

Proposal from the Nomination Committee of NRC Group ASA to the Annual General Meeting of the company to be held on 4 May 2023

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. Ole-Wilhelm Meyer 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 all Board members individually, including Board Chairman Rolf Jansson.

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.

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:

- *Rolf Jansson, Chair*
- *Heiki Allonen*
- *Outi Henriksson*
- *Eva Nygren*
- *Karin Bing Orgland*
- *Tove Elisabeth Pettersen*
- *Mats Williamson*

All members of the Board of Directors are considered independent of shareholders.

The Nomination Committee recommends that the current Board members to be re-elected.

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

Rolf Jansson is recommended to be re-elected as Chair of the Board of Directors.

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 proposes that the remuneration to the Board of directors and board committees are increased by approx. 15% as specified below, as they have been unchanged for several years:

The Nomination Committee proposes the following fees:

- Board Chair: NOK 700 000, increased from NOK 600 000
- Board member: NOK 350 000, increased from NOK 300 000

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

- Chair: NOK 90 000, increased from NOK 75 000
- Member: NOK 60 000, increased from NOK 50 000

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

- Chair: NOK 50 000, increased from NOK 40 000
- Member: NOK 30 000, increased from NOK 25 000

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

- Chair: NOK 90 000, increased from NOK 75 000
- Member: NOK 60 000, increased from NOK 50 000

3. Election of Nomination Committee

Kjell Forsén has informed the Nomination Committee that he will not stand for re-election.

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

- Ole-Wilhelm Meyer
- Lasse Johan Olsen

The Nomination Committee has received proposal to elect Esa Heikki Elias Rautalinko as Chair of the Nomination Committee. Mr. Rautalinko has extensive CEO and Board experience, and is currently Chairman of the Board of VR Group, in addition to serving as President and CEO of the Finnish defence company Patria and serving as Chairman of the Board for the Norwegian defence company Nammo.

4. Remuneration to the Nomination Committee

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

- Chair: NOK 50 000, increased from NOK 40 000
- Member: NOK 50 000, increased from NOK 40 000

Helsinki, 7 April 2023

On behalf of the Nomination Committee of NRC Group ASA

Kjell Forsén