



Press release - November 26, 2013

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Opus Group's board decides on rights issue terms and conditions

- Opus Group AB (publ) ("Opus Group" or "the Company") announced on November 6, 2013, that the Company had signed an agreement to acquire Envirotest and the Board had decided to conduct a rights issue of approximately SEK 150 million in order to partially finance the acquisition.
- Shareholders in Opus Group have preferential right to subscribe for one (1) new share for each thirteen (13) existing shares
- The subscription price amounts to SEK 8.50 per share, which at full subscription of the rights issue results in rights issue proceeds of approximately SEK 152.7 million before rights issue costs
- The subscription period runs from December 5, 2013 until December 19, 2013
- The rights issue is fully committed through subscription commitments, guarantee commitments and letters of intent to subscribe
- The rights issue is subject to approval at the Extraordinary General Meeting to be held November 28, 2013

The rights issue

On November 6, 2013, Opus Group published that the Company had signed an agreement to acquire Envirotest and the Board had decided to conduct a rights issue of approximately SEK 150 million in order to partially finance the acquisition. The Board has now determined the subscription price and the terms and conditions of the rights issue.

Shareholders in Opus Group have preferential right to subscribe for one (1) new shares for each thirteen (13) shares held on the record date for the rights issue. Each share in Opus Group entitles to one (1) subscription right and thirteen (13) subscription rights entitle to subscription of one (1) new share. The subscription price has been decided to SEK 8.50 per share. A maximum of 17.959.269 new shares can be issued through the rights issue, which results in an increase of the share capital of maximum SEK 359,185.38 to a total of SEK 5,028,595.54. If the rights issue is fully subscribed, the total proceeds of the rights issue will amount to SEK 152,653,786.50 before rights issue costs.

The rights issue is subject to approval at the Extraordinary General Meeting. The Extraordinary General Meeting will be held on November 28, 2013, at 15:00 at Mannheimer Swartling Advokatbyrå, Östra Hamngatan 16, 411 09 Göteborg, Sweden. Notice of the meeting was announced on November 7, 2013, in Post och Inrikes Tidningar (Post and Gazette) and is available on www.opus.se. The record date at Euroclear for receiving subscription rights is December 3, 2013. The subscription period runs from December 5, 2013, until December 19, 2013, 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 at the latest on December 19, 2013.

OPUS GROUP AB (publ)



Shareholder support

Eight shareholders of Opus Group, including the management and the Second Swedish National Pension Fund, together representing 37.8 percent of the share capital of the Opus Group, have entered into subscription undertakings to subscribe for their pro rata share of the rights issue. Furthermore, the Second Swedish National Pension Fund and seven other shareholders have agreed to underwrite subscription for shares representing 52.9 percent of the rights issue (a guarantee commission of 5 percent of the guarantors' respective maximum guarantee commitment is paid). Consequently, subscription commitments and guarantee commitments amount to 90.7 percent of the rights issue. In addition, Nordea Investment Funds, AMF Small Cap Fund and Länsförsäkringar Small Cap Fund, which represent 9.3 percent of the share capital of Opus Group, have expressed their intention to subscribe for their pro rata share of the rights issue. Altogether, total commitments and letters of intents amount to 100 percent of the rights issue.

Indicative timetable of the rights issue

November 28, 2013	Extraordinary General Meeting
November 28, 2013	Last day of trading in the shares including the right to participate in the rights issue
November 29, 2013	Estimated date to publish the prospectus
December 3, 2013	Record date to participate in the rights issue
December 5 –	
December 19, 2013	Subscription period for new shares in the rights issue
December 27, 2013	Estimated date for announcement of the outcome of the rights issue
Early 2014	Closing of the Acquisition

Advisors

Swedbank Corporate Finance acts as financial adviser and Mannheimer Swartling acts as legal advisors to Opus Group in connection with the rights issue.

Gothenburg, November 26, 2013
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 are vehicle inspection and equipment. Opus Group is one of the market leaders in vehicle inspection operations in the US and Sweden. Opus Bilprovning has 71 vehicle inspection stations in Sweden. Opus Inspection operates vehicle inspection programs in the U.S., Bermuda, and Peru 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 conducts production, sales, and service of vehicle inspection equipment for vehicle inspection companies and vehicle workshops. Opus Group's revenues amounted to approximately SEK 469 million in 2012. Opus Group's shares are listed on Nasdaq OMX Stockholm.

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About Envirotest Systems Holdings Corp.

Established in 1974, Windsor, Connecticut based Envirotest Systems Corp. is the leader in centralized vehicle emissions testing equipment, services and technology in North America. Envirotest provides Remote Sensing Device services throughout the world and operates six centralized and decentralized vehicle emissions testing programs in the U.S. and Canada under its Envirotest brand (www.etest.com).

FFFS 2007:17 (10 kap 11§) (SFSA rules) - the information is price sensitive and must therefore be disclosed under the Securities Market Act (2077:528).

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 November 29, 2013.

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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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