

Opus Group AB (publ) Year-end report 2016

Strong EBITDA growth, expansion in Latin America and new add-on acquisitions during 2016

January - December 2016

- Net sales amounted to SEK 1,697.2 million (1,650.2), a revenue growth of 2.8 percent before adjustments for acquired and divested businesses. Adjusted for the acquisition of Drew Tech and the divestment of Opus Equipment the FX adjusted organic revenue growth amounted to 5.7 percent.
- Operating profit before depreciation and amortization (EBITDA) amounted to SEK 332.0 million (274.6), corresponding to an EBITDA margin of 19.5 percent (16.6), and an EBITDA growth of 20.9 percent.
- Net financial income/expense includes net foreign exchange gain of SEK 53.4 million (26.1).
- Profit for the period amounted to SEK 85.4 million (66.4).
- Earnings per share after dilution amounted to SEK 0.29 (0.23).
- Cash flow from operating activities amounted to SEK 204.2 million (201.2).
- The Board proposes a dividend of SEK 0.12 (0.10) per share

October - December 2016

- Net sales amounted to SEK 430.3 million (411.4), a revenue growth of 4.6 percent (0.5 percent FX adjusted).
- Operating profit before depreciation and amortization (EBITDA) amounted to SEK 67.8 million (58.3), corresponding to an EBITDA margin of 15.7 percent (14.2) and an EBITDA growth of 16.3 percent.
- Net financial income/expense includes net foreign exchange gain of SEK 33.6 million (-3.6).
- Profit for the period amounted to SEK 21.4 million (3.0).
- Earnings per share after dilution amounted to SEK 0.08 (0.01).
- Cash flow from operating activities amounted to SEK 39.2 million (44.6).

Notable events during the fourth quarter

- Opus Inspection signed agreement to acquire U.S. Emission Test Equipment business from Bosch.
- Opus Inspection was not awarded the new Missouri Gateway Vehicle Inspection Program.
- The Swedish government decided not to change the inspection intervals.

| RESULT OVERVIEW | | | | |
|---|--------------------|-------|-----------|----------|
| | October - December | | January - | December |
| SEK millions | 2016 | 2015 | 2016 | 2015 |
| Net sales | 430.3 | 411.4 | 1,697.2 | 1,650.2 |
| Total operating income | 430.7 | 410.6 | 1,698.6 | 1,651.7 |
| Earnings before interest, taxes, depreciation and amortization (EBITDA) | 67.8 | 58.3 | 332.0 | 274.6 |
| EBITDA margin | 15.7% | 14.2% | 19.5% | 16.6% |
| Profit/loss for the period | 21.4 | 3.0 | 85.4 | 66.4 |
| Earnings per share after dilution | 0.08 | 0.01 | 0.29 | 0.23 |
| Cash flow from operating activities | 39.2 | 44.6 | 204.2 | 201.2 |





Strong EBITDA growth, expansion in Latin America and new add-on acquisitions during 2016

In 2016, Opus Group had another strong year, measured in both revenues and EBITDA. During the year we have started vehicle inspection operations in both Chile and Pakistan. We have also seen strong growth in our successful business model Equipment as a Service (EaaS). Furthermore, we have launched pilot programs for both Drew Tech's unique Remote Assisted Programming (RAP) service as well as our innovative FASTLIGN® offering.

During the fiscal year, revenues grew by 2.8 percent and EBITDA grew by 20.9 percent with an improved EBITDA margin from 16.6 percent in 2015 to 19.5 percent in 2016. The EBITDA margin well exceeded the financial target of 15 percent. The Group had a strong operating cash flow in 2016 of SEK 204 million.

In Q4, we have had a FX adjusted organic growth of 0.5 percent. The fourth quarter had an EBITDA of SEK 67.8 million corresponding to an improved EBITDA margin of 15.7 percent. The quarter was negatively affected by start-up costs related to EaaS and Drew Tech's RAP service, as well as costs and negative EBITDA contribution related to the expansion in Latin America and Pakistan.

Vehicle Inspection International grew organically by 4.4 percent measured in USD in 2016. The EBITDA margin amounted to 24.0 percent adjusted for start-up costs related to EaaS and Drew Tech's RAP service. We continue the expansion of EaaS and the revenues from these contracts have had a strong growth during the year. In addition, in Q4, Opus Inspection acquired the Bosch U.S. based emission equipment business, which will contribute to further growth of EaaS. In December, Opus Inspection signed a settlement agreement with Hickok Inc. without any negative impact and at the same time securing a continued sale of the products.

Our expansion in Latin America is continuing and in 2016 we have started our vehicle inspection operations in Chile. In order to strengthen our organization and broaden the management team, we have hired Alfredo Granai as the new President, VI Latin America. Alfredo Granai has very significant experience in the Latin American market and brings important competence to our company.

Vehicle Inspection Sweden grew 6.2 percent in 2016. The EBITDA margin improved from 13.7 percent in 2015 to 16.8 percent in 2016. We are proud to say that Opus Bilprovning has defended its market share very well and was the market leader in December. In December, the Swedish government decided to leave the inspection intervals unchanged with exception for a minor adjustment in the call-in routines. Opus Group believes that the impact of the new regulation to be implemented during 2018 will be negligible and compensated by other effects, e.g. overall fleet size development.

The global development has led to an increased vehicle fleet and a need for Opus' services to fight pollution and traffic fatalities in many low and medium income countries. Since becoming a listed company in 2006, we have successfully built a solid platform including technologies, experience, references, geographical presence and stable cash flow generation. This has enabled Opus to become a leading international vehicle inspection operator. Since the demand for our services and products now increases, Opus has adopted a new growth strategy. The extensive investments we have made in the recent years combined with the new opportunities will enable us to take the company into a new growth period over the next five years. Opus Group is well poised for this growth period, with good solvency of almost 35 percent and a strong cash position of half a billion SEK.

Mölndal in February 2017 Magnus Greko CEO and President



Notable Events during the year

For more information see press releases at www.opus.se

During the first quarter

No press releases of notable events were published during the first quarter.

During the second quarter

- The Traffic Committee proposed that the government should not incorporate the EU directive under the Transport Agency's proposal.
- All political parties supported the writing of the traffic committee that Sweden should not adjust the inspection interval according to the minimum requirement in the EU directive.
- Opus Group issued a 5-year SEK 500 million senior unsecured bond.

During the third quarter

- Opus Inspection began vehicle inspection program in Lahore, Pakistan.
- Opus Inspection began vehicle inspection in Chile.
- Drew Tech started Remote Assisted Programming (RAP) Vehicle Services Business.
- Opus Inspection acquired a majority of the FASTLIGN® technology.

During the fourth quarter

- Opus Inspection signed an agreement to acquire U.S. Emission Test Equipment business from Bosch.
- Opus Inspection was not awarded the new Missouri Gateway Vehicle Inspection Program.
- The Swedish government decided not to change the inspection intervals.

Events after the end of the period

- Opus Group appointed Lothar Geilen as next CEO as per April 1, 2017.
- 400/100/25: Opus Group's new 5-year strategic plan.

Financial information

Sales and result

January - December 2016

Net sales for the year amounted to SEK 1,697.2 million (1,650.2). Reported net sales is 2.8 percent higher for the Group compared to the previous year. Net sales has been positively affected by the acquisition of Drew Tech and negatively by the divestment of Opus Equipment, which were conducted on March 23, 2015 and July 1, 2015, respectively. Adjusted for these two businesses, net sales for the Group increased by 6.6 percent (5.7 percent FX adjusted).

Earnings before interest, taxes, depreciation and amortization (EBITDA) amounted to SEK 332.0 million (274.6), corresponding to an EBITDA margin of 19.5 percent (16.6). The strengthened EBITDA margin is in part explained by the divestment of Opus Equipment, which contributed a lower EBITDA margin than the Group's current operations, by the acquisition of Drew Tech and by the revenues from the EaaS program in California. EBITDA has been negatively affected by direct one-off costs of approximately SEK 10 million related to the expansion in Latin America and start-up costs from new EaaS contracts and Drew Tech's RAP service of SEK 16.6 million. Depreciation and amortization amounted to SEK -182.9 million (-165.7) and comprise depreciation of tangible assets of SEK -107.3 million (-92.5) and amortization of intangible assets of SEK -75.6 million (-73.2). The increased depreciation and amortization is mainly due to the acquisition of Drew Tech and the EaaS program in California. The Group's net financial items amounted to SEK -3.9 million (-28.5), whereof net interest SEK -50.6 million (-45.0), foreign exchange differences of SEK 53.4 million (26.1) and other financial items of SEK -6.8 million (-9.6). The year's effective tax rate amounts to 41.2 percent. The reported tax expense includes tax expenses related to adjustments of the 2015 U.S. income tax of SEK 3.4 million, due to higher state taxes than calculated, as well as deferred tax expense of SEK 4.0 million as a result of higher estimated average tax rate in the U.S., calculated at the end of September. The reported

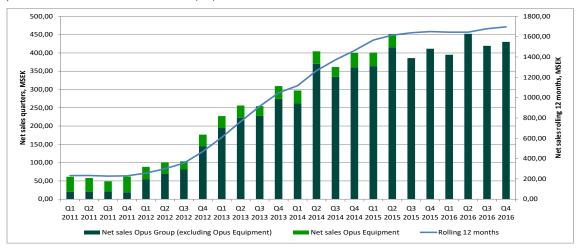


tax expense also includes tax expenses of SEK 12.3 million related to unrecognized taxable income in the form of foreign exchange gains that are recognized in equity. Adjusted for the above mentioned items the tax rate amounts to 27.6 percent. Profit for the year amounted to SEK 85.4 million (66.4).

October - December 2016

Net sales for the period amounted to SEK 430.3 million (411.4). Net sales has increased by 4.6 percent compared to the same period previous year (0.5 percent FX adjusted).

Earnings before interest, taxes, depreciation and amortization (EBITDA) amounted to SEK 67.8 million (58.3), corresponding to an EBITDA margin of 15.7 percent (14.2). EBITDA has been negatively affected by start-up costs from new EaaS contracts and Drew Tech's RAP service of SEK 7.7 million. Depreciation and amortization amounted to SEK -50.4 million (-47.6) and comprise depreciation of tangible assets of SEK -29.5 million (-24.2) and amortization of intangible assets of SEK -20.9 million (-23.5). The increased depreciation and amortization is mainly due to the acquisition of Drew Tech and the EaaS programs in California and Georgia. The Group's net financial items amounted to SEK 18.8 million (-16.2), whereof net interest SEK -13.8 million (-10.6), foreign exchange differences of SEK 33.6 million (-3.6) and other financial items of SEK -1.0 million (-2.0). The reported tax expense in the quarter includes tax expenses of SEK 7.9 million related to unrecognized taxable income in the form of foreign exchange gains that are recognized in equity. Profit for the period amounted to SEK 21.4 million (3.0).



Financial position and Liquidity

Cash and cash equivalents

Cash and cash equivalents at the end of the year amounted to SEK 507.3 million (256.2) whereof SEK 30.0 million is restricted cash, which is not available for the Group. Restricted cash consists of a contractually required reserve trust fund for one of the states in USA. Consequently, available cash and cash equivalents at the end of the year amounted to SEK 477.3 million (281.6) including an unutilized overdraft facility of SEK 0.0 million (25.4).

Equity

Equity attributable to equity holders of the parent company at the end of the year amounted to SEK 1,029.2 million (890.7), equivalent to SEK 3.56 (3.08) per share outstanding at the end of the period before dilution.

Solvency

The equity ratio at the end of the year amounted to 34.6 percent (33.8).

Cash flow

Cash flow from operating activities

Cash flow from operations amounted to SEK 204.2 million (201.2) in 2016, including a change of working capital of SEK -29.5 million (22.6).

Investments

Cash flow from investing activities amounted to SEK -173.9 million in 2016 compared with SEK -326.5 million previous year, which included the acquisition of Drew Tech of SEK -214.4 million and the divest-



ment of Opus Equipment of SEK 39.9 million. The acquisition of Bosch's U.S. based emission test equipment business amounted to SEK -12.6 million. Investments in tangible fixed assets, primarily consisted of machinery and equipment related to the company's business model with EaaS contracts, new vehicle inspection stations in Sweden and Chile and investments in equipment for the operations in Pakistan, amounted to SEK 127.2 million (101.8). Investments in intangible fixed assets amounted to SEK 17.2 million (34.3) and mainly consist of intellectual property related to FastLign. The Group's free cash flow, defined as cash flow from operating activities less investments in fixed assets, amounted to SEK 59.8 million (65.1).

Financing

The Group's interest bearing liabilities at the end of the year amounted to SEK 1,192.1 million (960.3). Cash flow from financing activities during the year amounted to SEK 203.5 million (-8.2). The change is primarily due to the new bond issued for approximately SEK 492 million (after transaction costs), a new loan of SEK 4.3 million from the shareholders with non-controlling interests in FastLign, repayment of the acquisition loan relating to the acquisition of Envirotest of SEK 190.8 million, repayment of utilized bank overdraft of SEK 71.4 million, dividends paid to the shareholders of SEK 28.9 million and amortization of remaining bank loans of SEK 2.6 million. The Group's net debt at the end of the year amounted to SEK 684.8 million (704.1).

Opus Group's bond agreements include customary terms and conditions and undertakings. The bond agreements contain two financial covenants, which consist of interest coverage ratio and net debt.

Dividend policy

Opus Group's Board has adopted the following dividend policy: Opus Group's dividend policy is to distribute 10-20% of profit at the EBITDA level, provided that the company meets the financial target for net indebtedness. For 2016, the Board will propose that a dividend of SEK 0.12 (SEK 0.10) per share shall

Financial targets

Opus Group's financial targets are:

- Compounded annual growth (CAGR) of at least 10% during a five year period
- EBITDA margin of at least 15% on an annualized basis
- Interest-bearing net debt relative to EBITDA shall not exceed 3.0 times

| Perfomance in relation to Opus Group's financial targets | | | | | | | |
|---|---------------------|---------------------|--|--|--|--|--|
| | 2016 (full year) | 2015 (full year) | | | | | |
| SEK thousands | | | | | | | |
| Revenue growth:* Annual growth (CAGR, 5 y) in revenues of at least 10% | 49.1% | 48.7% | | | | | |
| EBITDA margin:** EBITDA margin of at least 15% | 19.5% | 17.6% | | | | | |
| Net debt: Interest net debt relative to EBITDA*** should not exceed 3.0 times | 2.1x | 2.4x | | | | | |

^{*} The revenue growth has been calculated based on the compounded average annual growth rate (CAGR) during the previous five

Customers

Opus Group's customers on the international market are primarily government agencies (counties, states etc.) and the automotive industry, including repair shops. The customers of Vehicle Inspection Sweden are primarily individuals, businesses and governments who are the owners of Swedish registered vehicles.

^{**} EBITDA margin has been adjusted for acquisition related costs.

^{***} EBITDA has been calculated based on 12 months rolling result adjusted for acquisition related costs and includes proforma accounts for acquired businesses.



Taxes

The tax expense for the year is calculated using the current tax rate for the parent company and each subsidiary. Temporary and permanent differences have been taken into account.

Employees

The number of FTEs (full-time equivalents) in the Group was 1,691 (1,605) at the end of the reporting period.

Legal proceedings

In December Opus Inspection signed a settlement agreement with Hickok Inc. regarding the alleged patent infringement that Hickok has pursued against Systech International LLC. (which has merged with Opus Inspection) since 2007. The part of the process costs exceeding USD 70 thousand has been borne by the sellers of Systech International LLC. As part of the agreement the companies also signed a supplier agreement, securing a continued sale of the products.

Parent company

The Parent company's net sales during the fourth quarter amounted to SEK 3.2 million (1.7) and net profit before taxes to SEK 82.8 million (-2.3). Profit and loss includes net foreign exchange gain of SEK 70.1 million (-3.9).

In accordance with RFR 2, foreign currency effects on extended net investment in foreign operations shall be recognized in the income statement as of January 1, 2016. The application should be made retroactively and had a negative effect on profit before tax in Q4 2015 of SEK -0.1 million and a positive effect on the result before tax for the full year 2015 of SEK 1.3 million. Earlier, the currency effects were recognized in other comprehensive income and accumulated in a translation reserve in equity.

Related Parties

A provision for earnout for the acquisition of Systech 2008 has been accounted for to Lothar Geilen in his role as the former owner. More information on the terms of the agreement for the earnout is described in note 1.

Divisions and segments

After the sale of the Equipment division as of 2015-07-01, Opus Group consists of only one division (the Vehicle Inspection division) with two segments; Vehicle Inspection International and Vehicle Inspection Sweden.

| Vehicle Inspection International | | | | | |
|----------------------------------|-----------|----------|--------------------|-----------|--|
| | October - | December | January - December | | |
| SEK thousands | 2016 | 2015 | 2016 | 2015 | |
| Segment's net sales | 274,493 | 259,176 | 1,091,972 | 1,016,756 | |
| Total operating income | 274,524 | 259,242 | 1,092,897 | 1,017,543 | |
| EBITDA | 48,397 | 47,051 | 246,204 | 209,495 | |
| EBITDA margin | 17.6% | 18.1% | 22.5% | 20.6% | |
| Close-down costs | - | - | - | 3,293 | |
| Acquisition related costs | - | - | - | 1,718 | |
| Start-up costs* | 7,650 | 2,966 | 16,626 | 12,577 | |
| Adjusted EBITDA | 56,047 | 50,017 | 262,830 | 227,083 | |
| Adjusted EBITDA margin | 20.4% | 19.3% | 24.0% | 22.3% | |

^{*} As of Q4 2016 the start-up costs for the pilot program for Drew Tech's RAP service are classified as start-up costs. Q1-Q3 effect of such costs of SEK 3.7 million is included in January - December 2016.

Net sales in Q4 2016 amounted to SEK 274.5 million (259.2). Revenue growth in SEK amounted to 5.9 percent and the organic revenue growth in local currency was -0.4 percent.

Although total revenue for the segment is flat compared to Q4 2015, the EaaS business continues



to grow and the number of signed contracts have increased in the quarter both in California and in Georgia. The EaaS business has had a strong revenue growth in the fourth quarter compared to Q3. Start-up costs related to new EaaS contracts and the RAP-service amounted to SEK 7.7 million in the quarter.

We have launched our Remote Assisted Programming (RAP) service pilot program in the U.S. We believe workshops have a great need for this service and, we have delivered and installed the first units. The RAP service pilot program will run through May 2017. We will constantly analyze results of our pilot program to fine tune delivery methods, software functionality, and vehicle coverage in order to position RAP service as a successful, innovative product platform for many years to come.

We are finalizing FASTLIGN® design improvements that focus on the implementation of a faster more powerful laser and software functionality. These changes started in Q4 2016, and will be available in production units already in Q1 2017. During the first half of 2017, we will implement FASTLIGN® pilot programs in California and Texas focusing on optimizing the installation process as well as the customer experience. We will also utilize the pilot program to train our sales organization and field service teams. We are optimistic that the results of the pilot program will enable us to make FASTLIGN® a successful, innovative product platform for many years to come.

EBITDA amounted to SEK 48.4 million (47.1). EBITDA growth in SEK amounted to 2.9 percent. The unadjusted EBITDA margin amounted to 17.6 percent (18.1), and demonstrates a continued good margin underpinned by EaaS contracts and good performance across all programs despite the start-up costs related to new EaaS contracts and the pilot program for Drew Tech's RAP service.

In December, Opus Inspection acquired the U.S. based emission test equipment business from Bosch Automotive Service Solutions, Inc. The acquired business activities include sales and service of emission test equipment in California, Pennsylvania and North Carolina at over 5,000 active customers that are new to Opus. In 2015, the business generated over USD 5 million in revenues. This acquisition offers an important expansion opportunity for our vastly successful EaaS business model in three strategically important markets that have aging equipment in need of replacement.

In the Maule region in Chile, south of Santiago, we started vehicle inspection operations at our second station during the fourth quarter. A third station is estimated to become operational in early 2017. Construction of inspection stations are underway in the two other concessions we won, in the regions O'Higgins and Metropolitana (Santiago). We expect that all eight inspection stations will be operational by the end of 2017.

In our Punjab vehicle inspection program in Pakistan we have started the implementation of phase 2, after seeing a significant increase in inspection volume in our first two stations. This includes the construction of an additional 37 inspection stations, 13 of which consist of permanently staffed, full service facilities. We expect this phase to be completed over a 12 – 15 month time period.

The number of employees at the end of the reporting period amounted to 1,121 (1,021).

The table below shows net sales, total income, EBITDA and adjusted EBITDA in local currency (USD).



| | October - December | | | December |
|--------------------------------|--------------------|--------|---------|----------|
| Local currency (USD thousands) | 2016 | 2015 | 2016 | 2015 |
| Segment's net sales | 30,358 | 30,495 | 127,547 | 120,540 |
| Total operating income | 30,361 | 30,502 | 127,655 | 120,620 |
| EBITDA | 5,352 | 5,536 | 28,758 | 24,836 |
| EBITDA margin | 17.6% | 18.1% | 22.5% | 20.6% |
| Close-down costs | - | - | - | 395 |
| Acquisition related costs | - | - | - | 206 |
| Start-up costs* | 846 | 349 | 1,925 | 1,491 |
| Adjusted EBITDA | 6,198 | 5,885 | 30,683 | 26,928 |
| Adjusted EBITDA margin | 20.4% | 19.3% | 24.0% | 22.3% |

^{*} As of Q4 2016 the start-up costs for the pilot program for Drew Tech's RAP service are classified as start-up costs. Q1-Q3 effect of such costs USD 0.5 million is included in January - December 2016.



| Vehicle Inspection Sweden | | | | |
|---------------------------|---------|-----------------|---------|----------------|
| | Oct | ober - December | | ary - December |
| SEK thousands | 2016 | 2015 | 2016 | 2015 |
| Segment's net sales | 160,364 | 156,464 | 622,966 | 586,524 |
| Total operating income | 160,413 | 155,437 | 623,195 | 586,661 |
| EBITDA | 22,484 | 16,133 | 104,902 | 80,257 |
| EBITDA margin | 14.0% | 10.4% | 16.8% | 13.7% |

Revenues in Q4 2016 amounted to SEK 160.4 million (156.5). The growth (all organic) was 2.5 percent in the fourth quarter and 6.2 percent for the full year. The revenue increase is primarily attributable to increased average revenue per inspection and new station openings that generate progressively increasing revenues. In total, Opus Bilprovning opened five new stations during 2016, whereof two light vehicle stations in Q4, in Västerås and Nacka.

In Q4, Opus Bilprovning has continued to perform very well in all inspection station operations. Opus Bilprovning was market leader in Sweden in December with a market share of 27.8 percent. We believe that the market share for Opus Bilprovning is overstated by about 1 percent for December due to a timing effect at some of our competitors. We expect to see a reversal in January, which may result in understating our official market share in January by about 1 percent. Overall, we expect to continue our positive trend from 2016, resulting in a strong market position in 2017.

In December 2016, the Swedish government decided that passenger cars and other light vehicles (>3.5 tonnes) will continue to be inspected the first time three years after the vehicle is first put into use and the second time within two years after the first inspection. Thereafter the next inspection will be scheduled fourteen months subsequent to the previous inspection date, instead of after twelve months as required under the previous regulation. Opus Group believes that the impact of the new regulation to be implemented during 2018 will be negligible and compensated by other effects, e.g., overall fleet size development. Consequently, for the next few years we expect no material impact to the inspection volume in Sweden compared to 2016.

Q4 EBITDA amounted to SEK 22.5 million (16.1) with an EBITDA margin of 14.0% (10.4). The EBITDA growth and margin improvement is due to the increased revenues and improved productivity in the organization. The number of employees at end of the period amounted to 564 persons (579).

Accounting and Valuation Policies

This report has been prepared in accordance with IAS 34, Interim Financial Reporting. The group accounting has been prepared in accordance with International Financial Reporting Standards, IFRS, as approved by EU, and the Swedish Annual Accounts Act. The interim report for the Parent company has been prepared in accordance with the Swedish Annual Accounts Act and recommendation RFR 2. An accounting change in RFR 2 as of January 1, 2016 is that currency effects on net investment in foreign operations are to be recognized in the income statement and not in other comprehensive income as before. The change in accounting policy is applied retroactively. Other than this the same accounting and valuation policies were applied as in the annual report for 2015.

No new or revised IFRS or interpretations have been applied or have had any essential effect on the financial position, result or information for the group or parent company.

Estimates and Assumptions

To prepare the financial reports in accordance with IFRS, company management is required to make different assessments, valuations and assumptions that affect the reported assets, liabilities, revenues, costs, contingent liabilities and contingent assets. These assessments, valuations and assumptions are based on historical experience and other factors that could be considered reasonable in the prevailing conditions. Valuation of goodwill, provision for earnout and acquired intangible assets are areas covered by assessments that may have significant impact on the financial statements. As of January 1 2016 a portion of intercompany loans in USD has been reclassified to net investment in foreign operations and by that, exchange rate differences are recognized in other comprehensive income through a translation reserve in equity, instead of net financial items in the income statement, for the Group.



Translation of Foreign Operations

Assets and liabilities in foreign entities, including goodwill and other corporate fair value adjustments, are translated to Swedish crowns (SEK) at the rate prevailing on the balance sheet date, meanwhile all items in the income statement are translated using an average rate for the period. On translation of foreign operations, the following exchange rates have been used for currencies that are material for the Group:



| | | Closin | g rate | | | |
|----------|-------------------|----------------|-------------------|-------------------|----------------|----------------|
| Currency | Oct - Dec 2016 | Oct - Dec 2015 | Jan - Dec 2016 | Jan - Dec 2015 | 31 Dec 2016 | 31 Dec 2015 |
| USD | 9.04 | 8.50 | 8.56 | 8.44 | 9.10 | 8.35 |
| PKR | 0.09 | 0.08 | 0.08 | 0.08 | 0.09 | 0.08 |

Essential Risks and Uncertainty Factors

Opus Group AB (publ) and the Opus Group companies are through their activities at risk of both financial and operational nature, which the companies themselves may affect to a greater or lesser extent. Within the companies, continuous processes are ongoing to identify potential risks and to assess and take steps to mitigate those risks.

The companies' operations, profitability and financial conditions are directly related to regulations within environmental and safety testing of vehicles. In the Vehicle Inspection International segment, the Group runs vehicle inspection programs through long-term contracts with government agencies. There is a risk of early contract termination, which would affect the Group's financial position negatively. Furthermore, the Group primarily has a currency risk through its translation exposure of the operations in the United States. Opus Group's main currency exposure of net assets is in US dollars. Because the Parent company is primarily financed in Swedish crowns and lends US dollars to its subsidiaries, there is a currency risk that the Company has decided not to exchange hedge. Net exposure in US dollars, on loans that are revaluated over the income statement, as of December 31, 2016, totaled USD 81 million. A detailed description of the parent company and subsidiaries' risks and risk management are given in Opus Group's Annual Report 2015.

Outlook

The increased mobility and vehicle fleet in low and middle income countries creates a need for vehicle inspection programs to fight vehicle pollution and improve traffic safety. In response, Opus Group has developed a growth strategy for the next five years to take part in this growing market.

In 2017, Opus Group foresees a continued strong market position in our existing markets, generating cash flows for our planned expansion. In addition to the growth opportunities within new geographical markets we also see further expansion of our successful business model Equipment as a Service (EaaS) for emission test equipment in a handful of states in the U.S. Furthermore, there is good potential in our new Remote Assisted Programming service (RAP Service), which we will offer to workshops and dealerships in the U.S. market. New vehicle inspection programs, EaaS and RAP have a short-term negative impact on EBITDA as well as the cash flows due to capex. However, these new projects are adding to our underlying long-term cash flow generation and EBITDA margin.

In 2017, Opus Group will continue expanding in Latin America as well as explore opportunities in other regions. Opus Group is convinced that past and upcoming investments, combined with the investments planned for 2017, will together contribute in taking the company into a new growth period. The expected growth will to a large extent be organic but may also include acquisitions. In 2017, the board of directors will review the financial targets for the coming years.

Opus Group does not provide any forecasts.



Next financial reports

- The Annual Report 2016 will be published on or before April 21, 2017. The Annual Report will be made available on the company's website www.opus.se.
- May 12, 2017 Interim report Q1 2017
- August 18, 2017 Interim report Q2 2017
- November 10, 2017 Interim report Q3 2017

Annual General Meeting

May 15, 2017 - Annual general meeting 2017 at Radisson Blu Scandinavia Hotel in Gothenburg

This report has not been subject to auditors' review.

Mölndal, Sweden, February 14, 2017 Magnus Greko President and CEO

Contact Information

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For any questions regarding the interim report, please contact Magnus Greko, President and CEO, +46 31 748 34 91.

This information is information that Opus Group AB is obliged to make public pursuant to the EU Market Abuse Regulation and the Securities Markets Act. The information was submitted for publication, through the agency of the contact person set out above, at 08:00 CET on February 14, 2017.

Opus Group AB (publ) in Brief

Opus Group is a leading innovative technology focused growth company in the vehicle inspection market. The company has a strong focus on customer service and innovative technology within IT, emission testing and vehicle communication. The Group had SEK 1,697 million in revenues in 2016 with strong operating cash flow and good operating profitability. With over 1,600 employees, Opus Group is headquartered in Mölndal in the Gothenburg region of Sweden and has 25 regional offices, 20 in the United States and the others in Stockholm, Peru, Chile, Mexico and Pakistan. Opus Group has production facilities in the U.S. in East Granby, CT, Ann Arbor, MI and Tucson, AZ. The Opus Group share is listed on Nasdag Stockholm.



| GROUP | | | | |
|--|--------------------------|--------------------------|--------------------------|------------------------|
| INCOME STATEMENT IN SUMMARY | | | | |
| SEK thousands | 2016-10-01 2016-12-31 | 2015-10-01 2015-12-31 | 2016-01-01 2016-12-31 | 2015-01-0 2015-12-3 |
| Operating income | | | | |
| Net sales | 430,276 | 411,408 | 1,697,150 | 1,650,15 |
| Other operating income | 401 | -810 | 1,475 | 1,59 |
| Total operating income | 430,677 | 410,598 | 1,698,625 | 1,651,74 |
| Operating expenses | -362,907 | -352,252 | -1,366,607 | -1,377,10 |
| Earnings before interest, taxes, depreciation and amortiza- | | | | |
| tion (EBITDA) | 67,770 | 58,346 | 332,018 | 274,6 |
| Depreciation | -29,526 | -24,182 | -107,270 | -92,46 |
| EBITA | 38,244 | 34,164 | 224,748 | 182,17 |
| Amortization | -20,913 | -23,455 | -75,595 | -73,20 |
| Earnings before interest and taxes (EBIT) | 17,331 | 10,709 | 149,153 | 108,97 |
| Net financial income/expense | 18,836 | -16,212 | -3,930 | -28,51 |
| Profit after financial items | 36,167 | -5,503 | 145,223 | 80,45 |
| Current tax/Deferred tax | -14,722 | 8,462 | -59,846 | -14,02 |
| Profit/loss for the period | 21,445 | 2,959 | 85,377 | 66,43 |
| Attributable to: | | | | |
| Parent company shareholders | 22,958 | 2,977 | 87,051 | 66,4 |
| Non-controlling interests | -1,513 | -18 | -1,674 | -1 |
| Earnings per share | | | | |
| Average number of shares before dilution | 288,712 | 288,712 | 288,712 | 280,40 |
| Average number of shares after dilution | 300,091 | 294,591 | 300,091 | 286,28 |
| Earnings per share before dilution (SEK) | 0.08 | 0.01 | 0.30 | 0.2 |
| Earnings per share after dilution (SEK) | 0.08 | 0.01 | 0.29 | 0.2 |
| STATEMENT OF COMPREHENSIVE INCOME IN S | | | | |
| SEK thousands | 2016-10-01 2016-12-31 | 2015-10-01 2015-12-31 | 2016-01-01 2016-12-31 | 2015-01-0 2015-12-3 |
| Profit/loss for the period | 21,445 | 2,959 | 85,377 | 66,43 |
| Items that might be reclassified to profit/loss for the period | | | | |
| Translation differences on foreign operations | 51,041 | -3,389 | 79,475 | 19,75 |
| Cash flow hedge | 649 | 529 | 1,862 | 79 |
| Tax effect of cash flow hedge | -143 | -116 | -410 | -17 |
| Total other comprehensive income for the period | 51,547 | -2,976 | 80,927 | 20,3 |
| Comprehensive income for the period | 72,992 | -17 | 166,304 | 86,80 |
| Attributable to: | | | | |
| Parent company shareholders | 73,758 | 0 | 167,235 | 86,82 |
| | | - | 101,233 | 00,02 |



| GROUP | | | | | | | | | | |
|---|------------------------------------|------------------|--|---------------|----------------------|-----------|-----------------------------------|-----------------|--|--|
| STATEMENT OF FINAN | ICIAL POSITI | ON IN S | UMMARY | (| | | | | | |
| SEK thousands | | | | | 2016-12-31 | | | 2015-12-31 | | |
| ASSETS | | | | | | | | | | |
| Non-current assets | | | | | | | | | | |
| Intangible assets | | | | | 1,320,616 | | | 1,250,183 | | |
| Tangible assets | | | | | 814,945 | | | 739,118 | | |
| Financial assets | | | | | 22,790 | | | 13,524 | | |
| Deferred tax receivable | | | | | 31,521 | | | 29,378 | | |
| Total non-current assets | | | | | 2,189,872 | | | 2,032,203 | | |
| Inventory | | | | | 85,258 | | | 81,016 | | |
| Other current assets | | | | | 224,145 | | | 261,975 | | |
| Cash and cash equivalents | | | | | 507,300 | | | 256,214 | | |
| Total current assets | | | | | 816,703 | | | 599,205 | | |
| TOTAL ASSETS | | | | | 3,006,575 | | | 2,631,408 | | |
| EQUITY AND LIABILITIES Equity attributable to equity h | olders of the Par | ent | | | 1,029,221 | | | 890,667 | | |
| Equity attributable to non-con | trolling interests | | | | 12,524 | | | -10 | | |
| Total equity | | | | | 1,041,745 | | | 890,657 | | |
| Non-current interest bearing I | | | | | 987,990 | | | 695,839 | | |
| Non-current non-interest bear | - | provisions | | | 380,368 | | | 349,750 | | |
| Current interest bearing liabilit | | | | | 204,078 | | | 264,435 | | |
| Current non-interest bearing I | | risions | | | 392,394 | | 430,727 | | | |
| TOTAL EQUITY AND LIABILITIES | S | | | | 3,006,575 | | | 2,631,408 | | |
| STATEMENT OF CHAN | GES IN EQUI | TY IN SI | JMMARY | ′ | | | | | | |
| | | Equity attri | | quity holders | of the paren | t company | | | | |
| SEK thousands | Number of shares outstanding | Share capital | Other capital contribu- tions | Reserves | Retained earnings | Total | Non-con- trolling interests | Total Equity | | |
| Equity 2015-01-01 | 253,163,419 | 5,063 | 419,800 | 58,941 | 154,824 | 638,628 | - | 638,628 | | |
| Total comprehensive income | | - | - | 20,371 | 66,451 | 86,822 | -17 | 86,805 | | |
| Redemption stock options | 1.948.528 | 39 | 4.020 | | | 4.059 | - | 4.059 | | |
| Directed rights issue | 5,470,744 | 109 | 41,341 | _ | _ | 41,450 | _ | 41,450 | | |
| D. 1 | -,, | | | | | , .50 | | , | | |

| STATEMENT OF CHAN | GES IN EQU | 11 Y IN 5 | UMMARY | | | | | |
|---|------------------------------------|------------------|--|---------------|----------------------|------------|-----------------------------------|-----------------|
| | | Equity attr | ibutable to e | quity holders | of the pare | nt company | | |
| SEK thousands | Number of shares outstanding | Share capital | Other capital contribu- tions | Reserves | Retained earnings | Total | Non-con- trolling interests | Total Equity |
| Equity 2015-01-01 | 253,163,419 | 5,063 | 419,800 | 58,941 | 154,824 | 638,628 | - | 638,628 |
| Total comprehensive income | - | - | - | 20,371 | 66,451 | 86,822 | -17 | 86,805 |
| Redemption stock options | 1,948,528 | 39 | 4,020 | - | - | 4,059 | - | 4,059 |
| Directed rights issue | 5,470,744 | 109 | 41,341 | - | - | 41,450 | - | 41,450 |
| Rights issue | 28,129,268 | 563 | 144,961 | - | - | 145,524 | - | 145,524 |
| Dividend | - | - | - | - | -25,809 | -25,809 | - | -25,809 |
| Transactions with shareholders with non-controlling interests | - | - | - | - | -7 | -7 | 7 | _ |
| Equity 2015-12-31 | 288,711,959 | 5,774 | 610,122 | 79,312 | 195,459 | 890,667 | -10 | 890,657 |
| Total comprehensive income | - | - | - | 80,184 | 87,051 | 167,235 | -931 | 166,304 |
| Stock options | - | - | 190 | - | - | 190 | - | 190 |
| Dividend | - | - | - | - | -28,871 | -28,871 | - | -28,871 |
| Transactions with shareholders with non-controlling interests | - | - | - | - | - | - | 13,465 | 13,465 |
| Equity 2016-12-31 | 288,711,959 | 5,774 | 610,312 | 159,496 | 253,639 | 1,029,221 | 12,524 | 1,041,745 |



| SEK thousands | 2016-10-01 2016-12-31 | 2015-10-01 2015-12-31 | 2016-01-01 2016-12-31 | 2015-01-01 2015-12-31 |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| Earnings before interest and tax (EBIT) | 17,331 | 10,709 | 149,153 | 108,973 |
| Adjustment for non cash flow items | | | | |
| - Depreciation/Amortization | 50,439 | 47,637 | 182,866 | 165,668 |
| - Other | -1,905 | -6,400 | -4,933 | -1,755 |
| Interest net | -13,777 | -10,597 | -50,602 | -44,97 |
| Income tax paid | 522 | 1,404 | -42,829 | -49,30 |
| Change in working capital | -13,385 | 1,844 | -29,451 | 22,568 |
| Cash flow from operating activities | 39,225 | 44,597 | 204,204 | 201,18 |
| Investing activities | | | | |
| Acquisition/divestment of subsidiary/business net after acquired/divested cash | -12,601 | - | -12,601 | -174,55 |
| Acquisition of tangible assets | -47,854 | -30,766 | -127,244 | -101,76 |
| Acquisition of intangible assets | -1,719 | -17,734 | -17,155 | -34,32 |
| Other | 2,039 | -9,832 | -16,868 | -15,81 |
| Cash flow from investment activities | -60,135 | -58,332 | -173,868 | -326,45 |
| Financing activities | | | | |
| Dividend | - | - | -28,871 | -25,80 |
| New issue | - | - | - | 145,52 |
| New debt | 4,294 | 237 | 496,395 | 90 |
| Net change in bank overdraft facilities | - | 7,352 | -71,408 | 71,40 |
| Amortization of liabilities to credit institutions | -679 | -32,652 | -193,352 | -204,30 |
| Other | 563 | | 753 | 4,05 |
| Cash flow from financing activities | 4,178 | -25,063 | 203,517 | -8,22 |
| Liquid assets at the beginning of the period | 511,932 | 295,547 | 256,214 | 382,299 |
| Translation difference | 12,100 | -535 | 17,233 | 7,41 |
| Cash flow for the year | -16,732 | -38,798 | 233,853 | -133,496 |
| Liquid assets at the end of the period | 507,300 | 256,214 | 507,300 | 256,214 |



| | 2016-01-01 | 2015-01- |
|--|------------|----------|
| | 2016-12-31 | 2015-01- |
| Return on capital employed, percent | 7.4 | 6 |
| Return on total assets, percent | 5.4 | L |
| Return on equity, percent * | 9.1 | 8 |
| EBITDA margin, percent | 19.5 | 16 |
| Operating profit margin (EBIT), percent | 8.8 | 6 |
| Profit after financial items, percent | 8.5 | L |
| Sales growth, percent | 2.8 | 12 |
| Net debt, SEK thousands | 684,768 | 704,0 |
| Net debt / equity ratio, times | 0.7 | (|
| nterest coverage ratio, times | 2.5 | á |
| Equity ratio, percent | 34.6 | 3: |
| Acid test ratio, percent | 115.9 | 7 |
| Number of employees at period end | 1,691 | 1,6 |
| Oata Per Share | | |
| Number of shares at period end, before dilution, thousands | 288,712 | 288,7 |
| Number of shares at period end, after dilution, thousands | 300,091 | 294,5 |
| Average number of shares, before dilution, housands | 288.712 | 280.4 |
| Average number of shares, after dilution, | 200,112 | 200,4 |
| housands | 300,091 | 286,2 |
| Equity per share, before dilution, SEK * | 3.56 | 3. |
| Equity per share, after dilution, SEK * | 3.43 | 3. |
| Earnings per share before dilution, SEK * | 0.30 | 0. |
| Earnings per share after dilution, SEK * | 0.29 | 0. |
| Dividend per share, before dilution, SEK | 0.12 | 0 |
| Dividend per share, after dilution, SEK | 0.12 | C |
| Cash flow from operating activities per share, before dilution, SEK | 0.71 | 0. |
| Cash flow from operating activities per share, after dilution, | | |
| SEK | 0.68 | 0. |

Outstanding stock options result in a dilution effect in 2016 since the average market price of ordinary shares during the period exceeded the discounted exercise price for the stock options.

For definitions of key ratios, see Opus Group's annual report 2015.

Average number of shares has been restated taking into account bonus element in rights issues. This has affected the key ratio calculations for the periods accounted for above.



| QUARTERLY DE | VELO | PMEN | T FOF | R THE | GRO | UP | | |
|---|--|---|--|--|---|--|---|---|
| Segment information | | | | | | | | |
| SEK thousands | Q4 | Q3 | Q2 | Q1 | Q4 | Q3 | Q2 | |
| | | | | | | | | |
| Total operating income | | | | | | | | |
| Equipment | - | - | - | - | - | - | 36,798 | 36,8 |
| Vehicle Inspection Sweden | 160,413 | 137,480 | 184,066 | 141,235 | 155,437 | 126,685 | 165,832 | 138,7 |
| Vehicle Inspection International | 274,524 | 286,797 | 273,466 | 258,111 | 259,242 | 263,781 | 258,955 | 235,5 |
| Group eliminations | -4,260 | -3,822 | -5,359 | -4,027 | -4,081 | -3,410 | -9,122 | -9,5 |
| Group | 430,677 | 420,455 | 452,173 | 395,319 | 410,598 | 387,056 | 452,463 | 401,6 |
| /ehicle Inspection International in ocal currency USD thousands | 30,361 | 33,660 | 33,303 | 30,521 | 30,502 | 31,110 | 30,750 | 28, |
| EBITDA | | | | | | | | |
| Equipment | - | - | - | - | - | - | 545 | 2,4 |
| Vehicle inspection Sweden | 22,484 | 30,281 | 44,789 | 7,348 | 16,133 | 14,092 | 36,837 | 13, |
| /ehicle Inspection International | 48,397 | 68,846 | 74,367 | 54,595 | 47,051 | 64,508 | 60,749 | 37, |
| Group-wide expenses | -3,111 | -12,387 | -3,058 | -532 | -4,838 | -7,361 | -3,936 | -1, |
| Group | 67,770 | 86,740 | 116,098 | 61,411 | 58,346 | 71,239 | 94,195 | 50, |
| /ehicle Inspection International in ocal currency USD thousands | 5,352 | 8,080 | 9,056 | 6,456 | 5,536 | 7,608 | 7,214 | 4 |
| BITDA margin | | | | | | | | |
| quipment | - | - | - | - | - | - | 1.5% | 6 |
| /ehicle Inspection Sweden | 14.0% | 22.0% | 24.3% | 5.2% | 10.4% | 11.1% | 22.2% | 9 |
| /ehicle Inspection International | 17.6% | 24.0% | 27.2% | 21.2% | 18.1% | 24.5% | 23.5% | 15 |
| iroup | 15.7% | 20.6% | 25.7% | 15.5% | 14.2% | 18.4% | 20.8% | 12 |
| ncome statement | | 2 | 2016 | | | 201 | 5 | |
| SEK thousands | Q4 | Q3 | Q2 | Q1 | Q4 | Q3 | Q2 | |
| Net sales | 430,276 | 419,445 | 452,301 | 395,128 | 411,408 | 385,803 | 452,126 | 400,8 |
| Total operating income | 430,677 | 420,455 | 452,173 | 395,319 | 410,598 | 387,056 | 452,463 | 401,6 |
| Operating expenses | -362,907 | -333,715 | -336,075 | -333,908 | -352,252 | -315,817 | -358,268 | -350,7 |
| Earnings before interest, taxes, | 302,301 | 333,113 | 330,013 | 333,300 | 33E,E3E | 313,011 | 330,200 | 330,1 |
| depreciation and amortization EBITDA) | 67,770 | 86,740 | 116,098 | 61,411 | 58,346 | 71,239 | 94,195 | 50, |
| BITDA margin | 15.7% | 20.6% | 25.7% | 15.5% | 14.2% | 18.4% | 20.8% | 12. |
| Depreciation and amortization | -50,439 | -45,431 | -43,222 | -43,774 | -47,637 | -39,296 | -39,336 | -39,3 |
| Operating profit/loss (EBIT) Results from financial invest- | 17,331 | 41,309 | 72,876 | 17,637 | 10,709 | 31,943 | 54,859 | 11,4 |
| nents | 18,836 | -6,732 | 4,340 | -20,374 | -16,212 | 924 | -53,730 | 40,5 |
| | | | | | | | | |
| Profit/loss after financial items | 36,167 | 34,577 | 77,216 | -2,737 | -5,503 | 32,867 | 1,129 | 51,9 |
| | | 34,577 -23,270 | 77,216 -26,702 | | -5,503 8,462 | 32,867 -9,527 | 1,129 -2,588 | |
| Current tax/Deferred tax | 36,167 | | | -2,737 | | | | -10,3 |
| Current tax/Deferred tax Net profit/loss | 36,167 -14,722 | -23,270 11,307 | -26,702 | -2,737 4,848 | 8,462 | -9,527 | -2,588 -1,459 | -10,3 |
| lurrent tax/Deferred tax let profit/loss ash Flow Analysis | 36,167 -14,722 | -23,270 11,307 | -26,702 50,514 | -2,737 4,848 | 8,462 | -9,527 23,340 | -2,588 -1,459 | -10,3 |
| let profit/loss ash Flow Analysis EK thousands | 36,167 -14,722 21,445 | -23,270 11,307 2 | -26,702 50,514 2016 Q2 | -2,737 4,848 2,111 | 8,462 2,959 | -9,527 23,340 201 Q3 | -2,588 -1,459 5 | -10,3 41, 5 |
| Alet profit/loss Cash Flow Analysis SEK thousands Cash flow from operating activities | 36,167 -14,722 21,445 Q4 39,225 | -23,270 11,307 2 Q3 | -26,702 50,514 2016 Q2 94,808 | -2,737 4,848 2,111 Q1 8,966 | 8,462 2,959 Q4 44,597 | -9,527 23,340 201 Q3 60,563 | -2,588 -1,459 5 Q2 65,437 | 51,9 -10,3 41,5 |
| let profit/loss lash Flow Analysis EK thousands Lash flow from operating activities Lash flow from investing activities | 36,167 -14,722 21,445 Q4 39,225 -60,135 | -23,270 11,307 2 Q3 61,205 -36,430 | -26,702 50,514 2016 Q2 94,808 -51,505 | -2,737 4,848 2,111 Q1 8,966 -25,798 | 8,462 2,959 Q4 44,597 -58,332 | -9,527 23,340 201 Q3 60,563 13,754 | -2,588 -1,459 5 Q2 65,437 -30,153 | -10,3 41,5 30,5 -251,7 |
| let profit/loss ash Flow Analysis EK thousands ash flow from operating activities ash flow from investing activities ash flow from financing activities | 36,167 -14,722 21,445 Q4 39,225 | -23,270 11,307 2 Q3 | -26,702 50,514 2016 Q2 94,808 | -2,737 4,848 2,111 Q1 8,966 | 8,462 2,959 Q4 44,597 | -9,527 23,340 201 Q3 60,563 | -2,588 -1,459 5 Q2 65,437 | -10.3 41,5 30.5 -251,1 133.3 |
| Alet profit/loss Clash Flow Analysis Clash Flow Analysis Clash Flow from operating activities Clash flow from investing activities Clash flow from financing activities Clash flow from the period Clash and cash equivalents at the | 36,167 -14,722 21,445 Q4 39,225 -60,135 4,178 | -23,270 11,307 2 Q3 61,205 -36,430 -285 | -26,702 50,514 2016 Q2 94,808 -51,505 239,896 | -2,737 4,848 2,111 Q1 8,966 -25,798 -40,272 | 8,462 2,959 Q4 44,597 -58,332 -25,063 | -9,527 23,340 201 Q3 60,563 13,754 -13,847 | -2,588 -1,459 5 Q2 65,437 -30,153 -102,634 | -10,3 41,5 30,5 -251, 133,3 -87, |
| Profit/loss after financial items Current tax/Deferred tax Net profit/loss Cash Flow Analysis Cash flow from operating activities Cash flow from investing activities Cash flow from financing activities Net cash flow for the period Cash and cash equivalents at the period Coreign currency translation differences | 36,167 -14,722 21,445 Q4 39,225 -60,135 4,178 -16,732 | -23,270 11,307 2 Q3 61,205 -36,430 -285 24,490 | -26,702 50,514 2016 Q2 94,808 -51,505 239,896 283,199 | -2,737 4,848 2,111 Q1 8,966 -25,798 -40,272 -57,104 | 8,462 2,959 Q4 44,597 -58,332 -25,063 -38,798 | -9,527 23,340 201 Q3 60,563 13,754 -13,847 60,470 | -2,588 -1,459 5 Q2 65,437 -30,153 -102,634 -67,350 | -10,5 41,5 |



THE SHARE

The share capital in Opus Group AB totals SEK 5,774,239.18 distributed over 288,711,959 shares, each with a quota value of SEK 0.02 per share. All shares have one (1) vote each and hold equal rights to the company's assets and profits. Opus Group's market capitalization totaled SEK 1,877 million as of December 31, 2016.



Based on data from Euroclear, the number of shareholders were 11,799 as of December 31, 2016. The shareholder structure of Opus Group is shown in the table below which shows the 10 largest shareholders as of December 31, 2016.

| Shareholder | No. of shares | Share of capital and votes, % |
|---|---------------|-------------------------------|
| Magnus Greko and Jörgen Hentschel, personally and | | |
| through AB Kommandoran | 42.573.600 | 14.7% |
| Lothar Geilen | 19,609,104 | 6.8% |
| MORGAN STANLEY AND CO LLC, W9 | 18,987,390 | 6.6% |
| Andra AP-fonden | 18,621,167 | 6.4% |
| Försäkringsaktiebolaget Avanza | 16,564,529 | 5.7% |
| BNY MELLON SA/NV (FORMER BNY), W8IMY | 10,552,903 | 3.7% |
| EUROCLEAR BANK S.A/N.V, W8-IMY | 7,143,815 | 2.5% |
| Nordnet Pensionsförsäkring | 4,203,796 | 1.5% |
| Grandeur Peak Global | 3,980,568 | 1.4% |
| Aberdeen Investment Funds | 3,867,000 | 1.3% |
| Subtotal | 146,103,872 | 50.6% |
| Other shareholders | 142,608,087 | 49.4% |
| Total | 288,711,959 | 100% |



NOTES

Note 1. Earnout Systech acquisition

In connection with the acquisition of Systech in 2008, a contract was signed concerning earnout for certain new contracts of larger vehicle inspection programs. As the Wisconsin, North Carolina, New York State, and Virginia programs qualify for earnout payments to the sellers of Systech, Opus has accounted for a total provision of SEK 111.5 million (long-term SEK 98.8 million and short-term SEK 12.7 million). This earnout affects the Group's goodwill with the same amount. More information on the terms of the agreement for the earnout and the accounting of it is described in Opus Group's annual report of 2015.

Note 2. The Vehicle inspection concession in Pakistan

The vehicle inspection concession in the Punjab province in Pakistan is accounted for in accordance with IFRIC 12 "Service Concession Arrangements".

Reported net sales in 2016 for the operations in Pakistan, in respect to the construction or upgrade services in accordance with IFRIC 12, amounted to SEK 6.3 million with an EBITDA margin of 4.8% and a net profit of SEK 0.1 million.

More information on the vehicle inspection concession in Pakistan is described in Opus Group's annual report of 2015.

Note 3. Financial instruments valued at fair value

| Financial liabilities valued at fair v | alue | |
|--|------------|------------|
| SEK thousands | 2016-12-31 | 2015-12-31 |
| Provisions, additional considerations | 145,063 | 124,027 |
| Derivatives | 2,488 | 4,350 |
| Carrying amount | 147,551 | 128,377 |

Valuation of provision for additional considerations (earnout) at fair value is attributable to level 3 of the fair value hierarchy. The derivative instrument covers an interest rate swap and the fair value adjustment is attributable to level 2 of the fair value hierarchy. No changes have been made regarding the valuation techniques or assumptions compared to the Annual Report 2015.

Note 4. Acquisitions

Acquisition of U.S. based emission test equipment business from Bosch

In December Opus Inspection acquired the U.S. based emission test equipment business from Bosch Automotive Service Solutions, Inc. The acquired business activities include sales and service of emission test equipment in California, Pennsylvania and North Carolina at over 5,000 active customers that are new to Opus. In 2015, the business generated over USD 5 million in revenues.

The purchase price was approximately USD 1.5 million and was paid in cash. The table below shows the determination of fair values of net assets acquired and the effect on the consolidated statement of cash flows related to the acquisition.

| Net assets acquired | |
|--|------------|
| SEK thousands | Fair value |
| Customer contracts and relations | 9,845 |
| Tangible assets | 217 |
| Inventory | 6,869 |
| Current non-interest bearing liabilities | -4,330 |
| Net assets acquired | 12,601 |
| Purchase price | 12,601 |
| | |
| Impact on the Group's liquid assets | 12 601 |



Note 5. Pledged assets and contingent liabilities

| Pledged assets and contingent liabilities | | | Parent co | |
|---|------------|------------|------------|------------|
| SEK thousands | 2016-12-31 | 2015-12-31 | 2016-12-31 | 2015-12-31 |
| Assets pledged for liabilities to credit institutions | | | | |
| Property mortgages | 31,516 | 29,228 | - | - |
| Pledged shares in subsidiaries | 558,183 | 601,786 | 558,168 | 558,168 |
| Total | 589,699 | 631,014 | 558,168 | 558,168 |
| | | | | |
| Contingent liabilities | | | | |
| Guarantees on behalf of Group companies | 2,729 | 5,011 | 2,729 | 5,011 |
| Warranty obligations | 2,848 | 2,592 | 2,848 | 2,592 |
| Additional consideration | 81,004 | 100,885 | 81,004 | 100,885 |
| Other contingent liabilities | 62,729 | - | 14,895 | - |
| Total | 149,310 | 108,488 | 101,476 | 108,488 |



Reconciliation between IFRS and key ratios

In this report, Opus Group presents certain financial measures that are not defined under IFRS, so called Alternative Performance Measures. The Group believes that these measures provide useful supplemental information to investors and the company's management as they allow for the evaluation of the Company's results and financial position. As not all companies calculate the financial measures in the same way, these are not always comparable to measures used by other companies. Investors should consider these financial measures as a complement rather than a substitute for financial reporting under IFRS.

| Organic growth | | |
|---|--------------------------|--------------------------|
| SEK thousands | October - December | January - December |
| Net sales 2016 | 430,276 | 1,697,150 |
| - Effects from Acquisitions/divestments | - | -16,016 |
| Comparable net sales | 430,276 | 1,681,134 |
| | | |
| Net sales 2015 | 411,408 | 1,650,155 |
| - Effects from Acquisitions/divestments | - | -73,626 |
| - Net FX impact | 16,555 | 14,591 |
| Comparable net sales | 427,963 | 1,591,120 |
| Sales growth (%) | 4.6% | 2.8% |
| Organic growth (%) | 4.6% | 6.6% |
| FX adjusted organic growth (%) | 0.5% | 5.7% |
| 1 X adjusted organic growth (70) | 0.570 | 3.170 |
| Return on capital employed and t | otal assets | |
| | 2016-01-01 | 2015-01-01 |
| SEK thousands Earnings before interest and taxes (EBIT) | 2016-12-31 149,153 | 2015-12-31 |
| Financial income excluding exchange gain: | | 1.460 |
| Sum | 151,299 | 110,433 |
| Sum | 131,233 | 110,433 |
| Average capital employed | 2,042,372 | 1,776,740 |
| Return on capital employed (%) | 7.4% | 6.2% |
| | | |
| Average total assets | 2,818,992 | 2,479,314 |
| Return on total assets (%) | 5.4% | 4.5% |
| | | |
| Interest coverage ratio | | |
| SEK thousands | 2016-01-01 2016-12-31 | 2015-01-01 2015-12-31 |
| Profit/loss after financial items | 145.223 | 80.456 |
| - Exchange gains | 53,436 | 26,103 |
| - Financial costs excluding exchange | | |
| losses | -59,511 | -56,079 |
| Interest coverage ratio (times) | 2.5 | 2.0 |
| Acid test ratio | | |
| Acid test latio | | 2015-01-01 |
| SEK thousands | 2016-12-31 | |
| Other current assets | 224,145 | 261,975 |
| Cash and cash equivalents | 507,300 | 256,214 |
| Current liabilities and provisions | 596,472 | 695,162 |
| Proposed dividend | 34,645 | 28,871 |
| Acid test ratio (%) | 115.9% | 71.6% |



| PARENT COMPANY | | | | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| INCOME STATEMENT IN SUMMARY | | | | |
| SEK thousands | 2016-10-01 2016-12-31 | 2015-10-01 2015-12-31 | 2016-01-01 2016-12-31 | 2015-01-01 2015-12-31 |
| SER MISGSAMAS | 2010 12 31 | 2013 12 31 | 2010 12 31 | 2013 12 31 |
| Operating income | | | | |
| Net sales | 3,230 | 1,688 | 13,260 | 13,554 |
| Other operating income | 66 | 196 | 88 | 679 |
| Total operating income | 3,296 | 1,884 | 13,348 | 14,233 |
| Operating expenses Earnings before interest, taxes, depreciation and | -6,709 | -9,526 | -32,730 | -34,780 |
| amortization (EBITDA) | -3,413 | -7,642 | -19,382 | -20,547 |
| Depreciation and amortization | -102 | -74 | -383 | -266 |
| Operating loss (EBIT) | -3,515 | -7,716 | -19,765 | -20,813 |
| Results from financial items | 81,742 | 5,616 | 152,792 | 60,912 |
| Net loss/profit after financial items | 78,227 | -2,100 | 133,027 | 40,099 |
| Appropriations | 4,616 | -218 | 4,616 | -218 |
| Net loss/profit before taxes | 82,843 | -2,318 | 137,643 | 39,88 |
| Tax for the period | -18,219 | -210 | -32,540 | -9,490 |
| Net loss/profit | 64,624 | -2,528 | 105,103 | 30,39 |
| STATEMENT OF COMPREHENSIVE INCO | ME IN SUMMAR | Y Y | | |
| | 2016-10-01 | 2015-10-01 | 2016-01-01 | 2015-01-0 |
| SEK thousands | 2016-12-31 | 2015-12-31 | 2016-12-31 | 2015-12-3 |
| Net loss/profit | 64,624 | -2.528 | 105,103 | 30,39 |
| Items that might be reclassified to profit/loss for | 0 1,02 1 | 2,320 | .05,.05 | 30,33 |
| the year | | | | |
| Cash flow hedges | 649 | 529 | 1,862 | 796 |
| Tax effect on cash flow hedges | -143 | -116 | -410 | -175 |
| Other comprehensive income | 506 | 413 | 1,452 | 62 |
| Total comprehensive income | 65,130 | -2,115 | 106,555 | 31,012 |
| BALANCE SHEET IN SUMMARY | | | | |
| SEK thousands | | 2016-12-31 | | 2015-12-3 |
| | | | | |
| ASSETS | | | | |
| Non-current assets | | 954 | | 887 |
| Intangible assets Tangible assets | | 181 | | 21 |
| Financial assets | | 1,938,591 | | 1,807,819 |
| Total non-current assets | | 1,939,726 | | 1,808,917 |
| Current assets | | 1,555,120 | | 1,000,311 |
| Other current receivables | | 98,150 | | 11,673 |
| Cash and cash equivalents | | 325,264 | | 121,784 |
| Total current assets | | 423,414 | | 133,457 |
| TOTAL ASSETS | | 2,363,140 | | 1,942,374 |
| FOURTY AND LIABILITIES | | | | |
| EQUITY AND LIABILITIES Shareholder equity | | 70 <i>C 1</i> .7F | | 700 70 |
| Shareholder equity | | 786,475 | | 708,79 |
| Untaxed reserves | | 98,379 | | 49,396 |
| Non-current interest bearing liabilities | | 986,566 | | 692,089 |
| Non-current provisions | | 98,765 | | 79,308 |
| Current interest bearing liabilities | | 201,349 | | 261,929 |
| Current non-interest bearing liabilities and provisions | | 191,606 | | 150,861 |
| TOTAL EQUITY AND LIABILITIES | | 2,363,140 | | 1,942,374 |



The Board of Directors and the President have ensured that the quarterly report provides an accurate overview of the Parent Company's and the Group's operations, financial position and results, and that it describes the significant risks and uncertainties faced by the Parent Company and the companies in the Group.

Mölndal, February 14, 2017

Katarina Bonde Chairman

Lothar Geilen Board member Anders Lönnqvist Board member

Friedrich Hecker Board member

Anne-Lie Lind Board member Heléne Mellquist Board member

Magnus Greko CEO and Group President



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