

The board of directors of Opus Group AB (publ) (the "Company") proposal for the annual general meeting to take resolution to (A.) implement an incentive program (Option program 2016) intended for the senior executives, others in the management and certain other employees employed by the Company and its subsidiaries (the "Opus Group"), and (B.) a directed issue of options (Series 2016/2019) to the wholly-owned subsidiary Opus Bima AB and approval to transfer the options to employees within the Opus Group.

A. Implementation of a complementary incentive program (Option program 2016)

The board of directors propose that the annual general meeting takes a resolution to implement a complementary incentive program ("Option program 2016") in accordance with the principal terms and guidelines stated below.

A.1. Background and description etc.

Background

The Company has one ongoing incentive program, which was adopted at the annual general meeting 2013 (Option program 2013:1), for management and employees employed in Europe and the US. The Company's board of directors have drawn up the proposal to the incentive program that in essence is based on terms corresponding to ongoing incentive program.

The incentive program which was adopted at the annual general meeting in 2015 with a directed issue of a maximum of 5 500 000 options, Series 2015/2018, has been cancelled and the options has been deregistered at the Swedish Companies Registration Office, due to the programs conditions being disadvantageous and hence to the low interest from the participators.

It is the board of director's opinion that 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 of directors' assessment that the option program will be useful for both the employees and the company's shareholders through an increased share value.

The board of directors propose that the annual general meeting takes resolution on a directed issue of a maximum of 5 500 000 options, Series 2016/2019 ("Options"), to the wholly-owned subsidiary Opus Bima AB, registration number 556445-5383 ("Opus Bima"), with a right to subscribe for a maximum of 5 500 000 shares, with the rights and the obligations to handle the Options in accordance with Option program 2016.

In accordance with the following, it is proposed that the management and certain other employees in Sweden are offered to acquire a certain number of options from Opus Bima at market price, which will be calculated by using the valuation model Black & Scholes.

Further, it is proposed that the management and certain employees in the US are offered to gratuitously receive a certain number of Options from Opus Bima.

Subscription of the shares can be made from July 1, 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, but no obligation, to, 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 the remaining options to subscribe for shares at which the subscription price shall be paid by offset against the claim relating to the sold options.

The CEO of Opus Group, Magnus Greko, 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.

Costs for the incentive program

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 approximately 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.

Since the costs for the Company's incentive program will be relatively restricted, the board of directors has decided not to propose to the annual general meeting to take a resolution to cover the costs.

Dilution

The incentive program will include a maximum of 5 500 000 Options which may result in a subscription for a maximum of 5 500 000 shares when exercising the Options. This corresponds to at maximum dilution of shares of 1.91 percent.

Other share-related incentive programs

Upon full exercise of the options, together with the previously resolved and ongoing option programs, the dilution will be approximately 3.8 percent of the share capital and number of votes.

Option program 2013:1

The annual general meeting held on May 23, 2013, resolved to issue 5 500 000 options (Option Program 2013:1), granting the right to subscribe for a maximum of 5 500 000 new shares at a subscription price of SEK 6.05 per share. The options were subscribed for by Opus Bima, with the right and obligation for Opus Bima to offer the options to key employees and other employees within the Opus Group. Subscription of new shares can be made from July 1, 2016 until August 15, 2016. The board of directors has the right to extend the subscription period up to six months. All of the 5 500 000 options have been transferred to employees. Upon full exercise of the options, the share capital of the Company will be increased by SEK 110 000 and in addition the company will receive proceeds amounting to approximately of SEK 33 million.

Preparation of the proposal

The Option program has been prepared by the board of directors in consultation with the executive management.

A.2. Main conditions and general outlines for the incentive program regarding employees in Sweden

- (a) The incentive program will include approximately 30 executives and approximately 150 other employees mainly in Sweden, and comprise of in total no more than 1,600,000 Options.
- (b) The offer to acquire Options is to be resolved by the board of directors in accordance with the following.
 - (i) The management, approximately 30 persons, shall be offered and allotted a maximum of 960,000 Options at market price.
 - (ii) Other participants, approximately 150 persons, shall be offered and allotted a maximum of 640,000 Options at market price.
 - (iii) No employee in Sweden will be allotted more than 10 percent of the total number of Options in Option program 2016.
- (c) The Options shall be acquired at market value assessed by the Company calculated by using the valuation model Black & Scholes.

- (d) The offer to participate in the incentive program shall be made no later than June 30, 2016.
- (e) Participants shall express their acceptance to acquire Options no later than September 30, 2016.
- (f) The Options can be exercised for subscription of shares in the Company during the period from July 1, 2019 and until August 15, 2019.
- (g) Each Option entitles the holder to subscribe for one new share in the Company at a subscription price corresponding to 125 per cent of the volume-weighted average price (rounded off to the closest SEK 0.01) paid for the Company's shares at Nasdaq Stockholm during the period from and including April 19, 2016 up to and including May 19, 2016.
- (h) The board of directors shall be responsible for determining the detailed terms and administration of the incentive program management of the incentive program within the scope of the above principal terms and guidelines.
- (i) Opus Bima has the right to hold options in custody in order to transfer them to employees employed after September 30, 2016. Such transfer shall be made on the conditions stated above.

A.3. Main conditions and general outlines for the incentive program regarding employees in the US

- (a) The incentive program will include approximately 50 executives and approximately 200 other employees in the US, and comprise of in total no more than 3,900,000 Options.
- (b) The offer to acquire Options is to be resolved by the board of directors in accordance with the following.
 - (i) The management, approximately 50 persons, shall be offered and allotted a maximum of 2,340,000 Options.
 - (ii) Other participants, approximately 200 persons, shall be offered and allotted a maximum of 1,560,000 Options.
 - (iii) No employee in the US will be allotted more than 10 percent of the total number of Options in Option program 2016.
- (c) The offer to participate in the incentive program shall made no later than June 30, 2016.
- (d) The Options shall gratuitously be transferred to the participants.

- (e) Participants shall express their acceptance to acquire Options no later than September 30, 2016.
- (f) The Options can be exercised for subscription of shares in the Company during the period from July 1, 2019 and until August 15, 2019.
- (g) Each Option entitles the holder to subscribe for one new share in the Company at a subscription price corresponding to 125 per cent of the volume-weighted average price (rounded off to the closest SEK 0.01) paid for the Company's shares at Nasdaq Stockholm during the period from and including April 19, 2016 up to and including May 19, 2016.
- (h) The board of directors shall be responsible for determining the detailed terms and administration of the incentive program management of the incentive program within the scope of the above principal terms and guidelines.
- (i) Opus Bima has the right to hold options in custody in order to transfer them to employees employed after September 30, 2016. Such transfer shall be made on the conditions stated above.

B. Directed issue of options (Series 2016/2019) to the wholly-owned subsidiary Opus Bima AB and authorization to transfer the options to employees within the Opus Group in accordance with the incentive program

The board of directors propose that the Company, with deviation from the shareholders' preferential rights, issue a total of 5,500,000 Options of Series 2016/2019, with the result of an increase of the Company's share capital amounting to a maximum of SEK 110,000 and in addition the company may receive proceeds amounting to approximately a maximum of SEK 31 million.

The following additional terms shall apply to the issue:

- (a) Each Option shall entitle the holder to subscribe for one new share in the Company.
- (b) With deviation from the shareholders' preferential rights the wholly-owned subsidiary Opus Bima shall be entitled to subscribe.
- (c) Subscription for the options shall be made no later than August 30, 2016. Subscription shall be made on a subscription list. Over-subscription is not possible.
- (d) The options are issued gratuitously.

- (e) Subscription of shares by exercising the Options shall be made during the period from July 1, 2019 up until August 15, 2019. The board of directors may extend the subscription period up to six months.
- (f) Each Option entitles the holder to subscribe for one new share in the Company at a subscription price corresponding to 125 per cent of the volume-weighted average price (rounded off to the closest SEK 0.01) paid for the Company's shares at Nasdaq Stockholm during the period from and including April 19 2016 up to and including May 19, 2016. If a quotation of a price paid for any of the days in question is unavailable the buying-price quoted as closing-price shall instead be included in the calculation. A day without a quotation of either a price paid or buying-price shall not be included in the calculation.
- (g) Shares that are issued upon subscription shall carry rights to dividends as of the first record date for dividends which has been established after execution of subscription.

The board of directors proposes that a resolution shall be passed at the annual general meeting to approve that Opus Bima may, within the scope of the incentive program, transfer Options to participants of Option program 2016, and handle the subscription rights in accordance with Option program 2016. Transfer of the Options to participants in Sweden and the US shall be made on the terms and conditions stated above.

The board of directors 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 of directors' assessment that the option program will be useful for both the employees and the company's shareholders through an increased share value.

As to the grounds for calculation of the subscription price, the board of directors refers to relevant parts of this proposal.

The complete terms of the Options, Series 2016/2019, are set out in Appendix 1. As set out in Appendix 1, the subscription price as well as the number of shares which may be subscribed for pursuant to an Option, may be recalculated in the event of a bonus issue, new issue of shares, issue of options or convertibles and in certain other cases.

C. Majority requirement and special authorizations

The board of directors' above proposals for resolutions form a package, as the various proposals are dependent of and strongly linked to each other. Thus, the board of directors proposes that the annual general meeting passes only one resolution based on the above proposals. Observing the majority rules stated in Chapter 16, Section 8 of the Companies

Act, the resolution must be supported by shareholders representing at least nine tenths of the votes cast as well as of the shares represented at the meeting.

The board of directors proposes that the annual general meeting appoints the board of directors to execute the resolution and to see to it that Opus Bima transfers the Options in accordance with the above.

The board of directors also suggests that the board of directors, or a person appointed by the board of directors, may make any minor adjustments to the above proposal that may prove necessary in connection with registrations of the above resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Gothenburg April 2016

Opus Group AB (publ)

The board of directors