



Press release - April 19, 2016

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 19, 2016, at 18.00, local time, at the Elite Park Avenue Hotel, Kungsporsavenyn 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 13, 2016, and have notified the company of their intention to attend by Friday May 13, 2016. Notification of participation at the AGM shall be made through Opus Group's website, in writing to "AGM 2016", 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, proxy to be enclosed with the notice of participation. A proxy form is available at Opus Group AB's website. If the proxy form is issued by a legal entity, 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 16, 2016, 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 13, 2016. 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

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AGM.

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 2016) through a directed issue of options with a following right to subscribe for shares (series 2016/2019).
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.

THE NOMINATION COMMITTEE'S PROPOSALS UNDER POINT 2, 9, 10, 11 AND 12

The nomination committee, whose members have been appointed in accordance with the instructions that were decided at the AGM 2015, has composed of chairman Martin Jonasson (representing Andra AP-fonden), Jörgen Hentschel (representing AB Kommandoran), Carl Schneider (representing Lothar Geilen), Henrik Wagner Jörgensen and the chairman of the board of directors Göran Nordlund, who together represent approximately 32.2 percent of the total number of votes in the company.

Election of chairman of the AGM (point 2)

The nomination committee proposes the lawyer Anders Strid, at Advokatfirman Vinge, to be appointed as the Chairman of the AGM.

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 six (5) 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 420 000 (400 000) to the Chairman of the Board of Directors and SEK 185 000 (175 000) to each non-employed Board members.

The nomination committee further proposes that the remuneration paid for work on the audit committee amounts to a total of SEK 123 000 (120 000), whereof SEK 72 000 (70 000) to the Chairman of the audit committee and SEK 51 000 (50 000) to the second member of the audit committee.

Auditor fees are proposed to be paid against approved account.

Election of board members and auditors (point 11)

The nomination committee proposes re-election of the following Board members Heléne Mellqvist, Anders Lönnqvist and Lothar Geilen and new election of Katarina Bonde, Anne-Lie Lind and Friedrich Hecker. The nomination committee proposes new election of Katarina Bonde as Chairman of the Board. Göran Nordlund and Jan Åke Jonsson have declared that they are not at disposal for re-election.

The nomination committee proposes that the registered public accounting firm KPMG AB shall be elected to act as auditor for a period of one year. KPMG AB has assigned the Authorised Public Accountant Jan Malm as the auditor in charge.

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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 Sjätte 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 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 COBEPA 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.

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

The nomination committee proposes the AGM to decide on instructions for appointing the members of the nomination committee in accordance with corresponding instructions that were decided on the AGM 2015, though with minor adjustments due to changes in the the Swedish Corporate Governance Code.

The proposal implies the following in brief.

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 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 Chairman of the board of directors shall not be 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.



THE BOARD OF DIRECTOR'S PROPOSALS UNDER POINT 8B, 13, 14, 15 AND 16

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

The Board proposes that a dividend of SEK 0.10 per share be paid out. The Board proposes the record date for receiving the dividend to be May 23, 2016. If the AGM votes in accordance with the proposal, payment is expected to be made via Euroclear Sweden AB on May 25, 2016.

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 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 2016) through a directed issue of options with a following right to subscribe for shares (series 2016/2019) (point 14)

The Board proposes that the AGM takes a resolution to implement an incentive program (Option program 2016). The Option program entails 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 2016. The Option program shall complement the previously resolved and ongoing option program Option program 2013:1. Option program 2015:1, that was resolved at the AGM 2015 has been deregistered due to its terms conditions, and negative trend in the shares market price, became disadvantageous.

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 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 Opus Group.
- The CEO of Opus Group, Magnus Greko, and the Head of Division Vehicle 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 July1, 2019 and until August 15, 2019. 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 the period April 19 – May 19, 2016. 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 ongoing option program Option program 2013 will correspond to a dilution of approximately 3.8 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 60 000. 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 invokes 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 proposes 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 proposes 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 or the same investment in connection with a new business contracts or a new business area, 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 shall only be possible in relation to an acquisition of a company or in connection with entering into new business contracts or establishment of new business areas requiring considerable investments. The reason for the deviation from the preferential rights for the shareholders is that the company in connection with (i) an acquisition rapidly may need access to cash or to make a payment in kind with the shares of the company or (ii) entering into new business contracts or establishing new business areas rapidly may require access to cash to cover capital expenditures to cover necessary investments.

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 or with the purpose of the same investment as described above, 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 288,711,959 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 available for the company's shareholders as of April 28, 2016 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 2016 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, 2016
Opus Group AB (publ)



OPUS GROUP

The Board of directors

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

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About Opus Group

Opus Group is a leading vehicle inspection company with a strong focus on customer service and innovative technology. Opus Group is one of the market leaders in vehicle inspection operations in the US and Sweden. Opus Bilprovning has 78 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. Opus Group's revenues amounted to approximately SEK 1,650 million in 2015. Opus Group's shares are listed on Nasdaq Stockholm.

FFFS 2007:17 (10 kap 11§) (SFSA rules) - The information in this press release is published in accordance with the rules in the law (2007:528) under the Securities Market Act (2007:528). The information was given for publication on April 19, 2016 at 08.30 CET.