

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 8 May 2024 at 10.00 a.m. The general meeting was held as a 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, digitally or by proxy. The register of attending shareholders, including the number of shares and votes represented, is included as appendix to these minutes.

22,625,183 of a total of 72,954,549 shares and votes, equal to 31.05% 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

Anders Gustafsson 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 2023.

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 2023 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 re-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 2023 until the Annual General Meeting in 2024:

| | |
|----------------------------------|-------------|
| Chairman of the board: | NOK 735,000 |
| Each of the other board members: | NOK 367,500 |

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 2023 until the Annual General Meeting in 2024:

| | |
|----------------------------|------------|
| Chair: | NOK 94,500 |
| Each of the other members: | NOK 63,000 |

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

7.3 Remuneration to the HR 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 2023 until the Annual General Meeting in 2024:

Chair: NOK 52,500

Each of the other members: NOK 31,500

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 2023 until the Annual General Meeting in 2024:

Chair: NOK 94,500

Each of the other members: NOK 63,000

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)
- Ole-Wilhelm Meyer
- Lasse Johan Olsen

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 2023 until the Annual General Meeting in 2024:

Chair: NOK 52,500

Each of the other members: NOK 52,500

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

10. APPROVAL OF GUIDELINES ON REMUNERATION TO EXECUTIVE PERSONNEL

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

“The general meeting approves the Company’s updated guidelines for remuneration to executive personnel.”

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

11. ADVISORY VOTE ON REMUNERATION REPORT

In accordance with the proposal from the Board of Directors, the remuneration report for 2023 was approved.

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

12. AUTHORISATION TO INCREASE THE SHARE CAPITAL IN CONNECTION WITH OPTION PROGRAM FOR KEY EMPLOYEES

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 1,200,000. 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 5 May 2022.*
- f) *The authorization is valid for a period of two years until 8 May 2026.*

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

13. 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 50 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 2025, but no later than 30 June 2025. 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.

14. 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 2025, but not later than 30 June 2025, 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.

15. 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, to add the following paragraph as a new third paragraph to section 7 of the Articles of Association, and so that the current third paragraph is moved to be the fourth paragraph:

"The Board of Directors may in connection with notices of general meetings determine that shareholders shall be able to cast their votes in writing, including through use of electronic communication, in a period prior to the general meeting."

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

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

Bærum, 8 May 2024

[Signatures only in Norwegian version]

Rolf Jansson
Chair of the meeting

Anders Gustafsson
Appointed to co-sign

Appendices

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

Attendance Summary Report

NRC GROUP ASA

AGM

8 May 2024

Registered Attendees: 5
Total Votes Represented: 22,625,183
Total Accounts Represented: 45

Total Voting Capital: 72,858,574
% Total Voting Capital Represented: 31.05%
Total Capital: 72,954,549
% Total Capital Represented: 31.01%
Company Own Shares: 95,975

| | Sub Total: | 5 | 0 | 22,625,183 | |
|---------------------------------|-----------------------------|--|-------------------------|-----------------|----|
| <u>Capacity</u> | <u>Registered Attendees</u> | <u>Registered Non-Voting Attendees</u> | <u>Registered Votes</u> | <u>Accounts</u> | |
| Shareholder (web) | 2 | | 0 | 57,570 | 2 |
| Styrets leder med fullmakt | 1 | | 0 | 530,161 | 15 |
| Styrets leder med instruksjoner | 1 | | 0 | 13,430,435 | 5 |
| Forhåndsstemmer | 1 | | 0 | 8,607,017 | 23 |

DNB Bank ASA
Avdeling Utsteder
Martin S. Bråten

NRC GROUP ASA GENERAL MEETING 8 MAY 2024

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 8 May 2024, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued voting shares: 72,858,574

| | VOTES FOR | % | VOTES MOT / AGAINST | % | VOTES AVSTÅR / WITHHELD | VOTES TOTAL | % ISSUED VOTING SHARES VOTED | NO VOTES IN MEETING |
|-----|------------|--------|---------------------|------|-------------------------|-------------|------------------------------|---------------------|
| 1 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 2 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 3 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 4 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 5 | 22,558,183 | 100.00 | 0 | 0.00 | 17,000 | 22,575,183 | 30.98% | 50,000 |
| 6.1 | 21,095,386 | 93.45 | 1,479,797 | 6.55 | 0 | 22,575,183 | 30.98% | 50,000 |
| 6.2 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 6.3 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 6.4 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 6.5 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 6.6 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 6.7 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 7.1 | 22,558,183 | 100.00 | 0 | 0.00 | 17,000 | 22,575,183 | 30.98% | 50,000 |
| 7.2 | 22,558,183 | 100.00 | 0 | 0.00 | 17,000 | 22,575,183 | 30.98% | 50,000 |
| 7.3 | 22,558,183 | 100.00 | 0 | 0.00 | 17,000 | 22,575,183 | 30.98% | 50,000 |
| 7.4 | 22,558,183 | 100.00 | 0 | 0.00 | 17,000 | 22,575,183 | 30.98% | 50,000 |
| 8.1 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 8.2 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 8.3 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 9 | 22,558,183 | 100.00 | 0 | 0.00 | 17,000 | 22,575,183 | 30.98% | 50,000 |
| 10 | 21,076,115 | 93.43 | 1,482,068 | 6.57 | 17,000 | 22,575,183 | 30.98% | 50,000 |
| 11 | 21,076,115 | 93.43 | 1,482,068 | 6.57 | 17,000 | 22,575,183 | 30.98% | 50,000 |
| 12 | 20,999,415 | 93.09 | 1,558,768 | 6.91 | 17,000 | 22,575,183 | 30.98% | 50,000 |
| 13 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 14 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |
| 15 | 22,575,183 | 100.00 | 0 | 0.00 | 0 | 22,575,183 | 30.98% | 50,000 |

Martin S. Bråten
DNB Bank ASA
Avdeling Utsteder