



Press release - April 18, 2018

Welcome to the 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 17, 2018, at 18.00, local time, at the Elite Park Avenue Hotel, Kungssportsavenyen 36, 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 11, 2018, and have notified the company of their intention to attend by Friday May 11, 2018. Notification of participation at the AGM shall be made through Opus Group's website, in writing to "AGM 2018", Opus Group AB, Att. Helene Carlson, Basargatan 10, 411 10 Göteborg 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 Friday May 11, 2018, 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 11, 2018. 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.

OPUS GROUP AB (publ)

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 new articles of association
10. Resolution to adopt the number of Board members and deputies, auditors, audit deputies to be elected at the AGM.
11. Determination of remuneration to the Board of Directors and the auditors.
12. Election of Board chairman, Board members, deputies, auditors, deputy auditors and registered public accounting firms.
13. Proposal of the instructions for apiteming the members of the nomination committee.
14. Resolution to adopt guidelines for determining salaries and other remuneration to senior executives.
15. Resolution to implement an incentive program (Option program 2018) through a directed issue of options with a following right to subscribe for shares (series 2018/2021).
16. Resolution to authorize the Board to acquire and transfer own shares.
17. Resolution to authorize the Board to decide on new issues of ordinary shares and/or warrants and/or convertibles.
18. Other matters.
19. Closing of the AGM.

THE NOMINATION COMMITTEE'S PROPOSALS UNDER ITEM 2, 10, 11, 12 AND 13

The nomination committee, whose members have been apitemed in accordance with the instructions that were decided at the AGM 2017, has composed of chairman Martin Jonasson (representing Andra AP-fonden), Jörgen Hentschel (representing AB Kommandoran), Carl Schneider (representing Lothar Geilen), Jimmy Tillotson (representing RWC) and the Chairman of the board of directors Katarina Bonde, who together represent approximately 47.2 percent of the total number of votes in the company.

Election of chairman of the AGM (item 2)

The nomination committee proposes the lawyer Anders Strid, at Advokatfirman Vinge, to be apitemed 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 (item 10)

The nomination committee proposes that there be seven ordinary Board members and no deputies.

The nomination committee proposes that a registered public accounting firm be apitemed as auditor.

Determination of remuneration to the Board of Directors and the auditors (item 11)

The nomination committee proposes a remuneration of SEK 500,000 (480,000) to the Chairman of the Board of Directors and SEK 230,000 (220,000) 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 220,000 (147,000), whereof SEK 90,000 (85 000) to the Chairman of the audit committee and SEK 65,000 (62 000) to the other members of the audit committee.

Auditor fees are proposed to be paid against approved account.

OPUS GROUP AB (publ)

Election of board members and auditors (item 12)

The Nomination Committee proposes re-election of the following Board members Katarina Bonde, Friedrich Hecker, Anne-Lie Lind, Magnus Greko and Ödgård Andersson and new election of Håkan Erixon and Jimmy Tillotson. The Nomination Committee proposes re-election of Katarina Bonde as Chairman of the Board. Anders Lönnqvist has declared that he is 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.

Chairman, re-election:

Katarina Bonde

Born in 1958. Chairman of the Board since 2016.

Background: CEO UniSite Software Inc. 2000–2004, CEO Captura International 1997–2000, Managing Director Marketing Dun & Bradstreet Software Inc 1996–1996, VP Sales and Marketing, Timeline Software Inc. 1994–1995, CEO Programator Industri AB 1989–1992.

Other board assignments: Founder and Managing Director of the management consultancy company Kubi LLC, Chairman of the board in Propellerhead AB and in Imint Intelligence AB, board member in Micro Systemations AB (publ), Nordax Group AB (publ), Mycronic AB (publ) and Aptilo Networks AB.

Education: Master of Science in Technology at KTH Royal Institute of Technology and studies in Business and Economics at the University of Stockholm.

Shares in Opus Group AB: 40,000.

Stock options in Opus Group AB: 0.

Independent of the Company, its management and major shareholders.

Members, re-election:

Friedrich Hecker

Born in 1962. Board member since 2016.

Background: CEO and Managing Director ROSEN Swiss AG (Switzerland) 2012–2015, Friedrich Hecker Consulting 2011–2012, CEO TÜV Rheinland AG (Germany) 2010–2011, COO TÜV Rheinland AG 2009–2010, member of the executive board TÜV Rheinland AG 2009–2011, Executive Vice President Industrial Services and board member SGS SA (Switzerland) 2003–2009, COO and board member SGS SA 2002–2003, Managing Director in TÜV SÜD Bau und Betrieb GmbH (Germany) 2001–2002.

Other board assignments: Senior Advisor to COBEP S.A., member of the board in Underwriters Laboratory (UL) Inc and Vice President of OIER (Organization for International Economic Relations).

Education: Dipl.-Kfm. at Ludwig-Maximilian University in Munich, Germany.

Shares in Opus Group AB: 0.

Stock options in Opus Group AB: 0.

Independent of the Company, its management and major shareholders.

Anne-Lie Lind

Born in 1971. Board member since 2016.

Background: Vice President Camfil Power Systems Europe & Middle East 2016- , CEO AkkaFRAKT 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 and Production Manager Tetra Pak Stålvall AB 2002–2004.

Other board assignments: Chairman of the board in AkkaFRAKT and board member in Bulten AB (publ).

Education: Master of Science in Engineering from Chalmers University of Technology. Executive MBA from University of Gothenburg.

Shares in Opus Group AB: 40,000.

Stock options in Opus Group AB: 0.

Independent of the Company, its management and major shareholders.

Ödgård Andersson

Born in 1972. Board member since 2017.

Background: Vice President Software and Electronics at Volvo Car Group 2016- , VP Product Development Unit Packet Core Ericsson 2011–2016. Prior to that several different management and director positions within Ericsson Radio & Fiber Network R&D 2000–2011. Designer Ericsson Radio Base Stations 1997–2000.

Other board assignments: Member of The Swedish Royal Academy of Engineering Sciences (IVA).

Education: Master of Science in Engineering from Chalmers University of Technology.

Shares in Opus Group AB: 0.

Stock options in Opus Group AB: 0.

Independent of the Company, its management and major shareholders.

Magnus Greko

Born in 1963. Board member since 2017.



Background: VP Strategic Business Development Opus Group 2017- , CEO and President Opus Group AB 2006–2017. Active in the industry since 1984. In 1990, co-founded the company that today is Opus Group AB.

Other board assignments: Board member of AB Kommandoran, Dalfrid Invest AB and AB Krösamaja.

Education: Graduate in engineering from Polhemsgymnasiet in Gothenburg.

Shares in Opus Group AB: 21,447,542 shares privately and through AB Kommandoran, which is owned equally by Magnus Greko and Jörgen Hentschel.

Stock options in Opus Group AB: 0.

Dependent of the Company, its management and major shareholders.

Members, new election:

Håkan Erixon

Born in 1961.

Background: Since 2011, active as board member and advisor to a number of companies and institutions, among other positions Chairman Orio AB (former Saab Automobile Parts) 2012-2017, board member Norrporten AB 2015-2016 and member of Nasdaq OMX Stockholm AB Listing Committee 2010-2016. Senior Advisor, Corporate Finance, Swedish Government Offices 2007-2010. 1989-2007, management positions at several international banks, including 15 years at UBS and Merrill Lynch.

Other board assignments: Chairman of Capacent Holding AB (publ) and Hemnet Group AB. Board member of Vattenfall AB (publ) and Alfvén & Didrikson Invest AB.

Education: B.Sc. (Hons) in International Business Administration and Economics from Gothenburg School of Economics.

Shares in Opus Group AB: 0.

Stock options in Opus Group AB: 0.

Independent of the Company, its management and major shareholders.

Jimmy Tillotson

Born in 1979.

Background: Partner, RWC European Focus Fund (EFF) 2012- . Director Hermes European Focus Fund 2006-2012, Investment Manager JM Finn & Co 2002-2006. More than 15 years of professional experience in equity and active ownership investing. His areas of expertise include corporate governance, strategy & capital allocation, operational excellence, capital structure and interaction with the capital markets.

Other board assignments: No other assignments.

Education: Masters (Hons) in Economics from University of Edinburgh, United Kingdom.

Shares in Opus Group AB: 0.

Stock options in Opus Group AB: 0.

Independent of the Company and its management and dependent of the Company's major shareholders.

Proposal of the instructions for apiteming the members of the nomination committee (item 12)

The nomination committee proposes the AGM to decide on instructions for apiteming the members of the nomination committee. 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 apitemed by the four largest shareholders in the company on the last business day of the bank in September. If a shareholder abstains from apiteming a member the right to apitem a member shall transfer to the subsequent 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 apitem another member, apitemed 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 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, 9, 14, 15, 16 AND 17

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

The Board proposes that a dividend of SEK 0.05 per share be paid out. The Board proposes the record date for receiving the dividend to be Monday May 21, 2018. If the AGM votes in accordance with the proposal, payment is expected to be made via Euroclear Sweden AB on Wednesday May 24, 2018.

Resolution to adopt new articles of association (item 9)

The Board proposes the AGM to take a resolution to adopt new articles of association. Except for some minor adjustments following amendments in the legislation the articles of association § 6 should be amended regarding the number of directors in the Board.

§ 6 Current wording: The board consists of four to six members with maximum five deputies.

§ 6 Proposed wording: The board consists of five to nine members and no deputies.

Resolution to adopt guidelines for determining salaries and other remuneration to senior executives (item 14)

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 2018) through a directed issue of options with a following right to subscribe for shares (series 2018/2021) (item 15)

The Board proposes that the AGM takes a resolution to implement an incentive program (Option program 2018). The Option program entails that the company, at a maximum, issues 6,000,000 options to the wholly-owned subsidiary Opus Services Sweden AB, which shall entitle subscription of a maximum of 6,000,000 shares. Opus Services Sweden AB shall have the rights and the obligations to handle the subscription rights in accordance with Option program 2018. The Option program 2018 shall complement the previously resolved and ongoing option program Option program 2016:1.

Opus Services Sweden AB 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. Opus Services Sweden AB 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 25 employees within the Opus-group. Opus Services Sweden AB shall have the right to hold options in custody in order to transfer them to new employees within the Opus-group.

Subscription of the shares shall be made from July 2021 and until August 15 2021. The subscription price for the shares subscribed for when exercising the options shall correspond to 120 percent of the average share price of the Opus share during the period April 16 – May 17, 2018. 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 6,000,000 new shares will be issued, which together with the ongoing option program Option program 2016:1 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 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 2018 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 2018 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 management.

Decision to authorize the Board to acquire and transfer own shares (item 16)

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 17), 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 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.

Decision to authorize the Board to decide on new issues of ordinary shares and/or warrants and/or convertibles (item 17)

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.

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 16), 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 decision relating to item 15 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 items 9, 16 and 17 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 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 chapter 18, § 4, the auditors' statement in accordance with chapter 8, § 54 of the Swedish Companies Act, the instructions for apiteming the members of the nomination committee and the Boards' complete proposals for decisions under item 9, 15, 16 and 17 will available for the company's shareholders as of April 26, 2018 on the company's office, which address is Basargatan 10, 411 10 Göteborg, 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 2018 Annual General Meeting is available on the company website www.opus.se.

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.

Gothenburg in April, 2018
Opus Group AB (publ)
The Board

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

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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 1.9 billion in revenues in 2017 with solid operating cash flow and good operating profitability. Opus' plan is to reach USD 400 million in revenues and USD 100 million in EBITDA by 2021. 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 2,200 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, Germany and Australia. Opus has production facilities in the U.S. in Hartford, Ann Arbor and Tucson. The Opus share is listed on Nasdaq Stockholm.