



## Press release - April 11, 2017

### 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 Monday, May 15, 2017, at 18.00, local time, at the Radisson Blu Scandinavia Hotel, Södra Hamngatan 59, 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 Tuesday May 9, 2017, and have notified the company of their intention to attend by Tuesday May 9, 2017. Notification of participation at the AGM shall be made through Opus Group's website [www.opus.se](http://www.opus.se), in writing to "AGM 2017", Opus Group AB, Att. Peter Stenström, Bäckstensgatan 11D, 431 49 Mölndal or via e-mail to [ir@opus.se](mailto: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 Wednesday May 10, 2017, 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 Tuesday May 9, 2017. 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

**OPUS GROUP AB** (publ)



- 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 authorize the Board to acquire and transfer own shares.
  15. Resolution to authorize the Board to decide on new issues of ordinary shares and/or warrants and/or convertibles.
  16. Other matters.
  17. 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 480,000 (420,000) to the Chairman of the Board of Directors and SEK 220,000 (185,000) 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 147,000 (123,000), whereof SEK 85,000 (72 000) to the Chairman of the audit committee and SEK 62,000 (51 000) 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 Katarina Bonde, Anders Lönnqvist, Friedrich Hecker and Anne-Lie Lind. The Nomination Committee proposes re-election of Katarina Bonde as Chairman of the Board. Heléne Mellquist has declared that she is not at disposal for re-election. Lothar Geilen has decided to leave the board as he is the CEO of Opus Group AB since April 1, 2017.

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.

Experience: CEO of UniSite Software Inc. 2000 – 2004, 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, Aptilo Networks AB and Mycronic AB.

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: 40 000.

Number of share options in Opus Group AB: 0.

Independent of the company, its management and major shareholders.

**Members, re-election:****Anders Lönngvist**

Born in 1958. Board members since 2012.

Experience: Chairman of the board and owner of Servisen and has extensive international experience in the financial industry, including business acquisitions, management and strategy issues, etc. Anders currently works on several corporate boards including Strax AB (member) and Novago Capital AB (Chairman), Stronghold Invest AB (Chairman), as well as SSRS Holding AB (member).

Current assignments: Chairman of the board in Stronghold Invest AB (Newsec AB). Board member in Servisen Group AB and its subsidiaries, SSRS Holding AB (Elite Hotels of Sweden AB), Northern Light Management AB, Strax AB, Rentals United AB and Novago Capital AB.

Education: Economic Studies, Stockholm University.

Shareholding in Opus Group AB: 1,151,616 through related and legal entity.

Number of share options in Opus Group AB: 0.

Independent of the company, its management and major shareholders.



## **Friedrich Hecker**

Born in 1962. Board member since 2016.

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, member of the executive board 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. Board member since 2016.

Experience: CEO in 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 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 Bulten AB. Vice President Camfil Power Systems Europe & Middle East.

Education: Master of Science in Mechanical Engineering from Chalmers University of Technology. Executive MBA from Göteborgs Universitet.

Shareholding in Opus Group AB: 40,000.

Number of share options in Opus Group AB: 0.

Independent of the company, its management and major shareholders.



## Members, to be elected:

### Ödgård Andersson

Born in 1972.

Experience: VP Product Development Unit Packet Core at Ericsson 2011 – 2016. Prior to that several different management and director positions in Ericsson radio & fiber network R&D 2000-2011. Designer Ericsson radio base stations 1997-2000.

Current assignments: Vice President Software and Electronics at Volvo Car Group. Responsible for 1500 engineers who develop software and electronics in collaboration with suppliers/partners, including in car electronics, infotainment systems, connectivity, autonomous drive and active safety.

Shareholding in Opus Group AB: 0.

Number of share options in Opus Group AB: 0.

Independent of the company, its management and major shareholders.

### Magnus Greko

Born in 1963. VP Strategic Business Development.

Experience: Founded the company that today is Opus Group AB in 1990 together with the Company's former Vice President, Jörgen Hentschel. Active in the industry since 1984. CEO in Opus Group AB 2006 – 2017.

Current assignments: Board member of AB Kommandoran, Opus Bima AB and Dalfrid Invest AB. Chairman of Systech Sweden AB, Opus Bilprovning AB and Gothia Yachting & Charter AB. Director in Opus Inspection Inc, Opus Inspection (Pvt) Ltd. and Trilen Inc.

Education: Graduate in engineering from Polhemsgymnasiet in Gothenburg.

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

Number of share options in Opus Group AB: 0.

Not independent of the Company, its management and major shareholders.

Note. The number of shares and share options reflects the situation as of December 31, 2016 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. 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 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 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 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 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 AND 15**

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

The Board proposes that a dividend of SEK 0.12 per share be paid out. The Board proposes the record date for receiving the dividend to be Wednesday May 17, 2017. If the AGM votes in accordance with the proposal, payment is expected to be made via Euroclear Sweden AB on Monday May 22, 2017.

### **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.

### **Decision to authorize the Board to acquire and transfer own shares (point 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 (point 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 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 (point 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.

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 (point 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 decision relating to points 14 and 15 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 appointing the members of the nomination committee and the Boards' complete proposals for decisions under point 14 and 15 will be available for the company's shareholders as of April 24, 2017 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](http://www.opus.se). The above documents will be mailed to shareholders upon request.

The nomination committee's proposals for the 2017 Annual General Meeting is available on the company website [www.opus.se](http://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.

Mölnadal in April, 2017

Opus Group AB (publ)

The Board of directors

This press info is available in Swedish at [www.opus.se](http://www.opus.se)

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## About Opus Group

Opus Group is a technology driven growth company in the vehicle inspection market. The company has a strong focus on customer service and innovative technology within IT, emission testing and vehicle communication. The Group had SEK 1,697 million in revenues in 2016 with strong operating cash flow and good operating profitability. With over 1,600 employees, Opus Group is headquartered in Mölnadal in the Gothenburg region of Sweden and has 25 regional offices, 20 in the United States and the others in Stockholm, Peru, Chile, Mexico and Pakistan. Opus Group has production facilities in the U.S. in Hartford and Ann Arbor. The Opus Group share is listed on Nasdaq Stockholm.