

Report and recommendations from the Nomination Committee to the Annual General Meeting of NRC Group ASA to be held on 3rd. May 2017

Report from the Committee

NRC Group ASA established a Nomination Committee at the Annual General Meeting in 2015. The Committee members are Mr. Arnstein Wigestrang (chair), Mr. Vegard Urnes and Mr. Nigel Wilson. All three members were elected for two years at the Annual General Meeting in 2015.

The principle responsibilities of the Committee are to evaluate and submit recommendations to the Annual General Meeting in respect of the following matters:

- Nominees for election as members and deputy 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 and the Audit committee

The duties of the Nomination Committee are further described in written Instructions for the Nomination Committee of NRC Group ASA.

The Nomination Committee has held several formal and informal meetings in preparation for the Annual General Meeting to discuss board composition, board remuneration, audit committee remuneration and recruitment of new board members. The Nomination Committee has also discussed the committee's work and has held meetings and discussions with shareholders, current Directors, the CEO and potential candidates.

The Board of Directors of NRC Group ASA currently comprises the following five Directors:

- Helge Midttun, chair
- Harald Arnet
- Brita Eilertsen
- Kjersti Kanne
- Kristian Lundkvist

All directors are elected for a one year term and are eligible for reelection in 2017.

The Board of Directors includes three Directors who are regarded as independent of shareholders – Helge Midttun, Brita Eilertsen and Kjersti Kanne; and two shareholder Directors – Harald Arnet and Kristian Lundkvist.

Nomination Committee recommendation

Board of Directors

The Nomination Committee has taken into consideration the immediate and longer term needs of the Company. The Committee has focused on balancing the need for continuity, maintaining an appropriate balance of independent and shareholder directors, ensuring the necessary mix of competences and experience including financial and industrial experience.

The Nomination Committee has received a proposal from all the major shareholders to replace Kristian Lundkvist with Mats O. Paulsson.

Mats O. Paulsson has extensive experience from CEO and board positions in Swedish construction companies.

The major shareholders have indicated their support for reelection of the other board members.

Nomination Committee

The Nomination Committee has received the following proposal from all the major shareholders with respect to composition of the Nomination Committee. Arnstein Wigestrands as chairman of the committee is proposed to be replaced by Kristian Lundkvist. Mr. Lundkvist will assume the role as Chairman for the Nomination Committee. Nigel Wilson will be replaced by Albert Collett. The proposal from the major shareholders also includes reelection of Vegard Urnes as the other member of the committee.

Albert Collett has long and extensive experience from investment management, currently as Chief Investment Officer at Arctic Fund Management. A full CV will be available on the company's website in connection with notice of the Annual General Meeting.

Directors' remuneration

The Nomination Committee considers that the level of board remuneration for NRC Group ASA should be competitive and comparable with similar listed companies in Norway. The Committee therefore proposes that Director' remuneration for the period of service from the Annual general meeting in 2016 up until the Annual General Meeting in 2017 be approved as follows:

- Chair: NOK 500 000
- Directors (each): NOK 250 000

Audit committee remuneration

The Nomination Committee considers that the level of remuneration for the Audit Committee for NRC Group ASA should be competitive and comparable to similar listed companies in Norway. The Committee therefore proposes the following remuneration for the period of service from the Annual general meeting in 2016 up until the Annual General Meeting in 2017 be approved as follows:

- Chair: NOK 50 000
- Members (each): NOK 35 000

Compensation committee remuneration

The Nomination Committee considers that the level of the Compensation Committee remuneration for NRC Group ASA should be competitive and comparable to similar listed companies in Norway. The Committee therefore proposes the following remuneration for the period of service from the Annual general meeting in 2016 up until the Annual General Meeting in 2017 be approved as follows

- Chair: NOK 15 000
- Members (each): NOK 10 000

Nomination committee remuneration

The Nomination Committee proposes that the level of compensation to its members remains unchanged at the same level approved by the Annual General Meeting in 2016.

- Chair: NOK 40 000
- Members (each): NOK 20 000

Oslo, 7th April 2017

The Nomination Committee

Arnstein Wigestrand

(Sign.)

Vegard Urnes

(Sign.)

Nigel Wilson

(Sign.)