

TO THE SHAREHOLDERS OF NRC GROUP ASA

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of NRC Group ASA (the “Company”) will be held on

Thursday 8 May 2025 at 10.00 CEST

as a virtual meeting at: <https://dnb.lumiagm.com/152351117>

The Chair or a person appointed by him, will open the General Meeting and register the attending shareholders and proxies.

The following items are on the agenda:

- 1. Election of a chairperson for the meeting**
- 2. Approval of the notice of the meeting**
- 3. Election of a representative to sign the minutes together with the chairperson**
- 4. Approval of the annual accounts and annual report for the parent company and the group**

The Board of Directors proposes that the annual accounts and the annual report for the parent company and the group are approved, and that dividend payment is not made for the financial year 2024.

As part of the approval of the annual accounts, the Company's statement on corporate governance will also be addressed.

- 5. Approval of fees to the auditor**

The Board of Directors will propose that fees to the auditor are covered in accordance with invoiced amounts.

- 6. Election of the Board of Directors**

The Company's Nomination Committee proposes that the following board member is re-elected:

- *Outi Henriksson*

In addition, the Nomination Committee proposes that the following new board members to be elected:

- *Martin Mæland*
- *Ståle Rodahl*
- *Espen Almlid*
- *Stine Undrum*

Following this, the Board of Directors will consist of the following shareholder-elected members:

- Martin Mæland, Chair
- Outi Henriksson
- Ståle Rodahl
- Espen Almlid
- Stine Undrum

The Nomination Committee's recommendation is available on the Company's website: www.nrcgroup.com.

7. Determination of remuneration to the Board of Directors and remuneration to board committees

Previously, the Company determined the remuneration for the Board of Directors and its committees retrospectively. The Nomination Committee now proposes that the remuneration be set in advance and has therefore prepared proposals for remuneration for the period from the Annual General Meeting in 2024 until the Annual General Meeting in 2025, as well as for the period from the Annual General Meeting in 2025 until the Annual General Meeting in 2026.

7.1 Remuneration to the Board of Directors

The Board of Directors proposes that the General Meeting adopt the following resolution:

"The remuneration for the members of the Board of Directors is approved in accordance with the Nomination Committee's recommendation."

7.2 Remuneration to the Audit Committee

The Board of Directors proposes that the General Meeting adopt the following resolution:

The remuneration for the members of the Audit Committee is approved in accordance with the Nomination Committee's recommendation."

7.3 Remuneration to the HR Committee

The Board of Directors proposes that the General Meeting adopt the following resolution:

"The remuneration for the members of the HR Committee is approved in accordance with the Nomination Committee's recommendation."

7.4 Remuneration to the Project Committee

The Board of Directors proposes that the General Meeting adopt the following resolution:

"The remuneration for the members of the Project Committee is approved in accordance with the Nomination Committee's recommendation."

8. Election of Nomination Committee

The Company's Nomination Committee proposes in their recommendation that Sindre Bakkejord (Chair) and Otto Moltke-Hansen to be elected as new members of the Nomination Committee.

The Nomination Committee's recommendation is available on the Company's website: www.nrcgroup.com.

9. Remuneration to the Nomination Committee

The Company's Nomination Committee proposes that the members of the Nomination Committee are remunerated with NOK 60,000 for the period from the Annual General Meeting in 2025 until the Annual General Meeting in 2026.

10. Advisory vote on remuneration report

In accordance with section § 6-16b of the Norwegian Public Limited Liability Companies Act and related regulation, the Board of Directors has prepared a report regarding remuneration to executive personnel.

The report has been reviewed by the company's auditor in accordance with section § 6-16b fourth paragraph. The report is available on the company's website: www.nrcgroup.com.

In accordance with section 5-6 fourth paragraph of the Norwegian Public Limited Liability Companies Act, the General Meeting shall consider the report by way of an advisory vote.

On this basis, the Board of Directors proposes that the General Meeting approve the remuneration report.

11. Authorisation to increase the share capital in connection with an option program for the senior executives and key employees

The Board of Directors proposes that the General Meeting grant the Board a new authorization to increase the share capital, to be used for issuing shares in connection with the Company's option programs for senior executives and key employees.

The Company currently has two separate authorizations—one for senior executives and one for key employees. In order to simplify and consolidate the authorization structure, the Board of Directors proposes replacing these two authorizations with one consolidated authorization.

The total scope of the option program is not proposed to be increased beyond the current level; rather, it is to be adjusted proportionally in light of the increased number of shares in the Company, ensuring that the relative dilution remains unchanged.

On this basis, the Board of Directors requests that the General Meeting approve a new option program comprising a total of 6,400,000 shares over two years by, through the following resolution:

- a) *The Board of Directors is granted an authorization to increase the share capital by up to NOK 6,400,000. 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 issuances 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) *Upon registration of this authorization in the Register of Business Enterprises, the Board of Directors' existing authorizations to issue shares under the Company's option program for senior management and key employees - adopted by the Company's Annual General Meeting on 4 May 2023 and 8 May 2024 - shall be replaced.*
- f) *The authorization is valid for a period of two years until 8 May 2027.*

12. Authorisation to acquire treasury shares

Pursuant to sections 9-2 et seq. of the Norwegian Public Limited Companies Act, the Company may, on further specified terms, acquire treasury shares within a maximum limit of 10% of the share capital. Such acquisition can only take place if the General Meeting, with a majority as for amendments to the Articles of Association, has granted the Board of Directors an authorisation to do so, and such authorisation has been registered in the Norwegian Register of Business Enterprises. At the company's Annual General Meeting on 8 May 2024, such authorisation was granted. The authorisation expires at the date of the Annual General Meeting in 2025.

The Board of Directors proposes that the General Meeting extend the current authorisation to acquire treasury shares, through 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 17,295,454.90.

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 15 per share.

The authorisation applies from registration in the Register of Business Enterprises and up until the Annual General Meeting in the spring of 2026, but not later than 30 June 2026.

Upon registration of this authorization in the Register of Business Enterprises, the previous authorization to acquire the Company's own shares, as adopted at the Annual General Meeting on 8 May 2024, is replaced.

Acquisitions and disposals of treasury shares can take place in the manner found appropriate by the Board of Directors."

As of 15 April 2025, the Company holds 339,306 treasury shares.

13. Authorisation to increase the share capital in connection with issuance of new shares

At the company's Annual General Meeting on 8 May 2024, the Board of Directors was granted an authorisation to increase the Company's share capital within a maximum limit of approximately 10% of the share capital. The object of the authorisation is to give the Board of Directors financial flexibility in connection with any acquisitions or similar transactions, and to be able to strengthen the Company's equity in general.

The authorisation expires at the date of the Annual General Meeting in 2025 and the Board of Directors believes that the authorisation should be renewed, in order to attend to the aforementioned purposes.

In order to exercise the authorisation in the best possible manner commercially, it may be relevant in certain situations to make a private offering of shares to certain named persons and/or enterprises. The Board of Directors therefore requests that the authorisation provides the possibility to waive the shareholders' pre-emptive rights.

Based on the above, the Board of Directors proposes that the General Meeting renews the authorisation, through the following resolution:

- a) The Board of Directors shall be granted an authorisation to increase the share capital by a maximum of NOK 17,295,455. 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 2026, but not later than 30 June 2026, and includes the right to change the Company's Articles of Association in connection with the share capital increase.*

14. Approval of amendments of the Articles of Association

The Board of Directors proposes to amend Section 10 of the Articles of Association to reduce the number of Nomination Committee members from three to two.

The first sentence of Section 10 shall hereafter read as follows:

“The Company shall have a Nomination Committee consisting of up to three members, at least one member must be independent of the Board of Directors and the Company’s management.”

Shareholders who wish to participate at the General Meeting must register their attendance no later than 6 May 2025.

The notice, appendices and other documents relevant for the matters on the agenda for the general meeting are available on the Company’s web site: www.nrcgroup.com.

The Company’s registered share capital is NOK 172,954,549.00 divided into 172,954,549 shares, each with a par value of NOK 1.00. The company holds 339,306 treasury shares. Voting rights cannot be exercised for the Company’s treasury shares and treasury shares do not count when a decision requires the consent of a certain portion of the share capital, cf Section 5-4 of the Norwegian Public Limited Companies Act.

According to section 5-2 (1) of the Norwegian Public Limited Liability Companies Act, the right to participate and vote at general meetings of the Company, may only be exercised by those who are shareholders on the fifth business day prior to the General Meeting, i.e. 30 April 2025.

According to Section 1-8 of the Norwegian Public Limited Liability Companies Act, as well as regulations on intermediaries covered by Section 4-5 of the Norwegian Act on Central Securities Depositories and Securities Settlement etc. and related implementing regulations, the notice is sent to custodians who pass it on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who are responsible for conveying notices of attendance, proxies or voting instructions. Custodians must according to Section 5-3 of the Norwegian Public Limited Liability Companies Act register this with the company no later than two working days before the general meeting, i.e. no later than 6 May 2025.

The shareholders have the following rights in connection with the General Meeting:

- Right to attend the General Meeting
- Right to speak at the General Meeting
- Right to be accompanied by an advisor and give him/her the right to speak
- Right to demand information from board members and the Chief Executive Officer in accordance with the detailed provisions of Section 5-15 of the Norwegian Public Limited Companies Act.
- Right to consideration of items at the General Meeting that they have reported in writing to the Board of Directors far enough in advance so that they can be included in the notice of the meeting. If the notice has already been sent, then a new notice shall be sent if at least three weeks remain before the General Meeting is to be held.

Ref no:

PIN-code:

Notice of Annual General Meeting

Annual General Meeting in NRC Group ASA will be held on 8 May 2025, at 10:00 am as a virtual meeting.

The shareholder is registered with the following amount of shares at summons: _____ and vote for the number of shares registered in Euronext per Record date 30 April 2025.

The deadline for electronic registration of enrollment, advance votes, proxy of and instructions is 6 May at 12:00.

Electronic registration

Alternatively, "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".

Step 1 – Register during the enrollment/registration period:

- Either through the company's website www.nrcgroup.com using a reference number and PIN – code (for those of you who receive the notice by post-service), or
- Log in through VPS Investor services; available at <https://investor.vps.no/garm/auth/login> or through own account manager (bank/broker). Once logged in - choose *Corporate Actions – General Meeting – ISIN*

You will see your name, **reference number**, **PIN - code** and balance. At the bottom you will find these choices:

Enroll	Advance Vote	Delegate proxy	Close
--------	--------------	----------------	-------

"Enroll" - There is no need for registration for online participation.

"Advance vote" - If you would like to vote in advance of the meeting

"Delegate Proxy" - Give proxy to the chair of the Board of Directors or another person

"Close" - Press this if you do not wish to make any registration.

Please note that the company has a registration deadline in its Articles of Association. Registrations after this deadline will not be accepted.

Step 2 – The general meeting day:

Online participation: Please login through <https://dnb.lumiagm.com/152351117>. You must identify yourself using the **reference number and PIN - code** from VPS - see step 1 above. Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm).

If you log in after the meeting has started, you will be granted access, but without the right to vote.

Ref no:

PIN-code:

Form for submission by post or e-mail for shareholders who cannot register their elections electronically.

The signed form can be sent as an attachment in an e-mail* to genf@dnb.no (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **6 May 2025 at 12.00 pm (CET)**. If the shareholder is a company, the signature must be in accordance with the company certificate. **Please note that the Company has a registration deadline set forth in its Articles of Association. Any forms received after the deadline will not be registered.** *Will be unsecured unless the sender himself secure the e-mail.

_____ shares would like to be represented at the general meeting in
NRC Group ASA as follows (mark off):

- ☐ Online participation for own shares (do not mark the items below)
Please provide your email: _____
- ☐ Proxy to the Chair of the Board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below if you want the Proxy to be with instructions)
- ☐ Advance votes (mark «For», «Against» or «Abstain» on the individual items below)
- ☐ Open proxy to the following person (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

_____ (enter the proxy solicitors name in the block letters)

Note: Proxy solicitor must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm) for login details.

Voting shall take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the election committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy solicitor determines the voting.

Agenda for the Annual General Meeting 8 May 2025	For	Against	Abstain
1. Election of a chairperson for the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a representative to sign the minutes together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the annual accounts and annual report for the parent company and the group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of fees to the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of the Board of Directors			
6.1 Re-election of Outi Henriksson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2 Election of Martin Mæland (Chair)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.3 Election of Ståle Rodahl	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.4 Election of Espen Almlid	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.5 Election of Stine Undrum	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Determination of remuneration to the Board of Directors and remuneration to board committees			
7.1 Remuneration to the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2 Remuneration to the Audit Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.3 Remuneration to the HR Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.4 Remuneration to the Project Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election of Nomination Committee			
8.1 Election of Sindre Bakkejord (Chair)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.2 Election of Otto Moltke Hansen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Remuneration to the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Advisory vote on remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Authorisation to increase the share capital in connection with an option program for senior executives and key employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authorisation to acquire treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authorisation to increase the share capital in connection with issuance of new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Approval of amendments of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The form must be dated and signed

Place

Date

Shareholder's signature

GUIDE FOR ONLINE PARTICIPATION NRC GROUP ASA 8 MAY 2025

NRC Group ASA will hold annual general meeting on 8 May 2025 at 10:00 am CET as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online.

We also point out that you also can vote in advance or give a proxy before the meeting. See the notice for further details on advance voting and how to authorize a proxy. If you vote in advance or give a proxy, you can still log on to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the items.

By participating online, shareholders will receive a live webcast from the general meeting, the opportunity to ask written questions, and vote on each of the items. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (**Euronext VPS**) in relation to this General Meeting.

No registration is required for shareholders who want to participate online, but shareholders **must be logged in before the general meeting starts**. Log ins after meeting has started will receive access, but with no voting rights.

Shareholder who do not find their reference number and PIN code for access, or have other technical questions is welcome to call DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00-15:30)

HOW TO ACCESS THE ONLINE GENERAL MEETING

To be able to participate online, you must go to the following website: <https://dnb.lumiagm.com>

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter Meeting ID: **152-351-117** and click **Join**:

Alternatively put direct link in your browser: <https://dnb.lumiagm.com/152351117>

If you are a shareholder, choose Shareholder Ref.nr & PIN. You must then identify yourself with.

a) Ref. number from VPS for the general meeting

b) PIN code from VPS for general meeting

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. **Note that you must have internet access throughout the meeting. If you for some reason log off, just log in again following steps above.**

HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS directly registered shareholders have access to investor services either via <https://investor.vps.no/garm/auth/login> or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the summons from the company (on registration form).

Custodian registered shareholders: Shares held through Custodians (nominee) accounts must exercise their voting rights through their custodian. Please contact your custodian for further information.

HOW TO VOTE

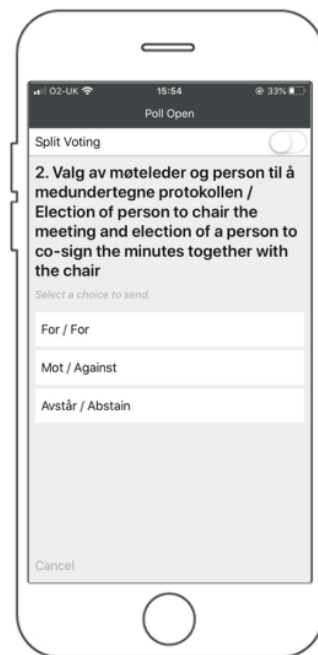


When items are available for voting, you can vote on all items as quickly as you wish. Items are closed for voting as the general meeting considers them. Items will be pushed to your screen. Click on the vote icon if you click away from the poll.

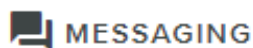
To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

To change your vote, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

NB: Logged in shareholders who have voted in advance or given a power of attorney will not have the opportunity to vote but can follow and write messages if desired.



QUESTIONS TO THE CHAIRPERSON



Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the meeting as long as chair of the meeting holds this open.

If you would like to ask a question relating to the items on the agenda, select the messaging icon.

Enter your question in the message box that says "Ask a Question". When you have finished writing your question, click on the submit button.

Questions submitted online will be moderated before going to the chair. This is to avoid repetition of questions as well as removal of inappropriate language.

All shareholders who submit questions will be identified with their full names, but not holding of shares.