

MINUTES FROM
AN EXTRAORDINARY GENERAL MEETING
OF NRC GROUP ASA

An Extraordinary General Meeting of NRC Group ASA was held from 12:00 noon on 2 December 2015 in the company's offices, 5th floor, Drammensveien 165, 0277 Oslo

The General Meeting was opened by the Chairman of the Board, Kristian Lundkvist.

An overview was made of the represented shares. The overview showed that 13 402 448 out of a total of 30,337,781 outstanding shares (not including treasury shares) were represented, out of which 4 953 828 in person and 8 448 620 by proxy, i.e. in aggregate 44,2 of the outstanding shares in the company. No remarks were made to the account of represented shares.

The following items were on the agenda:

1. ELECTION OF A CHAIRPERSON FOR THE MEETING

Kristian Lundkvist was unanimously elected as chairman of the meeting.

2. APPROVAL OF THE NOTICE OF THE MEETING

No remarks were made to the notice and this was consequently unanimously approved.

3. ELECTION OF REPRESENTATIVE TO SIGN THE MINUTES JOINTLY WITH THE CHAIRPERSON

Audun Bondkall was unanimously elected to sign the minutes jointly with the chairperson.

4. SHARE CAPITAL INCREASE IN CONNECTION WITH PRIVATE PLACEMENT

The general meeting passed the following resolution to increase the share capital of the company:

1. *The Company's share capital shall be increased with NOK 1,605,000, through issue of 1,605,000 new shares.*
2. *The new shares shall each have nominal value of NOK 1.*
3. *The subscription price for the new shares shall be NOK 40 per share.*
4. *The new shares shall be subscribed by Arctic Securities AS, Carnegie AS and/or DNB Markets, on behalf of the subscribers in the private placement.*
5. *Existing shareholders' preferential rights to subscribe for new shares are waived.*
6. *Subscriptions shall be made on a separate subscription form no later than one week after the date of the general meeting.*

7. *The subscription amount shall be settled by cash payment to a separate share contribution account with the company no later than one week after the date of the general meeting.*
8. *The shares give full rights, including rights to dividends, from and including the date of registration of the capital increase in the Register of Business Enterprises.*
9. *The expenses related to the share capital increase are estimated to amount to approximately NOK 2,500,000.*
10. *Article 4 of the Articles of Association is amended to reflect the new number of shares and the new share capital after the share capital increase.*

The resolution was passed with 13 402 448 votes in favour and 0 votes against.

5. AUTHORISATION TO INCREASE THE SHARE CAPITAL IN A SUBSEQUENT OFFERING

The general meeting passed the following resolution to authorise the Board of Directors to increase the share capital of the company:

1. *The company's Board of Directors is authorised to increase the company's share capital with up to NOK 375,000, through issue of up to 375,000 new shares.*
2. *The new shares shall each have nominal value of NOK 1.*
3. *The subscription price for the new shares shall be NOK 40 per share.*
4. *The existing shareholders' preferential rights to subscribe for new shares may be waived by the Board of Directors.*
5. *The authorisation only applies to share capital increases against contribution in cash.*
6. *The authorisation is valid until 31 March 2016.*

The resolution was passed with 13 402 448 votes in favour and 0 votes against.

6. AUTHORISATION TO INCREASE THE SHARE CAPITAL BY ISSUANCE OF CONSIDERATION SHARES

The General Meeting passed the following resolution to authorise the Board of Directors to increase the share capital of the company:

1. *The company's Board of Directors is authorised to increase the company's share capital with up to NOK 2,800,000, through issue of up to 2,800,000 new shares.*
2. *The new shares shall each have nominal value of NOK 1.*
3. *The new shares shall be subscribed by Segermo Holding Aktiebolag.*
4. *The subscription price for the new shares shall be NOK 40 per share.*
5. *The existing shareholders' preferential rights to subscribe for new shares may be waived by the Board of Directors.*
6. *The authorisation applies to share capital increases against contributions in kind.*
7. *The authorisation is valid until 31 March 2016.*

The resolution was passed with 13 402 448 votes in favour and 0 votes against.

7. AUTHORISATION TO INCREASE THE SHARE CAPITAL BY THE ISSUANCE OF NEW SHARES

The General Meeting passed the following resolution to authorise the Board of Directors to increase the share capital of the company:

1. *The Board of Directors shall be granted the authorisation to increase the share capital by a maximum of NOK 7,000,000. The subscription price and other subscription terms will be determined by the Board of Directors.*
2. *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 Public Limited Liability Companies Act.*
3. *The shareholders' pre-emptive rights pursuant to Sections 10-4, cf. Section 10-5, for capital increases may be waived as determined by the Board of Directors.*
4. *The authorisation shall encompass merger decisions, cf. Section 13-5 of the Public Limited Liability Companies Act.*
5. *The authorisation is valid until the Annual General Meeting in the spring of 2016, but no later than 30 June 2016.*
6. *The authorisation replaces the general authorisation to increase the share capital resolved on 10 August 2015.*

The resolution was passed with 13 402 448 votes in favour and 0 votes against.

8. AUTHORISATION TO INCREASE THE SHARE CAPITAL BY ISSUANCE SHARES TO EMPLOYEES

The General Meeting passed the following resolution to authorise the Board of Directors to increase the share capital of the company:

1. *The Board of Directors shall be granted the authorisation to increase the share capital by a maximum of NOK 350,000.*
2. *The subscription price and other subscription terms will be determined by the Board of Directors, however so that the authorisation may only be used to issue shares to employees of the company and its subsidiaries.*
3. *The existing shareholders' preferential rights to subscribe for new shares may be waived by the Board of Directors.*
4. *The authorisation only applies to share capital increases against contribution in cash.*
5. *The authorisation is valid until the Annual General Meeting in the spring of 2016, but no later than 30 June 2016.*

The resolution was passed with 13 402 448 votes in favour and 0 votes against.

9. AMENDMENT OF THE ARTICLES OF ASSOCIATION

The General Meeting resolved to change the first sentence of § 5 of the company's Articles of Association to have the following wording:

"The company's Board of Directors shall consist of from three to nine shareholder elected board members."

The resolution was passed with 13 402 448 votes in favour and 0 votes against.

10. CHANGES TO THE COMPANY'S BOARD OF DIRECTORS

The General Meeting resolved that the company's Board of Directors shall have the following composition:

Helge Midttun, Chairman of the Board

Kristian Lundkvist

Brita Eilertsen

Kjersti Kanne

Harald Arnet

The resolution was passed with 13 402 448 votes in favour and 0 votes against.

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

Oslo, 2 December 2015

[signatures only on Norwegian version]

Kristian Lundkvist
Chairman of the meeting

Audun Bondkall
Appointed to co-sign