

April 17, 2019
Press release

Welcome to the Annual General Meeting of 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 16, 2019, at 18.00, local time, at the Elite Park Avenue Hotel, Kungsporsavenyen 36, Gothenburg, Sweden. Registration for the AGM starts at 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 10, 2019 and shall have notified the company of their intention to attend by Friday May 10, 2019. Notification of participation at the AGM must be made via the following link at www.opus.global/agm, by telephone to +46 771 246 400, or by letter to Computershare AB "Opus annual meeting", Box 610, 182 16 Danderyd, Sweden.

The notification must include name (company name), personal identity number (company registration number), address, phone number, name of any accompanying assistants (maximum two), and the name and personal identity number of the proxy (if relevant).

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 www.opus.global/agm. If the proxy form is issued by a legal entity, a verified copy of 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 Friday May 10, 2019, 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, register their shares in their own names. Such registration, which may be temporary, must be effected at Euroclear Sweden AB by Friday May 10, 2019. To ensure that such registration is completed in time, shareholders are advised to notify their trustees to request temporary registration well ahead of 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.

Gothenburg 2019-04-17

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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. Resolution
 - a) to adopt the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet.
 - b) to adopt the appropriation of the company's profits according to the adopted balance sheet.
 - c) 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.
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 apiteming the members of the nomination committee.
13. Proposal of resolution to adopt guidelines for determining salaries and other remuneration to senior executives.
14. Proposal of resolution to authorize the Board to acquire and transfer own shares.
15. Proposal of resolution to authorize the Board to decide on new issues of ordinary shares and/or warrants and/or convertibles.
16. Other matters.
19. Closing of the AGM.

THE NOMINATION COMMITTEE'S PROPOSALS UNDER ITEM 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 2018, has been composed of Petteri Soininen, (RWC), Chairman, Martin Jonasson, (Andra AP-fonden), Jörgen Hentschel (AB Kommandoran), Henrik Wagner Jørgensen (Lothar Geilen) and the Chairman of the Board of Directors Katarina Bonde, who together represent approximately 46.5 percent of the total number of votes in the company.

Election of chairman of the AGM (item 2)

The nomination committee proposes that Anders Strid, attorney at Advokatfirman Vinge, be elected Chairman of the AGM.

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

The nomination committee proposes that the number of Board members shall be seven. The nomination committee proposes that a registered public accounting firm shall be elected as auditor.

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

The nomination committee proposes a remuneration of SEK 500,000 (no change from prior year) to the Chairman of the Board of Directors and SEK 230,000 (no change from prior year) 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 220,000 (no change from prior year), whereof SEK 90,000 (no change from prior year) to the Chairman of the Audit Committee and SEK 65,000 (no change from prior year) per member to the other members of the Audit Committee.

In addition to the compensation described above, and reimbursement for travel expenses, the nomination committee proposes that the following compensation be paid to Directors for each physical meeting attended in Sweden:

<i>Residence of:</i>	<i>Compensation per meeting and Director:</i>
Nordic Countries	None
Non-Nordic	SEK 5,000

The Nomination Committee proposes auditor fees to be paid against approved account.

Election of board members and auditors (item 11)

The nomination committee proposes re-election of all current Board members: Katarina Bonde, Friedrich Hecker, Anne-Lie Lind, Magnus Greko, Ödgård Andersson, Håkan Erixon and Jimmy Tillotson. The nomination committee proposes re-election of Katarina Bonde as Chairman of the Board. The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the registered public accounting firm KPMG AB shall be elected as auditor for a period until the close of the AGM 2020. KPMG AB has assigned the Authorized Public Accountant Jan Malm as the auditor in charge.

Proposed instructions for the appointment of the members of the Nomination Committee (item 12)

The nomination committee shall consist of not fewer than five and not more than six members, one of whom shall be the Chairman of the Board. The other members shall be nominated, one each, by the four largest shareholders in the company on the last business day of the bank in September. If a shareholder abstains from appointing a member the right to appoint a member shall transfer to the next largest shareholder. The Chairman of the nomination committee shall be the member that at its formation represents the largest shareholder(s), provided the nomination committee does not unanimously resolve to appoint another member to be the 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 website.

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 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 ITEM 8B, 13, 14 AND 15

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

The Board proposes a dividend of SEK 0.05 per share. The Board proposes the record date for paying the dividend to be Monday May 20, 2019. If the AGM votes in accordance with the proposal, payment is expected to be made via Euroclear Sweden AB on Thursday May 23, 2019.

Proposal of resolution to adopt guidelines for determining salaries and other remuneration to senior executives (item 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 fixed 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.

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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.

Proposal of resolution to authorize the Board to acquire and transfer own shares (item 14)

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 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 and/or warrants and/or convertibles (item 15), with the purpose of financing the acquisition of the entire, or part of the same acquired company, or the same investment in connection with new business contracts, or new business areas, 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 and/or warrants and/or convertibles.

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.

Proposal of resolution to authorize the Board to decide on new issues of ordinary shares and/or warrants and/or convertibles (item 15)

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 an issue of shares and/or warrants and/or convertibles corresponding to a total 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.

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If the exercise of the authorization to issue new shares and/or warrants and/or convertibles is combined with the exercise of the authorization to acquire or transfer own shares (item 14), 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 and/or warrants and/or convertibles.

SPECIAL MAJORITY REQUIREMENT

For a resolution relating to items 14 and 15 to be valid requires the resolution 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 290 318 246 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 the Swedish Companies Act chapter 18 section 4 and the auditors' statement in accordance with the Swedish Companies Act chapter 8 section 54 will be available for the company's shareholders no later than as of Thursday April 25, 2019 at the company's office, which address is Basargatan 10, SE-411 10 Gothenburg, Sweden. The documentation will also be available at the company's website www.opus.global. The documents will be sent by post to shareholders upon request.

The nomination committee's proposals and reasoned opinions document is available on the company website www.opus.global. The documents will be sent by post to shareholders upon request.

DISCLOSURES AT THE MEETING

The Board and CEO shall, 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.

PROCESSING OF PERSONAL DATA

For information on how your personal data is processed, see the privacy notice available on Euroclear's webpage www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Gothenburg in April 2019
Opus Group AB (publ)
The Board

For additional information, please contact:

Lothar Geilen, CEO
Phone: +46 31 748 34 00
E-mail: lothar.geilen@opus.se

Helene Carlson, Director of Corporate Communications & Investor Relations
Phone: +46 765 25 84 93
E-mail: helene.carlson@opus.se

About Opus

Opus is a technology-driven growth company in the vehicle inspection and intelligent vehicle support markets. The company has a strong focus on customer service and innovative technology within emission and safety testing and intelligent vehicle support. Opus had approximately SEK 2.5 billion in revenues in 2018 with solid operating profit and cash flow. Opus' goal is to reach an annual revenue growth of 5-10 percent, through organic and acquisitive growth based on 3-year CAGR, and an EBITA margin of 15 percent. The majority of the growth is estimated to come from the international expansion of the vehicle inspection business, with a primary focus on the Latin American and Asian markets, and the expansion of the intelligent vehicle support business. With approximately 2,600 employees, Opus is headquartered in Gothenburg, Sweden. Opus has 34 regional offices, 24 of which are in the United States and the others in Sweden, Argentina, Chile, Mexico, Peru, Pakistan, United Kingdom, Spain and Australia. Opus has production facilities in the U.S. in Hartford, Ann Arbor and Tucson. The shares of Opus Group are listed on Nasdaq Stockholm.

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