

Report for 4th Quarter 2015



Highlights and Key Figures Fourth Quarter 2015

Highlights

- The acquisitions of Segermo, Litz and Elektrobyggnad will further strengthen the company's competitive position within the railway sector
- Private placement of NOK 185 million and subsequent offering of NOK 15 million successfully completed
- Øivind Horpestad appointed as NRC Group CEO from 1 March 2016
- Dag Fladby appointed as NRC Group CFO from 1 March 2016
- Helge Midttun appointed as Chairman of the Board of Directors

Major contract awards

- Record high order backlog of NOK 1 443 million, of which NOK 1 255 million in the Rail division (pro forma order backlog 2014 of NOK 378 million)
- Rail – SEK 37 million contract awarded by Trafikverket
- Rail – NOK 55 million contract awarded by Jernbaneverket
- Rail – NOK 40 million frame agreement awarded by Jernbaneverket
- Geo – 3-year contract signed with TomTom for production of 3D models worldwide

Key Figures Q4 2015

- Revenue NOK 473 million (NOK 350 million)
- Adjusted EBITDA NOK 37 million (NOK 38 million)
- Adjusted EBIT NOK 28 million (NOK 30 million)
- Adjusted EBT NOK 27 million (NOK 30 million)
- Actual reported net profit / loss NOK 26 million (NOK 3 million)

The key figures above include pro forma figures for Litz, Elektrobyggnad and Segermo for the fourth quarter 2015, adjusted for transaction costs.

Unless otherwise stated, all comments made to the interim financial information for NRC Group in this report relate to adjusted pro forma figures. Figures presented in brackets are figures for the corresponding periods in 2014. All figures are unaudited unless otherwise stated.

Key Figures (pro forma)

(Amounts in NOK 1 000)	Q4 2015	Q4 2014	YTD 2015	YTD 2014
Revenue	472 755	349 849	1 431 958	1 253 011
Adjusted EBITDA	36 850	38 334	93 181	139 121
Adjusted EBITA	30 850	32 156	67 874	121 062
Adjusted EBIT	27 864	29 502	54 201	107 783
Adjusted EBT	27 393	29 450	45 616	98 648
Adjusted EBITDA (%)	8 %	11 %	7 %	11 %
Adjusted EBIT (%)	6 %	8 %	4 %	9 %
Employees	661	677	661	677
Investments	11 819	4 227	49 424	26 249
Order back log (NOK million)	1 443	378	1 443	378

Includes pro forma figures for NRC Rail Norge, SJT, Litz, Elektrobyggnad and Segermo, adjusted for transaction costs of NOK 22 million and one-offs of NOK 12 million.

Key Figures (actual reported)

The table below sets out the actual reported figures for NRC Group for the periods indicated. Figures for NRC Rail Norge and SJT are included from June 2015, Litz and Elektrobyggnad from November 2015 and Segermo from December 2015. Revenue in the fourth quarter 2015 amounted to NOK 389 million (NOK 53 million), while annual revenue for 2015 amounted to NOK 911 million (NOK 246 million). Net profit for the fourth quarter 2015 was NOK 26 million (NOK 3 million), and annually for 2015 NOK 48 million (NOK 8 million). Net profit for 2015 includes negative one-offs of NOK 12 million, transaction costs of NOK 22 million and recognition of deferred tax assets of NOK 58 million.

(Amounts in NOK 1 000)	Q4 2015	Q4 2014	YTD 2015	YTD 2014 (Audited)
Revenue	389 113	53 490	911 242	245 966
Operating profit/loss (EBIT)	10 872	655	11 543	5 502
Net profit/loss	25 980	3 480	47 597	7 926

CEO Comments on Fourth Quarter 2015

During the 4th quarter, NRC Group established itself as a significant player in the Nordic rail market. The company closed the acquisitions of three Swedish rail companies securing additional expertise and capacities within the company's core focus area.

In November the company closed the acquisition of the Swedish Litz Entreprenad AB, a certified specialists in all railway-related electric services.

At the same time the company closed the acquisition of Swedish Elektrobyggnad AB, one of Sweden's largest specialized businesses within rail contact line. The two companies have a strong market position in the eastern and western parts of Sweden, and will complement NRC Group's Swedish subsidiary SJT. As track and project management specialist SJT is now also able to deliver full-scale projects based on in-house competences.

In December, NRC Group acquired the Swedish rail groundwork contractor Segermo Entreprenad AB. NRC Group is now a fully integrated rail infrastructure

contractor covering the Norwegian and Swedish markets.

Following the acquisitions of the Swedish rail companies, NRC Group has won several large contracts and has managed to build a record high order book.

In December, the company raised a total of NOK 200 million through a private placement and a subsequent offering. This gives the company a solid foundation for further development and growth.

The political agendas and government budgets continue to signal that there will be strong growth in infrastructure projects. Now positioned as one of the leading players in the Nordic market, we expect to be an active and valuable contractor in a broad range of railway infrastructure projects in the time to come.



Operations per Business Segment

NRC operates within two business segments, Rail and Geo

Rail

The Rail division is a fully integrated rail infrastructure contractor covering the Norwegian and Swedish markets. The Rail division is a full-range supplier for the construction of all types of rails including train, tram and subway. Main service offerings include groundwork, specialized track work, power supply and signaling work. The Rail division has all the necessary approvals to work within the train, tram and subway segments.

Geo

The Geo division operates within acquisition, processing and modelling of geographic information. The Geo division holds right to several European databases with collections of maps, images and models. With particular focus on online services, data and solutions are provided to customers in government, business and consumer markets. The Geo division supplies a wide range of mapping and geographic services that satisfy various standards and specifications, in addition to customized client solutions.

Rail Business Segment

(Amounts in NOK 1 000)	Q4 2015	Q4 2014	YTD 2015	YTD 2014
Revenue	415 297	296 359	1 198 961	1 007 045
Adjusted EBITDA	38 269	36 484	100 090	125 412
Adjusted EBITA	35 059	31 501	86 585	115 560
Adjusted EBIT	32 074	28 847	72 912	102 281
Adjusted EBT	30 411	27 592	65 799	96 293
Adjusted EBITDA (%)	9 %	12 %	8 %	12 %
Adjusted EBIT (%)	8 %	10 %	6 %	10 %
Employees	289	263	289	263
Investments	8 730	2 830	30 605	20 552
Assets	565 322	411 887	565 322	411 887
Order back log (NOK million)	1 255	326	1 255	326

Includes pro forma figures for NRC Rail Norge, SJT, Litz, Elektrobyggnad and Segermo, adjusted for transaction costs.

Revenue in the fourth quarter 2015 amounted to NOK 415 million (NOK 296 million), while revenue for the full year was NOK 1 199 million (NOK 1 007 million).

The increased revenues were supported by a significant higher activity in the Norwegian market versus last year. After a soft first half of the year, due to the extraordinary situation in Sweden where a late government budget resulted in postponed project funding, the tender market has gradually stabilized and the Rail division is now back-on track.

The tender period usually lasts from January until April, and securing several contracts in fourth quarter confirms that the activities in the Norwegian and Swedish markets are high. The Rail division expects higher volumes and large-scale projects being announced to the market in 2016.

EBITDA for the fourth quarter of 2015 was NOK 38 million (NOK 36 million), and EBITDA for the full

year was NOK 100 million (NOK 125 million).

The decrease in the full year EBITDA result is mainly related to the Swedish market and a project portfolio with some lower margins. The Rail division has successfully implemented the cost saving initiatives for the year, and will remain committed to further cost optimization and targeted initiatives.

The order backlog for the Rail division is NOK 1 255 million (pro forma order backlog for Rail division in 2014 is NOK 326 million), an increase of 285 per cent.

The strong order book and the acquisition of the groundwork contractor Segermo Entreprenad will strengthen the position for future large-scale projects and give the Rail division a solid platform for future growth.

Geo Business Segment

(Amounts in NOK 1 000)	Q4 2015	Q4 2014	YTD 2015	YTD 2014
Revenue	57 458	53 490	232 997	245 966
EBITDA	2 518	4 479	5 983	28 252
EBITA	-231	3 284	-5 638	20 062
EBIT	-231	3 284	-5 638	20 062
EBT	961	5 027	-6 163	19 075
EBITDA (%)	4 %	8 %	3 %	11 %
EBIT (%)	0 %	6 %	-2 %	8 %
Employees	372	414	372	414
Investments	3 089	1 397	18 819	5 697
Assets	118 762	71 083	118 762	71 083
Order back log (NOK million)	188	52	188	52

Includes reported figures for the Geo division. The company's German subsidiary is included as continuing operations.

While aerial data capture activities decline during autumn, production work on the data captured during the season continues throughout the winter. Utilization of the production resources has been high, and parts of the workload have been shifted for completion and delivery in the first quarter 2016.

Revenue in the fourth quarter 2015 amounted to NOK 57 million (NOK 53 million). Revenue for the whole year 2015 was NOK 233 million (NOK 246 million). The revenue reduction arising from the discontinued ice detection project in the Kara Sea has only partially been compensated for by other projects, explaining the net reduction.

EBITDA for the fourth quarter was NOK 3 million (NOK 5 million), and NOK 6 million (NOK 28 million) for the whole year 2015. The reduction since 2014

is mainly due to the discontinuation of the ice detection project, which turned out to have a highly favourable margin. The cost reduction programme that has been implemented in the Geo division will mainly have effect as of 2016.

The order reserve for the Geo division is NOK 188 million (NOK 52 million), an increase of 261 per cent. A large part of this is related to British rail infrastructure projects. Another significant part is the planned work in the European orthophoto project. In addition, during the quarter the Geo division signed a three-year contract with TomTom for production of 3D models worldwide.

Financial Position

Cash flow from operating activities for the fourth quarter 2015 was NOK 48 million (NOK 25 million). Cash flow from operating activities for the whole year 2015 was NOK 34 million (NOK -3 million). The figures include reported cash flow from the Rail division from June 2015. Net cash flow was NOK 129 million (NOK 23 million) and NOK 198 million (NOK -10 million) in the fourth quarter and the whole year 2015, respectively. Net cash flow in 2015 includes net cash acquired related to the acquisitions of NRC Rail Norge, SJT, Litz, Elektrobyggnad and Segermo and the private placements and repair issues of a total of NOK 294 million.

On 28 May 2015, a three-year loan facility agreement was entered into with DNB Bank ASA. The loan facilities agreement consists of a SEK 180 million term loan and a NOK 40 million revolving credit facility. The interest rates on the new loans are based on NIBOR/STIBOR plus a margin. The proceeds from the term loan were used to acquire the shares in SJT. The revolving credit facility has been established to finance transaction cost and working capital. Net cash was NOK 258 million.

Corporate

On 9 November 2015, the company announced that it had acquired the Swedish rail groundwork contractor Segermo Entreprenad AB. It was further announced that the acquisitions of Litz Entreprenad AB and Elektrobyggnad Sverige AB were completed. The transactions were settled in shares and cash.

On 10 November 2015, the company announced that it had raised NOK 185 million in gross proceeds through a private placement consisting of 4,375,000 new shares and 250,000 existing shares held in treasury.

On 19 November 2015, the company announced that the company's Geo Division had signed a new 3-year contract with TomTom. Under the contract the Geo Division will produce 3D models of cities around the world for TomTom.

On 21 December 2015, Svensk Järnvägsteknik AB was awarded a contract for changing 15 kilometers of rail tracks on the connection between Tillberga and Ransta in Sweden by Trafikverket. The contract

is valued at approximately SEK 37 million and is scheduled for completion in September 2016.

On 22 December 2015, NRC Rail Norge AS was awarded a NOK 55 million contract by Jernbaneverket, the Norwegian government's agency for railway services, for renewal of the catenary system, point heating and change of lighting at the Oslo Central Station. The expected completion for the project is September 2017.

On 22 December 2015, the company announced that the subsequent offering of NOK 15 million was fully subscribed after the subscription period ended on 18 December 2015. The subsequent offering was oversubscribed.

On 23 December 2015, NRC Rail Norge AS was awarded a frame agreement by Jernbaneverket. The agreement for ground and track related work has an estimated value of NOK 40 million. The frame agreement has expected completion December 2017 with an additional two-year option period.

Employees

NRC Group employees have a high level of competence. This represents the foundation for the growth. As of 31 December 2015, there were a total of 661 employees in the operative companies, 289 in the Rail division and 372 in the Geo division. 230 of the employees within the Geo division are employees within its production facilities in Indonesia and Romania. NRC Group ASA had 3 employees as of 31 December 2015. Since 31 December 2014, there has been a reduction of 16 employees in NRC Group.

Health, safety and environmental considerations are priority areas. NRC Group has adopted HSE policies and implemented guidelines to comply with applicable local regulations and to maintain and develop its HSE standards. NRC Group's HSE efforts are managed on both central and regional levels.

On 2 December 2015, Helge Midttun was elected Chairman of the Board of Directors.

Øivind Horpestad has been appointed NRC Group CEO, and will enter his position 1 March 2016. Dag Fladby has been appointed NRC Group CFO and will enter his position 1 March 2016.

Risks

NRC Group is exposed to both operational and financial risks. Operational risks include risk assessment and contingency appraisal in project tendering, change management in project execution and resource optimization following fluctuations in seasonal demand in the business of NRC Group.

NRC Group aims to undertake operational risk that the business units can influence and control. NRC Group has developed risk management processes that are well adapted to the business. This includes analysis of project risk in the tendering phase to ensure appropriate pricing and risk management. NRC Group also seeks to minimize the exposure to risk that cannot be managed, such as the weather conditions for aerial data capture which entail considerable risk.

Financial risks include market risk, credit risk and liquidity risk. Market risk includes currency risk and interest rate risk. The exposure to currency risk is limited, but by having operational units in different operational currencies, NRC Group is to some extent exposed to currency risks. NRC Group has not utilized any hedging instruments to limit the risks associated with foreign exchange.

Work in progress and trade receivables are set out contractually, and this means that the amount of capital committed is determined by the credit terms of the contracts. A major part of the business is with state owned companies like Jernbaneverket and

Trafikverket. NRC Group's liquidity reserves will normally be at its lowest in the spring and summer due to the seasonally relatively high amount of working capital committed. Liquidity risk is overall considered low.

NRC Group's customers are primarily municipalities or government agencies, or companies or institutions where municipalities or government agencies have a dominant influence. NRC Group considers the risk of potential future losses from this type of customer to be low.

Outlook

The Rail division is confident that the long-term trends in the rail industry remain strong and positive.

The government policies, public funding, environmental awareness and population growth in urban areas will continue to positively impact the demand for rail infrastructure services in the Nordic market.

The Rail division will continue exploring strategic initiatives to strengthen its competitive position in the Nordic market.

The Geo markets are foreseen to grow in total size and the growth is expected to be strongest within infrastructure related services.

Oslo, 26 February 2016

The Board of Directors of NRC Group ASA

Helge Midttun
Chairman of the Board

Brita Eilertsen
Board member

Harald Arnet
Board member

Kristian G. Lundkvist
Board member

Kjersti Kanne
Board member

Lennart Flem
CEO (acting)

Condensed Consolidated Statement of Income

Reported Figures

(Amounts in NOK 1 000)	Q4 2015	Q4 2014	YTD 2015	YTD 2014 (Represented)
Revenue	389 113	53 490	911 242	245 966
Operating expenses	368 130	51 640	873 354	232 257
Operating profit/loss before depr. and amort. (EBITDA)	20 983	1 850	37 888	13 709
Depreciation	9 898	1 195	22 798	8 207
Operating profit/loss before amortisation (EBITA)	11 085	655	15 090	5 502
Amortisation	213	0	3 547	0
Operating profit/loss (EBIT)	10 872	655	11 543	5 502
Net financial items	-1 187	1 743	-5 880	-987
Profit/loss before tax (EBT)	9 685	2 398	5 663	4 515
Taxes	14 015	-325	41 934	-729
Profit/loss from continuing operations	23 700	2 073	47 597	3 786
Profit/loss from discontinued operations	2 280	1 407	0	4 140
Net profit/loss	25 980	3 480	47 597	7 926
Profit/loss attributable to:				
Shareholders	25 980	3 480	47 597	7 926
Net profit / loss	25 980	3 480	47 597	7 926
Comprehensive profit/loss:				
Recalculation of pension obligations	275	-667	89	-853
Currency translation differences	19 089	1 798	28 618	11 327
Total comprehensive profit/loss	45 344	4 611	76 304	18 400
Total comprehensive profit/loss attributable to:				
Shareholders	45 344	4 611	76 304	18 400
Total comprehensive profit/loss	45 344	4 611	76 304	18 400
Earnings per share:				
From continuing operations	0,83	0,21	2,46	0,39
From discontinued operations	0,08	0,15	0,00	0,43
From total net profit/loss	0,91	0,36	2,46	0,82

Reported figures: Include reported figures for NRC Rail Norge and SJT from June 2015, Litz and Elektrobyggnad from November 2015 and Segermo from December 2015, transaction costs of NOK 22 million related to the completion of the acquisitions and one-offs of NOK 12 million related to restructuring costs. The financial information for FY 2014 has been audited. The interim financial information has not been audited.

Condensed Consolidated Statement of Income

Pro Forma Figures

(Amounts in NOK 1 000)	Q4 2015	Q4 2014	YTD 2015	YTD 2014
Revenue	472 755	349 849	1 431 958	1 253 011
Operating expenses	435 905	311 514	1 338 777	1 113 890
Operating result before depr. and amort. (EBITDA)	36 850	38 334	93 181	139 121
Depreciation	6 000	6 178	25 308	18 059
Operating result before amortisation (EBITA)	30 850	32 156	67 874	121 062
Amortisation	2 986	2 654	13 673	13 280
Operating profit/loss (EBIT)	27 864	29 502	54 201	107 783
Profit/loss before tax (EBT)	27 393	29 450	45 616	98 648
Key figures:				
EBITDA (%)	8 %	11 %	7 %	11 %
EBIT (%)	6 %	8 %	4 %	9 %
EBT (%)	6 %	8 %	3 %	8 %
Employees	661	677	661	677
Investments	11 819	4 227	49 424	26 249
Order back log (NOK million)	1 443	378	1 443	378

The table above includes pro forma figures for NRC Rail Norge, SJT, Litz, Elektrobyggnad and Segermo, adjusted for transaction costs of NOK 22 million related to the completion of the acquisitions and one-offs of NOK 12 million related to restructuring costs.

The table below shows a reconciliation of revenue and EBIT for the periods indicated. The table shows the actual reported figures and adjusted pro forma figures for NRC Group, including actual reported figures for NRC Rail Norge and SJT from June 2015, Litz and Elektrobyggnad from November 2015 and Segermo from December 2015 only. The actual reported figures for FY 2014 have been audited.

(Amounts in NOK 1 000)	Q4 2015	Q4 2014	YTD 2015	YTD 2014
Revenue:				
NRC Group (reported)	389 113	53 490	911 242	245 966
NRC Group (pro forma)	83 642	296 359	520 716	1 007 045
NRC Group	472 755	349 849	1 431 958	1 253 011
EBIT:				
NRC Group (reported)	10 872	655	11 543	5 502
NRC Group (pro forma)	11 637	28 847	8 482	102 281
Transaction costs / one-offs	5 356	0	34 175	0
NRC Group	27 864	29 502	54 201	107 783

Consolidated Balance Sheet

(Amounts in NOK 1 000)

ASSETS	31.12.2015	31.12.2014
Patents, licenses and other intangible assets	37 861	482
Deferred tax assets	42 992	0
Goodwill	533 822	0
Intangible non-current assets	614 675	482
Tangible non-current assets	120 593	19 949
Total non-current asset investments	8 393	4 538
Total non-current assets	743 661	24 969
Total inventories	114 302	24 983
Total receivables	245 060	42 371
Cash and cash equivalents	258 229	51 400
Assets classified as held for sale	0	4 199
Total current assets	617 590	122 953
Total assets	1 361 251	147 922

(Amounts in NOK 1 000)

EQUITY AND LIABILITIES	31.12.2015	31.12.2014
Paid-in-capital:		
Share capital	34 945	10 071
Treasury shares	-1 728	-1 978
Share premium	651 623	97 703
Other equity:		
Currency translation differences	4 615	-24 003
Retained earnings	39 548	-7 137
Total equity	729 003	74 656
Pension obligations	5 306	4 348
Non-current interest-bearing liabilities	162 088	977
Deferred taxes	27 600	26
Other non-current liabilities	100	0
Total non-current liabilities	195 094	5 351
Total interest-bearing current liabilities	87 841	648
Total other current liabilities	349 312	63 547
Liabilities classified as held for sale	0	3 720
Total current liabilities	437 153	67 915
Total equity and liabilities	1 361 251	147 922

Statement of Changes in Equity

(Amounts in NOK 1 000)	Share capital	Treasury shares	Share premium	Currency translation differences	Retained earnings	Total equity
Equity at 1 January 2014	10 071	-1 977	97 720	-35 348	-14 210	56 256
Profit for the period					7 926	7 926
Other comprehensive income for the period				11 345	-853	10 492
Purchase of own shares		-1				-1
Costs recognised through equity			-17			-17
Total comprehensive income for the period	0	-1	-17	11 345	7 073	10 474
Equity at 31 December 2014	10 071	-1 978	97 703	-24 003	-7 137	74 656
Equity at 1 January 2015	10 071	-1 978	97 703	-24 003	-7 137	74 656
Profit for the period					47 597	47 597
Other comprehensive income for the period				28 618	89	28 707
Share capital	24 873					24 873
Share premium			558 633			558 633
Costs recognised through equity			-15 463			-15 463
Sale of own shares		250	9 750			10 000
Total comprehensive income for the period	24 873	250	552 920	28 618	47 686	654 347
Equity at 31 December 2015	34 944	-1 728	650 623	4 615	40 549	729 003

Consolidated Cash Flow Statement

(Amounts in NOK 1 000)	Q4 2015	Q4 2014	YTD 2015	YTD 2014
Profit/loss before tax	9 685	3 981	5 663	6 457
Net cash flow from operating activities - continuing operations	48 398	24 858	33 757	2 595
Net cash flow from operating activities - discontinued operations	0	416	0	-5 791
A = Net cash flow from operating activities	48 398	25 274	33 757	-3 196
Net cash flow from investing activities - continuing operations	-85 616	-1 152	-248 985	18 530
Net cash flow from investing activities - discontinued operations	0	-20	0	-19 995
B = Net cash flow from investing activities	-85 616	-1 172	-248 985	-1 465
Net cash flow from financing activities - continuing operations	166 200	-1 276	413 705	-4 916
Net cash flow from financing activities - discontinued operations	0	0	0	0
C = Net cash flow from financing activities	166 200	-1 276	413 705	-4 916
A+B+C Net change in cash and cash equivalents	128 983	22 826	198 476	-9 577
+ Cash and cash equivalents at the start of the period 1)	127 538	29 564	52 390	61 967
Currency translation differences	1 709	0	7 363	0
= Cash and cash equivalents at the end of the period	258 229	52 390	258 229	52 390
Cash and cash equivalents - continuing operations	258 229	51 400	258 229	51 400
Cash and cash equivalents - discontinued operations	0	990	0	990

1) Cash and cash equivalents at the start of 2015 include cash balance of NOK 990 in the company's German subsidiary. The subsidiary was classified as held for sale as per 2014.

Business Segments

Pro forma figures

(Amounts in NOK 1 000)				
Revenue	Q4 2015	Q4 2014	YTD 2015	YTD 2014
Rail	415 297	296 359	1 198 961	1 007 045
Geo	57 458	53 490	232 997	245 966
Total	472 755	349 849	1 431 958	1 253 011
EBIT	Q4 2015	Q4 2014	YTD 2015	YTD 2014
Rail	32 074	28 847	72 912	102 281
Geo	-231	3 284	-5 638	20 062
Other	-3 978	-2 629	-13 074	-14 560
Total	27 864	29 502	54 201	107 783
Assets	Q4 2015	Q4 2014	YTD 2015	YTD 2014
Rail	559 684	411 887	559 684	411 887
Geo	118 399	71 083	118 399	71 083
Non allocated / Other	683 168	76 839	683 168	76 839
Total	1 361 251	559 809	1 361 251	559 809

Pro forma figures: Revenue, EBIT and assets include pro forma figures for NRC Rail Norge, SJT, Litz, Elektrobyggnad and Segermo, adjusted for transaction costs of NOK 22 million related to the completion of the acquisitions' transactions in 2015 and one-offs of NOK 12 million in 2015. Goodwill is included as other assets.

Geographical Information

Pro forma figures

(Amounts in NOK 1 000)

Revenue	Q4 2015	Q4 2014	YTD 2015	YTD 2014
Norway	169 119	118 122	564 209	413 721
Sweden	266 213	206 849	738 001	720 423
Other countries	37 423	24 878	129 748	118 867
Total	472 755	349 849	1 431 958	1 253 011

Assets	Q4 2015	Q4 2014	YTD 2015	YTD 2014
Norway	249 937	161 901	249 937	161 901
Sweden	375 498	275 778	375 498	275 778
Other countries	52 648	45 291	52 648	45 291
Not allocated / Other	683 168	76 839	683 168	76 839
Total	1 361 251	559 809	1 361 251	559 809

Pro forma figures: Revenue, EBIT and assets include pro forma figures for NRC Rail Norge, SJT, Litz, Elektrobyggnad and Segermo, adjusted for transaction costs of NOK 22 million related to the completion of the acquisitions in 2015 and one-offs of NOK 12 million in 2015. Goodwill is included as other assets.

Notes to the Financial Statement

General information

The legal and commercial name of the company is NRC Group ASA.

The company is a Norwegian public limited liability company incorporated in Norway under the Norwegian Public Limited Liability Companies Act with registration number 910 686 909. The company has its registered address at Drammensveien 165, 0277 Oslo, Norway.

The company is listed at Oslo Børs under the ticker "NRC" and with ISIN NO0003679102.

Accounting policies and basis for preparation

The condensed consolidated financial statements as per 31 December 2015 are prepared in accordance with IFRS and comprise NRC Group ASA and its subsidiaries. The interim financial report is presented in accordance with revised IAS 34, Interim Financial Reporting. The accounting principles applied in the interim report are the same as those described in the consolidated accounts for 2014.

The interim accounts do not contain all the information that is required in complete annual accounts, and they should be read in connection with the consolidated accounts for 2014. The interim accounts have been prepared in accordance with the same principles that are used in the annual accounts for 2014. The result from discontinued businesses is presented on a separate line in other comprehensive income. The report has not been audited.

The selected historical consolidated financial information set forth in this section has been derived from the company's consolidated unaudited financial statements for the financial periods in 2015, unaudited interim financial reports for 2014 and audited financial report for the full year of 2014. The income statement and cash flow statement for 2014 reflect the closure of the Spanish subsidiary, Blom Sistemas Geoespaciales S.L.U. The Board of director's

decision in 2014 to classify the company's German subsidiary, Blom Deutschland GmbH as held for sale, was reversed in second quarter 2015 and is reflected in the interim report.

To increase understanding of the preceding year's comparative figures, adjusted pro forma statements have been prepared and are presented separately. All comments on the income statement in this report are based on adjusted pro forma figures unless otherwise stated.

The adjusted pro forma financial information for fourth quarter and full year for 2014 and 2015 included in this report has not been audited.

Use of estimates

In preparing these condensed consolidated interim financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. The significant judgments made by management in applying the NRC's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as of and for the year ended 31 December 2014.

Changes in the group's structure

On 23 April 2015, the company announced that it had entered into an agreement to combine its business with NRC Rail Norge. The settlement of the transaction was made in shares valued at NOK 93 million. The transaction was completed on 28 May 2015.

On 7 May 2015, it was announced that the company had entered into an agreement to acquire Svensk Järnvägsteknik AB. The settlement for the acquisition was made in a combination of new shares, cash payment and a vendor note valued at a total cost of SEK 261 million. The transaction was completed on 2 June 2015.

On 9 November 2015, it was announced that the company had completed the acquisitions of Litz Entreprenad AB and Elektrobygggnad AB. The settlement for the acquisitions was made in a combination of SEK 48 million in new shares and a cash payment of SEK 27 million.

On 9 November 2015, it was also announced that the company had entered into an agreement to acquire Swedish rail groundwork contractor Segermo Entreprenad AB for a total consideration of SEK 225 million. The settlement for the acquisition was made

in a combination of SEK 100 million in new shares and a cash payment of SEK 125 million. The transaction was completed 3 December 2015.

Presented below is an allocation of the purchase price based on the opening balances. Allocation of the purchase price was prepared using the acquisition method as regulated in IFRS 3. The purchase price has been allocated at the fair value of the assets and liabilities of NRC Rail Norge, SJT, Litz, Elektrobygggnad and Segermo. The allocation is not final. The acquisitions resulted in goodwill of NOK 487 million.

(Amounts in NOK 1 000)

	NRC Rail Norge	SJT	Litz	Elektro- bygggnad	Segermo
Cash settlement		164 736	15 847	10 895	124 144
Value of issued shares in NRC ASA	93 000	60 000	23 771	23 771	99 554
Sellers credit		14 399			
Cash in target	-10 814	-15 631	-15 507	1 382	-27 022
Net settlement	82 186	223 504	24 111	36 047	196 676
Tangible and intangible assets	68 973	23 719	672	6 132	13 092
Other non-current assets	3 339	4 880	160	192	
Current assets	106 120	35 056	12 003	16 277	118 805
Tax payable and deferred tax	-7 339	-9 517	-2 674	479	-15 605
Interest-bearing debt	-66 815	-3 745		-7 818	-9
Other current liabilities	-85 460	-26 620	-10 393	-5 990	-91 800
Minority interest		-864			
Net identifiable assets and liabilities	18 818	22 910	-232	9 273	24 483
Goodwill	63 367	200 594	24 343	26 775	172 192

Transactions between related parties

Middelborg AS, a company owned by board member Mr. Kristian Lundkvist, and Aabø-Evensen & Co Advokatfirma AS, the company whereby Mr. Lars André Gjerdrum, who was a board member until 2 December 2015, is an employee, perform some administrative services for other companies in the NRC Group. The services are priced and billed for based on the arm's length principle for transactions between related parties. These transactions have been considered as immaterial between the company and said parties and thus no third party evaluation during 2015 has been

warranted. Aside the above, the NRC Group has not during the last three financial years and up until the date of this report had any closely related parties other than its subsidiaries and associated companies.

Shareholder information

On 10 November 2015, the company announced that it had raised NOK 185 million in gross proceeds through a private placement consisting of 4,375,000 new shares and 250,000 existing shares held in treasury. The price in the private placement was NOK 40.00 per share. The private placement was substantially oversubscribed.

On 22 December 2015, the company announced that a subsequent offering of 375,000 new shares was fully subscribed after the subscription period ended. The subsequent offering was oversubscribed.

After the announced registration of the share capital increase relating to the private placement and the subsequent offering on 29 December 2015, the company's issued share capital is 34,944,483 shares, each with a par value of NOK 1. The total number of shareholders as of 31 December 2015 was 2,050 and foreign shareholders accounted for approximately 32 per cent of the share capital. The company owns a total of 146,452 of the issued shares, which represents approximately 0.4 per cent of the total number of the issued shares.

Events after the end of the quarter

On 4 January 2016, Trafikverket appointed Svensk Järnvägsteknik AB as the turnkey contractor for track renewal of 70 kilometers railroad on the connection between Vislanda and Mosselund in Sweden. The contract is valued at approximately SEK 159 million. Scheduled completion of the project is December 2017.

On 19 January 2016, the company announced that it had implemented a share program for its employees in NRC Rail Group's subsidiaries in Norway and Sweden where the employees have been offered the opportunity to purchase shares in the company at a 20 per cent discount. The offer period was completed in December 2015. The purchase price per share before the discount was NOK 46.60, corresponding to the trading price of the company's share on the Oslo Stock Exchange on

30 November 2015. A total of 85,262 shares of the company's shares held in treasury were transferred to the employees' participation in the programme. The company holds 61,190 shares in treasury following the transaction.

On 12 February 2016, Trafikverket appointed Svensk Järnvägsteknik AB to a contract of track and switch renewal at Hallsbergs Rangerbangård in Sweden. The contract is valued at approximately SEK 117 million. Scheduled completion of the project is February 2017.

IR Policy

The company's objective is to serve the financial market precise and relevant information about the company to ensure that the share price reflects the underlying values and future prospects.

The company discloses price sensitive information relating to significant contracts and investments or other material changes or events in NRC Group to investors and other market players through the Oslo Stock Exchange - www.newsweb.no - and the company's website - www.nrcgroup.no. In addition, the company intends to publicly disclose all tenders awarded having a contract value exceeding NOK 30 million. All tenders awarded are normally subject to a 10-days appeal period before the award is definitive. The company's policy is to not inform the market of expiry of any such appeal period unless an actual appeal has been filed and the company is informed by the customer that the appeal is being considered and that this may lead to a delay or cancellation of the contract. Information about other tenders awarded will be updated quarterly as part of the company's order backlog.

NRC Group ASA

Company Information

NRC Group ASA
P.O. Box 34 Skøyen
NO- 0212 Oslo
Norway

Tel: +47 23 25 45 00
Email: info@nrcgroup.no

Board of Directors:

Helge Midttun (Chairman of the Board)
Kristian G. Lundkvist
Brita Eilertsen
Kjersti Kanne
Harald Arnet

Financial Calendar:

12 May 2016	Annual General Meeting
20 May 2016	1st quarter 2016 Result report and presentation
18 August 2016	2nd quarter 2016 Result report and presentation
17 November 2016	3rd quarter 2016 Result report and presentation