

Report and recommendations from the Nomination Committee to the Annual General Meeting of NRC Group ASA to be held on 19th. April 2018

Report from the Committee

NRC Group ASA established a Nomination Committee at the Annual General Meeting in 2015. The current Committee members are Mr. Kristian Lundkvist (chair), Mr. Albert Collett and Mr. Vegard Urnes.

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 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, the Audit committee, the Compensation Committee, the Project Committee and the Nomination 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 four Directors:

- Helge Midttun, Chair
- Harald Arnet
- Brita Eilertsen
- Kjersti Kanne

All directors are elected for a one year term and are eligible for re-election in 2018.

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

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. Based on this it is recommended to elect a fifth member to the Board of the Company.

The Nomination Committee has through a thorough search and through discussions with the main shareholders evaluated several candidates. The Committee will recommend to the General Meeting that Mats Williamson is elected as a new board member, effective from July 1st 2018.

Mats Williamsson, a Swedish citizen, has extensive industry experience from various management positions within Skanska from 1980 up until today, including Group Executive Vice President 2009-2017, Business Unit President in UK 2008-2009 and Business Unit President in Sweden 2002-2008. Mats Williamsson is educated Civil engineer at Lund University and has a MBA from Harvard Business School.

The major shareholders have indicated their support for Mr Williamsson and for re-election of the other board members.

Nomination Committee

The Nomination Committee has received proposal from all the major shareholders to re-elect the current Nomination Committee.

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 2017 up until the Annual General Meeting in 2018 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 2017 up until the Annual General Meeting in 2018 be approved as follows:

- Chair: NOK 75 000
- Members (each): NOK 50 000

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 2017 up until the Annual General Meeting in 2018 be approved as follows

- Chair: NOK 25 000
- Members (each): NOK 15 000

Project committee remuneration

The Nomination Committee considers that the level of the Project 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 2017 up until the Annual General Meeting in 2018 be approved as follows

- Chair: NOK 25 000
- Members (each): NOK 15 000

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 2017.

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

Oslo, 5th April 2018

The Nomination Committee

Kristian Lundkvist
(Sign.)

Albert Collett
(Sign.)

Vegard Urnes
(Sign.)