



Press release - April 21, 2015

Welcome to Annual General Meeting (AGM) in Opus Group AB (PUBL)

Shareholders of Opus Group AB (publ) are hereby notified of the Annual General Meeting (AGM) to be held on Thursday, May 21, 2015, at 18.00, local time, at the Elite Park Avenue Hotel, Kungssportsavenyn 36-38, Gothenburg, Sweden. Registration for the AGM takes place from 17:00.

NOTICE OF PARTICIPATION

Shareholders wishing to participate in the AGM shall be registered in the Shareholders' Register held by Euroclear Sweden AB as of Friday May 15, 2015, and have notified the company of their intention to attend by Friday May 15, 2015. Notification of participation at the AGM shall be made through Opus Group's website, in writing to "AGM 2015", Opus Group AB, Att. Peter Stenström, Bäckstensgatan 11D, 431 49 Mölndal or via e-mail to ir@opus.se.

When giving notice of participation, the shareholder shall state his or her name, personal ID/corporate registration number, address and telephone number, and the names of the assistants they wish to invite, if any (maximum two).

Shareholders who are represented by proxy shall issue a written, dated, Power of Attorney to be enclosed with the notice of participation. A proxy form is available at Opus Group AB (publ)'s website. If the proxy form is issued by a juridical person, a verified copy of the said person's certificate of registration or other proof of authorization shall be enclosed. The proxy must not be more than one year old, unless a longer period of validity is stated in the proxy, which may not be more than five years. Originals of proxy forms and certificates of registration, if any, should reach Opus Group AB (publ) on Monday May 18, 2015, at the latest.

TRUSTEE-REGISTERED SHARES

Shareholders with shares registered in the name of a trustee must, in order to be entitled to take part in the AGM, temporarily register their shares in their own names. Such temporary registration must be effected at Euroclear Sweden AB by Friday, May 15, 2015. To ensure that such registration is completed in time, shareholders are advised to notify their trustees to request temporary registration well before this date.

PROPOSED AGENDA

1. Opening of the AGM.
2. Election of chairman of the AGM.
3. Drafting and approval of the voting list.
4. Approval of the agenda.
5. Election of two people to approve the minutes together with the chairman.
6. Review as to whether the AGM has been duly convened.
7. Presentation of the annual report, auditors' report and consolidated accounts and consolidated auditors' report, along with a presentation of the CEO.
8. Resolutions
 - a) Resolution to adopt the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet.
 - b) Resolution to adopt the appropriation of the company's profits according to the adopted balance sheet.
 - c) Resolution to adopt the indemnification of the board members and the CEO.
9. Resolution to adopt the number of Board members and deputies, auditors, audit deputies to be elected at the AGM.

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10. Determination of remuneration to the Board of Directors and the auditors.
11. Election of Board chairman, Board members, deputies, auditors, deputy auditors and registered public accounting firms.
12. Proposal of the instructions for appointing the members of the nomination committee.
13. Resolution to adopt guidelines for determining salaries and other remuneration to senior executives.
14. Resolution to implement an incentive program (Option program 2015) through a directed issue of options with a following right to subscribe for shares (series 2015/2018).
15. Resolution to authorize the Board to acquire and transfer own shares.
16. Resolution to authorize the Board to decide on new issues of ordinary shares.
17. Other matters.
18. Closing of the AGM.

MATTERS TO BE DECIDED

Election of chairman of the AGM (point 2)

The nomination committee proposes Anders Strid to be appointed as the Chairman of the AGM.

Appropriation of the company's profits (point 8b)

The Board proposes that a dividend of SEK 0.09 per share be paid out. The Board proposes the record date for receiving the dividend to be May 25, 2015. If the AGM votes in accordance with the proposal, payment is expected to be made via Euroclear Sweden AB on May 28, 2015.

Resolution to adopt the number of Board members and deputies, auditors, deputy auditors to be elected at the Shareholder's Meeting (point 9)

The nominations committee proposes that there be five ordinary Board members and no deputies.

The nominations committee proposes that a registered public accounting firm be appointed as auditor.

Determination of remuneration to the Board of Directors and the auditors (point 10)

The nomination committee proposes a remuneration of SEK 400 000 to the Chairman of the Board of Directors and SEK 175 000 to each other non-employed Board members.

The nomination committee further proposes that the remuneration paid for work on the audit committee amounts to SEK 70 000 to the Chairman of the audit committee and SEK 50 000 to the second member of the audit committee.

Auditor fees shall be paid against approved account.

Election of board members and auditors (point 11)

The Nomination Committee proposes re-election of the following Board members Göran Nordlund, Lothar Geilen, Jan Åke Jonsson and Anders Lönnqvist and new election of Heléne Mellquist. The Nomination Committee proposes re-election of Göran Nordlund as Chairman of the Board. Eva-Lotta Kraft has declined re-election.

The Nomination Committee proposes that the registered public accounting KPMG AB be elected to act as auditor for a period of one year, with Jan Malm as Authorised Public Accountant.

Proposal of the instructions for appointing the members of the nomination committee (point 12)

The nomination committee proposes the Shareholder's Meeting to decide on the following instructions for appointing the members of nomination committee:

The proposal implies the following in brief.

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The nominating 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 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. The company shall publish the composition of the nomination committee through a press release and on the company's web site. 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. No compensation shall be paid to the members of the nomination committee.

Resolution to adopt guidelines for determining salaries and other remuneration to senior executives (point 13)

The Board proposes the AGM to decide on the following guidelines for determining salaries and other remuneration to senior executives.

The remuneration to senior executives within the Opus Group shall be competitive. The remuneration shall consist of a fixed and a variable part. The variable part shall consist of salary, pension contributions and other benefits such as car benefit. The variable part consists of bonus. The variable part shall be based on the earnings trend or other predetermined measurable goals. The variable component shall as a rule not exceed 30 percent of the fixed salary. The pension contributions shall be competitive and as a rule, premium-based.

The Board shall be entitled to deviate from the guidelines if there are special reasons in individual cases.

Resolution to implement an incentive program (Option program 2015) through a directed issue of options with a following right to subscribe for shares (series 2015/2018) (point 14)

The board of directors propose that the AGM takes a resolution to implement an incentive program (Option program 2015). The Option program entail that the company, at a maximum, issues 5 500 000 options to the wholly-owned subsidiary Opus Bima AB. Opus Bima AB shall have the rights and the obligations to handle the subscription rights in accordance with Option program 2015. The Option program shall complement the previously resolved and ongoing option programs Option program 2012:1 and Option program 2013:1.

Bima shall offer the senior executives, others in the management and certain other employees, mainly in Sweden, to acquire options at market value, which will be calculated by using the valuation model Black & Scholes. Bima shall gratuitously offer options to the senior executives, others in the management and certain other employees in the US. The Option program will include approximately 430 employees within the Opus-group and will substantially be divided as following.

- Senior executives and others in the management mainly in Sweden and the US shall be offered approximately 60 percent of the options.
- Certain other employees in Sweden and the US shall be offered the remaining approximately 40 percent of the options.
- Bima shall have the right to hold options in custody in order to transfer them to new employees within the Opus-group.
- The CEO of Opus Group, Magnus Greko, the CEO of Opus Equipment, Jörgen Hentschel, and the Head of Division Car Inspection, Lothar Geilen, has, due to their already large shareholding, decided to refrain from participating in the Option program in favour of other employees.

Subscription of the shares shall be made from 1 July 2018 and until 15 August 2018. The subscription price for the shares subscribed for when exercising the options shall correspond to 125 percent of the average share price of the Opus share during a certain measurement period. The subscription price shall be paid in cash or by offset. The Company shall have the right to, but no obligation, at the request of a participant that is unable to pay the subscription price in cash, at market price



acquire the number of options that enables the participant to exercise remaining options to subscribe for shares at which the subscription price shall be paid by offset against the claim relating to the sold options.

Upon full exercise of the options a maximum of 5 500 000 new shares will be issued, which together with the previously resolved and ongoing option programs will correspond to a dilution of approximately 4.5 percent.

The options transferred to employees in Sweden are not expected to give rise to any payroll expenses nor social security costs for the company. The options transferred to the employees in the US will give rise to social security costs if the employee transfer shares subscribed for through exercise of the options within one year from the exercise of the options. In assumption that the employees in the US will transfer 20 percent of the subscribed shares within one year from the exercise of the options, the social security costs will amount to SEK 100 000. In excess of the social charges, the option program will result in additional costs for financial and legal costs amounting to approximately SEK 100 000.

The Board invoke the following as to the reason for the deviation from the shareholders' preferential rights. The Option program contributes to a higher motivation and engagement among the employees and strengthens the ties between the employees and the company. Further, it is the assessment of the board that the Option program will contribute to the possibilities to recruit and retain competent and experienced employees and is expected to increase the employee's interest for the business and the earnings trend in the company. Overall it is the Board's assessment that the option program will be useful for both the employees and the company's shareholders through an increased share value.

The Option program has been prepared by the Board in consultation with the corporate governance.

Decision to authorize the Board to acquire and transfer own shares (point 15)

The Board propose to the AGM to authorize the Board to, prior to the next AGM, take resolution on acquisition of own shares on one or more occasions. Acquisition of own shares may amount to a maximum corresponding to one tenth of the number of shares issued in the company. The repurchase shall be carried out through an acquisition offer directed to all shareholders, or on NASDAQ Stockholm. Repurchase on NASDAQ Stockholm shall be at a price which corresponds to the registered stock exchange price interval (spread) at any given time. Repurchase through an acquisition offer directed to all shareholders can only be done against payment in cash and the acquisition shall be made at a rate corresponding with the registered price interval (spread) at any given time with a maximum divergence of 30 % up. The purpose of the repurchase of own shares is firstly to align the company's capital structure, give added value to the shareholders and to be able to transfer shares in conjunction with the financing of company acquisitions.

The Board also propose that the AGM take resolution to authorize the Board to, prior to the next AGM, decide on transfer of the own shares that the company holds at the time of the transfer decision. Transfer of own shares may be carried out on NASDAQ Stockholm at a price corresponding to the registered price interval (spread) at any given time. Transfer of shares may also be carried out outside NASDAQ Stockholm, with or without deviation from the shareholders' preferential rights and with or without terms of contribution in kind or right to set-off. Transfer of own shares can accordingly be used as means of payment in relation to company acquisitions on conditions in accordance with the Companies Act's rules on issue of shares. Such transfer can only be made at a price in cash or value of obtained assets corresponding with the stock market price at the time of the transfer.

If the exercise of the authorization to acquire or transfer own shares is combined with the exercise of the authorization to issue new shares (point 16), with the purpose of financing the acquisition of the entire or part of the same acquired company, the number of shares that has been transferred and issued in connection with the acquisition, together can correspond to a maximum of one tenth of the number of shares issued in the company at the time of the authorization to issue new shares.

The possibility to deviate from the shareholders' preferential rights at a transfer of own shares is motivated by the fact that a transfer of shares on NASDAQ Stockholm, or otherwise with deviation from the shareholders' preferential rights can be done with a major rapidity, flexibility and more cost efficient than by a transfer to the shareholders. If the company's own



shares are transferred for compensation in any other form than cash in relation to an acquisition, the company cannot provide the shareholders the opportunity to exercise its preferential rights.

Decision to authorize the Board to decide on new issues of ordinary shares (point 16)

The Board proposes that the meeting authorizes the Board to take resolution, on one or more occasions prior to the next AGM, with or without preferential right for the shareholders, on a new share issue corresponding to a dilution effect of maximum ten percent of the share capital. The issue can be carried out as a cash-, in kind- or offset issue. The issue can only be carried out at market value.

Deviation from the preferential rights for the shareholders is only possible in relation to an acquisition of a company. The reason for the deviation from the preferential rights for the shareholders is that the company in connection with an acquisition rapidly may need access to cash or to make a payment in kind with the shares of the company.

If the exercise of the authorization to issue new shares is combined with the exercise of the authorization to acquire or transfer own shares (point 15), with the purpose of financing the acquisition of the entire or part of the same acquired company, the number of shares that has been transferred and issued in connection with the acquisition, together can correspond to a maximum of one tenth of the number of shares issued in the company at the time of the authorization to issue new shares.

SPECIAL MAJORITY REQUIREMENT

For a decision relating to point 14 to be valid requires the decision must be supported by shareholders with a minimum of nine-tenths of the voting rights and shares represented at the meeting.

For a decision relating to points 15 and 16 to be valid requires the decision must be supported by shareholders with a minimum of two-thirds of the voting rights and shares represented at the meeting.

NUMBER OF SHARES AND VOTES

There are 286,763,431 shares and votes in the company at the time of the notification of the AGM. All shares are ordinary shares. Currently, the company does not own any of the outstanding shares.

AVAILABLE DOCUMENTS

The annual report, the auditors' report, the Board's statement in accordance with chapter 18, § 4, the auditors' statement in accordance with chapter 8, § 54 of the Swedish Companies Act, the instructions for appointing the members of the nomination committee and the Boards' complete proposals for decisions under point 14, 15 and 16 will be available for the company's shareholders as of April 30, 2015 on the company's office, which address is Bäckstensgatan 11D, 431 49 Mölndal, Sweden. The documentation will also be available at the company's website www.opus.se. The above documents will be mailed to shareholders upon request.

The nomination committee's proposals for the 2015 Annual General Meeting is available on the company website www.opus.se.

DISCLOSURES AT THE MEETING

The Board and CEO may, at the request of any shareholder at the AGM, and if the Board does not consider it to have a negative impact on the company, provide information about conditions that can affect the assessment of matters on the agenda, conditions that can affect the assessment of the company's or subsidiaries' financial situation, or the company's relationship to other Group companies.

Mölndal in April, 2015
Opus Group AB (publ)
The Board of directors



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This press info is available in Swedish at www.opus.se

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About Opus Group

Opus Group is a leading company in vehicle inspection technology and vehicle inspection program operations. The Group has two main business areas which are vehicle inspection and equipment. Opus Group is one of the market leaders in vehicle inspection operations in the US and Sweden. Opus Bilprovning has 75 vehicle inspection stations in Sweden. Opus Inspection operates vehicle inspection programs in the U.S., Bermuda, Chile, Peru and Pakistan and is active in sales and service of emission control equipment in North America and Mexico. Through the subsidiaries, Opus Equipment and J&B Maskinteknik, Opus Group conducts production, sales, and service of vehicle inspection equipment for vehicle inspection companies and vehicle workshops. Opus Group's revenues amounted to approximately SEK 1,458 million in 2014. Opus Group's shares are listed on Nasdaq OMX Stockholm.

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