

*This is an English translation of the Swedish original. In the event of any discrepancy between this translation and the Swedish original, the Swedish original shall prevail.*

## **The Board of Opus Group AB's proposed guidelines for remuneration to senior executives**

The Board of Opus Group AB proposes that the Annual General Meeting 2019 resolves on guidelines for remuneration to senior executives as follows.

### **1. Scope of the guidelines etc.**

These guidelines apply to remuneration and other terms of employment for the people who are part of the Group Management Team and other Senior Executives of Opus Group AB, hereinafter jointly referred to as "senior executives", during the time the guidelines are applicable.

### **2. Basic principles and forms of payment**

The basic principle is that remuneration and other terms of employment for senior executives shall be market based and competitive in every market where Opus Group operates, so that competent and proficient employees can be attracted, motivated and retained. Individual compensation levels are based on experience, competence, responsibility and performance.

The Board shall annually consider whether a share- or share price related incentive program shall be proposed to the General Meeting or not.

### **3. Principles for various types of compensation**

Remuneration to senior executives shall be competitive. Remuneration consists of a fixed and a variable component. The fixed part consists of salaries, pension contributions and other benefits such as car benefits. The variable component refers to bonus. The variable component shall be based on earnings performance or other pre-defined measurable goals. The variable component shall in principle be limited and not exceed 30 percent of the fixed remuneration. Pension benefits shall be competitive and as a general rule, premium-based. The CEO is entitled to severance payments of 12 months upon termination by the Company. There shall be no severance payments to other senior executives. The remuneration to the senior executives is handled by the remuneration committee and reported to and approved by the Board. The Board is entitled to deviate from these guidelines if special reasons exist.

In addition to the above, remuneration may from time to time be approved in the form of share or share price related incentive program in accordance with paragraph 2 above.

### **4. Other**

The guidelines shall apply to agreements entered into after the AGM and to any changes in existing agreements made after this date. The Board is entitled to deviate from these guidelines in individual cases should special reasons be justified.

Information on remuneration, etc. to senior executives during the fiscal year 2018 is found in the Annual Report for 2018.