

# **Report and recommendations from the Nomination Committee to the Annual General Meeting of NRC Group ASA to be held on 8 May 2019**

## **Report from the Committee**

NRC Group ASA established a Nomination Committee at the Annual General Meeting in 2015. The current Committee members are Mr. Kristian Lundkvist (chair), Mr. Albert Collett and Mr. Vegard Urnes.

The principle responsibilities of the Committee are to evaluate and submit recommendations to the Annual General Meeting in respect of the following matters:

- Nominees for election as members of the Board of Directors of NRC Group ASA and the Chair of the Board of Directors
- Nominees for election as members of the Nomination Committee and the Chair of the Nomination Committee
- Proposal for remuneration of the members of the Board of Directors, the Audit committee, the Compensation Committee, the Project Committee and the Nomination Committee

The duties of the Nomination Committee are further described in written instructions for the Nomination Committee of NRC Group ASA.

The Nomination Committee has held several formal and informal meetings in preparation for the Annual General Meeting to discuss board composition and board – and committee remuneration. The Nomination Committee has also discussed the committee's work and has held meetings and discussions with shareholders, current Directors and the CEO .

The Board of Directors of NRC Group ASA currently comprises the following seven Directors:

- Helge Midttun, Chair
- Harald Arnet
- Mats Williamson
- Rolf Jansson
- Eva Nygren
- Brita Eilertsen
- Kjersti Kanne

Save for Rolf Jansson and Eva Nygren who were elected by an extraordinary general meeting in the Company on 5 November 2018, all Directors are elected for a one-year term and are eligible for re-election in 2019.

The Board of Directors includes five Directors who are regarded as independent of shareholders – Helge Midttun, Mats Williamson, Eva Nygren, Brita Eilertsen and Kjersti Kanne; and two shareholder Director – Harald Arnet and Rolf Jansson.

## **Nomination Committee recommendation**

### **Board of Directors**

The Nomination Committee has taken into consideration the immediate and longer term needs of the Company. The Committee has focused on balancing the need for continuity, maintaining an appropriate balance of independent and shareholder directors, ensuring the necessary mix of competences and experience including financial and industrial experience. Based on this, it is recommended to re-elect all the current members of the Board of the Company who stand for election in 2019. The major shareholders have indicated their support for such re-election.

### **Nomination Committee**

The Nomination Committee has received proposal from all the major shareholders to re-elect Albert Collett to the Nomination Committee, elect Øivind Horpestad as new member to the Nomination Committee and Kjell Forsén as new chairman of the Nomination Committee. Kjell Forsén is Chairman of the Board of Directors of VR Group Ltd., the Companys largest owner. The Nomination committee propose to not re-elect Kristian Lundkvist and Vegard Urnes as Members of the Nomination Committee.

### **Directors' remuneration**

The Nomination Committee considers that the level of board remuneration for NRC Group ASA should be competitive and comparable with similar listed companies in Norway. The Committee therefore proposes that Director' remuneration for the period of service from the Annual General Meeting in 2018 up until the Annual General Meeting in 2019 to be approved as follows:

- Chair: NOK 600 000
- Directors (each): NOK 300 000

### **Audit committee remuneration**

The Nomination Committee considers that the level of remuneration for the Audit Committee for NRC Group ASA should be competitive and comparable to similar listed companies in Norway. The Committee therefore proposes the following remuneration for the period of service from the Annual General Meeting in 2018 up until the Annual General Meeting in 2019 to be approved as follows:

- Chair: NOK 75 000
- Members (each): NOK 50 000

### **Compensation committee remuneration**

The Nomination Committee considers that the level of the Compensation Committee remuneration for NRC Group ASA should be competitive and comparable to similar listed companies in Norway. The Committee therefore proposes the following remuneration for the period of service from the Annual General Meeting in 2018 up until the Annual General Meeting in 2019 to be approved as follows:

- Chair: NOK 40 000
- Members (each): NOK 25 000

### **Project committee remuneration**

The Nomination Committee considers that the level of the Project Committee remuneration for NRC Group ASA should be competitive and comparable to similar listed companies in Norway. The Committee therefore proposes the following remuneration for the period of service from the Annual General Meeting in 2018 up until the Annual General Meeting in 2019 to be approved as follows:

- Chair: NOK 75 000
- Members (each): NOK 50 000

### **Nomination committee remuneration**

The Nomination Committee proposes that the level of compensation to its members remains unchanged at the same level approved by the Annual General Meeting in 2018:

- Chair: NOK 40 000
- Members (each): NOK 20 000

\* \* \*

Oslo, 16 April 2019

The Nomination Committee

Kristian Lundkvist  
(Sign.)

Albert Collett  
(Sign.)

Vegard Urnes  
(Sign.)