

Statement in relation to the establishment of an option program for the senior management of NRC Group ASA

The Board of Directors proposes that an option program is established for the senior management of NRC Group ASA (the "**Company**"). The option program shall comprise an aggregate of 600,000 shares over two years.

The option program is presented to the Annual General Meeting held on 12 May 2016 for approval, and the below guidelines for an option program in the Company shall apply as a supplement to the statement on remuneration for the senior management included in the Company's annual report for 2015.

The option program shall follow the following guidelines:

Options are awarded at the discretion of the Board of Directors to senior management who must fulfill the following criteria:

- a) the position and the person are important to realise the Company's goals
- b) the person is critical to the Company
- c) it is expected that the person will remain with the Company/the position for the next two years
- d) the person will not enter retirement during the term of the option

The strike price for the options shall be 105% of the weighted average of the share price in the Company the last 30 days prior to the general meeting in which the option program is approved. The strike price will be adjusted for any dividends paid from the time of establishment of the program until options are exercised.

The options are awarded based on the Company's achievement of certain quantitative and qualitative goals determined by the Board of Directors, and are awarded after the annual accounts for 2016 and 2017, respectively, are approved.

The option program has a term of two years, so that the last possible award of options pursuant to the option program will be in connection with the Company's Annual General Meeting in 2018.

Options may be exercised by the option holder at any time after they have been awarded, and must be exercised within one year after they have been awarded.

The shares subscribed upon exercise of options will not be subject to transfer restrictions / «lock-up».

Options may only be exercised if the option holder is still employed by the Company at the time of exercise of the option and is not in a notice period for termination of employment.