

Proposal from the Nomination Committee of NRC Group ASA to the Annual General Meeting of the company to be held on 6 May 2021

NRC Group ASA established a Nomination Committee at the Annual General Meeting in 2015. The current Nomination Committee members are Mr. Kjell Forsén (Chair), Mr. Albert Collett and Mr. Lasse Johan Olsen.

The principle responsibilities of the Nomination 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 instructions may be found at the company's website www.nrcgroup.com. The Nomination Committee has organised its works in accordance with the instructions.

The Nomination Committee has had access to this year's evaluation of the Board of Directors, and has spoken with several of the Board members, including Board Chairman Helge Midttun.

The Nomination Committee has considered the instructions' requirements regarding a recommendation on election of members of the Board of Directors, in addition to which it has drawn up a set of assessment criteria which, in its opinion, should be reflected in the overall composition of the Board of Directors.

The Nomination Committee has also actively contacted major shareholders for suggestions or comments and has spoken with representatives of several shareholders.

On this basis, the Nomination Committee submits the following unanimous recommendation:

1. Election of the Board of Directors

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

- *Helge Midttun, Chair*
- *Brita Eilertsen*
- *Mats Williamson*
- *Rolf Jansson*
- *Eva Nygren*
- *Tove Elisabeth Pettersen*
- *David Montgomery*

The Board of Directors includes six Directors who are regarded as independent of shareholders – Helge Midttun, Mats Williamson, Eva Nygren, Brita Eilertsen, David Montgomery and Tove Elisabeth Pettersen, and one shareholder elected Director – Rolf Jansson.

The Nomination Committee recommends that the following Board members to be re-elected:

- *Rolf Jansson (member 2019)*
- *Mats Williamson (member 2018)*
- *Eva Nygren (member 2019)*
- *Tove Elisabeth Pettersen (member 2020)*

The major shareholders have indicated their support for such re-election.

Rolf Jansson is recommended as Chair of the Board of Directors.

Furthermore, the Nomination Committee wishes to propose two new members of the Board of Directors, the Board of Directors would then consist of six Directors.

Heikki Allonen is a board professional with extensive experience from senior management and board positions. He has held CEO positions in public and listed companies for 20 years. Mr Allonen is presently the vice-chairman of the Board of Directors of VR Group and a board member of Nokian Tyres Plc, Detection Technology Plc and Savox Oy Ab. Mr Allonen has served as Chariman of the board for the Norwegian defence company Nammo AS between 2008 and 2017. For further information on Heikki Allonen, reference is made to Attachment 1.

Outi Henriksson has strong and wide senior management background from banking, transportation and telecom, and has 20 years of experience as CFO, since 2017 at Aktia Bank Plc and formerly in VR Group. Ms Henriksson serves as board member of Aktia Livsförsäkring AB Adapteo Plc and Veikkaus Oy, and as Chariman of the Audit committee for the two latter. For further information on Outi Henriksson, reference is made to Attachment 2.

For information on the Board members proposed for re-election, reference is made to the company's Annual Report, which may be found at www.nrcgroup.com.

The proposed board composition is compliant with the requirements for independence as set out in the Norwegian Code of Practice for corporate governance (NUES).

2. Remuneration to the Board of Directors and remuneration to board committees

The Nomination Committee considers that the current fees are at a satisfactory level based on the situation at present and proposes that the fees are maintained unchanged.

The Nomination Committee proposes the following fees:

- Board Chair: NOK 600 000
- Board member: NOK 300 000

The Nomination Committee proposes to maintain the fees for members of the Audit Committee as follows:

- Chair: NOK 75 000
- Member: NOK 50 000

The Nomination Committee proposes to maintain the fees for members of the Compensation Committee as follows:

- Chair: NOK 40 000
- Member: NOK 25 000

The Nomination Committee proposes to maintain the fees for members of the Project Committee as follows:

- Chair: NOK 75 000
- Member: NOK 50 000

3. Election of Nomination Committee

Albert Collett has informed the Nomination Committee that he will not stand for re-election.

The Nomination Committee recommends that the other members to be re-elected:

- *Kjell Forsén, Chair*
- *Lasse Johan Olsen*

The Nomination Committee has received proposal to elect Ole-Wilhelm Meyer as new member of the Nomination Committee.

4. Remuneration to the Nomination Committee

The Nomination Committee proposes to increase the remuneration to the members of the Nomination Committee to NOK 40 000.

The Nomination Committee proposes the following fees:

- Chair: NOK 40 000 (no change)
- Member: NOK 40 000

Oslo, 12 April 2021

On behalf of the Nomination Committee of NRC Group ASA

Kjell Forsén

Attachment 1: Heikki Allonen

Education:	1978	Helsinki University of Technology -M Sc (Civil Eng)
Experience:	2008-2019	Patria Group Oyj - President and CEO
	2004-2008	Fiskars Oyj Abp - President and CEO
	2001-2004	SRV Oyj – President
	1992-2001	Wärtsilä Oyj (Metra Oy Ab) - Member of Board of Mgmt M&A, Corporate Planning
	1991-1992	Metra Oyj Abp – Senior Vice President, Corporate Development
	1988-1991	Oy Lohja Ab – VP Corporate Planning
	1986-1988	Oy Lohja Ab, Concrete industries – Vice President
	1985-1986	Pantekno Oy, Precast – Deputy President
	1982-1985	Oy Lohja Ab – Export Manager
	1980-1982	Saudi Building Material Co Ltd – Managing Director
	1979-1980	Oy Lohja Ab Rudus – Project Engineer
Directorships:	2015 -	VR Group Oy – Deputy Chairman, HR Committee
	2016 -	Nokian Renkaat Oyi – Board Member, Audit Committee
	2017 -	Savox Oy Ab – Deputy Chairman
	2015-2021	Detection Technology Oyj – Board member, Audit Committee
	2008-2017	Nammo AS – Chairman
	2008-2016	Millog Oy – Chairman
	2012-2017	Ilmarinen Mutual Pensions Ins. – Member, Supervisory Board

Attachment 2: Outu Henriksson

Education:	1994	Turku School of Economics and Business Administration Master of Science (Econ)
	1993	University of Denver, Colorado, USA
Experience:	2017-	Chief Financial Officer - Aktia Bank Plc
	2012-2017	Chief Financial Officer - VR Group
	2006-2012	Chief Financial Officer - Sulake Corporation
	2001-2006	Chief Financial Officer - LaNetro Zed / Sonera Zed
	2000-2001	Director, Finance / Director, Business Development Sonera Services Business Division
	1998-2000	Director, International Operations Finance Director, M&A and Equity-based Compensation - Sonera Corporation
	1998-1998	Analyst, Investor Relations - Cultor Corporation, Helsinki
	1996-1998	Business Controller / Senior Financial Analyst - Cultor Food Science, New York
	1995-1996	Controller - Cultor Corporation Headquarters, Helsinki
	1993-1995	Analyst to Portfolio Managers – Union Bank of Finland (curr. Nordea) Asset Management, Private Banking

Directorships:

Board member and Chairman of the Audit Committee, Veikkaus Oy
Board member and Chairman of the Audit Committee, Adapteo Plc (OMX
Stockholm: ADAPT)
Board member, Aktia Livförsäkring AB