

UNOFFICIAL OFFICE TRANSLATION – IN CASE OF DISCREPANCY THE NORWEGIAN VERSION SHALL PREVAIL:

TO THE SHAREHOLDERS OF NRC GROUP ASA (org.no. 910 686 909)

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Board of Directors hereby calls for an Extraordinary General Meeting of NRC Group ASA (the "**Company**") at the Company's offices with address Lysaker Torg 25, 1366 Lysaker, at 10:00 hours (CET) on 5 November 2018. The Chair of the Board, Helge Midttun, will open the General Meeting.

The following items are on the agenda:

- 1. Opening of the extraordinary general meeting**
- 2. Registration of attending shareholders**
- 3. Election of chair of the meeting**
- 4. Approval of the notice and agenda**
- 5. Election of a representative to sign the minutes together with the chair**
- 6. Authorisation to increase the share capital in connection with acquisition of VR Track Oy**

Reference is made to the stock exchange announcement published on 11 October 2018 regarding the Company's execution of an agreement to acquire 100% of the shares in VR Track Oy ("**VR Track**"). The stock exchange announcement is also available at the Company's website www.nrcgroup.com.

As part of the transaction, the Company shall issue consideration shares to the seller, VR-Group Ltd. ("**VR Group**"), as partial settlement of the purchase price.

Based on the above, the Board of Directors has proposed that the General Meeting resolves to grant to the Board of Directors the following authorization to increase the share capital through issuance of shares to VR Group:

- a) The Board of Directors is authorised to increase the share capital by up to NOK 9,877,953.00, through issuance of up to 9,877,953 new shares, each with a par value of NOK 1.00.*

- b) *The authorisation may only be used for issuance of shares to VR-Group Ltd. in connection with fulfilment of the Company's obligations in accordance with the share purchase agreement regarding purchase of all shares in VR Track Oy.*
- c) *The subscription price and other subscription terms are determined by the Board of Directors in accordance with the terms of the share purchase agreement entered into with VR-Group Ltd.*
- d) *The authorization covers share capital increases against contribution in other assets than cash, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.*
- e) *The Board of Directors may waive the existing shareholders' preferential rights pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act, cf. Section 10-5 of the Norwegian Public Limited Liability Companies Act.*
- f) *The authorization is valid until 30 June 2019.*

As the purpose of the authorisation is to issue shares to the seller of VR Track, it is necessary to give the Board of Directors the authority to waive the existing shareholders' preferential rights to subscribe for new shares. Reference is made to the Company's continuous reporting through the Oslo Stock Exchange with respect to events after the last balance sheet date, and circumstances which must be considered as part of a decision to subscribe for shares in the Company.

7. Changes to the Board of Directors

As part of the Company's acquisition of VR Track, it is desirable that VR Group, which after the transaction is expected to be the largest shareholder of the Company, is represented on the Company's Board of Directors. In addition, other adjustments to the composition of the Board of Directors may also be proposed. A detailed proposal will be presented prior to the General Meeting and will be published on the Company's website www.nrcgroup.com and through Newsweb.

The Company's registered share capital is NOK 44,026,270.00 divided into 44,026,270 shares, each with a par value of NOK 1.00. The Company holds 372 treasury shares. Voting rights cannot be exercised for the company's treasury shares and treasury shares do not count when a decision requires the consent of a certain portion of the share capital, cf Section 5-4 of the Norwegian Public Limited Liability Companies Act. Each share carries one vote at the company's general meetings. Shareholders are entitled to vote for the number of shares they own, provided they have been entered in the register of shareholders by the fifth working day prior to the General Meeting (registration date). The shareholders have the following rights in connection with the General Meeting:

- Right to attend the General Meeting, either in person or by proxy.
- Right to speak at the General Meeting

- Right to be accompanied by an advisor and give him/her the right to speak
- Right to demand information from board members and the Managing Director in accordance with the detailed provisions of Section 5-15 of the Norwegian Public Limited Liability Companies Act.
- Right to consideration of items at the General Meeting that they have reported in writing to the Board of Directors far enough in advance so that they can be included in the notice of the meeting. If the notice has already been sent, then a new notice shall be sent if at least three weeks remain before the General Meeting is to be held.

The shareholders who wish to attend must notify the company's office as soon as possible and no later than at **16:00 hours (CET) on 1 November 2018** by returning the enclosed attendance slip by e-mail: gf2018@nrcgroup.no. The right to attend the General Meeting is reserved for shareholders who have been entered into the register of shareholders no later than the fifth working day prior to the General Meeting.

Shareholders who wish to be represented by proxy, are requested to complete the enclosed proxy form and send it to NRC Group ASA. E-mail: gf2018@nrcgroup.no.

This notice and any other case documents are available at the company's website: www.nrcgroup.com.

In accordance with section 7 of the Articles of Association, the attachments to the notice are not sent by mail to the shareholders. However, any shareholder may require that the attachments are sent free of charge to the shareholder by mail. If a shareholder wishes to have the documents sent, a request may be directed to the company by phone: +47 90 40 70 97 or by sending a request by e-mail to gf2018@nrcgroup.no.

On behalf of the Board of Directors of NRC Group ASA

15 October 2018
Helge Midttun
Chair of the Board

ATTENDANCE SLIP

To be sent to: NRC Group ASA, P.O. Box 18, 1324 Lysaker, and must be received by NRC Group ASA no later than 16:00 hours (CET) on 1 November 2018. E-mail: gf2018@nrcgroup.no

The undersigned will attend NRC Group ASA's General Meeting in the company's offices, Lysaker Torg 25, 1366 Lysaker, at 10:00 hours (CET) on 5 November 2018 and vote for:

_____ own shares

_____ other shares in accordance with the enclosed proxy(ies)

For a total of _____ shares

Place: _____

Date: _____

(Name in block letters)

Signature

PROXY WITHOUT VOTING INSTRUCTIONS

If you do not have the opportunity to attend the Extraordinary General Meeting, this proxy can be used by whomever you grant authority, or you can send the proxy without entering the name of the proxy. In this case, the proxy will be given to the Chair of the Board or a member of the Board of Directors before the Extraordinary General Meeting is held. If the proxy is to include instructions on how the proxy should vote on each individual item, use the "Proxy with Voting Instructions" form.

The proxy is to be sent to: NRC Group ASA, P.O. Box 18, 1324 Lysaker, and must be received by NRC Group ASA no later than 16:00 hours (CET) on 1 November 2018. E-mail: gf2018@nrcgroup.no

The undersigned hereby grants (tick off)

The Chair of the Board or whomever he so authorises, or

Name of the proxy (please use capital letters)

a proxy to appear and vote at NRC Group ASA's General Meeting at **10:00 hours (CET) on 5 November 2018**

for my/our _____ shares.

Place: _____

Date: _____

(Name in block letters)

Shareholder's signature

PROXY WITH VOTING INSTRUCTIONS

If you do not have the opportunity to attend NRC Group ASA's General Meeting at **10:00 hours (CET) on 5 November 2018**, you may appear by proxy. In this case, you can use this proxy form to state your voting instructions.

The proxy is to be sent to: NRC Group ASA, P.O. Box 18, 1324 Lysaker, and must be received by NRC Group ASA no later than 16:00 hours (CET) on 1 November 2018. E-mail: gf2018@nrcgroup.no

The undersigned hereby grants (tick off)

The Chair of the Board or whomever he so authorises, or

Name of the proxy (please use capital letters)

a proxy to appear and vote for my/our shares at NRC Group ASA's Extraordinary General Meeting at **10:00 hours (CET) on 5 November 2018**. If a proxy is submitted without the name of the proxy, then the proxy will be deemed to have been granted to the Chair of the Board or whomever he so authorises.

The voting shall be in accordance with the instructions below. Note that **if the alternatives below are not ticked off, this will be deemed to be an instruction to vote "in favour" of the proposals in the notice**. The proxy will, however, determine the voting if a proposal is put forward in addition to, or as a replacement for the proposals in the notice.

Item:	In favor	Against	Abstention	At proxy's discretion
3. Election of a chairperson for the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the notice of the meeting and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of a representative to sign the minutes together with the chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Authorisation to increase the share capital in connection with acquisition of VR Track Oy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Changes to the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The aforementioned proxy has the authority to appear and vote at NRC Group ASA's General Meeting at **10:00 hours (CET) on 5 November 2018**.

for my/our _____ shares.

Place: _____ Date: _____

(Name in capital letters)

The shareholder's signature