruitment of a new Chairman.

## **Proposal of the instructions for the Nomination Committee and principles for appointing the Nomination Committee of Opus Group AB**

Proposal for the Nomination Committee has been published on Opus Group's website in connection with the publication of the notice to the AGM. The Nomination Committee proposes to the AGM to decide on principles for appointing the Nomination Committee as follows. These are identical to last year.

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 measured by voting power on September 30. If a shareholder abstains from appointing a member the right to appoint a member shall transfer to the subsequent largest shareholder by voting power.

The Company shall disclose the composition of the Nomination Committee by a press release and on the company's website.

The majority of the members of the Nomination Committee shall be independent of the company and its executive management. At least one member of the Nomination Committee shall 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.

No compensation shall be paid to the members of the Nomination Committee.

### **Election of auditors**

The Nomination Committee proposes that the registered public accounting KPMG AB shall be elected to act as auditor until the Annual General Meeting in 2017, with Jan Malm as Authorised Public Accountant.

### **Auditor fees**

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

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Gothenburg in April 2015  
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, to be elected:**

#### ***Katarina Bonde***

Born in 1958.

*Experience:* CEO of UniSite Software Inc. 2000 - 2003, CEO of Captura International 1997 - 2000, Managing Director Marketing Dun & Bradstreet Software Inc 1996 – 1996, VP Sales and Marketing, Timeline Software Inc. 1994 - 1995, Managing Director Marketing Dun & Bradstreet Software Inc, CEO of Programator Industri AB 1989 – 1992. Senior board professional with solid international experience from mid and small cap companies the technology sector.

*Current assignments:* Founder and Managing Director of the management consultancy company Kubi LLC. Chairman of the board in Propellerhead AB. Board member in Fingerprint Cards AB, Micro Systemations AB, Nordax Bank AB, Avega Group AB, Image Systems AB, Aptilo Networks AB, Micronic Mydata AB and Sjötte AP-fonden.

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

*Shareholding in Opus Group AB:* 0.

*Number of share options in Opus Group AB:* 0.

Independent of the company, its management and major shareholders.

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

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

Born in 1961. Board member since 2008. Division Manager Vehicle Inspection in the Opus Group.

*Experience:* CEO of Opus Inspection, Inc. since 2008; CEO of Opus US Inc. since 2008; President of subsidiary Systech International, LLC (USA) since 2000; CEO of Sensors, Inc. (USA) 1997-2000; managing member of TriLen LLC and Managing Director of Sensors Europe (Germany) 1987–1997.

*Current assignments:* Board member in Opus Bilprovning AB, Systech Sweden AB and Opus Inspection (Pvt) Ltd. Managing Member for Loradmata Invest LLC, WLC Properties, LLC and Contextuads, LLC. Vice Chairman in Marina 45 DS, Inc.

*Education:* Dipl.-Kfm. (German equivalent to MBA) at Ludwig-Maximilian University, Munich, Germany.

*Shareholding in Opus Group AB:* 19,609,104 (privately and through company).

*Number of share options in Opus Group AB:* 0.

Dependent of the company and its management. Independent to the company's major shareholders.

**Anders Lönnqvist**

Born in 1958. Board members since 2012.

*Experience:* Chairman and owner of Servisen Group AB. Solid international experience from investment companies and other listed companies, including company acquisition, management and strategy issues.

*Current assignments:* Chairman of Stronghold Invest AB. Board member of Northern Light Management AB, Newsec AB, Servisen Group AB, SSRS Holding AB, SSRS Fastighets AB, WeSC AB, and AB Novestra.

*Education:* Economic Studies, Stockholm University.

*Shareholding in Opus Group AB:* 629,640 (including family and through companies).

*Number of share options in Opus Group AB:* 0.

Independent of the company, its management and major shareholders.

**Heléne Mellquist**

Born in 1964.

*Experience:* Former CEO of TransAtlantic AB. Former CFO of Rederi AB TransAtlantic and Volvo Trucks' International division. In addition, a number of senior positions within the Volvo Group. Former Vice President of the International Division of Volvo Trucks Corporation. Solid international experience from strategy, change management, commercial activities, business intelligence and finance.

*Current assignments:* Senior Vice President at Volvo Trucks, Area International. Chairman in BizDrive AB and board member in TransAtlantic AB.

*Education:* Bachelor in International Business Administration at Gothenburg University. Executive Program IFL Stockholm School of Economics.

*Shareholding in Opus Group AB:* 10,000.

*Number of share options in Opus Group AB:* 0.

Independent of the company, its management and major shareholders.

**Members, to be elected:**

**Friedrich Hecker**

Born in 1962.

*Experience:* CEO and Managing Director of ROSEN Swiss AG (Switzerland) 2012 – 2015, Friedrich Hecker Consulting 2011 – 2012, CEO in TÜV Rheinland AG (Germany) 2010 – 2011, COO in TÜV Rheinland AG 2009 – 2010, board member in TÜV Rheinland AG 2009 – 2011, Executive Vice President Industrial Services and board member in SGS SA (Switzerland) 2003 – 2009, Chief Operating Officer and board member in SGS SA 2002 – 2003, Managing Director in TÜV SÜD Bau und Betrieb GmbH (Germany) 2001 – 2002. Solid international experience from senior positions in the TIC industry (Testing, Inspection, Certification).

*Current 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. (German equivalent to MBA) at Ludwig-Maximilian University, Munich, Germany.

*Shareholding in Opus Group AB:* 0.

*Number of share options in Opus Group AB:* 0.

Independent of the company, its management and major shareholders.

**Anne-Lie Lind**

Born in 1971.

*Experience:* CEO in AkkaFRAFT 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 Production Manager Tetra Pak Stålvall AB 2002 – 2004. Solid international experience from managing larger and smaller companies from senior positions.

*Current assignments:* Chairman of the board i AkkaFRAKT, board member in Olofsfors AB and Flexenclosure AB. Vice President Camfil Europe & Oil and Gas.

*Education:* Master of Science in Engineering from Chalmers Tekniska högskola. Executive MBA from Göteborgs Universitet.

*Shareholding in Opus Group AB:* 0.

*Number of share options in Opus Group AB:* 0.

Independent of the company, its management and major shareholders.

Note. The number of shares and share options reflects the situation as of December 31, 2015 and includes holdings by related natural or legal persons.