



Press release - March 3, 2015

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The Board of Opus Group resolves on rights issue terms and announces that the rights issue is fully guaranteed

Summary

- Shareholders in Opus Group AB (publ) (Opus Group or the Company) have preferential right to subscribe for one (1) new share for each nine (9) existing shares
- The subscription price amounts to SEK 5.50 per share, which at full subscription of the rights issue results in issue proceeds of approximately SEK 154.7 million before transaction costs by issuance of approximately 28.1 million new shares
- The subscription period runs from March 17, 2015 until March 31, 2015
- The rights issue is fully covered through subscription and guarantee undertakings by existing share holders
- The rights issue is subject to approval at the Extraordinary General Meeting (EGM) to be held March 10, 2015

The rights issue

On February 13, 2015 Opus Group announced that the Company had signed an agreement to acquire Drew Technologies, Inc. (Drew Tech) and that the Board had resolved on a rights issue of approximately SEK 150 million in order to strengthen the Company's balance sheet in conjunction with the acquisition of Drew Tech, and thereby reach the Company's target as well as obligations to creditors, and to finance the Company's continued expansion.

Shareholders in Opus Group have preferential right to subscribe for one (1) new share for each nine (9) shares held on the record date for the rights issue. Each share in Opus Group entitles to one (1) subscription right and nine (9) subscription rights entitle to subscription of one (1) new shares. The subscription price has been decided to SEK 5.50 per share. The subscription price has been determined based on a market discount in relation to the market price of the share during the period February 20 – March 2, 2015. A maximum of 28,129,268 new shares can be issued through the rights issue, which results in an increase of the share capital of maximum SEK 562,585.36 to a total of SEK 5,625,853.74. If the rights issue is fully subscribed, the total proceeds of the rights issue will amount to approximately SEK 154.7 million before transaction costs.

The record date at Euroclear Sweden AB for receiving subscription rights is March 12, 2015. The subscription period runs from March 17, 2015, until March 31, 2015, or such later date decided by the Board. If the subscription period is extended, this will be announced by the Company through a press release on March 31, 2015 at the latest.

The rights issue is subject to approval at the Extraordinary General Meeting (EGM). The EGM will be held in Gothenburg on March 10, 2015, at 15:00 (CET). Notice of EGM was published on February 17, 2015, in Post och Inrikes Tidningar (Post and Gazette) and is available on www.opus.se.

OPUS GROUP AB (publ)



Subscription and guarantee undertakings

15 shareholders of Opus Group, together representing 34.3 percent of the share capital of Opus Group, have entered into subscription undertakings to subscribe for 32.7 percent of the rights issue through subscription commitments in the rights issue. Furthermore, 14 of the shareholders, in addition to their subscription commitments, have agreed to underwrite subscription for remaining shares in the rights issue. Thereby the rights issue is fully covered through subscription and guarantee undertakings.

The Second Swedish National Pension Fund is the largest guarantor in the rights issue. "We have been shareholders in Opus Group since 2008 and we are positive to the company's continued development. It is therefore natural to support the company by participating in the above-mentioned share issue and guarantee consortium", says Jonas Eixmann, Head of equities at the Second Swedish National Pension Fund.

The group of other main shareholders who have subscribed for their share, as well as participating in the guarantee consortium, includes founders Jörgen Hentschel and Magnus Greko, privately and via company AB Kommandoran. "In March 2015 it is 25 years since Jörgen and I started Opus Group and it is with satisfaction that we can say that the company has never been stronger than now with a contract portfolio of several billion SEK and with continued strong growth potential. Therefore, it is natural to subscribe for our share in the rights issue and to support the company by participating through guarantee undertakings", says Magnus Greko, CEO and President of Opus Group.

Preliminary time table for the rights issue

March 10	The EGM resolves on the Board of Directors' rights issue resolution
March 10	Last day of trading in the Opus Group share including subscription rights
March 11	Estimated date for publication of the prospectus
March 12	Record date for allotment of subscription rights, i.e. shareholders who are registered in the Company's share register as of this day will receive subscription rights for participation in the rights issue
March 17-27	Trading in subscription rights
March 17-31	Subscription period
April 7	Estimated date for announcement of the preliminary outcome

Financial and legal advisors

Swedbank Corporate Finance is acting as financial advisor and Advokatfirman Vinge is acting as legal advisor to Opus Group in conjunction with the rights issue.

Mölnadal, March 3, 2015
Opus Group AB (publ)

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

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About Opus Group

Opus Group is a leading company in vehicle inspection technology and vehicle inspection program operations. The Group has two main business areas which consist of vehicle inspection and equipment. Opus Group is one of the market leaders in vehicle inspection operations in the US and Sweden. Opus Bilprovning has 74 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. Through the subsidiaries, Opus Equipment and J&B Maskinteknik, Opus Group conduct production, sales and service of vehicle inspection equipment for vehicle inspection companies and vehicle workshops. Opus Group's revenues amounted to approx. SEK 1,458 million in 2014. Opus Group's shares are listed on Nasdaq OMX 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 March 3, 2015 at 08:30 CET.

IMPORTANT INFORMATION

The information in this press release does not constitute an offer to acquire, subscribe, or otherwise trade in shares, subscription rights, or other securities in Opus Group. Any invitation to the persons concerned to subscribe for shares in Opus Group is made only through the prospectus that Opus Group expects to make public on or around 11 March 2015.

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No subscription rights, BTAs (interim shares) or new shares have or will be registered under the United States Securities Act of 1933 ("Securities Act") or securities legislation in any state or other jurisdiction in the United States and may not be offered, subscribed, pledged, sold, resold or transferred, directly or indirectly within the United States, other than pursuant to a written consent from Opus Group and an applicable exemption from the registration requirements of the Securities Act and in accordance with securities laws in relevant state or other jurisdiction in the United States.

The securities are made available outside of the USA in accordance with Regulation S under the Securities Act. There will be no offer to the general public in the United States. Any offers of securities in the United States will only be made to a limited number of existing shareholders, who (i) Opus Group in its own discretion deems qualified enough to be offered securities without the risk of triggering the registration requirements of the Securities Act and (ii) have signed and submitted a so-called investor letter to Opus Group.

This press release may contain certain forward-looking statements which reflect Opus Group's current view on future events and financial and operational development. Words such as "intend", "expect", "anticipate", "may", "plan", "estimate" and other expressions which imply indications or predictions of future development or trends, and which are not based on historical facts, are intended to identify forward-looking statements. Forward-looking statements inherently involve both known and unknown risks and uncertainties because they depend on future events and circumstances. Forward-looking statements do not guarantee future results or development and the real outcome could differ materially from the forward-looking statements.

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