

*This document has been prepared in both Norwegian and English. In case of any discrepancy between the two versions, the Norwegian version shall prevail.*

**MINUTES FROM  
THE ANNUAL GENERAL MEETING  
OF NRC GROUP ASA**

The Annual General Meeting of NRC Group ASA (the "**Company**") was held on 4 May 2023 at 10.00 a.m. The general meeting was held as digital meeting, using the online platform Lumi.

The General Meeting was opened by the chair of the board of directors, Rolf Jansson, who registered the shareholders present at the general meeting, either by advance vote, in person digitally or by proxy. The register of attending shareholders, including the number of shares and votes represented, is included as appendix to these minutes.

29,925,203 of a total of 72,954,549 shares and votes, equal to 41.02% of the share capital, was represented at the general meeting.

The following items were on the agenda:

**1. ELECTION OF A CHAIRPERSON FOR THE MEETING**

Rolf Jansson was elected as chairperson of the meeting.

The voting result is set out in the enclosed voting protocol.

**2. APPROVAL OF THE NOTICE OF THE MEETING**

There were no remarks to the notice and, consequently, the notice was approved.

The voting result is set out in the enclosed voting protocol.

**3. ELECTION OF A REPRESENTATIVE TO SIGN THE MINUTES TOGETHER WITH THE CHAIRPERSON**

Henning Olsen was elected to sign the minutes together with the chairperson.

The voting result is set out in the enclosed voting protocol.

**4. APPROVAL OF ANNUAL ACCOUNTS AND ANNUAL REPORT FOR THE PARENT COMPANY AND THE GROUP**

The General Meeting approved the annual accounts and the annual report for the parent company and the Group, including that no dividend is paid for the financial year 2022.

As part of the approval of the annual report, the General Meeting also discussed the Company's statement on corporate governance.

The voting result is set out in the enclosed voting protocol.

## **5. APPROVAL OF FEES TO THE AUDITOR**

In accordance with the proposal from the Board of Directors, the General Meeting resolved to approve fees to the auditor for the financial year 2022 in accordance with invoiced amounts.

The voting result is set out in the enclosed voting protocol.

## **6. ELECTION OF THE BOARD OF DIRECTORS**

In accordance with the recommendation from the Nomination Committee, the general meeting resolved to elect the following board members:

- Rolf Jansson, Chair of the Board
- Mats Williamson
- Eva Nygren
- Tove Elisabeth Pettersen
- Heikki Allonen
- Outi Henriksson
- Karin Bing Orgland

The voting result is set out in the enclosed voting protocol.

## **7. DETERMINATION OF REMUNERATION TO THE BOARD OF DIRECTORS AND REMUNERATION TO BOARD COMMITTEES**

### **7.1 Remuneration to the Board of Directors**

In accordance with the recommendation from the Nomination Committee, the General Meeting resolved to approve the following remuneration to the members of the Board of Directors for the period from the Annual General Meeting in 2022 until the Annual General Meeting in 2023:

Chairman of the board:	NOK 700,000
Each of the other board members:	NOK 350,000

The voting result is set out in the enclosed voting protocol.

### **7.2 Remuneration to the Audit Committee**

In accordance with the recommendation from the Nomination Committee, the General Meeting resolved to approve the following remuneration to the members of the Audit Committee for the period from the Annual General Meeting in 2022 until the Annual General Meeting in 2023:

Chair:	NOK 90,000
Each of the other members:	NOK 60,000

The voting result is set out in the enclosed voting protocol.

### 7.3 Remuneration to the Compensation Committee

In accordance with the recommendation from the Nomination Committee, the General Meeting resolved to approve the following remuneration to the members of the Compensation Committee for the period from the Annual General Meeting in 2022 until the Annual General Meeting in 2023:

Chair: NOK 50,000

Each of the other members: NOK 30,000

The voting result is set out in the enclosed voting protocol.

### 7.4 Remuneration to the Project Committee

In accordance with the recommendation from the Nomination Committee, the General Meeting resolved to approve the following remuneration to the members of the Project Committee for the period from the Annual General Meeting in 2022 until the Annual General Meeting in 2023:

Chair: NOK 90,000

Each of the other members: NOK 60,000

The voting result is set out in the enclosed voting protocol.

## 8. ELECTION OF NOMINATION COMMITTEE

In accordance with the proposal from the Nomination Committee, the General Meeting resolved that the Nomination Committee in the Company shall comprise of the following members:

- Esa Heikki Elias Rautalinko (Chair)
- Lasse Johan Olsen
- Ole-Wilhelm Meyer

The voting result is set out in the enclosed voting protocol.

## 9. DETERMINATION OF REMUNERATION TO THE NOMINATION COMMITTEE

In accordance with the proposal from the Nomination Committee, the General Meeting resolved to approve the following remuneration to the members of the Nomination Committee for the period from the Annual General Meeting in 2022 until the Annual General Meeting in 2023:

Chair: NOK 50,000

Each of the other members: NOK 50,000

The voting result is set out in the enclosed voting protocol.

## 10. ADVISORY VOTE ON REMUNERATION REPORT

In accordance with the proposal from the Board of Directors, the remuneration report for 2022 was approved.

The voting result of the advisory vote is set out in the enclosed voting protocol.

## **11. AUTHORISATION TO INCREASE THE SHARE CAPITAL IN CONNECTION WITH OPTION PROGRAM FOR SENIOR EXECUTIVES**

In accordance with the proposal from the Board of Directors, the General Meeting resolved to grant to the Board of Directors with the following authorisation to issue shares:

- a) The Board of Directors is granted an authorization to increase the share capital by up to NOK 1,500,000. The subscription price and other subscription terms are determined by the Board of Directors.*
- b) The authorization only applies to issuances of shares against payment in cash.*
- c) The authorization may only be used for issuance of shares in order to fulfil the company's obligations pursuant to the option program for key employees.*
- d) The shareholders' preferential rights pursuant to section 10-4 of the Norwegian Public Limited Companies Act may be waived by the Board of Directors, cf. section 10-5 of the Norwegian Public Limited Companies Act.*
- e) The authorization replaces the existing authorization to issue shares under the company's option program for key employees, resolved by the company's annual general meeting on 6 May 2021.*
- f) The authorization is valid for a period of two years until 4 May 2025.*

The voting result is set out in the enclosed voting protocol.

## **12. AUTHORISATION TO ACQUIRE TREASURY SHARES**

In accordance with the proposal from the Board of Directors, the General Meeting passed the following resolution:

*The General Meeting grants the Board of Directors an authorisation to acquire shares in NRC Group ASA for up to a maximum nominal value of NOK 7,295,454.90. The Board of Directors' acquisition of shares pursuant to the authorisation can only take place between a minimum price of NOK 1 and a highest price of NOK 100 per share. The authorisation applies from registration in the Norwegian Register of Business Enterprises and up until the Annual General Meeting in the spring of 2024, but no later than 30 June 2024. Acquisitions and disposals of treasury shares can take place in the manner found appropriate by the Board of Directors.*

The voting result is set out in the enclosed voting protocol.

### **13. AUTHORISATION TO INCREASE THE SHARE CAPITAL IN CONNECTION WITH ISSUANCE OF NEW SHARES**

In accordance with the proposal from the Board of Directors, the General Meeting passed the following resolution:

- a) The Board of Directors shall be granted an authorisation to increase the share capital by a maximum of NOK 7,295,455.00. The subscription price and other subscription terms is determined by the Board of Directors.*
- b) The capital increase may be paid in cash, by set-off or by contributions in assets other than money. The authorisation includes the right to incur special obligations on behalf of the company, cf. Section 10-2 of the Norwegian Public Limited Companies Act.*
- c) The shareholders' pre-emptive rights pursuant to Section 10-4 of the Norwegian Public Limited Companies Act may be waived by the Board of Directors, cf. Section 10-5 of the Norwegian Public Limited Companies Act*
- d) The authorisation shall include decisions on merger, cf. Section 13-5 of the Norwegian Public Limited Companies Act.*
- e) The authorisation is valid from registration with the Register of Business Enterprises until the Annual General Meeting in the spring of 2024, but not later than 30 June 2024, and includes the right to change the company's Articles of Association in connection with the share capital increase.*

The voting result is set out in the enclosed voting protocol.

### **14. AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION**

In accordance with the proposal from the Board of Directors, the general meeting passed the following resolution:

*"The articles of association § 8, second paragraph to be removed".*

The voting result is set out in the enclosed voting protocol.

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There were no further items on the agenda and the General Meeting was adjourned.

Bærum, 4 May 2023

*[Signatures only in Norwegian version]*

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Rolf Jansson  
Chair of the meeting

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Henning Olsen  
Appointed to co-sign

#### **Appendices**

1. Register of shareholders present at the general meeting
2. Voting results

**Attendance Summary Report****NRC Group ASA****Generalforsamling****4 May 2023**

<b>Registered Attendees:</b>	<b>5</b>
<b>Total Votes Represented:</b>	<b>29 925 203</b>
<b>Total Accounts Represented:</b>	<b>50</b>

<b>Total Voting Capital:</b>	<b>72 837 893</b>
<b>% Total Voting Capital Represented:</b>	<b>41,08 %</b>
<b>Total Capital:</b>	<b>72 954 549</b>
<b>% Total Capital Represented:</b>	<b>41,02 %</b>
<b>Company Own Shares:</b>	<b>116 656</b>

	Sub Total:	5	0	29 925 203	
<u>Capacity</u>		<u>Registered Attendees</u>	<u>Registered Non-Voting Attendees</u>	<u>Registered Votes</u>	<u>Accounts</u>
Aksjonær (web)		2	0	486 654	2
Styrets leder med åpen fullmakt		1	0	145 242	13
Styrets leder med instrukser		1	0	15 410 621	14
Forhåndsstemmer		1	0	13 882 686	21

Freddy Hermansen  
DNB Bank ASA  
Issuer Services

# **NRC GROUP ASA GENERAL MEETING 4 MAY 2023**

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 4 May 2023, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued voting shares: 72 837 893

	<b>VOTES FOR / FOR</b>	<b>%</b>	<b>VOTES MOT / AGAINST</b>	<b>%</b>	<b>VOTES AVSTÅR / ABSTAIN</b>	<b>VOTES TOTAL</b>	<b>% ISSUED VOTING SHARES VOTED</b>	<b>NO VOTES IN MEETING</b>
1	29 925 203	100,00	0	0,00	0	29 925 203	41,08 %	0
2	29 925 203	100,00	0	0,00	0	29 925 203	41,08 %	0
3	29 925 203	100,00	0	0,00	0	29 925 203	41,08 %	0
4	29 925 203	100,00	0	0,00	0	29 925 203	41,08 %	0
5	29 925 203	100,00	0	0,00	0	29 925 203	41,08 %	0
6,1	28 600 389	95,57	1 324 814	4,43	0	29 925 203	41,08 %	0
6,2	29 922 563	99,99	2 640	0,01	0	29 925 203	41,08 %	0
6,3	29 925 203	100,00	0	0,00	0	29 925 203	41,08 %	0
6,4	29 925 203	100,00	0	0,00	0	29 925 203	41,08 %	0
6,5	21 406 643	99,99	2 640	0,01	8 515 920	29 925 203	41,08 %	0
6,6	29 892 563	99,89	32 640	0,11	0	29 925 203	41,08 %	0
6,7	29 895 203	99,90	30 000	0,10	0	29 925 203	41,08 %	0
7,1	29 844 513	99,78	66 640	0,22	14 050	29 925 203	41,08 %	0
7,2	29 881 153	99,90	30 000	0,10	14 050	29 925 203	41,08 %	0
7,3	29 881 153	99,90	30 000	0,10	14 050	29 925 203	41,08 %	0
7,4	29 846 153	99,78	65 000	0,22	14 050	29 925 203	41,08 %	0
8,1	29 839 176	99,90	30 000	0,10	56 027	29 925 203	41,08 %	0
8,2	29 869 176	100,00	1 000	0,00	55 027	29 925 203	41,08 %	0
8,3	29 869 176	100,00	1 000	0,00	55 027	29 925 203	41,08 %	0
9	29 881 153	99,90	30 000	0,10	14 050	29 925 203	41,08 %	0
10	21 310 206	71,38	8 545 920	28,62	69 077	29 925 203	41,08 %	0
11	21 272 608	71,22	8 597 368	28,78	55 227	29 925 203	41,08 %	0
12	29 925 203	100,00	0	0,00	0	29 925 203	41,08 %	0
13	29 925 203	100,00	0	0,00	0	29 925 203	41,08 %	0
14	29 870 176	100,00	0	0,00	55 027	29 925 203	41,08 %	0

Freddy Hermansen  
DNB Bank ASA  
Issuer Services