

**Prospectus**



**NRC Group ASA**

(a public limited liability company organized under the laws of the Kingdom of Norway)  
Business registration number: 910 686 909

This prospectus (the "**Prospectus**") has been prepared in connection with the listing on Oslo Børs of 512,895 new shares, each with a par value of NOK 1 (the "**New Shares**") in NRC Group ASA ("**NRC**" or the "**Company**", together with its subsidiaries the "**Group**" or the "**NRC Group**"), issued as partly consideration in the Company's acquisitions of Fibertech AS ("**Fibertech**").

**This Prospectus does not constitute an offer or an invitation to buy, subscribe or sell the securities being admitted to trading described herein and the Prospectus relates solely to the listing of the New Shares.**

Investing in the Company's shares (together with the New Shares referred to as the "**Shares**") involves a high degree of risk. See Section 2 "Risk Factors".

5 January 2018

## **IMPORTANT INFORMATION**

For the definition of certain capitalised terms used throughout this Prospectus, please see Section 15 "Definitions and Glossary of Terms" which also applies to the front page.

**Readers are expressly advised that the Shares are exposed to financial and legal risk and they should therefore read this Prospectus in its entirety, in particular Section 2 "Risk Factors". The contents of this Prospectus are not to be construed as legal, financial or tax advice. Each reader should consult his, her or its own legal adviser, independent financial adviser or tax adviser for legal, financial or tax advice.**

This Prospectus, dated 5 January 2018 has been prepared by NRC Group ASA in connection with the listing of the New Shares on Oslo Børs. This Prospectus has been prepared to comply with the Norwegian Securities Trading Act sections 7-2 and 7-3 of 29 June 2007 No. 75 (the "**Norwegian Securities Trading Act**") and related legislation and regulations, including the Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council. This Prospectus has been prepared solely in the English language.

The Prospectus has been reviewed by the Financial Supervisory Authority of Norway (the "**Norwegian FSA**") and was approved on 5 January 2018 in accordance with the sections 7-7 and 7-8 cf. sections 7-2 and 7-3 of the Norwegian Securities Trading Act. The approval given by the Norwegian FSA only relates to the Company's descriptions pursuant to a pre-defined checklist of requirements. The Norwegian FSA has not made any form of control or approval relating to corporate matters described in or otherwise covered by this Prospectus. This Prospectus is valid for a period of 12 months from the date of approval by the Norwegian FSA.

The information contained herein is as of the date of this Prospectus and subject to change, completion and amendment without notice. In accordance with section 7-15 of the Norwegian Securities Trading Act, any new circumstance, material error or inaccuracy relating to information included in this Prospectus, which may have significance for the assessment of the Shares, and arises between the date of this Prospectus and before the New Shares are listed on Oslo Børs, will be presented in a supplement to this Prospectus. Publication of this Prospectus shall not create any implication that there has been no change in the Company's affairs or that the information herein is correct as of any date subsequent to the date of this Prospectus.

All inquiries relating to this Prospectus must be directed to the Company. No other person is authorised to give information or to make any representation in connection with listing of the New Shares. If any such information is given or made, it must not be relied upon as having been authorised by the Company or by any of the employees, affiliates or advisers of any of the foregoing.

No action has been or will be taken in any jurisdiction other than Norway by the Company that would permit the possession or distribution of this Prospectus, any documents relating thereto, or any amendment or supplement thereto, in any country or jurisdiction where this is unlawful or specific action for such purpose is required. The distribution of this Prospectus in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus may come are required by the Company to inform themselves about and to observe such restrictions. The Company shall not be responsible or liable for any violation of such restrictions by prospective investors. The restrictions and limitations listed and described herein are not exhaustive, and other restrictions and limitations in relation to this Prospectus that are not known or identified at the date of this Prospectus may apply in various jurisdictions. This Prospectus serves as a listing prospectus as required by applicable laws and regulations only. This Prospectus does not constitute an offer to buy, subscribe or sell any of the securities described herein, and no securities are being offered or sold pursuant to it.

The securities described herein have not been and will not be registered under the US Securities Act of 1933 as amended (the "**US Securities Act**"), or with any securities authority of any state of the United States. Accordingly, the securities described herein may not be offered, pledged, sold, resold, granted, delivered, allotted, taken up, or otherwise transferred, as applicable, in the United States, except in transactions that are exempt from, or in transactions not subject to, registration under the US Securities Act and in compliance with any applicable state securities laws.

This Prospectus is subject to Norwegian law, unless otherwise indicated herein. Any dispute arising in respect of this Prospectus is subject to the exclusive jurisdiction of the Norwegian courts with Oslo District Court as legal venue in the first instance.

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## **APPENDICES**

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## 1. EXECUTIVE SUMMARY

### Section A – Introduction and Warnings

<b>A.1 Warning</b>	<p>This summary should be read as an introduction to this Prospectus. Any decision to invest in the securities should be based on consideration of this Prospectus as a whole by the investor.</p> <p>Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating this Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.</p>
<b>A.2 Resale and final placement by financial intermediaries</b>	<p>Not applicable. No resale will take place. No financial intermediaries is or will be used for placement of the New Shares.</p>

### Section B – Issuer

<b>B.1 Legal and commercial name</b>	<p>The legal and commercial name of the Company is NRC Group ASA.</p>
<b>B.2 Domicile and legal form, legislation and country of incorporation</b>	<p>The Company is a Norwegian public limited liability company incorporated in Norway under the Norwegian Public Limited Companies Act with registration number 910 686 909.</p>
<b>B.3 Nature of current operations, principal activities /products and markets</b>	<p>The NRC Group is a fully integrated infrastructure contractor covering the Norwegian and Swedish markets, with in-house capabilities to deliver complex infrastructure projects. The Company is a full-range supplier for the construction and maintenance of transport related infrastructure. Main markets are related to transport infrastructure with specialist expertise within railroads; including train, metro and tram, roads and harbours. Additional markets include fibre and water and wastewater.</p> <p>The Company has all the necessary approvals to work within the train, tram and subway segments, including installation approval of electrical installations.</p> <p>The NRC Group has specialist capabilities across the entire spectre of rail services. In addition to railroads, this includes terminals and stations, and related infrastructure such as tunnels, bridges and crossings. The Company has strengthened the offering within maintenance and renewal through its recent acquisitions in 2016 and 2017. Ability to offer the full scope and execution capacity are important factors in a tender process.</p> <p>The main service offerings of the Company include:</p> <ul style="list-style-type: none"> <li>• Project management</li> <li>• Security &amp; safety</li> <li>• Groundwork – including surveying, tunnels, bridges, culverts, crossings, concrete, ponds, water &amp; waste water</li> <li>• Signal &amp; telecom – including fiber</li> <li>• Electro</li> <li>• Track</li> </ul> <p>The key clients for the Company are the Norwegian and Swedish governments through Bane NOR (Norway) and Trafikverket (Sweden).</p>
<b>B.4a Recent trends</b>	<p>Year to date 30 September 2017, the positive investment outlook for the Nordic railway and other transport infrastructure is supported by strong macro trends and political commitment. The approved National Transport Plan in Norway and the proposed National Transport Plan for Sweden gives better</p>

	<p>visibility and confirm the commitment to increased railway spending and shift towards larger projects.</p> <p>The Company acknowledges that its success going forward partly rests on utilizing inherent synergies through operational integration and alignment of acquired businesses while simultaneously ensuring that the business is focused on project execution. The NRC Group continue to be uniquely positioned to benefit from the strong macro outlook, and is committed to its strategy to consolidate the market and to deliver good organic growth in the coming years.</p> <p>As access to critical competencies is fundamental for the Company to maintain its position as an attractive employer, various incentive schemes are, and shall be, explored to enhance the Company's competitive advantage as a preferred and attractive place to work.</p> <p>The size and focus of the Company has allowed access to capital, thus facilitated acquisitions. It is the Company's belief that it needs to maintain this trust in the capital markets going forward. Delivering results through execution in projects and continue order stock building has been found vital to this success.</p>																																												
<b>B.5</b> <b>Group/issuer's position within the Group</b>	The Company is a holding company and the parent company of the Group.																																												
<b>B.6</b> <b>Interests in the Company's capital and/or voting rights</b>	<p>As of 4 January 2018, the Company has a total of 2,234 registered shareholders in the VPS, of which the top 10 registered shareholders are listed below:</p> <table> <thead> <tr> <th>#</th> <th>Shareholders</th> <th>Number of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Datum AS.....</td> <td>5,100,000</td> <td>12.05</td> </tr> <tr> <td>2</td> <td>KGL Projekt 2 AS .....</td> <td>3,632,033</td> <td>8.58</td> </tr> <tr> <td>3</td> <td>Arctic Funds PLC BNY Mellon SA/NV .....</td> <td>2,301,384</td> <td>5.44</td> </tr> <tr> <td>4</td> <td>Swedbank AB S/A Clients Account .....</td> <td>2,147,184</td> <td>5.07</td> </tr> <tr> <td>5</td> <td>DNB Markets DnB NOR Markets.....</td> <td>1,717,018</td> <td>4.06</td> </tr> <tr> <td>6</td> <td>Danske Bank A/S 3887 Operations SEC.....</td> <td>1,642,339</td> <td>3.88</td> </tr> <tr> <td>7</td> <td>Charlotte Holding AS.....</td> <td>1,328,008</td> <td>3.14</td> </tr> <tr> <td>8</td> <td>Norron Sicav - Targe Skandinaviska Enskil</td> <td>1,213,000</td> <td>2.87</td> </tr> <tr> <td>9</td> <td>Nordea Bank AB Clients Account.....</td> <td>1,169,024</td> <td>2.76</td> </tr> <tr> <td>10</td> <td>LGA Holding AS .....</td> <td>1,133,193</td> <td>2.68</td> </tr> </tbody> </table>	#	Shareholders	Number of Shares	%	1	Datum AS.....	5,100,000	12.05	2	KGL Projekt 2 AS .....	3,632,033	8.58	3	Arctic Funds PLC BNY Mellon SA/NV .....	2,301,384	5.44	4	Swedbank AB S/A Clients Account .....	2,147,184	5.07	5	DNB Markets DnB NOR Markets.....	1,717,018	4.06	6	Danske Bank A/S 3887 Operations SEC.....	1,642,339	3.88	7	Charlotte Holding AS.....	1,328,008	3.14	8	Norron Sicav - Targe Skandinaviska Enskil	1,213,000	2.87	9	Nordea Bank AB Clients Account.....	1,169,024	2.76	10	LGA Holding AS .....	1,133,193	2.68
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<b>B.7</b> <b>Selected historical key financial information</b>	<p>The selected historical key financial information as set out below has been derived from the Group's audited financial statements for the financial years ended 31 December 2016, 2015 and 2014, restated financial statements for 2015 as presented in the 2016 financial statements as well as unaudited interim financials for the three and nine-month periods ended 30 September 2017 with comparable figures for the same period in 2016.</p> <p>Other than the acquisition of Fibertech, as further described herein, there has not been any significant changes to the financial or trading position of the Group since 30 September 2017.</p>																																												

#### Income statement

In NOK millions	Three months ended 30 September		Nine months ended 30 September		Year ended 31 December			
	2017 (unaudited)	2016 <sup>1</sup> (unaudited)	2017 (unaudited)	2016 <sup>1</sup> (unaudited)	2016 (audited)	2015 <sup>2</sup> (restated)	2015 <sup>3</sup> (audited)	2014 (audited)
	776	600	1,699	1,423	1,975	678	911	234
<b>Operating revenues.....</b>	<b>776</b>	<b>600</b>	<b>1,699</b>	<b>1,423</b>	<b>1,975</b>	<b>678</b>	<b>911</b>	<b>234</b>
Cost of materials.....	458	410	1,048	1,013	1,343	453	558	91
Salaries and personnel costs.....	148	94	338	244	349	126	222	108
Depreciation, amortisation and impairment .....	22	16	56	40	53	18	26	8
Other operating and administrative expenses....	60	14	153	61	130	67	94	26
<b>Operating expenses.....</b>	<b>688</b>	<b>535</b>	<b>1,596</b>	<b>1,358</b>	<b>1,876</b>	<b>664</b>	<b>900</b>	<b>227</b>
<b>Operating profit/loss ....</b>	<b>89</b>	<b>65</b>	<b>103</b>	<b>65</b>	<b>99</b>	<b>14</b>	<b>12</b>	<b>7</b>
Net financial items.....	-1	-2	-5	-7	-10	-5	-6	-1
<b>Pre-tax profit/loss .....</b>	<b>88</b>	<b>63</b>	<b>98</b>	<b>58</b>	<b>89</b>	<b>9</b>	<b>6</b>	<b>6</b>
Taxes.....	-21	-20	-23	-20	-22	43	42	-1

<b>Net profit/loss from continuing operations ...</b>	<b>67</b>	<b>43</b>	<b>75</b>	<b>38</b>	<b>68</b>	<b>52</b>	<b>48</b>	<b>6</b>
Net profit/loss from discontinued operations ....	0	6	-7	8	-10	-6	0	2
<b>Net profit/loss for the year.....</b>	<b>67</b>	<b>49</b>	<b>68</b>	<b>46</b>	<b>57</b>	<b>46</b>	<b>48</b>	<b>8</b>
<i>Profit/loss attributable to:</i>								
Shareholders .....	67	49	68	46	57	46	48	8
<b>Net profit/loss for the year.....</b>	<b>67</b>	<b>49</b>	<b>68</b>	<b>46</b>	<b>57</b>	<b>46</b>	<b>48</b>	<b>8</b>

1 Figures are restated in accordance with IAS 8, see Section 9.1.2 "Historical figures for the three and nine-month period ended 30 September 2016" below.  
 2 Figures are re-presented according to IFRS 5 and restated in accordance with IAS 8, see Section 9.1.2 "Historical figures for the financial year 2015" below. The restated figures are not audited.  
 3 The figures were restated in the Group's Financial Statements for 2016, see note 2 above and Section 9.1.2 "Historical figures for the financial year 2015".

### Balance sheet

In NOK millions	As of 30 September			As of 31 December			
	2017 (unaudited)	2016 <sup>1</sup> (unaudited)	2016 (audited)	2015 <sup>2</sup> (restated)	2015 <sup>3</sup> (audited)	2014 (audited)	
<b>ASSETS</b>							
Deferred tax assets .....	31	43	31	43	43	0	
Goodwill .....	893	518	577	521	534	0	
Customer contracts and other intangible assets .....	31	29	24	52	38	0	
<b>Total intangible assets .....</b>	<b>955</b>	<b>591</b>	<b>632</b>	<b>616</b>	<b>615</b>	<b>0</b>	
Tangible assets .....	257	127	144	121	120	20	
Financial investments .....	9	7	7	8	8	5	
<b>Total non-current assets .....</b>	<b>1,221</b>	<b>725</b>	<b>783</b>	<b>745</b>	<b>744</b>	<b>25</b>	
Work in progress.....	0	0	0	0	114	0	
Trade receivables .....	558	434	310	318	203	51	
Other current receivables .....	63	71	103	41	41	16	
<b>Total receivables .....</b>	<b>621</b>	<b>505</b>	<b>413</b>	<b>359</b>	<b>245</b>	<b>67</b>	
Cash and cash equivalents .....	308	188	418	258	258	51	
Assets classified as held for sale.....	0	0	9	0	0	4	
<b>Total current assets .....</b>	<b>929</b>	<b>693</b>	<b>841</b>	<b>617</b>	<b>618</b>	<b>123</b>	
<b>Total assets .....</b>	<b>2,150</b>	<b>1,418</b>	<b>1,623</b>	<b>1,362</b>	<b>1,361</b>	<b>148</b>	
<b>EQUITY AND LIABILITIES</b>							
Share capital .....	42	35	39	35	35	10	
Treasury shares .....	0	0	0	-1	-2	-2	
Share premium .....	918	660	889	641	650	98	
Currency translation differences .....	-2	-61	-18	4	5	-24	
Retained earnings .....	275	97	105	48	41	-7	
<b>Total equity .....</b>	<b>1,232</b>	<b>731</b>	<b>1,014</b>	<b>727</b>	<b>729</b>	<b>75</b>	
Pension obligations.....	0	6	0	5	5	4	
Interest-bearing non-current liabilities .....	319	116	111	162	162	1	
Deferred taxes .....	20	31	11	31	28	0	
Other non-current liabilities .....	0	5	5	0	0	0	
<b>Total other non-current liabilities.....</b>	<b>338</b>	<b>157</b>	<b>127</b>	<b>198</b>	<b>195</b>	<b>5</b>	
Overdraft facilities .....	0	0	0	9	9	1	
Interest-bearing current liabilities.....	114	122	82	79	78	0	
<b>Interest-bearing current liabilities .....</b>	<b>114</b>	<b>122</b>	<b>82</b>	<b>88</b>	<b>88</b>	<b>1</b>	
Trade payables .....	202	149	153	134	134	20	
Public fees payable .....	53	39	65	39	39	13	
Tax payable.....	31	3	33	4	4	0	
Other current liabilities.....	178	216	141	172	172	31	
<b>Total current liabilities .....</b>	<b>465</b>	<b>407</b>	<b>392</b>	<b>349</b>	<b>349</b>	<b>64</b>	
Liabilities directly associated with assets classified as held for sale	0	0	8	0	0	4	
<b>Total current liabilities .....</b>	<b>580</b>	<b>529</b>	<b>482</b>	<b>437</b>	<b>437</b>	<b>68</b>	
<b>Total equity and liabilities .....</b>	<b>2,150</b>	<b>1,418</b>	<b>1,623</b>	<b>1,362</b>	<b>1,361</b>	<b>148</b>	

1 Figures are restated in accordance with IAS 8, see Section 9.1.2 "Historical figures for the three and nine-month period ended 30 September 2016" above.  
 2 Figures are restated in accordance with IAS 8, see Section 9.1.2 "Historical figures for the financial year 2015" above. The restated figures are not audited.  
 3 The figures were restated in the Group's Financial Statements for 2016, see note 2 above and Section 9.1.2 "Historical figures for the financial year 2015".

<b>B.8 Selected key pro forma financial information</b>	In July of 2017, the Group completed the acquisitions of ALTi Bygg og Anlegg AS and Signal och Banbyggarna i Dalarna AB. Each of the transactions resulted in a significant gross change to the Group. Pursuant to Commission Regulation (EC) No. 809/2004 of 29 April 2004, the Company has prepared unaudited pro forma financial information to describe how the aforementioned acquisitions
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	<p>might have affected the Company's profit had the acquisitions been undertaken at an earlier point in time.</p> <p>The pro forma financial information has been prepared for illustrative purposes only. The pro forma adjustments are based on available information and certain assumptions. Because of its nature, the pro forma financial information addresses a hypothetical situation and, therefore, does not represent what the Group's actual results of operation had been, if the various acquisitions had occurred on 1 January 2016. It also does not represent the financial position or results for any future period. Investors are cautioned not to place undue reliance on this Pro Forma Financial Information.</p> <p>The following table set out pro forma financial for the Group for the financial year 2016.</p>
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### Pro forma statement of income

(In NOK millions)	NRC IFRS	ALTI NGAAP <sup>2</sup>	SBB SGAAP <sup>3</sup> SEK	SBB SGAAP <sup>4</sup> NOK	IFRS adjust- ments (unaudited)	Notes IFRS	Pro forma adjust- ments (unaudited)	Notes pro forma	NRC pro forma IFRS (unaudited)
Revenues.....	1,975	186	269	256	0		-43	1	2,374
<b>Total operating revenues</b>	<b>1,975</b>	<b>186</b>	<b>269</b>	<b>256</b>	<b>0</b>		<b>--43</b>		<b>2,374</b>
Cost of materials.....	1,343	131	141	132	0		-43	1	1,563
Salaries and personnel costs .....	349	22	80	78	0		0		450
Depreciation, amortisation and impairment .....	53	0	2	2	5	1	14	2,7	74
Other operating expenses ...	130	6	24	23	-5	1	3	3,7	157
<b>Total operating expenses.....</b>	<b>1,876</b>	<b>159</b>	<b>247</b>	<b>236</b>	<b>0</b>		<b>-27</b>		<b>2,244</b>
<b>Operating profit/loss .....</b>	<b>99</b>	<b>27</b>	<b>22</b>	<b>20</b>	<b>0</b>		<b>-16</b>		<b>131</b>
Finance income.....	2	1	2	2	0		0		5
Finance expense .....	-12	0	0	0	0	1	-4	4	-16
<b>Net financial items.....</b>	<b>-10</b>	<b>1</b>	<b>2</b>	<b>2</b>	<b>0</b>		<b>-4</b>		<b>-12</b>
<b>Profit/loss before tax.....</b>	<b>89</b>	<b>28</b>	<b>24</b>	<b>22</b>	<b>0</b>		<b>-20</b>		<b>119</b>
Tax reserve provision .....	0	0	1	1	-1	2	0		0
Tax expense.....	-22	-7	-5	-5	0	1,2	12	2,4,5	-21
<b>Profit/loss from continuing operations.....</b>	<b>68</b>	<b>21</b>	<b>20</b>	<b>19</b>	<b>-1</b>		<b>-8</b>		<b>98</b>
<b>Profit/loss from discontinued operations..</b>	<b>-10</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		<b>0</b>		<b>-10</b>
<b>Net profit/loss .....</b>	<b>57</b>	<b>21</b>	<b>20</b>	<b>19</b>	<b>-1</b>		<b>-8</b>		<b>88</b>
<i>Comprehensive income:</i>									
Translation differences.....	-23	0	0				-2	6	-24
<b>Total comprehensive income.....</b>	<b>34</b>	<b>21</b>	<b>20</b>	<b>19</b>	<b>-1</b>		<b>-10</b>		<b>63</b>

<b>B.9 Profit forecast or estimate</b>	Not applicable. The Prospectus does not contain any profit forecasts or estimates.
<b>B.10 Audit report qualifications</b>	Not applicable. The audit reports do not include any qualifications.
<b>B.11 Working capital</b>	The Board of Directors is of the opinion that the working capital of the Company is sufficient for the Group's present requirements in a twelve months perspective as from the date of this Prospectus.

### Section C - Securities

<b>C.1 Type and class of securities</b>	New ordinary Shares of the Company with ISIN NO 000 3679102.
<b>C.2 Currency of the securities issue</b>	Norwegian kroner (NOK).
<b>C.3 Number of shares in issue and nominal value</b>	The Company currently has 42,327,848 Shares outstanding, each with a nominal value of NOK 1.
<b>C.4 Rights attaching to the securities</b>	All Shares carry equal and full shareholder rights in all respects (including, but not limited to voting rights and dividend rights) and no Shares have different rights. Each Share gives one vote at the Company's general meeting.

<b>C.5</b>	<b>Transferability</b>	The Shares of the Company are freely transferable subject to local regulatory transfer restrictions.
<b>C.6</b>	<b>Admission to trading</b>	<p>The Shares of the Company are listed on Oslo Børs under the ticker "NRC".</p> <p>The listing on Oslo Børs of the New Shares is subject to approval of the Prospectus by the Norwegian FSA under the rules of the Norwegian Securities Trading Act.</p> <p>The Company's Shares are not listed on any other stock exchange or regulated market place and the Company does not intend to seek such listing.</p>
<b>C.7</b>	<b>Dividend policy</b>	<p>The Board of Directors has introduced a dividend policy whereby, subject to a satisfactory underlying financial performance, it is the Company's ambition over time to distribute as dividend a minimum of 30% of the profit for the year. The target level will be subject to adjustment depending on possible other uses of funds.</p>

#### Section D – Risks

<b>D.1</b>	<b>Key risks specific to the Company or its industry</b>	<ul style="list-style-type: none"> <li>The Company's revenues are affected by the economic conditions in the countries in which it operates</li> <li>The Company operates in market segments that are highly competitive</li> <li>Governmental bodies and local municipalities represent the main customer group for the Group</li> <li>The Group is subject to local laws and regulations in the countries in which it operates and requires regulatory approvals for conducting its operations</li> <li>The Group may be subject to changes in taxation</li> <li>The Group's success depends on key personnel and competency</li> <li>The Group relies on its reputation and commercial integrity</li> <li>The Group's results depend on utilisation of its resources</li> <li>The Group will from time to time be involved in disputes and legal or regulatory proceedings</li> <li>Risks related to funding and servicing of debt</li> <li>The Group may not have adequate insurance</li> </ul>
<b>D.3</b>	<b>Key risks specific to the securities</b>	<ul style="list-style-type: none"> <li>There may not be a liquid market for the Shares</li> <li>Volatility of the share price</li> <li>Shareholders may be diluted if they are unable to participate in future offerings</li> <li>Pre-emptive rights may not be available to U.S. holders and certain other foreign holders of the Shares</li> <li>Holders of Shares that are registered in a nominee account may not be able to exercise voting rights as readily as shareholders whose Shares are registered in their own names with the Norwegian Central Securities Depository</li> <li>The transfer of Shares is subject to restrictions under the securities laws of the United States and other jurisdictions</li> </ul>

#### Section E - Offer

<b>E.1</b>	<b>Proceeds and expenses</b>	The New Shares were issued as a part of the consideration in the Company's acquisition of Fibertech, and, thus, will not give any cash proceeds to the Company. Costs attributable to issuance of the New Shares are estimated to approximately NOK 600,000.
<b>E.2a</b>	<b>Reasons for the issuance of new shares and use of proceeds</b>	In connection with the Company's acquisition of Fibertech, a Norwegian contractor and carries out cable installation, hauling and floating work specialized within fiber infrastructure for railway, the Company issued the 512,895 New Shares to the sellers of Fibertech as partial consideration.

<b>E.3</b> <b>Terms and conditions</b>	<p>The New Shares were delivered to the subscribers, being the sellers of Fibertech, following the share capital increase being registered with the Norwegian Register of Business Enterprises on 26 October 2017.</p> <p>All the New Shares were registered electronically in book-entry form in the VPS under a separate securities number, ISIN NO 001 0809452, pending the publication of this Prospectus. Following the publication of this Prospectus, the New Shares will be registered under the same ISIN as the Company's other Shares, ISIN NO 0003679102, and become listed and tradable on Oslo Børs.</p> <p>The rights attached to the New Shares are the same as those attached to the Company's existing Shares and ranks pari passu with existing Shares in all respects from the time the share capital increase pertaining to issuance of the New Shares was registered with the Norwegian Register of Business Enterprises.</p>
<b>E.4</b> <b>Interests material to the issue</b>	Not applicable. Other than the sellers of Fibertech receiving the New Shares, there are no specific interest material to issuance of the New Shares.
<b>E.5</b> <b>Selling shareholders and lock-up</b>	The New Shares are subject to a lock-up period in which the New Shares cannot be sold or otherwise transferred. Starting from the 24 October 2017 (closing of the transaction), 1/3 of the New Shares are subject to a lock-up undertaking of 24 months, 1/3 of the New Shares for 30 months and the last 1/3 of the New Shares for 36 months.
<b>E.6</b> <b>Dilution</b>	The immediate dilution of ownership for shareholders who do not receive New Shares is approximately 1.2 %.
<b>E.7</b> <b>Estimated expenses charged to investor</b>	Not applicable. No expenses will be charged to the investor by the Company.

## 2. RISK FACTORS

*Investing in the Company involves inherent risks. Prospective investors should consider carefully all of the information set forth in this Prospectus, and in particular, the specific risk factors set out below. An investment in the Shares is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of the investment.*

*If any of the risks described below materialises, individually or together with other circumstances, they may have a material adverse effect on the Company's business, operating results and financial condition, which may cause a decline in the value and trading price of the Shares that could result in a loss of all or part of any investment in the Shares.*

*The order in which the risks are presented below is not intended to provide an indication of the likelihood of their occurrence nor of their severity or significance.*

### 2.1 Market risk

2.1.1 The Group's revenues are affected by the economic conditions in the countries in which it operates

The Group's business, operating results and financial condition depend on the demand for its key products and services. General economic conditions in the countries in which the Group sells its products and services influence the demand for the Group's products and services. If the economic conditions in the countries in which the Group operates experience economic downturns and demand for the Group's products and services decreases, its business, operating results and financial condition are likely to be negatively affected.

2.1.2 The Group operates in market segments that are highly competitive

The market segments in which the Group operates are highly competitive. The competitive position may be harmed by increased competition from national and international infrastructure companies or other companies, new or current participants, offering, better technology and product offering, price reductions and/or increased capacity for other parts of the Group's business. The failure of the Group to maintain its competitiveness could have a material adverse effect on the Group's business, operating results and financial condition.

2.1.3 Governmental bodies and local municipalities represent the main customer group for the Group

Governmental bodies and local municipalities, in particular the state owned Bane NOR in Norway and state owned Trafikverket in Sweden, represent the Group's main customer group. Even though the approved National Transport Plan (NTP) in Norway and the proposed NTP for Sweden confirm the commitment to increased railway spending, public spending may be subject to significant fluctuations from year to year and from country to country. Even if there currently seems to be a broad political consensus on the need for railway investments, there can be no guarantees that a change in government may not affect the level of spending upon revision of the current transportation plans. Further, changes in the general economic situation could also affect governmental spending, *inter alia*, as a consequence of the need to reduce governmental spending in order to avoid an overheating of the economy or in order to reduce governmental deficit. This may affect the railroad infrastructure. Further, failure of the Group to successfully be admitted to participate in public tenders could have a material adverse effect on the Group's business, operating results and financial condition.

### 2.2 Operational risk

2.2.1 The Group is subject to local laws and regulations in the countries in which it operates and requires regulatory approvals for conducting its operations

Part of the Group's operations in Norway and Sweden depend on its personnel being qualified and having all necessary local approvals. If the Group fails to comply with any laws and regulations or fails to obtain necessary regulatory approval, then the Group may be refused to participate in public tenders, and may be subject to, among other things, civil and criminal liability. Changes in the local laws and regulations or in regulatory approvals that are required in the Group's operations, or the loss of such approvals or permits, could have a material adverse effect on the Group's business, operating results and financial condition.

2.2.2 The Group may be subject to changes in taxation

The Group is subject to taxes in the countries in which it operates. There can be no assurance that the Group's operations will not become subject to increased taxation by national, local or foreign authorities or to new or modified taxation regulations and requirements, including requirements relating to the timing of any tax payments. From time to time the Group's tax payments may be subject to review or investigation by tax authorities of the jurisdictions in which the Group operates. The consequences of such tax reviews or investigations could have a material adverse effect on the Group's business, operating results and financial condition.

2.2.3 The Group's success depends on key personnel and competency

The Group's success depends upon, to a significant extent, competent personnel, and the continued service of these resources who have substantial experience in the industry and in the local jurisdiction in which the Group operates. The human capital is an important part of the Group's assets, and the access to and ability to attract competent personnel and contractors may in the short and/or long term influence the Group's operational and financial results.

The Group's ability to continue to identify and develop opportunities depends on such personnel's knowledge of, and expertise in, the industry and such local jurisdictions and on their external business relationships. There can be no assurance that any key personnel will remain with the Group or that the Group will be able to attract equally experienced and/or competent replacements. Any loss of the services of such key personnel could have a material adverse effect on the Group's business, operating results and financial condition.

#### 2.2.4 The Group relies on its reputation and commercial integrity

The Group's success depends on its ability to maintain and enhance its reputation and trustworthiness. An event or series of events that materially damages the Group's reputation, such as allegations of price collaboration or any unethical behaviour, such as fraud or bribery, could have a material adverse effect on the Group's business, operating results and financial condition.

#### 2.2.5 The Group's results depend on utilization of its resources

The Group must to a certain extent keep resources available in order to respond in due time to project requests. The Group evaluates its needs for resources continuously. However, the resources involving staffing may lead to a substantial fixed cost base and risk of overcapacity in relation to the scope of projects in progress. Overcapacity of resources could have a negative effect on the Group's business, operating results and financial condition.

#### 2.2.6 The Group will from time to time be involved in disputes and legal or regulatory proceedings

The Group is and will from time to time be involved in disputes and legal or regulatory proceedings. Such disputes and legal or regulatory proceedings may be expensive and time-consuming, and could divert management's attention from the Group's business. Furthermore, legal proceedings could be ruled against the Group and the Group could be required to, *inter alia*, pay damages or fines, halt its operations, stop its projects, stop the sale of its products, etc., which can consequently have a material adverse effect on the Group's business, prospects, financial results or results of operations.

#### 2.2.7 Risks related to funding and servicing of debt

As of the date of this Prospectus, the Group has interest bearing debt. The Group's ability to meet its payment obligations related to its debt and running operations is dependent on its future performance and may be affected by events beyond its control. If the financing available to the Group is insufficient to meet its financing needs or if the Group is unable to service its debt, it may be forced to reduce or delay capital expenditures, sell assets or businesses at unanticipated times and/or at unfavourable prices or other terms, seek additional equity capital or restructure or refinance its debt. There can be no assurance that such measures would be successful or adequate to meet the Group's financing needs.

#### 2.2.8 The Group may not have adequate insurance

The Group has insurance for certain liabilities and losses. If the Group incurs significant liabilities or losses for which it is not adequately insured, or not insured at all, or if the Group's insurance policies are terminated for any reason and the Group is not able to obtain replacement insurance policies at favourable rates, or at all, the Group's business, operating results and financial condition may be materially adversely affected.

### 2.3 Financial risk

#### 2.3.1 Foreign currency risk

The Group is exposed to fluctuations in foreign exchange rates, mainly SEK. As at 30 September 2017, the Group only have subsidiaries in Sweden outside Norway. The group is therefore exposed to fluctuations in SEK when it comes to revenues and mainly with regard to the net investments in foreign subsidiaries. To a limited extent, the Group have purchases and sub-contractor agreements in other currencies, mainly EUR. Hedging instruments have been used to a limited extent. Significant investments in Sweden are financed with SEK loans, limiting the net investment exposure.

#### 2.3.2 Interest rate risk

The Group's interest rate risk is associated with interest bearing assets, interest bearing loans, financial leasing and overdraft facilities.

The Group's interest-bearing assets are cash and cash equivalents, and the Group's profit and cash flow from operations are in general independent of changes in market interest rates.

The interest-bearing loans are based on 3 months NIBOR or STIBOR with a fixed margin and will change with the market. Since the debt can be repaid at the points in time when the interest rate is adjusted, the difference between the fair value and book value will be small and insignificant. The interest in financial lease agreements are fixed over the lease period. As the value of the leased assets are set at inception and will be independent of any changes to the market interest rates. The Group has not made use of interest rate swaps or other financial instruments.

#### 2.3.3 Credit risk

The credit risk in connection with sales to customers is managed in the local subsidiaries and at the group level for particularly large projects. The credit risk is monitored locally with central monitoring of the local subsidiary. The Group has guidelines for new contracts that focus on various elements, all of which shall contribute to the customer paying the company as quickly as possible. The Group's customers are mainly municipalities, government agencies, or companies or institutions where municipalities or government agencies have a dominant

influence. Inherently the risk of potential future losses from this type of customer is low. The Group has earmarked provisions for potential losses on specific customers and evaluated the size of the potential loss. The provisions for potential losses on receivables are based on the management's discretionary assessment of potential future losses on receivables from customers. The Group has not entered into any transactions that involve financial derivatives or other financial instruments to mitigate credit risks.

#### 2.3.4 Liquidity risk

Liquidity risk is the risk that the Group will be unable to meet its financial obligations when they are due and that financing will not be available at a reasonable price. The Group's business requires liquidity. There is no assurance that such funding will be available throughout the year, and thus this may entail a liquidity risk. The Group's management of liquidity risk entails maintenance of adequate liquid reserves and credit facilities. The central management team monitor the Group's liquid resources and credit facilities. The Group's operations are discernible by seasonal fluctuations. This denotes that the company normally ties up working capital in the first half of the year. The Group has not entered into any financial instruments and consequently does not have any liquidity risk originating from financial instruments.

#### 2.3.5 Need for additional funding

The Group's future capital requirements and level of expenses depend on several factors, including, among other things, its growth strategy, investment requirements, timing and terms on which contracts can be negotiated, the amount of cash generated from operations, the level of demand for the Group's services and general industry conditions. There can be no assurance that the Group's business will generate sufficient cash flow from operations to service its debt and fund future capital requirements and expenses. In the event that the Group's existing resources are insufficient to fund the Group's business activities, the Group may need to raise additional funds through public offerings or private placements of debt or equity securities. The Group cannot guarantee that it will be able to obtain additional funding at all or on terms acceptable to the Group. Failure to do so could have a material adverse effect on the Group's business, operations and financial conditions.

### 2.4 Risks related to the Shares

#### 2.4.1 There may not be a liquid market for the Shares

Active, liquid trading markets generally result in lower price volatility and more efficient execution of buy and sell orders for investors. If there are no active trading market for the Shares, the price of the Shares may be more volatile and it may be more difficult to complete a buy or sell order for Shares. Even if there is an active public trading market, there may be little or no market demand for the Shares, making it difficult or impossible to resell the shares, which would have an adverse effect on the resale price, if any, of the Shares. Furthermore, there can be no assurance that the Company will maintain its listing Oslo Børs. A delisting from Oslo Børs would make it more difficult for shareholders to sell their Shares and could have a negative impact on the market value of the Shares.

#### 2.4.2 Volatility of the share price

The trading price of the Shares could fluctuate significantly, *inter alia*, in response to quarterly variations in operating results, general economic outlook, adverse business developments, interest rate changes, changes in financial estimates by securities analysts, matters announced in respect of competitors or changes to the regulatory environment in which the Group operates. Market conditions may affect the Shares regardless of the Group's operating performance or the overall performance in the industry. Accordingly, the market price of the Shares may not reflect the underlying value of the Group's net assets, and the price at which investors may dispose of their Shares at any point in time may be influenced by a number of factors, only some of which may pertain to the Group, while others of which may be outside the Group's control. The market price of the Shares could decline due to sales of a large number of Shares in the Company in the market or the perception that such sales could occur. Such sales could also make it more difficult for the Company to offer equity securities in the future at a time and at a price that are deemed appropriate.

#### 2.4.3 Shareholders may be diluted if they are unable to participate in future offerings

The development of the Group's business may depend upon, *inter alia*, the Company's ability to obtain equity financing. Unless otherwise resolved by the general meeting or the board by proxy, shareholders in Norwegian public companies such as the Company have pre-emptive rights proportionate to the aggregate amount of the shares they hold with respect to new shares issued by the Company. Shareholders that do not exercise granted pre-emptive rights may be diluted. Furthermore, shareholders may be unable to participate in future offerings, due to deviation from the shareholders pre-emptive rights in order to raise equity on short notice in the investor market, or for reasons relating to foreign securities laws or other factors, and as such have their shareholdings diluted.

#### 2.4.4 Pre-emptive rights may not be available to U.S. holders and certain other foreign holders of the Shares

Prior to the Company issuing any new Shares for consideration in cash, Norwegian law prescribes that the Company must offer holders of the Company's then-outstanding Shares pre-emptive rights to subscribe and pay for a sufficient number of Shares to maintain their existing ownership percentages, unless these rights are waived at a general meeting of the Company's shareholders. These pre-emptive rights are generally transferable during the subscription period for the related offering and may be listed on Oslo Børs. U.S. holders of the Shares may not be able to receive trade or exercise pre-emptive rights for new Shares unless a registration statement under the U.S. Securities Act is effective with respect to such rights or an exemption from the registration requirements of the U.S. Securities Act is available. The Company is not a registrant under the U.S. securities laws. If U.S. holders of the Shares are not able to receive trade or exercise pre-emptive rights granted in respect of their

Shares in any rights offering by the Company, then they may not receive the economic benefit of such rights. In addition, their proportional ownership interests in the Company will be diluted. Similar restrictions may apply to other foreign holders of Shares, including, but not limited to shareholders in Australia, Canada, Hong Kong, Japan and Switzerland.

**2.4.5 Holders of Shares that are registered in a nominee account may not be able to exercise voting rights as readily as shareholders whose Shares are registered in their own names with the Norwegian Central Securities Depository**

Beneficial owners of the Company's Shares that are registered in a nominee account (e.g., through brokers, dealers or other third parties) may not be able to vote for such Shares unless their ownership is re-registered in their names with the VPS prior to the Company's general meetings. The Company cannot guarantee that beneficial owners of the Company's Shares will receive the notice for a general meeting in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote for their Shares in the manner desired by such beneficial owners.

**2.4.6 The transfer of Shares is subject to restrictions under the securities laws of the United States and other jurisdictions**

The Company has not registered the Shares under the U.S. Securities Act or the securities laws of other jurisdictions than Norway and the Company does not expect to do so in the future. The Shares may not be offered or sold in the United States, nor may they be offered or sold in any other jurisdiction in which the registration of the Shares is required but has not taken place, unless an exemption from the applicable registration requirement is available, or the offer or sale of the Shares occurs in connection with a transaction that is not subject to these provisions. In addition, there can be no assurances that shareholders residing or domiciled in the United States will be able to participate in future capital increases or exercise subscription rights.

### **3. STATEMENTS**

#### **3.1 Responsibility for the Prospectus**

We, the board of directors of NRC Group ASA, hereby declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of our knowledge, in accordance with the facts and contains no omissions likely to affect its import.

5 January 2018

The board of directors of NRC Group ASA

Helge Midttun  
*Chair*

Brita Eilertsen  
*Board member*

Harald Arnet  
*Board member*

Kjersti Kanne  
*Board member*

## 4. GENERAL INFORMATION

### 4.1 Presentation of financial information and other information

#### 4.1.1 Financial information

The Group's audited financial statements as at and for the years ended 31 December 2016, 2015 and 2014 (together the "**Financial Statements**") have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as adopted by the EU. The IFRS principles have been applied consistently for 2016, 2015 and 2014. The unaudited financial statements for the three and nine-month periods ended 30 September 2017 and 2016 (together the "**Interim Financial Statements**") have been prepared in accordance with International Accounting Standards ("**IAS**") 34 "Interim Financial Reporting".

The Group's accounting principles are incorporated by reference to this Prospectus, see Section 14.3 "Incorporation by reference".

#### 4.1.2 Alternative Performance Measures

In this Prospectus, the Company presents certain alternative performance measures ("**APMs**"), including EBITDA and EBITDA margin. The APMs presented herein are not measurements of performance under IFRS or other generally accepted accounting principles and investors should not consider any such measures to be an alternative to profit and loss for the period, operating profit for the period or any other measures or performance under generally accepted accounting principles.

The Company believes that APMs such as EBITDA is commonly reported by companies in the markets in which it competes and are widely used by investors in comparing performance on a consistent basis without regard to factors such as depreciation and amortisation, which can vary significantly, depending upon accounting methods (in particular when acquisitions have occurred) or based on non-operating factors. Accordingly, the Group discloses EBITDA and EBITDA margin herein to permit a more complete and comprehensive analysis of its underlying operating performance relative to other companies and across periods, and of the Group's ability to service its debt. Because companies may calculate EBITDA and EBITDA margin differently, the Company's presentation of these APMs may not be comparable to similar titled measures used by other companies.

For the purpose of this Prospectus:

- (i) **EBIT** is defined as earnings before interests and tax;
- (ii) **EBITDA** is defined as operating profit before depreciation, amortisation and impairment; and
- (iii) **EBITDA margin** is defined as EBITDA divided on operating revenues.

#### 4.1.3 Rounding

Certain figures included in this Prospectus have been subject to rounding adjustments (by rounding to the nearest whole decimal or fraction, as the case may be). Accordingly, figures shown for the same category presented in different tables may vary slightly. As a result of rounding adjustments, the figures presented may not add up to the total amount presented.

#### 4.1.4 Industry and market data

This Prospectus contains statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Group's business and the industries and markets in which it operates. Unless otherwise indicated, such information reflects the Group's estimates based on analysis of multiple sources, including data compiled by professional organisations, consultants and analysts and information otherwise obtained from other third party sources, as well as the Group's internal data and its own market experience, or on a combination of the foregoing. Unless otherwise indicated in this Prospectus, the basis for any statements regarding the Group's competitive position is based on the Company's own assessment and knowledge of the market in which it operates.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. The Company has not independently verified, and cannot give any assurances, as to the accuracy of market data contained in this Prospectus that was extracted from these industry publications or reports and reproduced herein. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which is based on sampling and subjective judgements by both the researchers and the respondents, including judgements about what types of products and transactions should be included in the relevant market.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Prospectus and projections, assumptions and estimates based on such information may not be reliable indicators of the Group's future performance and the future performance of the industry in which operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to limitations described above and to a variety of other factors, including those described in Section 2 "Risk Factors" and elsewhere in this Prospectus.

#### 4.1.5 Information sourced from third parties

In certain sections of this Prospectus, information sourced from third parties has been reproduced. In such cases, the source of the information is always identified. Such third party information has been accurately reproduced. As far as the Company is aware, and is able to ascertain from information published by the relevant third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

#### 4.1.6 Other information

In this Prospectus, all references to "**NOK**" are to the lawful currency of Norway and all references to "**SEK**" are to the lawful currency of Sweden. No representation is made that the NOK or SEK amounts referred to herein could have been or could be converted into NOK or SEK, as the case may be, at any particular rate, or at all. The financial information in this Prospectus is NOK, unless otherwise indicated.

### **4.2 Notice regarding forward-looking statements**

Section 2 "Risk Factors", Section 6 "Presentation of the Company and its Business", Section 7 "Market Analysis" and Section 9.2 "Operating and financial review" include "forward-looking" statements, including, without limitation, projections and expectations regarding the Company's future financial position, business strategy, plans and objectives. All forward-looking statements included in this document are based on information available to the Company, and views and assessment of the Company, as of the date of this Prospectus. The Company expressly disclaims any obligation or undertaking to release any updates or revisions of the forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, unless such update or revision is prescribed by law.

When used in this document, the words "anticipate", "believe", "estimate", "expect", "seek to", "may", "plan" and similar expressions, as they relate to the Company, its subsidiaries or its management, are intended to identify forward-looking statements. The Company can give no assurance as to the correctness of such forward-looking statements and investors are cautioned that any forward-looking statements are not guarantees of future performance. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company and its subsidiaries, or, as the case may be, the industry, to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company and its subsidiaries are operating or will operate. Factors that could cause the Company's actual results, performance or achievements to materially differ from those in the forward-looking statements include, but are not limited to, those described in Section 2 "Risk Factors" and elsewhere in this Prospectus.

Given the aforementioned uncertainties, readers are cautioned not to place undue reliance on any of these forward-looking statements.

## 5. THE NEW SHARES

### 5.1 The background for issuance of the New Shares

On 10 October 2017, the Company announced that it had agreed to acquire Fibertech. Closing of the acquisition was completed on 24 October 2017. Fibertech is a Norwegian contractor and carries out cable installation, hauling and floating work, and is specialized within fiber infrastructure for railway. Fibertech has employees with extensive experience from project management within cable installation and related infrastructure work. Bane NOR is currently the largest client of Fibertech. The acquisition of Fibertech will strengthen the operations and services of the Group's Norwegian branch within several disciplines, and the overall capability of the Group as a turnkey entrepreneur for infrastructure projects.

The enterprise value of Fibertech was considered to be NOK 61.5 million on a cash and debt free basis, and assuming a normalized working capital. The enterprise value was based on an estimated EBIT for 2017 of NOK 12 million. The sellers of Fibertech have guaranteed a minimum EBIT in 2017 and 2018 of NOK 12 million.

The Company's subsidiary, NRC Norge AS, acquired 100% of the shares in Fibertech from the sellers for a total consideration of NOK 70 million. The acquisition was financed through NOK 38.5 million in cash, of which NOK 6 million was placed in escrow, and the remaining NOK 31.5 million by issuance of 512,895 New Shares with a subscription price of NOK 61.50.

### 5.2 Resolutions relation to the New Shares

On 3 May 2017, the Company's annual general meeting granted the Board of Directors the following authorization to increase the Company's share capital in connection with, *inter alia*, issuance of new shares in acquisitions:

- a) *The Board of Directors shall be granted an authorisation to increase the share capital by a maximum of NOK 7,750,000. The subscription price and other subscription terms is determined by the Board of Directors.*
- b) *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 Norwegian Public Limited Companies Act.*
- c) *The shareholders' pre-emptive rights pursuant to Section 10-4 of the Norwegian Public Limited Companies Act may be waived by the Board of Directors, cf Section 10-5 of the Norwegian Public Limited Companies Act.*
- d) *The authorisation shall include decisions on merger, cf Section 13-5 of the Norwegian Public Limited Companies Act.*
- e) *The authorisation is valid from registration with the Register of Business Enterprises until the Annual General Meeting in the spring of 2018, but not later than 30 June 2018, and includes the right to change the company's Articles of Association in connection with the share capital increase.*

In accordance with the above authorization, the Board of Directors resolved on 24 October 2017 to issue 512,895 New Shares to the sellers of Fibertech (*translated from Norwegian*):

1. *The Company's share capital is increased from NOK 41,814,953 to NOK 42,327,848 by issuance of 512,895 new shares.*
2. *The new shares shall each have a nominal value of NOK 1.*
3. *The subscription price for each of the new shares is NOK 61.5. The aggregate subscription amount is NOK 31,543,042.50, whereby NOK 512,895 is share capital and NOK 31,030,147.50 is share premium.*
4. *The new shares shall be subscribed by such subscribers, and with such amount, as stipulated in Appendix 1 to these minutes.*
5. *Subscription of the new shares shall be made in a separate subscription form within one week from the date of the resolution.*
6. *The subscription amount shall be settled by set-off of a loan note issued by NRC Norge AS to the subscribers with a nominal value of NOK 31,543,053.75, which is transferred to the Company through a specific declaration. Set-off is declared simultaneously as the subscription.*
7. *The Company's expenses in connection with the share capital increase is estimated to NOK 50,000.*
8. *The shares shall give full rights, including the right to dividend, from the date the share capital increase is registered with the Norwegian Register of Business Enterprises.*

9. *Section 4 of the articles of association shall be amended as follows to reflect the new share capital and the new number of shares following the board's resolution on the share capital increase:*

*"The company's share capital is NOK 42,327,848, dividend on 42,327,848 shares, each with a nominal value of NOK 1".*

### **5.3 Delivery, listing and shareholders' rights relating to the New Shares**

The New Shares were delivered to the subscribers, being the sellers of Fibertech, following the share capital increase being registered with the Norwegian Register of Business Enterprises on 26 October 2017.

All the New Shares were registered electronically in book-entry form in the VPS under a separate securities number, ISIN NO 001 0809452, pending the publication of this Prospectus. Following the publication of this Prospectus, the New Shares will be registered under the same ISIN as the Company's other Shares, ISIN NO 000 3679102, and become listed and tradable on Oslo Børs.

The rights attached to the New Shares are the same as those attached to the Company's existing Shares and ranks pari passu with existing Shares in all respects from the time the share capital increase pertaining to issuance of the New Shares was registered with the Norwegian Register of Business Enterprises.

### **5.4 Transferability and restrictions on transfer – lock-up**

The New Shares are subject to a lock-up period in which the New Shares cannot be sold or otherwise transferred. Starting from the closing date of the transaction, 1/3 of the New Shares are subject to a lock-up undertaking of 24 months, 1/3 of the New Shares for 30 months and the last 1/3 of the New Shares for 36 months.

### **5.5 Dilution**

The immediate dilutive effect of the New Shares issued in the Fibertech-transaction was approximately 1.2 per cent.

### **5.6 Proceeds and expenses**

The New Shares were issued as a part of the consideration to the sellers in the transactions, and, thus, will not give any cash proceeds to the Company. Costs attributable to issuance of the New Shares are estimated to approximately NOK 600,000.

Costs attributable to issuance of the New Shares will be borne by the Company.

### **5.7 Interests of natural and legal persons**

Other than the selling shareholders of Fibertech having an interest in having the New Shares issued as consideration to them in connection with the Company's acquisition of Fibertech, the Company is not aware of any interests (including conflicting interests) of neither natural nor legal persons involved in issuance of the New Shares.

### **5.8 Jurisdiction and choice of law**

The New Shares have been issued in accordance with the Norwegian Public Limited Companies Act.

This Prospectus and the New Shares are subject to Norwegian law, unless otherwise indicated herein. Any dispute arising in respect to this Prospectus or the New Shares shall be referred to the ordinary courts of Norway and is subject to the exclusive jurisdiction of Oslo City Court as legal venue.

## 6. PRESENTATION OF THE COMPANY AND ITS BUSINESS

### 6.1 Overview

The NRC Group is a major contractor within infrastructure related to public transportation in Norway and Sweden. The group is a supplier of all rail, harbour and road related infrastructure services, including groundwork, specialized track work, safety, electro, telecom and signalling systems. Since its inception in 2011, the NRC Group has experienced significant growth and is now one of the leading Nordic entrepreneurs within railway infrastructure.

### 6.2 Corporate information

NRC Group ASA is a public limited liability company, organised and existing under the laws of Norway pursuant to the Norwegian Public Limited Companies Act. The Company's registered office is in the municipality of Bærum, Norway and its organisation number in the Norwegian Register of Business Enterprises is 910 686 909.

The Company was incorporated on 12 September 1966. The Company's Shares are listed on Oslo Børs (ticker: NRC) and are registered in VPS under ISIN NO 0003679102. The Company's register of shareholders in VPS is administrated by DNB Bank ASA, Registrars Department. The Company has approximately 630 employees as of the date of this Prospectus.

Registered office: Fornebuporten, Oksenøyveien 10, NO-1366 Lysaker, Norway

Telephone: + 47 90 40 70 97

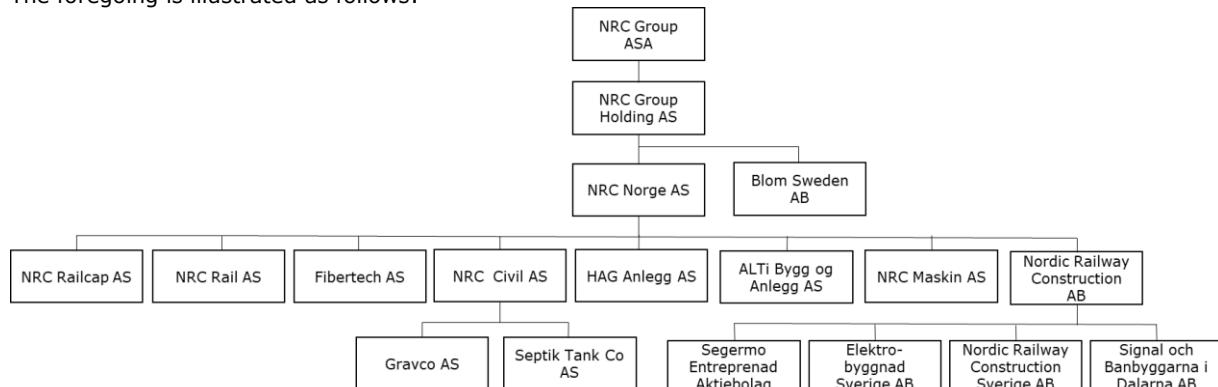
Website: [www.nrcgroup.com](http://www.nrcgroup.com)

### 6.3 Legal structure

The Company is a holding company and the Group's operative business is carried out through subsidiaries. The following companies are subsidiaries and affiliates, directly or indirectly, owned a 100% by the Company:

Name of subsidiary	Business reg. number	Company address
NRC Group ASA	(Nw.) 910 686 909	Fornebuporten Oksenøyveien 10, NO-1366 Lysaker, Norway
NRC Group Holding AS	(Nw.) 915 244 963	Akerkvarialet Oksenøyveien 10, NO-1366 Lysaker, Norway
NRC Norge AS	(Nw.) 997 342 259	Rolf Olsens vei 28, 2007 Kjeller, Norway
NRC Rail AS ("NRC Rail")	(Nw.) 997 371 569	Rolf Olsens vei 28, 2007 Kjeller, Norway
NRC Maskin AS	(Nw.) 918 660 836	Rolf Olsens vei 28, 2007 Kjeller, Norway
NRC Civil AS	(Nw.) 817 465 412	Rolf Olsens vei 28, 2007 Kjeller, Norway
NRC Railcap AS	(Nw.) 913 393 023	Storgata 112, 3921 Porsgrunn, Norway
ALTi Bygg og Anlegg AS ("ALTi")	(Nw.) 996 878 031	Veverigata 21, 4514 Mandal, Norway
Gravco AS	(Nw.) 921 665 938	Alfasetveien 2, 0668 Oslo, Norway
Septik Tank Co AS	(Nw.) 998 586 259	Alfasetveien 2, 0668 Oslo, Norway
HAG Anlegg AS	(Nw.) 914 601 290	Asdal 1, 4824 Bjorbekk, Norway
Fibertech AS	(Nw.) 998 817 730	Ulvenveien 90, 0581 Oslo, Norway
Blom Sweden AB	(Swe.) 556258-8854	Klippan 1, 414 51 Göteborg, Sweden
Nordic Railway Construction Sverige AB ("NRC Sverige AB")	(Swe.) 556580-8846	Verkstadsgatan 1, 702 27 Örebro, Örebro län, Sweden
Nordic Railway Construction AB	(Swe.) 556953-1956	Gammelstadsvägen 2, 415 02 Göteborg, Sweden
Signal och Banbyggarna i Dalarna AB ("SBB")	(Swe.) 556580-8846	Lagergatan 2, 781 74 Borlänge, Sweden

The foregoing is illustrated as follows:



## 6.4 Historical background and company development

The Company's history goes back to 1966 by the incorporation of the Company under the name Blom ASA, which provided services within acquisition, processing and modelling of geographic information and high-quality map data. In 2015, Blom ASA acquired the railway construction companies NRC Rail AS, based in Lillestrøm, Norway, leaving the Company with two different business divisions: the Geo division and the Rail division. During 2016 and the first half of 2017, most of the companies in the former Geo business were divested, and, as at 31 December 2016, the Company has classified all the remaining Geo business as discontinued operations. As from January 2017 the Company classified Norway and Sweden as the two reporting segments.

During 2016 and 2017 several acquisitions were made, at large strengthening the Company's services within ground construction and infrastructure services.

Significant milestones in development of the Group's current business, as operated by NRC Rail in Norway, since 2011 are summarised below:

Year	Event
2011 .....	<ul style="list-style-type: none"> <li>• NRC Rail is established under the name Team Bane</li> </ul>
2015 .....	<ul style="list-style-type: none"> <li>• NRC Rail combine its business with the Company and the Company changes its name from Blom ASA to NRC Group ASA</li> <li>• The Company expands its rail business by acquiring Svensk Järnvägsteknik, Litz, Elektrobyggnad and Segermo</li> <li>• The Company raises a total of approximately NOK 280 million in equity offerings</li> </ul>
2016 .....	<ul style="list-style-type: none"> <li>• On 20 May 2016, the Company acquires Railcap AS, a rail signaling specialist contractor in Norway, carrying out railway installations, test and commissioning, construction and design, for a consideration of 48.0 million</li> <li>• In November 2017, the Company completes a private placement with gross proceeds NOK 210 million</li> <li>• On 1 December 2016, the Group completes the acquisition of Gravco AS and Septik Tank Co AS, a water and wastewater entrepreneur, which, in the opinion of the Company, better positioned the Group for projects related to the tram and metro systems in Oslo, for a total consideration of NOK 75 million</li> </ul>
2017 .....	<ul style="list-style-type: none"> <li>• On 7 April, the Company acquires HAG Anlegg AS, a company carrying out work and project- and site management within transport and infrastructure, specializing in surface work and concrete constructions, for a total consideration of NOK 107.5 million</li> <li>• On 6 July, the Company acquires ALTi, a company carrying out ground and construction work, as well as project- and site management, within both private and public sector, for a total consideration of NOK 200 million</li> <li>• On 10 July, the Company acquires Swedish company SBB, a company carrying out construction work and project- and site management within railway infrastructure and signalling, as well as groundwork, for an enterprise value of SEK 115 million</li> <li>• On 24 October, the Company completes the acquisition of Fibertech for an enterprise value of NOK 61.50 million as further described in Section 5.1 "The background for issuance of the New Shares" above</li> </ul>

## 6.5 Business strategy

The Company's strategy for the group's business is to capitalize on strong market growth within the infrastructure industry in Norway and Sweden. Increasing budget allocations to infrastructure investments in both countries has resulted in a long-term positive outlook for the industry. The Company believes that the Group is uniquely positioned to take on complex rail, road and harbour infrastructure projects due to its capabilities covering the entire value chain.

The Company has an ambition for the Group's business to grow, both organically and by consolidating a fragmented Nordic market for infrastructure services. Sound business conduct and clearly defined environmental profile are among enablers to achieve this, together with knowledge, skills and experience, which the Company believes is one of the Group's most important competitive advantages.

The Group has a vision of becoming the leading Nordic entrepreneur within railway infrastructure.

## 6.6 The business of the Group

### 6.6.1 Overview of services

The Group is a fully integrated infrastructure contractor covering the Norwegian and Swedish markets, with in-house capabilities to deliver complex infrastructure projects. The Company is a full-range supplier for the construction and maintenance of transport related infrastructure. Main markets are related to transport infrastructure with specialist expertise within railroads; including train, metro and tram, roads and harbours. Additional markets include fibre and water and wastewater.

The Company has all the necessary approvals to work within the train, tram and subway segments, including installation approval of electrical installations.

The Group has specialist capabilities across the entire spectre of rail services. In addition to railroads, this includes terminals and stations, and related infrastructure such as tunnels, bridges and crossings. The Company has strengthened the offering within maintenance and renewal through its recent acquisitions in 2016 and 2017. Ability to offer the full scope and execution capacity are important factors in a tender process.

The main service offerings of the Company include:

- Project management
- Security & safety
- Groundwork – including surveying, tunnels, bridges, culverts, crossings, concrete, ponds, water & waste water
- Signal & telecom
- Electro, including fiber
- Track

**Project Management:** The Group service deliverables includes planning, management and reporting of production, quality, health, safety and environmental progress.

**Security and Safety:** The Group can assume responsibility for security and safety during any groundwork or construction project, and is an approved supervisor for electrical safety. The services include inspections, planning and execution of electrical safety plans, security installations and integration. Security and safety is required for all work in the proximity of the catenary.

**Groundwork:** The group delivers products and services covering the entire spectre of groundworks for the transport related infrastructure industry, including surveying, excavation, concrete works, carpentry, culvert, bridges and tunnels. The Group also provides specialist water and wastewater work relating to rail developments in urban areas.

**Signal & telecom:** The Group offers services within maintenance, modifications and building of complete interlocking systems for the rail industry. This includes services for switches, track circuits and interlocking systems. The Group also provides specialist fibre services related to railways.

**Electro:** The Group is approved by the Norwegian Directorate for Civil Protection (DSB) for engineering, building and maintenance of complete technical installations. This includes low and high voltage, catenary, fibre, installation.

**Track:** The Group holds all required approvals and safety expertise needed for construction or maintenance of railroad tracks. The company provides track workers and signal specialists, in addition to the machines and equipment required for completion of projects within track works.

In addition to the services described above, the Group offers services within railroad infrastructure such as stations, terminals and related infrastructure such as tunnels, bridges and crossings.

#### 6.6.2 Tenders and tender process

The majority of the Group's contracts are won through tender processes, according to applicable procurement laws and principles of governments and enterprises. Tender announcement databases are systematically searched, and with its well established position in the market, the Group is routinely invited to relevant call for tenders by major clients. Many of these tendering processes require some sort of prequalification, frame contract or special licenses for participation. In addition, many contracts come through direct interaction with long-time clients and some from targeted sales efforts towards identified potentials.

A typical tender process can be described as shown below:



The following table presents selected ongoing projects in the Group, won through tender processes:

### Norway

Client	Start-up	Completion	Project value (NOK)	Services
Bane NOR	March 2017	December 2018	NOK 202 million	Electro
Statens Vegvesen	October 2017	August 2019	NOK 155 million	Groundwork
Statens Vegvesen	October 2017	May 2019	NOK 122 million	Groundwork
Statens Vegvesen	October 2017	April 2019	NOK 44 million	Groundwork

### Sweden

Client	Start-up	Completion	Project value (SEK)	Services
Trafikverket .....	Q1 2018	Not yet determined	700 million	Groundwork
Trafikverket .....	June 2017	November 2018	172 million	Signal/telecom, electro, track and groundwork
Trafikverket .....	August 2017	September 2019	155 million	Groundwork
Trafikverket .....	April 2017	June 2018	89 million	Track and groundwork
Trafikverket .....	June 2017	August 2019	47 million	Electro and groundwork
Trafikverket .....	October 2017	September 2019	87 million	Signal/telecom, electro, track and groundwork
Trafikverket .....	October 2017	January 2019	58 million	Signal/telecom, electro, track and groundwork
Trafikverket .....	October 2017	October 2019	44 million	Signal/telecom, electro, track and groundwork
Stora Enso Timber ....	October 2017	December 2018	41 million	Groundwork

### 6.6.3 Machinery and equipment

The Group has a number of modern machines primarily custom fit for infrastructure related work. The machines are used for both own and third party projects. The machines are leased or owned by the Company, of which approximately 50% is leased and 50% is owned.

Most recently, the Group has made a material investment in a tamping machine, which is used to tamp track ballast under railway tracks to make the tracks more durable. For further information on the Company's historical investments in machinery and equipment, see Section 9.3.3 "Historical investments".

### 6.7 Key clients

The key clients for the Company are the Norwegian and Swedish governments through Bane NOR (Norway) and Trafikverket (Sweden). In addition to be the main contractor, the Company may be operating as a subcontractor to other contractors with Bane NOR and Trafikverket as end-users.



For large international players to enter the Norwegian and Swedish market they must establish their own entities in the respective countries. Establishing own entities requires local access, knowledge and acceptance, and involves investments and resources. Hence, the dynamics in the industry typically favour local partnerships. The Company has successfully explored partnership with larger European players enabling the Company to offer a competitive price.

The Company's top 5 clients in Norway and Sweden are summarized in the tables below:

Top 5 clients by revenue in Norway - 2017 Q3 YTD

#	Key Client	% of revenues
1	BaneNor.....	43.36
2	Sporveien.....	16.54
3	Metrostav NUF .....	10.77
4	Obrascon Huarte Lain .....	11.96
5	Laksesoben Eiendom AS.....	3.93

**Top 5 clients by revenue in Sweden – 2017 Q3 YTD**

#	Key Client	% of revenues
1	Trafikverket.....	70.05
2	Infranord.....	5.76
3	Landstinget i Värmland .....	2.76
4	Byggbolaget i Värmland .....	2.40
5	Karlstad Kommun.....	2.33

**6.8 Seasonality and backlog****6.8.1 Seasonality**

The Group's business is affected by seasonal variation, typically with lower level of activity during Q1 due to weather condition and timing of customer decisions in major projects. The Company usually start with a focus on bidding processes in Q1 with project implementation in Q2 to Q4. Q1 is normally a less profitable period for the Group.

	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>	<b>Q4</b>	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>
	<b>2016</b>	<b>2016</b>	<b>2016</b>	<b>2016</b>	<b>2017</b>	<b>2017</b>	<b>2017</b>
<i>Numbers in NOK million</i>							
Revenue	320	504	600	552	341	582	776
EBITDA	1	23	81	48	6	43	111

**6.8.2 Backlog**

For the purpose of this Prospectus, the backlog figures have been compiled based on certain assumptions. The historical numbers shown below should therefore be taken as illustrative only.

The Company has a number of frame contracts, where the order book contains estimated future call-offs calculated by the management based on previous experience with similar contracts.

	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>	<b>Q4</b>	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>
	<b>2016</b>	<b>2016</b>	<b>2016</b>	<b>2016</b>	<b>2017</b>	<b>2017</b>	<b>2017</b>
<i>Numbers in NOK million</i>							
Total NRC Group.....	1,764	1,615	1,397	1,402	1,548	2,451	2,417
Increase (decline) q-q		-149	-218	5	146	903	-34

**6.9 Material contracts**

Neither the Company nor any of its subsidiaries has entered into any material contracts outside the ordinary course of business for the two years prior to the date of this Prospectus. Further, neither of the companies within the Group has entered into any other contract outside the ordinary course of business which contains any provisions under which the Group has obligation or entitlement that is material to the Group as of the date of this Prospectus.

**6.10 Intellectual property rights, patents and licenses**

Neither the Group's business nor profitability is dependent on any patents, licenses, industrial contracts, business contract, financial contracts or new production methods.

## 7. MARKET ANALYSIS

### 7.1 Introduction of rail business

The railroad's strength as a system of transportation can be used as a strategic tool together as part of a nation's overall politics to connect areas and regions closer. The Norwegian and Swedish population is fairly small compared to the size of the countries' land area and many areas of professional/industrial expertise and competence are characterised by small communities. These countries are dependent on well-functioning communication systems between cities and regions to get access to a greater range of skills, businesses and attractive residential areas. The railroads characteristics with high speed, high comfort and large capacity can open new possibilities for business interaction and social development.

Most contracts within the rail business are given by the national agencies for railway services; Bane NOR in Norway and Trafikverket in Sweden. The market is still dominated by established state owned contractors. However, private companies are increasingly challenging and winning contracts as private contractors could be considered price competitive as they may in many cases provide more efficient cost structures compared to state controlled contractors.

Norwegian and Swedish government employ long-term national transportation plans to develop their transportation systems. The plans are developed every fourth year. Both the Norwegian and Swedish railway market will be characterized by heavy investments in the planning period. According to the most recent NTP, the Norwegian Government plans to invest NOK 330 billion in railway during 2018 - 2029<sup>1</sup>. In Sweden, the Swedish Government approved a SEK 522 billion transportation plan for the period 2014 – 2025. The government's proposal for a new Swedish National Transportation Plan shows an expected growth of 20% on investments and 47% on maintenance for the next 12-year period (2019-2030). The new NTP are expected to be approved by the parliament in April 2018.

### 7.2 The railroad construction scope

The railroad construction can be divided into five main categories:

**Substructure:** Substructure ensures stable tracks and railroads. The substructure is the foundation of the railway track. It consists of the mass that the railway track is placed on top, in addition to different technical constructions. Substructure includes: Groundwork, tunnels, bridges, culverts etc.

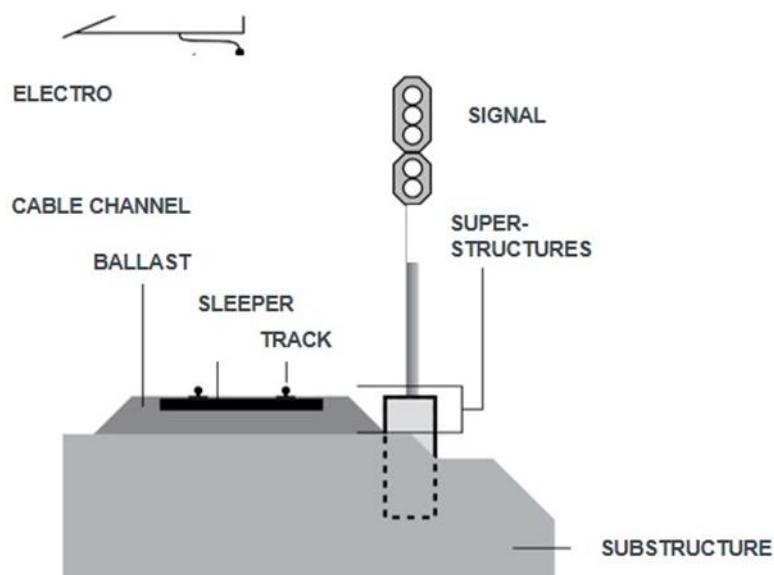
**Superstructure:** Superstructure ensures the interaction between the train and the track, and makes sure trains move safely, comfortably and fast at the same time. The superstructure consists of ballast, sleepers, rails, switches, cable channels etc.

Track, sleepers, ballast, switches, cable channel

**Signalling system:** Ensures safety, speed and time management for trains on the move. Includes signalling systems

**Tele:** Provides required telecommunication, including cables for fibre and telecom

**Power supply system:** Secures continuous power transfer to the trains. Includes all electro and catenary



<sup>1</sup> Source: Statens vegvesen vegdirektoratet, National Transportation Plan 2014-2023.

The Norwegian and Swedish railroad construction markets have high barriers of entry. Both markets are highly regulated and contractors need a wide range of approvals to be able to provide the complete range of services. Contractors are also required to show references and history and to meet the requirements.

### 7.3 Competitive landscape

The players in the railway constructions business can be divided in 3 categories;

- **Civil contractors**
  - Typically involved in the groundwork
  - Carried out by regular civil contractors
  - Fierce competition and lower margins business
  - Example of players: Veidekke, Skanska, AF Gruppen, Implenia and Ossa
- **Railway specialists**
  - Few players dominating the Norwegian and Swedish market
  - Typically, 3-4 companies in tender processes
  - Example of players: InfraNord, Baneservice, Norsk Jernbanedrift, VR Track and Strukton
- **International rail contractors**

### 7.4 The Norwegian railway construction market

#### 7.4.1 The Norwegian railway network

The Norwegian railway network has a total of 4,209 km of rails where 6% are double tracks and 58% are electrified<sup>2</sup>. According to the Association of Consulting Engineers in Norway 2016 report "State of the Nation" on the health of the Norwegian infrastructure, the condition of the Norwegian rail network is level 2 on a scale between 1 and 5<sup>3</sup>. This implies that the infrastructure is in a poor condition, the functionality is at risk and extensive maintenance is needed immediately. The standard varies between the different railway lines, but generally the railway's average age is high and the modification lag large. Relatively little has been invested in new rails since the 1960s. According to Jernbaneverket's mapping of the infrastructure the technical lifetime, especially related to the power lines, drainage- and signalling system, is outdated or about to be outdated the coming years. RIF estimates an investment need of approximately NOK 500 billion to increase the condition from level 2 to level 4.

In June 2017, the Norwegian Parliament approved the NOK 330 billion NTP plan for railway for the period 2018-2029. The plan represents a historical step-up in investments in railway infrastructure and includes major projects like the Inter-City development in the greater Oslo area. The plan comprises more than NOK 78 billion of expenditure for operation and maintenance of existing railways as well as NOK 95 billion of investments in new rail infrastructure.

NTP has identified several larger railroad infrastructure projects. These projects include the Inter-City area, Follobanen, Ringeriksbanen, Sørlandsbanen, Kongsvingerbanen and Gjøviksbanen. In addition, several projects are planned in the Bergen, Stavanger and Trondheim region.

It is broad political consensus to build an efficient Inter-City high speed train network by 2030. The development of the Inter-City area with double tracks is the largest railway infrastructure project to date and will contribute to alleviate the pressure on a fast growing Oslo. The goal is to shorten journey times and increase the frequency of departures to transform large parts of Eastern Norway into one seamless residential and labor market.

#### 7.4.2 The railway reform in Norway

In 1996, the old NSB (Norges Statsbaner) was divided into an infrastructure owner (Jernbaneverket) and an operator (NSB), and there have not been any fundamental changes to the organisational structure of the railway sector since. In 2015, the Government proposed a reform of the railway sector with the overall purpose to improve the structure of how the Norwegian railways are managed and operated. The reform was approved by the Parliament and has been in operation since 1 January 2017:

- A new administrative railway entity (Jernbanedirektoratet) was established as a replacement to Jernbaneverket
- An independent state-owned infrastructure company named Bane NOR was established. Bane NOR manage the current infrastructure and build new railway infrastructure and operate on four-year contracts with Jernbanedirektoratet.

A business relationship will be established between the infrastructure enterprise and its counterpart, which is expected to result in a more professional customer-supplier relationship.

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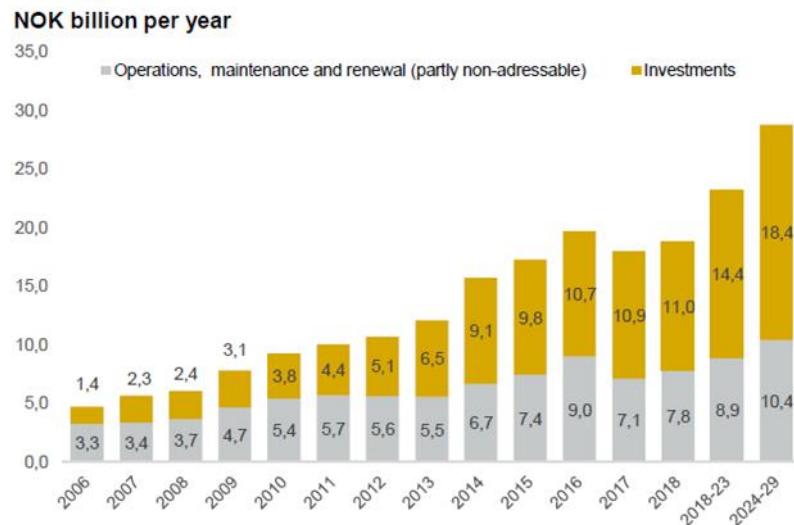
<sup>2</sup> Source: Jernbaneverket's "Railway Statistics 2016"

<sup>3</sup> Source: Rådgivende Ingenørers Forening (RIF), Norges Tilstand 2015 "State of the Nation"

The establishment of Bane NOR in combination with the approval of the NTP not happening until June 2017 led to a difficult year in Norway in 2017. The targetable market for NRC Group dropped by almost 40%. Now that the NTP is approved and Bane NOR established as the new Norwegian Railway Authorities, the Company expects the railway construction market to be back for full during 2018.

#### Long-term railway spending development in Norway (NOK billion per year)<sup>4</sup>:

### Long-term railway spending development



## 7.5 The Swedish railway construction market

### 7.5.1 The Swedish railway network

According to Trafikanalys in Sweden, the Swedish railway infrastructure consisted in 2015 of approximately 10.9 thousand km of rails, where 8.2 thousand km (75%) are electrified and 2.0 thousand km are double-tracks (18%).

Like Norway, the Swedish government has significantly increased its investment in infrastructure. In April 2014, the Swedish government approved a SEK 522 billion transportation plan for the period 2014-2025. This represents a 20% increase compared to the previous national transportation plan. Of the SEK 522 billion figure, SEK 241 billion is estimated to be deployed for operations and maintenance, of which SEK 155 billion for road and SEK 86 billion to operation, maintenance and re-investment in existing railways. SEK 281 billion is estimated to be deployed to develop infrastructure. Furthermore, the Swedish government intends to spend SEK 140 billion on new high-speed railway infrastructure until 2035. As mentioned above, the Swedish government has proposed a new Swedish NTP – expected to be approved by the Swedish parliament in April 2018 – which shows an expected growth of 20% on investments and 47% on maintenance for the next 12-year period (2019-2030).

The railway maintenance projects are becoming larger and more complex which is in favour of the larger suppliers. Trafikverket's 10 largest suppliers represented 70% of all maintenance volume<sup>5</sup>.

### 7.5.2 The Swedish railway infrastructure market

The expected growth in Sweden will, typically, come through major construction contracts, especially linked to the construction of rail, metro and tram systems. Compared to Bane NOR in Norway, their Swedish counterpart, Trafikverket, have already launched larger contracts. Currently there are contracts in the market in the range SEK 1-5 billion. To remain a significant player in the Swedish market over time, NRC Group should be able to handle several of these contracts at the same time. Within maintenance, long-term "condition-based" contracts are the norm, as opposed to the call-off from frame agreements that is currently observed in Norway. NRC Group continuously assesses the possibility of entering into these types of contracts.

Civil construction work is an important part of the Group's business in Sweden and covers both rail and road infrastructure. For the NRC Group, there is a strategic upside in combining in-house capabilities to cover most of the scope in rail infrastructure projects, as it reduces the interface risk in such contracts and allows NRC Group to take on "bundled" contracts without having to depend on external partners.

<sup>4</sup> Sources: 2006-2017: The Norwegian national budget and national accounts and the approved NTP for 2018-2030

<sup>5</sup> Trafikverkets inköpsvolym

Apart from railway, the Stockholm metro system is also facing major renewal and capacity-increasing projects. Towards 2025, more than SEK 30 billion will be invested in renewal and expansion of the Stockholm Metro<sup>6</sup>. NRC Group has established a business in Stockholm and this will be a strategically important area for us in the coming years.

**Long-term railway spending development in Sweden (SEK billion per year)<sup>7</sup>:**



<sup>6</sup> Source: Stockholms Läns landsting

<sup>7</sup> Source: 2010-2020 Swedish national budget

## 8. ORGANISATION, BOARD OF DIRECTORS AND MANAGEMENT

### 8.1 Board of directors

#### 8.1.1 Overview of the Board of Directors

The Board of Directors of the Company currently consists of the following persons:

Name	Position	Served since	Term expires
Helge Midttun .....	Chair	2 December 2015	Annual general meeting 2019
Brita Eilertsen .....	Board member	28 May 2015	Annual general meeting 2019
Kjersti Kanne .....	Board member	27 September 2015	Annual general meeting 2019
Harald Arnet .....	Board member	11 August 2015	Annual general meeting 2019

#### 8.1.2 Brief biographies of the Board of Directors

##### **Helge Midttun, chairman**

Helge Midttun has wide experience from many industries where he has held senior management positions and served as board member. He has been CEO of Fjord Seafoods ASA, a major international salmon farming company, and has worked for Rieber & Søn a food company, where he also was chairman for 6 years until it was sold to Orkla. He has also been President and CEO of the international ship classification and certification company Det norske Veritas and Aker Biomarine ASA and served on the boards of Statoil ASA and Aker Kværner ASA.

<i>Current directorships and senior management positions .....</i>	Aibel AS (chair), Atlantis Vest AS (chair), Duett AS (chair), Hent AS (chair), Slakteriet AS (chair), SonansGruppen AS (chair), Cermaq AS (board member), Norway Ratos (advisory board member).
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<i>Previous directorships and senior management positions last five years .....</i>	Rieber & Søn ASA (chair), King Oscar AS (chair), Ayanda Group AS (chair), Nordic Seafarms AS (chair).
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##### **Brita Eilertsen, board member**

Eilertsen has more than 10 years experience as active board member for both listed and private companies in different industries, including banking, finance, asset management, technology and real estate. Prior to that, Eilertsen worked as an investment banker for 15 years. Eilertsen holds "Siviløkonom" degree from the Norwegian School of Economics (NHH) in Bergen and is a chartered financial analyst (AFA).

<i>Current directorships and senior management positions .....</i>	Axactor AB (board member), Next Biometrics ASA (board member), Pareto Bank ASA (board member), Unifor (board member), C Worldwide Asset Management AS (board member), Anders Jahres fond til vitenskapens fremme, (board member), Vernix Pharma AS (board member), La Dessa AS (chair).
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<i>Previous directorships and senior management positions last five years .....</i>	Scanship Holding AS (board member), Nussir ASA (board member), Saga Tankers ASA (board member).
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##### **Kjersti Kanne, board member**

Ms. Kanne has 25 years of operational experience and technical expertise from the oil & gas industry. She is Director for Digital Engineering of the Oilfield Equipment division of Baker Hughes, a GE company, and has previously held various senior positions in General Electrics, ABB and VetcoGray. Kanne holds a Master of Science (MSc) from the Norwegian University of Science and Technology.

<i>Current directorships and senior management positions .....</i>	Stabæk Idrettsforening, board member.
<i>Previous directorships and senior management positions last five years .....</i>	GE Oil & Gas (Executive - Engi

##### **Harald Arnet, board member**

Arnet is the CEO and a partner at Datum AS. Mr. Arnet has more than 30 years national and international experience in corporate finance, industrial and financial investments.

<i>Current directorships and senior management positions .....</i>	Datum AS (general manager and board member), Datum Finans AS (general manager and board member) Datum Invest AS, (general manager and board member) Hato Invest AS (general manager), Trojan AS (general manager and board member), Hato Invest AS (chairman), Hermia AS (chairman), Datum Invest AS (board member), Datum Finans AS (board member), Trojan AS (board member), Fara AS (board member), Torre Iron AS, board member, Fias Invest AS (board member), Douro Gold AS (board member), Maximus AS (board member), Fjellfin ANS (deputy board member), Datum Industrier AS (general manager and board member).
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<i>Previous directorships and senior management positions last five years .....</i>	Fesil AS (board member), TH Finans AS (chairman), H Arnet AS (chairman), TH Finans AS (general manager), TH Finans AS (board member), H Arnet AS (general manager), Trojan AS (chairman), Fesil Utvikling AS (board member), Douro Gold AS (general manager), Fesil Venture AS (board member), Datum Holding AS (general manager), Datum Holding AS (chairman),
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Wega Mining AS (board member) , Fesil Holding AS ( board member), Avocet Plc (board member).

The business address of the Company's Board of Directors is c/o NRC Group ASA, Fornebuporten Oksenøyveien 10, 1366 Lysaker, Norway.

None of the members of the Board of Directors has a service contract with the Company or any of its subsidiaries providing for benefits upon termination of their role as board members.

#### 8.1.3 Director's shareholdings

Shares held by members of the Board of Directors as of the date of this Prospectus (including Shares held through private investment companies):

Name	Number of Shares
Helge Midttun .....	100,000
Brita Eilertsen <sup>1</sup> .....	35,000
Kjersti Kanne .....	1,500
Harald Arnet <sup>2</sup> .....	5,100,000

1 Shares held by a party closely related to Ms. Eilertsen.

2 Mr. Arnet is the general manager of Datum AS, holding 5,100,000 Shares as of the date of this Prospectus.

#### 8.1.4 Independence of the Board of Directors

In accordance with Norwegian law, the Board of Directors is responsible for administering the company's affairs and for ensuring that the company's operations are organised in a satisfactory manner. The company's Articles of Association provide that the board shall have no fewer than three members and no more than nine members. In accordance with Norwegian law, the CEO and at least half of the members of the Board must either be resident in Norway, or be citizens of and resident in an EU/EEA country. The members of the board are elected by the general meeting of shareholders. The Board of Directors is elected for a term of two years. Board members may be re-elected. In the event of equal voting, the chairman of the board shall have a double vote. The Board of Directors consists of four members, whereof three are independent of the management, main business associates and the main shareholders.

#### 8.1.5 Audit Committee

The Board of Directors has established an audit committee, currently consisting of two members: Harald Arnet and Brita Eilertsen

The main tasks of the audit committee are to prepare the Board of Directors' supervision of the Company's financial reporting process; monitor the systems for internal control and risk management; have continuous contact with the company's auditor regarding the audit of the annual accounts; and review and monitor the independence of the Company's auditor, including in particular the extent to which services than auditing provided by the auditor or the audit firm represent a threat to the independence of the auditor. The audit committee reports and makes recommendations to the Board, but the Board of Directors retains responsibility for implementing such recommendations.

#### 8.1.6 Remuneration committee

The Board of Directors has established a remuneration committee composed of two Board members. The current members of the remuneration committee are Helge Midttun and Kjersti Kanne.

The primary purpose of the remuneration committee is to assist and facilitate the decision making of the Board of Directors in matters relating to the remuneration of the executive management of the Group, reviewing recruitment policies, career planning and management development plans, and prepare matters relating to other material employment issues in respect of the executive management. The remuneration committee reports and makes recommendations to the Board of Directors, but the Board of Directors retains responsibility for implementing such recommendations.

#### 8.1.7 Project committee

The Board of Directors has established a project committee for larger projects composed of two Board members. The current members of the committee are Helge Midttun and Harald Arnet.

The primary purpose of the project committee is to assist and evaluate the risk in tender offerings with total value exceeding NOK 250 million. The committee shall assess whether the companies have made necessary work in connection with tender offerings to eliminate risk and ensure good project execution prior to submission. Further, the committee assesses whether the project is within the strategies and frameworks the Board of Directors has decided that the NRC Group shall work within.

#### 8.1.8 Remuneration to the Board of Directors

Total remuneration paid to members of the Board of Directors for the period from the annual general meeting in 2016 until the annual general meeting in 2017 was NOK 1.25 million. The table below sets out the remuneration paid to current members of the board serving as board member in such period:

Name	Amount (in NOK)
Helge Midtun .....	500,000
Brita Eilertsen .....	250,000
Kjersti Kanne .....	250,000
Harald Arnet .....	250,000

### 8.1.9 Nomination committee

The responsibility of the nomination committee is, among other things, to nominate candidates to be elected by the shareholders as members of the Board of Directors and their deputies whenever their respective period of service expires or when a by-election is needed. As far as possible, the nomination committee shall announce its nominations in the shareholders notice of the Company's annual general meeting. The nomination committee also proposes remunerations to the members of the Board of Directors.

The current members of the nomination committee as elected at the annual general meeting in 2017 are Kristian Lundkvist (chair), Vegar Urnes and Albert Collett.

## 8.2 Management

### 8.2.1 Overview of the Management

The Group's executive management is responsible for the daily management and the operations of the Group. As of the date of this Prospectus, the Company's management team consists of the following individuals:

Name	Position	Served since
Øivind Horpestad.....	CEO	1 March 2016
Dag Fladby .....	CFO	1 March 2016
Daniel Petterson.....	Managing Director Sweden	February 2016
Geir Nilsen.....	Managing Director Norway	1 May 2017

The business address of the Company's management team is c/o NRC Group ASA, Fornebuporten, Oksenøyveien 10, 1366 Lysaker.

### 8.2.2 Brief biographies of the Management

#### Øivind Horpestad, CEO

Horpestad has more than 10 years of experience in management, leadership and business development from the railway industry. Mr. Horpestad is one of the original founders of NRC, and has previously held positions within Team Bane, VRS Rail AS, and Coast Capital.

*Current directorships and senior management positions .....* Charlotte Holding AS (CEO and Chairman).  
*Previous directorships and senior management positions last five years .....* None.

#### Dag Fladby, CFO

Mr. Fladby has a broad managerial background from different industries. Including CEO and CFO with Scandinavian Beverage Group, as investment director with Norwegian Property ASA, CFO at Holta Invest and Finance Director with the Norwegian Armed Forces Logistical Organisation (FLO).

*Current directorships and senior management positions .....* None.  
*Previous directorships and senior management positions last five years .....* Holta Invest (CFO), Armed Forces Logistical Organisation (Finance Director).

#### Daniel Petterson, Managing Director Sweden

Mr. Petterson has more than 15 years' experience from infrastructure projects and is one of the founders of Segermo Entreprenad. Prior to Segermo, he held a position at PEAB as regional manager for mid-Sweden and was also a member of Nordic the executive committee.

*Current directorships and senior management positions .....* None.  
*Previous directorships and senior management positions last five years .....* Peab (Regional manager mid Sweden), Segermo Entreprenad (CEO)

#### Geir Nilsen, Managing Director Norway

Nilsen has more than 20 years' experience from the construction industry and is one of the founders of HAG Anlegg AS. Nilsen holds a Civil Engineering Degree and his previous positions include project manager in NCC, project and managing director in Betonmast Anlegg AS and Marketing and Tendering Director of Implenia Norge AS. He was previously to NRC Group the CEO of HAG Anlegg AS.

*Current directorships and senior management positions .....* HAG Holding AS (chair), Byggmester Asle Thorsen AS (board member), HAG Eiendom AS (board member), Nilsen Båtbyggeri AS (chair).  
*Previous directorships and senior management positions last five years .....* Betonmast (board member), Implenia Miljø (chair), Tunnelteknikk (chair), Maskinentreprenørenes Forbund Region Oslo/Akershus (board member).

### 8.2.3 Management's shareholdings

Shares held by the management as of the date of this Prospectus (including Shares hold through private investment companies):

Name	Number of ordinary Shares	Share options
Øivind Horpestad <sup>1</sup> .....	1,328,008	0
Dag Fladby .....	20,581	17,448
Daniel Petterson <sup>2</sup> .....	540,869	0
Geir Nilsen.....	111,539	0

- Shares held by Charlotte Holding AS, a company controlled by Mr. Horpestad, as of the date of this Prospectus. The shares are subject to a 12-month lock-up period starting from 30 August 2017. In addition, Mr. Horpestad has the right to acquire 500,000 Shares from DNB Bank ASA under a term contract with DNB Bank ASA.
- Shares held by Skar Förvaltning AB, a company wholly owned by Mr. Petterson. The shares are subject to a 12 month lock-up period starting from 8 November 2017.

### 8.2.4 Benefits upon termination

CEO, Øivind Horpestad, has waived his protection against notice in exchange for severance pay corresponding to 12 months salary, if the employment is terminated by the Group, in addition to all agreed benefits and salary in the notice period of 6 months. Also, CFO, Dag Fladby, is entitled to 6 months' severance pay in case his employment is terminated by the Group.

Other than the foregoing, no member of management has entered into an employment or service contract with the Company or any of its subsidiaries providing benefits upon termination of their role in the management.

### 8.2.5 Pension and other obligations to management

The companies in the Group have different pension schemes. The pension schemes are financed in general by payments to insurance companies or pension funds, as determined by periodic actuarial calculations. The Group has both defined contribution and defined benefit plans.

### 8.2.6 Remuneration to management

In 2016, the Company paid the following in remuneration to members of the management presented herein:

In NOK 1,000						
Name	Position	Basic salary	Accrued bonus	Other remuneration	Deposit paid coll. pension	Agreed severance pay
Øivind Horpestad.....	CEO	2,063	805	194	66	12 months
Dag Fladby .....	CFO	1,247	560	119	55	None
Daniel Petterson.....	MD Sw	1,250	479	97	247	None

## 8.3 Employee option and incentive programs

### 8.3.1 Share program for employees

In December 2015, the Company implemented a share program for employees in the Group's subsidiaries in Norway and Sweden where the employees is offered the opportunity to purchase Shares in the Company at a 20% discount. The program was repeated in 2016 and 2017, also including employees in the Company and additional subsidiaries acquired since then.

### 8.3.2 Share option program for senior management

On 12 May 2016, the Company's annual general meeting approved implementation of an option program for senior management comprising an aggregate of 600,000 Shares over two years (the "**Senior Management Option Program**"). In the Company's annual general meeting on 3 May 2017, the share option program was increased to comprise an aggregate of 900,000 Shares over two years.

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 was approved. The strike price will be adjusted for any dividends paid from the time of the establishment of the program until options are exercised. The options have 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 2019.

Options are awarded based on the Group's achievements of certain quantitative and qualitative goals determined by the Board of Directors, and are awarded following the Company's annual general meeting each year. The options normally vest over a period of three years, with 1/3 of the aggregate amount of options vesting each year. Options that are not exercised during, or at the date of expiry of, the vesting period, lapse without compensation to the holder.

As of the date of this Prospectus, a total of 31,407 options have been granted in connection with the Senior Management Option Program.

#### 8.4 Conflict of interest

Harald Arnet, board member, is the general manager of Datum AS, one of the Company's largest shareholders. It cannot be ruled out that Mr. Arnet's interests as a board member of the Company and as the general manager of Datum AS may differ from time to time.

Other than the foregoing, there are no potential conflicts of interests between any duties to the Company and private interest and/or other duties of the members of the board or management. There are no family relationships among the directors, management or key employees.

None of the current members of the board or management have during the last five years been subject to convictions in relation to fraudulent offences or have been involved in any bankruptcies, receiverships or liquidations in his or her capacity as a member of the board or management. None of the members of the board or management has been involved with any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies), or has been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company for at least the previous five years.

#### 8.5 Corporate governance

Corporate governance, based on the principles set forth in the Corporate Governance Code, dated 30 October 2014 is the basis for the activity of the Company. The Company's corporate governance principles are based on, and comply with, the Corporate Governance Code.

The management and Board of Directors strive to treat the Company's shareholders equal and just. The Board of Directors and other leading bodies holds integrity and legal qualification. The financial statements are audited by qualified and independent auditors, such that the provided financial statements give a correct picture of the Company's operational and financial position. The Board of Directors are responsible for the implementation of appropriate principles for corporate governance and management of the Company. The Board of Directors reviews the Company's corporate governance on a yearly basis.

#### 8.6 Employees

As of 31 December 2016, the Group had 418 employees compared to 664 (rail business: 289) employees as of 31 December 2015. As at 30 September 2017, the Company had a total of 649 employees. The table below sets out the geographical distribution of such employees during said periods:

	<b>30 September</b>		
	<b>2017</b>	<b>2016</b>	<b>2015*</b>
Norway .....	288	233	166 (136)
Sweden .....	351	187	174 (153)
Other countries .....	0	0	324 (0)
<b>Total .....</b>	<b>649</b>	<b>418</b>	<b>664 (289)</b>

\* The figures also include employees in the Group's former Geo-business. Employees in the Company's rail business listed in brackets.

The acquisition of Fibertech resulted in additional 15 employees within the Group.

## 9. FINANCIAL INFORMATION

### 9.1 Historical financial accounts

#### 9.1.1 Overview

The selected historical consolidated financial information set forth in this section has been derived from the Group's audited Financial Statements for the financial years 2014, 2015 and 2016, restated financial statements for 2015 as presented in the 2016 Financial Statements, as well as the unaudited Interim Financial Statements for the three and nine-month periods ended 30 September 2016 and 2017 (together referred to as the "**Financial Information**").

For further information on the accounting principles for the Financial Information, see Section 4.1.1 "Financial information".

The Financial Statements for the financial years 2014, 2015 and 2016 have been audited. The audit reports for the Financial Statements are incorporated by reference to the Prospectus, see Section 14.3 "Incorporation by reference". Please refer Section 9.10 "The Company's auditor" for further information on the Company's current auditor. The Interim Financial Statements are not audited.

The selected historical consolidated financial information for the Group set forth in this Section should be read in conjunction with the Financial Information and the notes thereto, which is incorporated by reference in this Prospectus, see Section 14.3 "Incorporation by reference".

#### 9.1.2 Re-presented and restated figures

##### *Historical figures for the three and nine-month period ended 30 September 2016*

The restatement of the purchase price allocation for acquisitions taken place in 2015 as referred to below, was made at the end of 2016. Consequently, similar restatements were made for the 2016 Interim Financial Statements. Corrections to the third quarter 2016 comparative numbers were an increase in customer contracts and other intangible assets of NOK 1.5 million, an increase in deferred tax liabilities of NOK 0.3 million, and a reduction in goodwill of NOK 11.4 million. Amortization of intangible assets increased with NOK 10.8 million for the year to date and NOK 3.6 million for the third quarter. As a basis for this Prospectus, historical numbers for 2016 are those being restated in the 2017 Interim Financial Statements for the three and nine-month periods ended 30 September 2017.

##### *Historical figures for the financial year 2015*

The purchase price allocation for acquisitions taken place in 2015 were corrected in the 2016 Annual Financial Statements in accordance with IAS 8. The restated 2015 annual accounts include, as of the acquisition day, an increased deferred tax liability of NOK 3 million and reduced goodwill of NOK 12 million. The change caused an increased amortization of intangible assets of NOK 3 million for 2015 and a reduced tax expense of NOK 1 million. The restated annual accounts for 2015 have not been audited.

During 2016, the Group signed agreements to divest its former Geo business. On this background, the Group reported the Geo business segment as discontinued operations in a separate line in the statement of comprehensive income for the financial year 2016. In accordance with IFRS, comparable numbers for 2015 in the 2016 Financial Statements were re-presented accordingly. As a basis for this Prospectus, historical numbers for 2015 are those being restated and re-presented in the 2016 Financial Statements. This includes operating revenues being reduced by NOK 233 million and operating expenses being reduced by NOK 239 million. For further information, please refer note 23 to the 2016 Financial Statements, incorporated hereto (see Section 14.3 "Incorporation by reference").

#### 9.1.3 Income statement

In NOK millions	Three months ended 30 September		Nine months ended 30 September		Year ended 31 December			
	2017 (unaudited)	2016 <sup>1</sup> (unaudited)	2017 (unaudited)	2016 <sup>1</sup> (unaudited)	2016 (audited)	2015 <sup>2</sup> (restated)	2015 <sup>3</sup> (audited)	2014 (audited)
	776	600	1,699	1,423	1,975	678	911	234
<b>Operating revenues.....</b>	<b>776</b>	<b>600</b>	<b>1,699</b>	<b>1,423</b>	<b>1,975</b>	<b>678</b>	<b>911</b>	<b>234</b>
Cost of materials.....	458	410	1,048	1,013	1,343	453	558	91
Salaries and personnel costs.....	148	94	338	244	349	126	222	108
Depreciation, amortisation and impairment.....	22	16	56	40	53	18	26	8
Other operating and administrative expenses.....	60	14	153	61	130	67	94	26
<b>Operating expenses.....</b>	<b>688</b>	<b>535</b>	<b>1,596</b>	<b>1,358</b>	<b>1,876</b>	<b>664</b>	<b>900</b>	<b>227</b>
<b>Operating profit/loss.....</b>	<b>89</b>	<b>65</b>	<b>103</b>	<b>65</b>	<b>99</b>	<b>14</b>	<b>12</b>	<b>7</b>
Net financial items.....	-1	-2	-5	-7	-10	-5	-6	-1
<b>Pre-tax profit/loss.....</b>	<b>88</b>	<b>63</b>	<b>98</b>	<b>58</b>	<b>89</b>	<b>9</b>	<b>6</b>	<b>6</b>
Taxes.....	-21	-20	-23	-20	-22	43	42	-1
<b>Net profit/loss from continuing operations.....</b>	<b>67</b>	<b>43</b>	<b>75</b>	<b>38</b>	<b>68</b>	<b>52</b>	<b>48</b>	<b>6</b>
Net profit/loss from discontinued operations.....	0	6	-7	8	-10	-6	0	2

	Three months ended 30 September		Nine months ended 30 September		Year ended 31 December			
	2017 (unaudited)	2016 <sup>1</sup> (unaudited)	2017 (unaudited)	2016 <sup>1</sup> (unaudited)	2016 (audited)	2015 <sup>2</sup> (restated)	2015 <sup>3</sup> (audited)	2014 (audited)
<i>In NOK millions</i>								
<b>Net profit/loss for the year</b>	<b>67</b>	<b>49</b>	<b>68</b>	<b>46</b>	<b>57</b>	<b>46</b>	<b>48</b>	<b>8</b>
<i>Profit/loss attributable to:</i>								
Shareholders	67	49	68	46	57	46	48	8
<b>Net profit/loss for the year</b>	<b>67</b>	<b>49</b>	<b>68</b>	<b>46</b>	<b>57</b>	<b>46</b>	<b>48</b>	<b>8</b>

1 Figures are restated in accordance with IAS 8, see Section 9.1.2 "Historical figures for the three and nine-month period ended 30 September 2016" above.  
 2 Figures are re-presented according to IFRS 5 and restated in accordance with IAS 8, see Section 9.1.2 "Historical figures for the financial year 2015" above. The restated figures are not audited.  
 3 The figures were restated in the Group's Financial Statements for 2016, see note 2 above and Section 9.1.2 "Historical figures for the financial year 2015".

#### 9.1.4 Balance sheet

	As of 30 September		As of 31 December			
	2017 (unaudited)	2016 <sup>1</sup> (unaudited)	2016 (audited)	2015 <sup>2</sup> (restated)	2015 <sup>3</sup> (audited)	2014 (audited)
<i>In NOK millions</i>						
<b>ASSETS</b>						
Deferred tax assets	31	43	31	43	43	0
Goodwill	893	518	577	521	534	0
Customer contracts and other intangible assets	31	29	24	52	38	0
<b>Total intangible assets</b>	<b>955</b>	<b>591</b>	<b>632</b>	<b>616</b>	<b>615</b>	<b>0</b>
Tangible assets	257	127	144	121	120	20
Financial investments	9	7	7	8	8	5
<b>Total non-current assets</b>	<b>1,221</b>	<b>725</b>	<b>783</b>	<b>745</b>	<b>744</b>	<b>25</b>
Work in progress	0	0	0	0	114	0
Trade receivables	558	434	310	318	203	51
Other current receivables	63	71	103	41	41	16
<b>Total receivables</b>	<b>621</b>	<b>505</b>	<b>413</b>	<b>359</b>	<b>245</b>	<b>67</b>
Cash and cash equivalents	308	188	418	258	258	51
Assets classified as held for sale	0	0	9	0	0	4
<b>Total current assets</b>	<b>929</b>	<b>693</b>	<b>841</b>	<b>617</b>	<b>618</b>	<b>123</b>
<b>Total assets</b>	<b>2,150</b>	<b>1,418</b>	<b>1,623</b>	<b>1,362</b>	<b>1,361</b>	<b>148</b>
<b>EQUITY AND LIABILITIES</b>						
Share capital	42	35	39	35	35	10
Treasury shares	0	0	0	-1	-2	-2
Share premium	918	660	889	641	650	98
Currency translation differences	-2	-61	-18	4	5	-24
Retained earnings	275	97	105	48	41	-7
<b>Total equity</b>	<b>1,232</b>	<b>731</b>	<b>1,014</b>	<b>727</b>	<b>729</b>	<b>75</b>
Pension obligations	0	6	0	5	5	4
Interest-bearing non-current liabilities	319	116	111	162	162	1
Deferred taxes	20	31	11	31	28	0
Other non-current liabilities	0	5	5	0	0	0
<b>Total other non-current liabilities</b>	<b>338</b>	<b>157</b>	<b>127</b>	<b>198</b>	<b>195</b>	<b>5</b>
Overdraft facilitates	0	0	0	9	9	1
Interest-bearing current liabilities	114	122	82	79	78	0
<b>Interest-bearing current liabilities</b>	<b>114</b>	<b>122</b>	<b>82</b>	<b>88</b>	<b>88</b>	<b>1</b>
Trade payables	202	149	153	134	134	20
Public fees payable	53	39	65	39	39	13
Tax payable	31	3	33	4	4	0
Other current liabilities	178	216	141	172	172	31
<b>Total current liabilities</b>	<b>465</b>	<b>407</b>	<b>392</b>	<b>349</b>	<b>349</b>	<b>64</b>
Liabilities directly associated with assets classified as held for sale	0	0	8	0	0	4
<b>Total current liabilities</b>	<b>580</b>	<b>529</b>	<b>482</b>	<b>437</b>	<b>437</b>	<b>68</b>
<b>Total equity and liabilities</b>	<b>2,150</b>	<b>1,418</b>	<b>1,623</b>	<b>1,362</b>	<b>1,361</b>	<b>148</b>

1 Figures are restated in accordance with IAS 8, see Section 9.1.2 "Historical figures for the three and nine-month period ended 30 September 2016" above.  
 2 Figures are restated in accordance with IAS 8, see Section 9.1.2 "Historical figures for the financial year 2015" above. The restated figures are not audited.  
 3 The figures were restated in the Group's Financial Statements for 2016, see note 2 above and Section 9.1.2 "Historical figures for the financial year 2015".

## 9.1.5 Condensed cash flow statement

In NOK millions	Nine months ended 30 September			Year ended 31 December		
	2017 Condensed (unaudited)	2016 <sup>1</sup> Condensed (unaudited)	2016 Condensed (audited)	2015 <sup>2</sup> Condensed (restated)	2015 <sup>3</sup> Condensed (audited)	2014 Condensed (audited)
	98	58	89	9	7	5
Profit/loss before tax.....	98	58	89	9	7	5
<b>Net cash flow from operating activities- continuing operations.....</b>	<b>-28</b>	<b>72</b>	<b>129</b>	<b>26</b>	<b>34</b>	<b>2</b>
<b>Net cash flow from operating activities- discontinued operations .....</b>	<b>0</b>	<b>8</b>	<b>18</b>	<b>8</b>	<b>0</b>	<b>-6</b>
<b>Net cash flow from operating activities .....</b>	<b>-28</b>	<b>80</b>	<b>147</b>	<b>34</b>	<b>34</b>	<b>-4</b>
<b>Net cash flow from investing activities- continuing operations.....</b>	<b>-218</b>	<b>-70</b>	<b>-89</b>	<b>-241</b>	<b>249</b>	<b>-5</b>
<b>Net cash flow from investing activities- discontinued operations .....</b>	<b>4</b>	<b>-2</b>	<b>21</b>	<b>-8</b>	<b>0</b>	<b>4</b>
<b>Net cash flow from investing activities.....</b>	<b>-214</b>	<b>-72</b>	<b>-68</b>	<b>-249</b>	<b>249</b>	<b>-1</b>
<b>Net cash flow from financing activities- continuing operations.....</b>	<b>128</b>	<b>-38</b>	<b>93</b>	<b>420</b>	<b>414</b>	<b>-5</b>
<b>Net cash flow from financing activities- discontinuing operations .....</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-6</b>	<b>0</b>	<b>0</b>
<b>Net cash flow from financing activities.....</b>	<b>128</b>	<b>-38</b>	<b>93</b>	<b>414</b>	<b>414</b>	<b>-5</b>
<b>Net change in cash and cash equivalents ....</b>	<b>-114</b>	<b>-30</b>	<b>172</b>	<b>199</b>	<b>199</b>	<b>-11</b>
Cash and cash equivalents at the start of the period.....	418	258	258	52	52	62
Currency translation differences .....	4	-15	-12	7	7	0
<b>Cash and cash equivalents at the end of the period.....</b>	<b>308</b>	<b>213</b>	<b>418</b>	<b>258</b>	<b>258</b>	<b>51</b>

1 Figures are restated in accordance with IAS 8, see Section 9.1.2 "Historical figures for the three and nine-month period ended 30 September 2016" above.

2 Figures are restated in accordance with IAS 8, see Section 9.1.2 "Historical figures for the financial year 2015" above. The restated figures are not audited.

3 The figures were restated in the Group's Financial Statements for 2016, see note 2 above and Section 9.1.2 "Historical figures for the financial year 2015".

## 9.1.6 Statement of changes in equity

In NOK millions	Share capital	Treasury shares	Share premium	Translation differences	Retained earnings	Equity
<b>Equity as of 1 January 2014 .....</b>	<b>10</b>	<b>-2</b>	<b>98</b>	<b>-35</b>	<b>-14</b>	<b>56</b>
Profit/loss for the period.....	-	-	-	-	8	8
Other comprehensive income for the period...	-	-	-	11	-1	10
<b>Total changes in equity .....</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11</b>	<b>7</b>	<b>18</b>
<b>Equity as of 31 December 2014 .....</b>	<b>10</b>	<b>-2</b>	<b>98</b>	<b>-24</b>	<b>-7</b>	<b>75</b>
<b>Equity as of 1 January 2015 .....</b>	<b>10</b>	<b>-2</b>	<b>98</b>	<b>-24</b>	<b>-7</b>	<b>75</b>
Profit loss for the period .....	-	-	-	-	46	46
Other comprehensive income for the period...	-	-	-	28	0	28
Increase share capital .....	25	-	543	-	-	568
Sale of treasury shares .....	-	1	-	-	9	10
<b>Total changes in equity .....</b>	<b>25</b>	<b>1</b>	<b>543</b>	<b>28</b>	<b>55</b>	<b>652</b>
<b>Equity as of 31 December 2015 (restated).....</b>	<b>35</b>	<b>-1</b>	<b>641</b>	<b>4</b>	<b>48</b>	<b>727</b>
<b>Equity as of 1 January 2016 .....</b>	<b>35</b>	<b>-1</b>	<b>641</b>	<b>4</b>	<b>48</b>	<b>727</b>
Profit loss for the period .....	-	-	-	-	57	57
Other comprehensive income for the period...	-	-	-	-23	-5	-28
Increase share capital .....	4	-	247	-	-	251
Sale of treasury shares .....	-	1	-	-	7	7
<b>Total changes in equity .....</b>	<b>4</b>	<b>1</b>	<b>247</b>	<b>-23</b>	<b>58</b>	<b>287</b>
<b>Equity as of 31 December 2016 .....</b>	<b>39</b>	<b>0</b>	<b>888</b>	<b>-19</b>	<b>106</b>	<b>1,014</b>
<b>Equity as of 1 January 2016 .....</b>	<b>35</b>	<b>-1</b>	<b>641</b>	<b>4</b>	<b>48</b>	<b>727</b>
Profit loss for the period .....	-	-	-	-	46	46
Other comprehensive income for the period...	-	-	-	-65	-	-65
Increase share capital .....	-	-	19	-	-	-19
Acquisition and sale of treasury shares.....	-	-	-	-	4	4
<b>Total changes in equity .....</b>	<b>-</b>	<b>-</b>	<b>19</b>	<b>-65</b>	<b>50</b>	<b>4</b>
<b>Equity as of 30 September 2016 (unaudited).....</b>	<b>35</b>	<b>0</b>	<b>660</b>	<b>-61</b>	<b>97</b>	<b>731</b>
<b>Equity as of 1 January 2017 .....</b>	<b>39</b>	<b>0</b>	<b>888</b>	<b>-19</b>	<b>106</b>	<b>1,014</b>
Profit loss for the period .....	-	-	-	-	68	68
Other comprehensive income for the period...	-	-	-	16	-	16
Reallocation .....	-	-	-113	-	113	-
Increase share capital .....	3	-	174	-	-	177
Dividend paid .....	-	-	-31	-	-	-31
Acquisition and sale of treasury shares.....	-	0	-	-	-11	-11
<b>Total changes in equity .....</b>	<b>3</b>	<b>-</b>	<b>30</b>	<b>16</b>	<b>170</b>	<b>218</b>
<b>Equity as of 30 September 2017 (unaudited).....</b>	<b>42</b>	<b>0</b>	<b>918</b>	<b>-3</b>	<b>275</b>	<b>1,232</b>

## 9.2 Operating and financial review

### 9.2.1 Overview and introduction

During 2016, the Group decided to divest most of its former Geo businesses, and, consequently, the remaining Geo business was reported as discontinued operations from 2016 including comparable numbers in the 2015 income statement. As the Group's current rail business was not introduced until 2015, the historical financial information from 2014 solely relates to discontinued operations, and, thus, is not comparable to the 2016 and 2015 figures. During 2015, 2016 and 2017 several acquisitions have been made, and the Group's financial figures have been affected by these acquisitions. For further information, see description below.

### 9.2.2 Recent trends

Revenue for the first three quarters of 2017 increased by 19% in total. The growth is explained by acquisitions as well as organic growth in Sweden. The EBITDA margin as per September is 9.4% compared to 7.4% in the same period in 2016. The order back log increased from NOK 1,397 million as at 30 September 2016 to NOK 2,417 million at 30 September 2017.

The positive investment outlook for the Nordic railway and other transport infrastructure is supported by strong macro trends and political commitment. The approved NTP in Norway and the proposed NTP for Sweden gives better visibility and confirm the commitment to increased railway spending and shift towards larger projects.

The Company acknowledges that its success going forward partly rests on utilizing inherent synergies through operational integration and alignment of acquired businesses while simultaneously ensuring that the business is focused on project execution. The NRC Group continue to be uniquely positioned to benefit from the strong macro outlook, and is committed to its strategy to consolidate the market and to deliver good organic growth in the coming years.

As access to critical competencies is fundamental for the Company to maintain its position as an attractive employer, various incentive schemes are, and shall be, explored to enhance the Company's competitive advantage as a preferred and attractive place to work.

The size and focus of the Company has allowed access to capital, thus facilitated acquisitions. It is the Company's belief that it needs to maintain this trust in the capital markets going forward. Delivering results through solid project execution has been found vital to this success.

### 9.2.3 Three-month and nine-month financial period ended 30 September 2017

#### *Income statement*

Revenues for three-month ended 30 September 2017 totalled NOK 776 million, compared to NOK 600 million in same period in 2016. Revenues in 2017 includes revenues from the acquired business of HAG, ALTi and SBB in total NOK 146 million. EBITDA increased from NOK 81 million (13.5%) to NOK 111 million (14.2%) in the third quarter of 2017. The strong margin is mainly due to strong project execution in Sweden. The total amount of depreciation and amortisation increased by approximately NOK 5 million, mainly due to acquisitions.

Revenues for the nine-month period ended 30 September 2017 totalled NOK 1,699 million, compared to NOK 1,423 million for the same period in 2016. Revenues in 2017 include NOK 192 million from the acquired businesses of HAG, ALTi and SBB. EBITDA year to date per September for 2017 was NOK 160 million compared with NOK 105 million for the corresponding period in 2016. This corresponds to an EBITDA margin of 9.4%, compared with 7.4% in 2016. The operating profit for the nine-month period ended 30 September 2017 was NOK 103 million, compared with an operating profit of NOK 65 million for the same period in 2016. The total amount of depreciation and amortisation increased by approximately NOK 17 million, mainly due to acquisitions.

Discontinued operations relate to the decision to divest the Group's former Geo segment in 2016. Net loss from discontinued operations for the nine-month period ended 30 September 2017 amounts to NOK 7 million, compared to a net gain of NOK 8 million for the same period in 2016.

#### *Balance sheet*

The Company had an equity ratio of 57.3% as at 30 September 2017 compared with 51.6% as at 30 September 2016. As at 30 September 2017, the Company's share capital was NOK 42 million compared with NOK 35 million at 30 September 2016. The share capital increased with NOK 3 million related a private placement in Q4 2016, with a total cash consideration of NOK 210 million. Additionally, the share capital increased with NOK 4 million as part of the acquisitions of Gravco (Q4 2016), HAG (Q2 2017), ALTi (Q3 2017) and SBB (Q3 2017), and a total capital increase of NOK 208 million.

Total non-current assets increased from NOK 725 million as at 30 September 2016 to NOK 1,221 million as at September 30 2017, mainly as part of the acquisitions executed during that period. A significant part of the change relates to intangible assets, increasing from NOK 590 million to NOK 955 million, of which the increase in goodwill amounts to NOK 374 million. Tangible fixed assets increased from NOK 127 million to NOK 257 million, of which NOK 48 million relates to acquisitions. The Group also made a significant investment in a new tamping machine amounting to EUR 6.2 million.

Non-current interest-bearing liabilities increased from NOK 116 million at 30 September 2016 to NOK 319 million at 30 September 2017. Current interest-bearing liability decreased in the same period from NOK 122 to 115 million. Total increase in interest-bearing liability amounts to NOK 195 million. The main change is related to the new loan agreements, in addition to new finance lease agreements.

The total amount of current receivables increased from NOK 505 million as at 30 September 2016 to NOK 621 million as at 30 September 2017. The change is mainly related to organic growth and acquisitions in the period.

Total cash is NOK 308 million at 30 September 2017. The split in currency (translated to NOK at the translation rate per 30 September) was: NOK 133 million, in SEK; NOK 172 million and in GBP; NOK 3 million.

*Cash flow*

Net cash decreased by NOK 110 million from 31 December 2016 to NOK 308 million at 30 September 2017, mainly due to investing activities of NOK 218 million. Additionally operating cash flow was negative with NOK 28 million offset by financing activities of NOK 128 million.

Net cash flow from operating activities year to date per September 2017 is negative with NOK 28 million despite a pre-tax income of NOK 98 million and depreciation and amortisation amounting to NOK 56 million. The reason for the deviation is increase in working capital. A significant part of the increase is related to accounts receivables. Several large customers have monthly payments close to the month end. A part of the working capital increase is therefore also related to payments received early October rather than late September.

Cash outflow for investing activities amounted to NOK 214 million year to date per September 2017, explained by net cash payments for the acquisition of HAG, ALTi and SBB amounting to NOK 193 million. Purchase of property, plant and equipment amounted to NOK 29 million, mainly due to the last 1/3 instalment of the purchase of the new tamping machine in the first quarter of 2017. Net cash proceeds from other investing activities amounted to NOK 8 million.

Cash from financing activities relate to proceeds from new loan agreements amounting to NOK 231 million and repayments of borrowings of NOK 57 million. Financing activities also include purchase of treasury shares of NOK 15 million and dividend payment of NOK 31 million in addition to repayments of loan.

At 30 September 2017, NOK 9 million of the cash was restricted in connection with payroll withholding taxes.

**9.2.4 Financial year ended 31 December 2016**

*Income statement*

Revenues for 2016 amounted to NOK 1,975 million compared to NOK 678 million in 2015. 2016 was the first full year of operations after the 2015-acquisitions in Sweden of rail construction specialists Järnvägsteknik AB, Elektrobyggnad AB and Litz AB, and the civil contractor Segermo AB. The growth was partly due to the acquired business, but the Group also achieved an organic growth of 59%.

Operating profit increased from NOK 14 million in 2015 to 99 million in 2016 based on the increased activity and successful combination of acquired businesses.

Net financial expense increased from NOK 5 million to NOK 10 million, mainly due to the acquisition financing during 2015 that had full effect in 2016.

During 2016, the Group made decision to divest most of its former Geo businesses, and consequently the remaining Geo business was reported as discontinued operations from 2016. Comparable numbers for 2015 were re-presented in accordance with IFRS, see section 9.1.2 "Historical figures for the financial year 2015" above. Net loss related to the discontinued operations amounted to NOK 10 million in 2016 and NOK 6 million in 2015.

*Balance sheet*

Intangible assets amounted to NOK 632 million at the end for 2016, an increase of NOK 16 million from the preceding year. Goodwill increased with NOK 56 million, deriving mainly from the acquisitions of Gravco and NRC RailCap. Deferred tax assets reduced with NOK 12 million. Other intangible assets reduced with NOK 27 million, mainly due to amortisations.

Total additions and acquisitions of tangible assets amounted to NOK 98 million. Net of depreciations and disposals, tangible assets increased from NOK 121 end of 2015 to NOK 144 million end of 2016. Most additions relate to machinery and cars.

Total receivables increased from NOK 359 million at the end of 2015 to NOK 413 million at the end of 2016, mainly due to increased activity level.

Cash increased by NOK 172 million to NOK 418 million. The currency split of the cash (translated to NOK at the translation rate per 31.12.) was: NOK 268 million, in SEK; NOK 147 million and in GBP; NOK 3 million.

*Cash flow*

Net cash increased by NOK 172 million to NOK 418 million.

The Group had a cash flow from operating activities of NOK 147 million, including 18 million from discontinued operations. Despite the significant increase in activity, the Group achieved only smaller changes to the working capital. Consequently, the net cash flow mainly consists of the pre-tax income of NOK 89 million adjusted for depreciation and amortisation of NOK 53 million.

The net cash flow to investing activities amounted to NOK 68 million. Payments for fixed assets amounted to NOK 52 million. As most of the fixed assets are purchased by financial lease with no cash flow effect, the payments mainly relate to two instalments for the new Tamping Machine delivered in 2017, aggregating 2/3 of the purchase

price of EUR 6.2 million. The net cash settlement (net of cash in target) for the acquisition of RailCap and Gravco amounted to NOK 42 million. Net proceeds from discontinued operations amounted to NOK 21 million.

Net cash from financing activities amounted to NOK 93 million, consisting of a private placement that generated net cash of NOK 202 million, sale of treasury shares of NOK 4 million and net repayment of loans amounting to NOK 113 million.

At 31 December 2016, NOK 12 million of the cash was restricted in connection with payroll withholding taxes.

#### 9.2.5 Financial year ended 31 December 2015

During 2016, the Group made decision to divest most of its former Geo businesses, and consequently the remaining Geo business was reported as discontinued operations from 2016 at a separate line in the statement of comprehensive income. In accordance with IFRS, comparable numbers for 2015 were re-presented accordingly. The re-presented amounts are the basis for these comments.

The purchase price allocation for acquisitions taken place in 2015 were corrected in the 2016 annual accounts in accordance with IAS 8. The restated 2015 annual accounts include an increased amortisation of intangible assets of NOK 3 million. For the purpose of this prospectus, historical numbers for 2015 are those being restated in the 2016 annual accounts. See Section 9.1.2 "Historical figures for the financial year 2015" above.

#### *Income statement*

Following the merger with NRC Rail Norge in April and the acquisitions of Svensk Järnvägsteknik AB in May and Litz Entreprenad AB, Elektrobyggnad AB and Segermo Entreprenad AB in November 2015 was the first year with activities related to the Rail segment. As Geo was considered discontinued, total revenue of NOK 678 relates to Rail only.

Net operating profit amounted to NOK 14 million related to continuing business only. Net financial expenses amounted to NOK 5 million related to acquisition financing.

The historical Geo business had incurred significant deferred tax assets related to tax losses carried forward, not being capitalised. The basis for utilising those losses changes significantly as the acquired business was profitmaking and taxable. Based on this a new assessment of the deferred tax asset was made, ending in a net tax income for the year amounting to NOK 43 million.

Net loss from discontinued operations amounted to NOK 6 million.

#### *Balance sheet*

Total intangible assets increased from zero to NOK 616 million at the end of 2015. Goodwill amounted to NOK 521 million and related to the different business combinations taking place.

Tangible assets increased from NOK 20 million by the end of 2014 to NOK 121 million at the end of 2015. The increase of NOK 101 million mainly relate to acquisitions.

Total receivables increased from NOK 67 to 359 million and mainly relates to the business combinations.

Cash increased from NOK 51 million end of 2014 to NOK 258 million end of 2015. The currency split of the cash (translated to NOK at the translation rate per 31.12.) was: NOK 121 million, in SEK; NOK 119 million, in GBP; NOK 5 million, in EUR; NOK 8 million and other currencies NOK 5 million. See further comments regarding cash flow below.

Total equity increased from NOK 75 million to NOK 727 million. The main change is a total capital increase of NOK 568. The net cash proceeds amounted to NOK 279 million. The remaining amount was issuing shares for acquisitions.

New long-term interest-bearing debt of NOK 162 million and short term of NOK 79 million at the end of 2015, relates to acquisition financing.

Total current liabilities increased from NOK 64 million end of 2014 to NOK 349 end of 2015. The change relates to the business combinations.

#### *Cash flow*

Cash increased from NOK 51 million end of 2014 to NOK 258 million end of 2015

Cash inflows from operating activities were NOK 34 million from which NOK 8 million relate to discontinued operations. The cash from continuing operations mainly consist of the pre-tax income of NOK 9 million adjusted for depreciation and amortisation of NOK 18 million.

Net cash outflow for investing activities amounts to NOK 249 million. NOK 240 million relates to the net cash (net of cash in target) consideration for acquired businesses of SJT, Litz, Elektrobyggnad and Segermo. Investments in fixed assets amounted to NOK 12 million, and proceeds from the sale of investments amounted to NOK 11 million. Net cash outflow from discontinued operations amounted to NOK 8 million.

Net cash inflow from financing activities amounts to NOK 414 million. Proceeds from borrowings related to the acquisitions amounts to NOK 179 million. Repayment of loans amounts to NOK 48 million. Cash from capital

increases amounted to NOK 279 million. Proceeds from the sale of treasury shares amounted to NOK 10 million and the net outflow of cash related to discontinued operations amounted to NOK 6 million.

At 31 December 2015, NOK 12 million of the cash was restricted in connection with payroll withholding taxes.

#### 9.2.6 Financial year ended 31 December 2014

##### *Overview*

In 2014, the Group centred its focus and resources on sustaining and further developing profitable business in the Geo segment. At the same time, the Company sought growth opportunities by exploiting existing expertise within new operating segments. The Group's main business was centred in the Nordic countries and the UK. The sale of the Romanian subsidiary was concluded in the first quarter of 2014, and the Group also further downscaled its activities in Iberia, with the closure of its subsidiary.

##### *Income statement*

Company revenues totalled NOK 234 million in. EBITDA for 2014 amounted to NOK 15 million with a margin of 6.5%. Operating profit for the Group totalled NOK 7 million.

Net financial expenses totalled NOK 1 million in 2014. Subsequent to the conversion of interest-bearing bond debt in 2013, the Group only had limited interest-bearing debt, primarily attributable to leasing contracts as at 31 December 2014.

The net profit for 2014 was NOK 8 million.

##### *Balance sheet*

The Company had an equity ratio of 50.5% as at 31 December 2014. In 2013, the Company's total outstanding bond debt of NOK 97 million was converted to equity, and a capital reduction and share split was carried out. At the extraordinary general meeting on 29 November 2013, the Board of Directors resolved to reduce the Company's share capital by NOK 40,282,596 by reducing the nominal value of the shares. The reduction in capital was registered on 25 January 2014 and was carried out as a transfer to other reserves.

The Group had NOK 51 million in cash and cash equivalents at the end of 2014. The split in currency of this cash (translated to NOK at the translation rate per 31.12.) was: NOK 31 million, in SEK; NOK 5 million, in GBP; NOK 6 million, in EUR; NOK 5 million and other currencies NOK 4 million. Interest-bearing liabilities were NOK 1 million.

Net cash flow from operating activities from continuing operations in 2014 was NOK 2 million. Trade receivables were NOK 26 million. Work in progress was at NOK 25 million. The Group received in 2014 net proceeds of NOK 24 million from the divestment of its Romanian subsidiary, Blom Romania S.R.L.

##### *Cash flow*

Cash decreased from NOK 62 million end of 2013 to NOK 51 million end of 2014.

Net cash outflow to operating activities amounted to NOK 3 million. Cash flow from continuing activities amounted to NOK 3 million compared to pre-tax income of 6 million. Depreciation and amortisation amounted to NOK 8 million. The difference is mainly due to increase in working capital amounting to NOK 9 million. Cash outflow to discontinued operation amounted to NOK 6 million.

Net cash outflow to investing activities amounted to NOK 1 million. Purchase of fixed assets amounted to NOK 5 million and proceeds for sale of shares and other investments amounted to NOK 24 million. Net cash outflow due to discontinued operations amounted to NOK 20 million.

The net cash flow to financing activities of NOK 5 million relate to repayment of borrowings.

As of 31 December 2014, the Company had cash and bank deposits of NOK 51 million, of which NOK 3 million was restricted. The Company had no overdraft facilities at year end.

#### 9.2.7 Segment and geographical information

##### *Segment information*

During 2016, the Company made a decision to divest its former geo division and any remaining geo activities has been presented as discontinued operations. As of the end of 2016, the rail division is the remaining segment of the Group and separate segment information is therefore not represented in this Prospectus.

##### *Geographical information*

The table below sets forth the geographical distribution of the Group's revenue. Prior to 2015, the business only consisted of the Geo division that has been discontinued. Consequently, comparable numbers for 2014 is not relevant and therefore not disclosed. The figures included below are derived from the Financial Statements for 2016 and unaudited Interim Financial Statements incorporated by reference hereto.

In NOK million	Three months ended 30 September		Nine months ended 30 September		Year ended 31 December	
	2017 (unaudited)	2016 (unaudited)	2017 (unaudited)	2016 (unaudited)	2016 (Restated)	2015 (Restated)
	Revenue					
Norway .....	255	161	552	436	604	348
Sweden .....	525	439	1,153	987	1,371	330
Parent, holding companies and eliminations .....	-3	0	-6	0	0	0
<b>Total</b> .....	<b>776</b>	<b>600</b>	<b>1,699</b>	<b>1,423</b>	<b>1,975</b>	<b>678</b>

### 9.3 Investments

#### 9.3.1 Planned future investments

For the coming months and years, the Group expect to invest in similar type of assets as it has done on historical basis (see below), both in respect of fixed assets and additional acquisitions. These investments are expected to be geographically distributed to both Sweden and Norway. The Group has agreed to invest in a new tamping machine. Time of delivery is 2020. The purchase price is approximately NOK 73 million. The Company expects to finance the investment by financial lease, with 10% of the purchase price being subject to upfront payment and then a 10-years financial leasing for the remaining amount.

Other than the above, the Company has not made any firm commitments to investments considered to be material as of the date of this Prospectus.

#### 9.3.2 Ongoing investments

As of the date of this Prospectus, the Group has no ongoing investments beyond investments in the ordinary course of business, of which none are deemed to be material investments.

#### 9.3.3 Historical investments

##### *Overview investments*

The table below sets out investments made in 2014, 2015, 2016 and in the nine-month period ended 30 September 2017

In NOK million	Nine months ended 30 September		Year ended 31 December	
	2017 (unaudited)	2016	2015 (restated)	2014
<b>Investments in tangible fixed assets</b>				
Buildings .....	12	7	38	0
Property, plant equipment .....	102	91	91	6
<b>Total investments in tangible fixed assets</b> .....	<b>114</b>	<b>98</b>	<b>129</b>	<b>6</b>
<b>Investments in intangible fixed assets</b>				
Investments in goodwill .....	306	97	482	0
Other intangible assets .....	32	6	56	1
<b>Total investments in intangible fixed assets</b> .....	<b>338</b>	<b>103</b>	<b>538</b>	<b>1</b>
<b>Total investments in fixed assets</b> .....	<b>452</b>	<b>201</b>	<b>667</b>	<b>6</b>

Investments in tangible fixed assets include financial lease assets. For further information regarding the Group's machinery and equipment, see Section 6.6.3 "Machinery and equipment".

Investments in intangible fixed assets mainly relate to acquired businesses. For further information on the Group's subsidiaries, legal structure and the Group's historical acquisitions see Section 6.3 "Legal structure" and Section 6.4 "Historical background and company development".

##### *Material investments made year to date 2017*

##### **New Tamping Machine**

A new tamping machine was received and ready for operation in March 2017. Total purchase price was NOK 56 million (EUR 6.2 million)

##### **The acquisition of HAG Anlegg AS**

On 28 March 2017, the Company announced that it had agreed to acquire all outstanding shares in HAG Anlegg AS ("HAG") for a total consideration of NOK 107.5 million. HAG is a Norwegian company that carries out construction work and project-and site management within transport and infrastructure, specializing in surface work and concrete constructions.

HAG was acquired by the Company's subsidiary NRC Norge AS and closing was completed on 7 April 2017. The purchase price was settled by payment of NOK 62.5 million in cash at closing, and the remaining NOK 45 million was settled by issuance of 775,862 shares in the Company at a subscription price of NOK 58 per share. The Shares in the Company issued as consideration to the sellers of HAG is subject to a lock-up period, see Section 11.8 "Lock-up agreements".

In connection with the transaction, the sellers of HAG have guaranteed minimum EBIT of NOK 15 million in 2017, which entails – if the actual EBIT of 2017 is lower than NOK 15 million – that the sellers of HAG will be liable to pay an amount equal to the shortfall multiplied by a factor stipulated in, and on the further terms and conditions of, the share purchase agreement for the transaction. Should the actual EBIT of 2017 exceed NOK 15 million, NRC will pay to the sellers an amount equal to the exceeding amount multiplied by the same aforementioned factor.

The preliminary purchase price allocation ("PPA") prepared in connection with the acquisition of HAG indicates a goodwill of NOK 92.5 million, however, pursuant to the above-mentioned EBIT-guarantee, the final purchase price is contingent on HAG's EBIT for 2017.

#### **The acquisition of ALTi**

On 29 June 2017, the Company announced that it had agreed to acquire all outstanding shares in ALTi. ALTi is a Norwegian company carrying out ground and construction work, as well project- and site management within both private and public sector. The transaction was closed on 6 July 2017.

The total purchase price for ALTi was NOK 200 million, and was settled by payment of NOK 100 million in cash on closing, and the remaining NOK 100 million was settled by issuance of 1,724,137 shares in the Company at a price of NOK 58 per share. The Shares in the Company issued as consideration to the sellers of ALTi is subject to a lock-up period, see Section 11.8 "Lock-up agreements".

The PPA prepared in connection with the acquisition of ALTi is included in the Group's Interim Financial Statements for the three and nine-months ending 30 September 2017, incorporated by reference hereto (see Section 14.3 "Incorporation by reference"). The preliminary PPA resulted in goodwill of NOK 162.4 million.

For pro forma financial information reflecting the acquisition of ALTi, see Section 10 "Pro Forma Financial Information".

#### **The acquisition of SBB**

On 31 March 2017, the Company announced that it had entered a binding term sheet with shareholders of railway infrastructure and signal company SBB to acquire all outstanding shares in the company. The transaction was completed on 10 July 2017.

The enterprise value of SBB was set to SEK 115 million. Following pre-closing adjustments of actual level of cash, debt and deviation from normalized working capital on closing, the net settlement of the purchase price was NOK 121.8 million. The purchase price for SBB was settled by NOK 60.8 million in cash, NOK 32.6 million by issuance of 561,604 new shares in the Company at a subscription price of NOK 58 per share as well as settlement of loans and credits of approximately NOK 28.6 million. The Shares in the Company issued as consideration to the sellers of SBB is subject to a lock-up period, see Section 11.8 "Lock-up agreements".

Of the cash consideration to the sellers of SBB, NOK 7.5 million was placed in escrow, which, together with consideration shares amounting to NOK 15.5 million, will serve as security for any claims the Company may have against the purchase price.

The preliminary PPA prepared in connection with the acquisition of SBB is included in the Group's Interim Financial Statements for the three and nine-months ending 30 September 2017, incorporated by reference hereto (see Section 14.3 "Incorporation by reference"). The acquisition of SBB resulted in goodwill of NOK 52 million, however, the final purchase price allocation in the transaction is contingent upon the EBITDA guarantee described below.

The sellers of SBB have guaranteed a minimum EBITDA in 2017 of SEK 23.0 million, which entails that – if the actual EBIT of 2017 is lower than SEK 23 million – that the sellers of SBB will be liable to pay an amount equal to the shortfall on the further terms and conditions stipulated in the share purchase agreement for the transaction. Should the actual EBITDA exceed SEK 23 million, NRC will pay to the sellers an amount equal to 50% of the exceeding amount.

For pro forma financial information reflecting the acquisition of SBB, see Section 10 "Pro Forma Financial Information".

#### **The acquisition of Fibertech (subsequent to the third quarter Interim Financial Statements)**

On 10 October 2017, the Company announced that it had agreed to acquire all outstanding shares in the Norwegian infrastructure company Fibertech for an enterprise value of 61.5 million. The transaction was completed on 24 October 2017.

Following pre-closing adjustments for cash, debt and working capital on closing, the total purchase price amounted to NOK 70 million. NOK 38.5 million in was settled in cash, of which NOK 6 million was placed in escrow and the remaining NOK 31.5 million was settled by issuance of 512,895 New Shares in the Company at a subscription price of NOK 61.5 per share. The Shares in the Company issued as consideration to the sellers of Fibertech is subject to a lock-up period, see Section 11.8 "Lock-up agreements".

The sellers of Fibertech have guaranteed a minimum EBIT in 2017 and 2018 of NOK 12 million, which entails that – if the actual EBIT of 2017 is lower than NOK 12 million – that the sellers of Fibertech will be liable to pay an amount equal to the shortfall multiplied by a factor stipulated in, and on the further terms and conditions of, the share purchase agreement for the transaction. Should the actual EBIT of 2017 exceed NOK 12 million, NRC will pay to the sellers an amount equal to the exceeding amount multiplied by the same aforementioned factor.

The acquisition of Fibertech will increase the goodwill of the Group. However, the initial accounting for the business combination is not completed as of the date of this Prospectus and, thus, information related to the PPA in the transaction, including the amount of goodwill, is not disclosed herein

For further information on the acquisition of Fibertech and issuance of 512,895 New Shares, see Section 5.1 "The background for issuance of the New Shares".

*Material investments made in 2016*

**The acquisition of NRC Railcap AS**

On 20 May 2016, the Company announced the acquisition of all outstanding shares in NRC RailCap AS (then named RailCap AS), a rail signalling specialist contractor in Norway, which carries out railway installations, test and commissioning, construction and design. The transaction was closed the same day as of its announcement.

All outstanding shares in NRC RailCap AS was acquired by NRC Norge AS for a consideration of NOK 48 million as per 31 December 2015, and was financed by payment in cash of approximately NOK 28.8 million and by issuance of 366,879 Shares in the Company at a subscription price of NOK 52.33. The Shares issued as consideration was subject to a lock-up period for 18 months starting from closing.

The sellers of NRC RailCap AS guaranteed a minimum EBT (earnings before tax) of NOK 6.1 million in 2016. A reduction of the purchase price of NOK 1.4 mill was made due to this.

The purchase price allocation in connection with the acquisition of NRC Railcap AS resulted in goodwill in 2016 of NOK 46 million.

**The acquisition of Gravco AS and Septik Tank Co AS**

On 7 November 2016, the Company announced that it had entered into an agreement for the acquisition of all outstanding shares in the Norwegian companies Gravco AS and Septik Tank Co AS (together referred to as "**Gravco**"), water and wastewater entrepreneur in the Oslo area, and stated that it believed that the acquisition of Gravco would strengthen the Company's position for projects related to the tram and metro systems in Oslo in connection with the upgrade starting from 2017. Closing of the transaction was completed on 1 December 2016.

Gravco (both companies) was acquired for a total consideration of NOK 75 million. The acquisition was financed by payment of NOK 30 million in cash at closing, by issuance of 441,988 new Shares in the Company at a subscription price of NOK 67,875 per Share as well as NOK 15 million in seller's credit. The Shares in the Company issued as consideration to the sellers of Gravco is subject to a lock-up period, see Section 11.8 "Lock-up agreements".

The seller of Gravco has guaranteed a minimum EBITDA in each of 2016 and 2017 of NOK 15 million. As of the date of this Prospectus, no adjustments have been made pursuant to this guarantee.

The purchase price allocation in connection with the acquisition of Gravco resulted in goodwill in 2016 of NOK 51 million.

*Material investments made in 2015*

**The acquisition of NRC Rail Norge**

On 23 April 2015, the Company (at that time named Blom ASA) announced that it had entered into an agreement to combine its business with the rail business of NRC Rail (at that time named Team Bane AS) through the acquisition of all outstanding shares in NRC Rail's holding company, NRC Norge AS (at that time named Nordic Railway Construction Holding AS).

The transaction was completed on 29 May 2015 as a share transaction with an exchange ratio of 50-50, where the Company as the acquiring entity issued 9,674,197 new shares to the shareholders of NRC Rail.

The purchase price allocation in connection with the acquisition of NRC Rail Norge resulted in goodwill in 2015 of NOK 70 million.

**The acquisition of SJT**

On 7 May 2015, the combined Company announced that it through NRC Norge AS had entered into an agreement to acquire all outstanding shares in SJT. SJT is a rail infrastructure contractor in Sweden. The acquisition set out to further build the Company's railway infrastructure and geospatial business in Northern Europa.

Total consideration for the acquisition of SJT amounted to approximately SEK 261 million and was settled on 2 June 2015 in a combination of 2,891,139 new Shares in the Company with a share price of NOK 20.7530665 per Share, SEK 180 million in cash and a vendor note of approximately SEK 16 million.

The purchase price allocation in connection relating to the acquisition of SJT resulted in goodwill in 2015 of NOK 200 million.

**The acquisition of Litz**

On 22 June 2015, the Group announced that it had entered into an agreement to acquire all outstanding shares in the Swedish company Litz Entreprenad AB and its subsidiary Litz Installation AB ("**Litz**"), a rail certified

specialist in all railway-related electric services such as signal and contact line – catenary and holds a strong position on the eastern region of Sweden. The Company believed that the acquisition of Litz, together with the acquisition of Elektrobyggnad (see below), would strengthen its Swedish Rail business by creating a full-service product offering in the Swedish market. In 2016, Litz was merged with NRC Sverige AB.

The transaction was completed on 9 November 2015. The total purchase price for the acquisition was SEK 40 million. The consideration to the sellers of Litz was settled by a cash payment of SEK 16 million and by the issuance of 878,222 Shares in the Company with a share price of NOK 27. The new shares issued was subject to a lock-up provision of 18 months.

The purchase price allocation in connection with the acquisition resulted in goodwill in 2015 of NOK 24 million.

#### **The acquisition of Elektrobyggnad**

On 22 June 2015, the Group announced that it entered an agreement to acquire all outstanding shares in Elektrobyggnad Sverige AB ("Elektrobyggnad"), a company specialized business within rail contact line. The reasoning for the acquisition was that the Company believed that Elektrobyggnad, together with the acquisition of Litz (see above), would strengthen its Swedish Rail business by creating a full-service product offering in the Swedish market. The Company believes that such object has been achieved, and Elektrobyggnad was merged with NRC Sverige AB in December 2017.

The transaction was completed on 9 November 2015. The total purchase price for the acquisition was SEK 35 million. The consideration to the seller was settled with SEK 11 million in cash and by the issuance of 718,545 Shares in the Company with a share price of NOK 33.67. The new Shares issued to the seller of Elektrobyggnad was be subject to a lock-up provision of 18 months.

The purchase price allocation in connection with the acquisition resulted in goodwill in 2015 of NOK 27 million.

#### **The acquisition of Segermo**

On 9 November 2015, the Company announced that it had entered into a binding agreement with Segermo Holding Aktiebolag to acquire all outstanding shares in Segermo Entreprenad Aktiebolag ("Segermo") for a total consideration of SEK 225 million. At that time, Segermo was a rail groundwork contractor in Sweden, which carried out railway related groundwork, mainly working with passing tracks, channelling and platforms. The background for the transaction was that the Company believed Segermo would complement the Group's Swedish business and establish the Group as a fully integrated full-service rail road construction company in Sweden, also further strengthening the Group's competitive position within the Swedish railway sector together with Elektrobyggnad and Litz. Segermo was merged with NRC Sverige AB in December 2017.

The settlement for the acquisition was SEK 125 million in cash and by the issuance of 2,480,250 Consideration Shares. The Consideration Shares was subject to a lock-up provision of 18 months from the closing date.

The seller of Segermo guaranteed a minimum EBITDA of SEK 40 million in 2015 and 2016, however, no adjustments were made as the EBITDA requirement was met.

The purchase price allocation in connection with the acquisition resulted in goodwill in 2015 of NOK 161 million.

#### **9.4 Capital resources**

##### **9.4.1 Overview**

The capital resources of the Group consist of equity from its shareholders, a debt facility agreement with Danske Bank, Norwegian Branch, financial leasing and bank overdraft facilities. As of 30 September 2017, the Group had an equity ratio of 57% and interest-bearing debt amounting to NOK 433 million. As of 30 September 2017, the Group had overdraft facilities of NOK 150 million, which was not utilized.

As at 30 September 2017, the Group's working capital assets consisted of trade receivables of NOK 558 million and other receivables including work in progress of NOK 63 million. The Group's working capital liabilities as of 30 September 2017 was NOK 465 million and consisted of payables to suppliers, unpaid government taxes and other current liabilities. The Group's net working capital excluding cash and interest-bearing debt as of 30 September 2017 was NOK 156 million, As of 30 September 2017, the Group had cash and cash equivalents of NOK 308 million, and short-term interest bearing debt of NOK 115.

As of 30 September 2017, the maturity structure of the Group's current and non-current interest-bearing debt is as follows:

<i>NOK millions</i>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021-</b>
Bank loans .....	15	58	57	179	2
Financial leasing .....	8	33	27	21	18
Other liabilities .....	-	15	-	-	-
<b>Total .....</b>	<b>23</b>	<b>106</b>	<b>84</b>	<b>200</b>	<b>20</b>

##### **9.4.2 Loan facility with Danske Bank**

A new loan facility agreement with Danske Bank Norwegian Branch was entered into in March 2017. As per September 2017 the agreement consists of 4 term loans of in total NOK 160 million and SEK 160 million. All loans include quarterly instalments with full payment at termination date. They have a three years termination date

from the point of utilisation. The Group has an option to extend the termination date for each loan for another two years:

Loan 1, SEK 85 million, was utilised 27 March 2017 and have quarterly instalments of SEK 2.5 million. Loan 2, NOK 60 million, was utilised 29 June 2017 and have quarterly instalments of NOK 3 million. Loan 3, SEK 75 million, was utilised 10 July 2017 and have quarterly instalments of SEK 3.75 million. Loan 4, NOK 100 million, was utilised 29 September 2017 and have quarterly instalments of SEK 5 million.

The term facility may be repaid, subject to certain conditions, prior to financial maturity at par value. The loans are also subject to certain mandatory prepayment conditions, including upon a change of control or disposal of material assets.

The loans have been granted on market terms, and are subject to an interest rate consisting of the standard interest rate benchmark for the relevant currency (3-months STIBOR or NIBOR) and a margin of 1,45%.

The loans include certain restrictions on interest coverage ratio (>3.0 compared to actual 30.6 as per 30 September 2017), leverage ratio (< 3.0 compared to actual 0.55 as per 30 September 2017), equity ratio (> 30% compared to actual 57% as per 30 September 2017), and book value of equity including (> NOK 700 million compared to actual NOK 1,232 million as per 30 September 2017), and excluding goodwill (> NOK 100 million compared to actual NOK 339 million as per 30 September 2017). The covenants are based on the loan agreement and not directly related to the IFRS reported numbers.

#### 9.4.3 Financial lease

In addition to the loan facility, the Group have three different frame-agreements related to financial lease;

- (i) **Nordea**: Agreement signed 20 March 2017 and valid until 15 March 2018. Total credit limit is NOK 30 million plus a separate agreement for the subsidiary Gravco with a credit limit of NOK 15 million. Interest based on 3-months NIBOR + 1.45%. Maximum lease period is 60 months.
- (ii) **SG Finans**: Agreement signed 13 October 2017 and valid for 12 months. Total credit limit is NOK 25 million. Interest based on 3-months NIBOR + 1.1%. Main lease period is 84 months.
- (iii) **Danske Bank**: Agreement signed 3 July 2017. Total credit limit is NOK 15 million. Interest based on 3-months NIBOR + 1.75%. Main lease period is 36-60 and maximum 84 months.

#### 9.4.4 Operational lease

Most of the groups lease agreements are financial and capitalised in the balance sheet. As per 30 September 2017, the Group have the following undiscounted operating lease payments and total commitments:

NOK millions	30.09.17-					2021->	Total
	31.12.17	2018	2019	2020			
Operating lease agreements, cars .....	2	6	4	1		1	14
Operating lease agreements, rent .....	2	8	6	3		7	26
<b>Total lease commitment</b> .....	<b>4</b>	<b>14</b>	<b>10</b>	<b>4</b>		<b>8</b>	<b>40</b>

#### 9.5 Capitalisation and indebtedness

The table below sets forth the Group's statements of capitalisation and indebtedness as of 30 September 2017 and have been extracted from the Group's unaudited interim financial report for Q3 2017.

The table should be read together with the consolidated financial statements and the related notes thereto, as well as the other information under this Section 9.

	As of 30 September 2017
	(unaudited)
<i>In NOK million</i>	
<b>TOTAL CAPITALISATION</b>	
<b>Total current debt</b> .....	<b>580</b>
- Guaranteed .....	0
- Secured <sup>1</sup> .....	99
- Unguaranteed/unsecured .....	481
<b>Total non-current debt</b> .....	<b>338</b>
- Guaranteed .....	0
- Secured <sup>1</sup> .....	319
- Unguaranteed/unsecured .....	20
<b>Total shareholders' equity</b> .....	<b>1,232</b>
a. Share capital.....	42
b. Legal reserve .....	0
c. Other reserves.....	1,191

In NOK million

**As of  
30 September  
2017**

<b>Total</b> .....	<b>2,150</b>
<b>NET FINANCIAL INDEBTEDNESS</b>	
(A) Cash.....	
(A) Cash.....	308
(B) Cash equivalents.....	0
(C) Traded securities and other financial instruments.....	0
<b>(D) Liquidity (A)+(B)+(C).....</b>	<b>308</b>
<b>(E) Current financial receivables .....</b>	
<b>(E) Current financial receivables .....</b>	<b>621</b>
(F) Current bank debt .....	57
(G) Current portion of long-term debt.....	42
(H) Other current financial debt .....	15
<b>(I) Current financial debt (F)+(G)+(H) .....</b>	<b>114</b>
<b>(J) Net current financial indebtedness (I)-(E)-(D) .....</b>	<b>-815</b>
(K) Non-current bank loans .....	253
(L) Bonds issued .....	0
(M) Other non-current loans .....	65
<b>(N) Non-current financial indebtedness (K)+(L)+(M) .....</b>	<b>319</b>
<b>(O) Net financial indebtedness (J)+(N).....</b>	<b>-496</b>

1 Bank loans amounting to NOK 311 million and an unused credit facility of NOK 200 million are secured by pledge over shares in subsidiaries amounting to NOK 500 million, receivables, inventory and operating equipment amounting to NOK 500 million and material intra-group loans amounting to SEK 100 million. Financial lease liability amounting to NOK 107 million are secured by way of the underlying assets for which the legal ownership is kept by the financial lease counterpart. Total book value of financial lease assets amounts to NOK 105 million.

As at 30 September 2017, the Group has an unused credit facility of NOK 200 million. Unused credit limits for the financial lease agreements, as referred to in Section 9.4.3 "Financial lease" above, amount to approximately NOK 57 million.

Net cash less interest-bearing debt (loans and other interest bearing debt including financial lease liability) is NOK -125 million (negative) as at 30 September 2017, compared to NOK 226 million (positive) at end of 2016. The change is related to acquisitions and investments in new businesses. The equity ratio (total equity in % of total assets) at 30 September 2017 was 57% compared to 62% at end of 2016. For further information, see section 9.2 "Operating and financial review".

Cash amounts to NOK 308 million at 30 September 2017. The split in currency at end of September (translated to NOK at the translation rate per 30.09.) was: NOK 133 million, in SEK; NOK 172 million and in GBP 3 million.

Following 30 September 2017, cash payments of NOK 39 million have been made as part of the acquisition of Fibertech (see Section 5 "The New Shares"). Other than this, there have been no significant changes to the Group's capitalisation and indebtedness causing material changes to the figures stipulated in the table above.

## 9.6 Working capital

The Board of Directors is of the opinion that the working capital of the Company is sufficient for the Group's present requirements in a twelve months perspective as from the date of this Prospectus.

## 9.7 Foreign currency

The functional currency of the Norwegian group companies is NOK and the functional currency of the Swedish group companies is SEK.

Transactions in foreign currency are booked in the unit's functional currency according to the exchange rates at the time of each transaction. Receivables and liabilities held in foreign currency are translated into the functional currency at the observed exchange rate at the day of the balance sheet. Exchange rate differences from period to period are accounted for in the Income Statement. Non-monetary assets held in foreign currency are accounted for using the exchange rates at the time of purchase. Assets accounted for at fair market value held in foreign

currency are translated into the functional currency using the exchange rate observed at the time of the real value assessment.

The balance sheet of the foreign subsidiaries are translated from SEK to NOK using the observed exchange rate at the day of the balance sheet. The elements of the income statement are translated using the average exchange rate during the year. Translation differences are accounted for in other comprehensive income.

### **9.8 Financial risk management**

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.

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, however by having operational units in different functional currencies, NRC Group is to some extent exposed to currency risks, mainly SEK. NRC Group have used hedging instruments to limit the risks associated with foreign exchange to a limited extent. Significant investments in Sweden are financed with SEK loans, limiting the net investment exposure.

Work in progress and trade receivables are set out contractually, which 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 such as Bane NOR in Norway and Trafikverket in Sweden. NRC Group's liquidity reserves will normally be at its lowest in the spring and summer due to the seasonality in the business. 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.

### **9.9 Significant changes after 30 September 2017**

Other than the acquisition of Fibertech as described in Section 5 "The New Shares", there has not been any significant change to the Group's financial or trading position since 30 September 2017 up until the date of this Prospectus.

### **9.10 The Company's auditor**

The Company's auditor is Ernst & Young AS with registration number 976 389 387 and business address at Dronning Eufemias gate 6, N-0191 Oslo, Norway. Ernst & Young AS is a member of Den Norske Revisorforening.

Ernst and Young has been the Group's auditor since 2016 and has audited the Company financial statements for the financial year 2016. For the financial years 2014 and 2015, PricewaterhouseCoopers AS, business address Dronning Eufemias gate 8, N0191 Oslo, Norway, acted as the Company's auditor and audited the Company's annual financial statements. PricewaterhouseCoopers AS is a member of Den Norske Revisorforening.

The auditors' report on the audited Financial Statements for 2014, 2015 and 2016 are incorporated by reference as set out in Section 14.3 "Incorporation by reference".

Ernst & Young has not audited, reviewed or produced any report on any other information provided in this Prospectus.

### **9.11 Related party transactions**

During 2016, Middelborg AS, a company owned by the former Board member Kristian Lundkvist, received payment of NOK 362 thousand, and Visento AS, a company owned by the chairman of the Bard Helge Midtun, a payment of NOK 198 thousand, both for administrative services. The services were priced and invoiced on arm's length terms.

For further information regarding the Board of Directors and the executive management, including their compensations and any conflict of interest, refer to Section 8.1.8 "Remuneration to the Board of Directors", 8.2.6 "Remuneration to management" and 8.4 "Conflict of interest".

## 10. PRO FORMA FINANCIAL INFORMATION

### 10.1 Introduction

In July of 2017, the NRC Group completed the acquisitions of ALTi and SBB. Each of the transactions (together the "Acquisitions") resulted in a significant gross change to the Group. Pursuant to Commission Regulation (EC) No. 809/2004 of 29 April 2004, the Company has included this unaudited pro forma financial information to describe how the Acquisitions might have affected the Company's profit had the Acquisitions been undertaken at an earlier point in time. For further information on the Acquisitions, please refer Section 9.3.3 "Historical investments - Investments in tangible fixed assets include financial lease assets. For further information regarding the Group's machinery and equipment, see Section 6.6.3 "Machinery and equipment".

Investments in intangible fixed assets mainly relate to acquired businesses. For further information on the Group's subsidiaries, legal structure and the Group's historical acquisitions see Section 6.3 "Legal structure" and Section 6.4 "Historical background and company development".

*Material investments made year to date 2017".*

The Company has performed an evaluation of the significance of the Company's other acquisitions in 2017, as further described in Section 9.3.3 "Historical investments" and has concluded that none of these transactions triggers the need for further pro forma information. Accordingly, apart from the Acquisitions identified above, no other transactions or circumstances are covered by the pro forma information set out in this Section 10.

### 10.2 General information and purpose of the Pro Forma Financial Information

The unaudited pro forma financial information set out below has been prepared by the Company to show how the Acquisitions might have affected the Group's income statement for the year ended 31 December 2016 as if the Acquisitions had occurred at 1 January 2016 (hereinafter referred to as the "Pro Forma Financial Information"). No part of the Pro Forma Financial Information has been audited.

The Pro Forma Financial Information has been prepared for illustrative purposes only. The pro forma adjustments, as described in more detail below, are based on available information and certain assumptions. Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent what the Group's actual results of operation had been, if the various acquisitions had occurred on 1 January 2016. It also does not represent the financial position or results for any future period. Investors are cautioned not to place undue reliance on this Pro Forma Financial Information.

The Pro Forma Financial Information has been compiled based on accounting principles consistent with those of the Company (IFRS as adopted by EU).

The Pro Forma Financial Information has been compiled in connection with listing of the New Shares on Oslo Børs to comply with the Norwegian Securities Trading Act and the applicable EU-regulations including EU Regulation No 809/2004 pursuant to section 7-7 of the Norwegian Securities Trading Act. This information is not in compliance with SEC Regulation S-X, and had the securities been registered under the U.S. Securities Act of 1933, the Pro Forma Financial Information, including the report by the auditor, would have been amended and/or removed from the Prospectus.

The Pro Forma Financial Information does not include all of the information required for financial statements under IFRS, and should be read in conjunction with the historical information of the Group, ALTi and SBB. See Appendix 2 and 3 to the Prospectus for historical financial information for ALTi and SBB, respectively. The Group's historical financial information is incorporated hereto, see Section 14.3 "Incorporation by reference".

The Pro Forma Financial Information does not represent the actual combination of the financial statements of the Group, ALTi and SBB in accordance with IFRS since certain simplifications and assumptions have been made as discussed in this Section 10. Furthermore, the Pro Forma Financial Information is based on certain assumptions that would not necessarily have been applicable if the Company had ownership of these assets from the beginning of the period presented in the Pro Forma Financial Information.

The Pro Forma Financial Information must not be considered final or complete, and may be amended in future publications of accounts. The Pro Forma Financial Information has not been audited.

### 10.3 Basis for preparation

#### 10.3.1 General

With respect to the Pro Forma Financial Information included in this Section 10 of the Prospectus, Ernst & Young has applied assurance procedures in accordance with International Standards on Assurance Engagements 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, in order to express an opinion as to whether the Pro Forma Financial Information has been properly compiled on the basis stated, and that such basis is consistent with the accounting policies of the group. Ernst & Young's report is included in Appendix 1 to this Prospectus.

#### 10.3.2 Basis and source for the unaudited pro forma financial information

The Pro Forma Financial Information has been compiled based on the audited 2016 Financial Statement of the Group prepared in accordance with IFRS, together with audited 2016 annual financial statements of ALTi and

SBB, prepared in accordance with Norwegian Generally Accepted Accounting Principles ("N<sup>GAAP</sup>") and Swedish Generally Accepted Accounting Principles ("S<sup>GAAP</sup>"), respectively. SBB's audited annual accounts according to SGAAP have been prepared in local currency, SEK. The SBB's annual accounts have according to IFRS been translated to NOK using average exchange rates during the year, considering the timing of each component of the income statement.

The Group is subject to income tax in Norway and Sweden. Consistent with IFRS, the Group has given effect to the pro forma adjustments by using the relevant statutory rates that would be expected to apply to the adjustments had they happened in the period presented. Since pro forma information is hypothetical information, the actual deductibility and eventual tax impact of the Acquisitions will not mirror the tax effect included here and may be subject to discussion with relevant tax authorities.

The full effect of the ALTi and SBB acquisitions have been recognised in the balance sheet as of 30 September 2017, hence no pro forma balance sheet has been prepared.

The Pro Forma Financial Information does not give effect to any (i) integration cost that may be incurred as a result of the Acquisitions, (ii) synergies, cost savings or operating efficiencies that may result from the acquisitions; or (iii) restructuring costs that may be incurred to integrate the acquired activities.

### 10.3.3 Description of the IFRS adjustments

ALTi have prepared their annual accounts according to NGAAP. Differences between principles applied and IFRS have been identified for certain lease contracts that in local accounts have been considered as operating leases while under IFRS should be considered as financial lease. Under financial lease contracts the leased assets are capitalised and depreciated as fixed assets and present value of remaining lease payments recognised as interest bearing debt.

SBB have prepared their annual accounts according to SGAAP. Similar as for ALTi, differences for certain lease contracts have been identified for certain lease contracts that in local accounts have been considered as operating leases while under IFRS should be considered as financial lease. In accordance with SGAAP, SBB also provide to a tax reserve fund impacting on the local tax payable and tax expense. The provision is under SGAAP considered as a pre-tax income or expense and increase or decrease the tax base. This provision is for tax purposes only and is not a provision under IFRS.

## 10.4 Unaudited pro forma statement of comprehensive income for 2016

### 10.4.1 Unaudited pro forma financial information for the year ended 31 December 2016

The table below sets out the unaudited pro forma statement of income for the Group for the year ended 31 December 2016, as if the Acquisitions had taken place on 1 January 2016:

(In NOK millions)	NRC <sup>1</sup> IFRS	ALTi N <sup>GAAP</sup> <sup>2</sup>	SBB S <sup>GAAP</sup> <sup>3</sup> SEK	SBB S <sup>GAAP</sup> <sup>4</sup> NOK	IFRS adjust- ments (unaudited)	Notes IFRS	Pro forma adjust- ments (unaudited)	Notes pro forma	NRC pro forma IFRS (unaudited)
Revenues .....	1,975	186	269	256	0		-43	1	2,374
<b>Total operating revenues.</b>	<b>1,975</b>	<b>186</b>	<b>269</b>	<b>256</b>	<b>0</b>		<b>--43</b>		<b>2,374</b>
Cost of materials .....	1,343	131	141	132	0		-43	1	1,563
Salaries and personnel costs	349	22	80	78	0		0		450
Depreciation, amortisation and impairment.....	53	0	2	2	5	1	14	2,7	74
Other operating expenses....	130	6	24	23	-5	1	3	3,7	157
<b>Total operating expenses.</b>	<b>1,876</b>	<b>159</b>	<b>247</b>	<b>236</b>	<b>0</b>		<b>-27</b>		<b>2,244</b>
<b>Operating profit/loss.....</b>	<b>99</b>	<b>27</b>	<b>22</b>	<b>20</b>	<b>0</b>		<b>-16</b>		<b>131</b>
Finance income .....	2	1	2	2	0		0		5
Finance expense.....	-12	0	0	0	0	1	-4	4	-16
<b>Net financial items .....</b>	<b>-10</b>	<b>1</b>	<b>2</b>	<b>2</b>	<b>0</b>		<b>-4</b>		<b>-12</b>
<b>Profit/loss before tax .....</b>	<b>89</b>	<b>28</b>	<b>24</b>	<b>22</b>	<b>0</b>		<b>-20</b>		<b>119</b>
Tax reserve provision.....	0	0	1	1	-1	2	0		0
Tax expense .....	-22	-7	-5	-5	0	1,2	12	2,4,5	-21
<b>Profit/loss from continuing operations.....</b>	<b>68</b>	<b>21</b>	<b>20</b>	<b>19</b>	<b>-1</b>		<b>-8</b>		<b>98</b>
<b>Profit/loss from discontinued operations ..</b>	<b>-10</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		<b>0</b>		<b>-10</b>
<b>Net profit/loss.....</b>	<b>57</b>	<b>21</b>	<b>20</b>	<b>19</b>	<b>-1</b>		<b>-8</b>		<b>88</b>
<i>Comprehensive income:</i>									
Translation differences .....	-23	0	0				-2	6	-24
<b>Total comprehensive income.....</b>	<b>34</b>	<b>21</b>	<b>20</b>	<b>19</b>	<b>-1</b>		<b>-10</b>		<b>63</b>

1 The NRC figures represents the audited 2016 IFRS Financial Statement.

2 The ALTi figures represent the audited 2016 financial statement of ALTi prepared in accordance with NGAAP.

3 The SBB SEK figures represents the audited 2016 financial statement of SBB in accordance with SGAAP

4 The SBB NOK figures represent the SBB SEK figures, translated to NOK using average exchange rates during the year in accordance with IFRS. The calculation has been made per quarter. The following NOK/SEK exchange rates have been applied: 102.14 for Q1, 100.48 for Q2, 97.68 for Q3 and 92.63 for Q4.

#### 10.4.2 Overview of the adjustments

The following information summarizes the adjustments related to the unaudited pro forma statement of income for 2016:

##### Notes to IFRS adjustments:

1. In accordance with both NGAAP and SGAAP, ALTi and SBB respectively have treated certain lease contracts as operating leasing, that under IFRS are to be considered being financial lease contracts. The net profit and loss effect of these reclassifications are immaterial. The reclassification had effect on the following income statement line items: increased depreciation expense NOK 5 million, reduced operating expenses NOK 5 million, increased interest expense (rounded to NOK 0 million).
2. In accordance with SGAAP, SBB provide to a tax reserve fund impacting on the local tax payable and tax expense. The provision is under SGAAP considered as a pre-tax income or expense and increase or decrease the tax base. As this provision is for tax purposes only and no provision for IFRS purposes, the reduced provision of NOK 1 million and the following tax impact of NOK 0 million (rounded) have been reversed.

##### Notes to pro forma adjustments:

1. During 2016 there have been transactions between SBB and NRC that would have been considered inter-company sales if the Group was established 1 January 2016. Inter-company transactions are to be eliminated in the group accounts. The elimination effect would have reduced both revenues and cost of materials by NOK 43 million. The elimination has been translated from SEK to NOK using the average exchange rates during 2016. This pro forma adjustment is recurring.
2. In connection with the acquisitions of ALTi and SBB, the Group is required to perform purchase price allocation (PPA) in accordance with IFRS. The Group has performed preliminary PPA's that resulted in an increase in the carrying value of certain intangible and fixed assets amounting of approximately NOK 24 million. The remaining useful life of those assets is expected to be between 1 and 6 years, dependent on the type of asset. Assets with shorter useful life is related to order backlog or customer relationships with an assumed high churn rate. This gives rise to an annual increase of depreciation of NOK 1 million and an increase of amortisation for 2016 of approximately NOK 13 million, in total NOK 14 million. The total effect on taxes is a reduced tax expense of NOK 3 million. For further information see note 7. This pro forma adjustment is considered as recurring.
3. As part of the acquisition of ALTi and SBB, acquisition expenses amounting to NOK 1 million and NOK 2 million, respectively, have incurred. Assuming the acquisition took place 1 January 2016, the total amount of NOK 3 million would be considered as other operating expenses. These adjustments do not have any tax impact. This pro forma adjustment is considered as non-recurring.
4. In connection with the acquisition of ALTi and SBB, the Group has entered into additional bank loan agreements of NOK 100 million and SEK 75 million, with expected terms of three years. First year installments are NOK 20 million and SEK 15 million. Had these finance agreements been in place 1 January 2016, the interest expense for the period would increase by approximately NOK 4 million. The interest is calculated quarterly based on the agreement that assumes 3-month STIBOR and NIBOR and a fixed margin. The effect on taxes would have been NOK 1 million in reduced tax expense. This pro forma adjustment is considered as recurring.
5. ALTi incurred tax payables amounting to NOK 7 million for 2016. The Group has significant tax losses carried forward, including deferred tax assets not being capitalized. Had the transaction taken place 1 January 2016, the Group would have been able to utilize those non-capitalized assets considering group contribution for tax purposes. Due to this the tax payable and the tax expense would decrease with NOK 7 million. As the Group remain with a significant uncapitalised deferred tax asset, the same will apply going forward assuming the operation at a standalone basis still will generate taxable income. This pro forma adjustment is considered as recurring.
6. The functional currency of SBB is SEK. As part of the consolidation the income statement is translated into the presentation currency (NOK) applying the average exchange rates for the year. The balance sheet items are translated to the exchange rate in effect of the balance sheet date. Translation differences are recognized

in other comprehensive income. Assuming the transaction took place 1 January 2016, the comprehensive income would decrease by NOK 2 million. This pro forma adjustment is considered as recurring.

7. As part of the acquisitions of ALTi and SBB, disclosures according to IFRS 3 were presented as part of the interim financial report for the third quarter 2017. The purchase prices have been allocated at the fair value of the assets and liabilities of the acquired companies.

<b>(Amounts in NOK million)</b>	<b>ALTi</b>	<b>SBB</b>
Date of acquisition .....	6 July	10 July
Share of ownership .....	100%	100%
Cash settlement .....	100	60
Value of issued Shares in NRC Group ASA.....	100	33
Cash/debt in target.....	-52	28
<b>Net settlement at closing.....</b>	<b>148</b>	<b>121</b>
Estimated adjustments to the settlement.....	0	-17
<b>Estimated purchase price .....</b>	<b>148</b>	<b>104</b>
Property, plant and equipment .....	8	37
Intangible asset: Customer contracts and relations .....	10	10
Current assets.....	27	71
Tax payable and deferred tax.....	-5	-4
Interest-bearing debt .....	-4	-27
Other current liabilities.....	-50	-35
<b>Net identifiable assets and liabilities .....</b>	<b>-14</b>	<b>52</b>
<b>Goodwill .....</b>	<b>162</b>	<b>52</b>
Transaction costs expensed as other operating expenses	1	2

Allocation of the purchase prices were prepared using the acquisition method as regulated in IFRS 3. The allocations are not finalized.

The acquisition of ALTi resulted in goodwill of NOK 162 million. Goodwill is related to the fair value of expected synergies arising from the organization's competence within project - and site management as well as construction technique within the groundworks segment. The acquisition will strengthen the NRC Group's overall capabilities, enabling the NRC Group to undertake larger, more complex and simultaneous projects

Intangible assets related to the acquisition of ALTi include customer contracts and customer relations acquired through the business combination of NOK 10 million. They are recognized at their fair value at the date of acquisition and are subsequently amortized according to the straight-line method over their estimated useful life. Assets related to the order backlog amounts to NOK 8 million and useful life is one year. Assets related to customer relationships amounts to NOK 2 million and useful life is 2 years. The allocation of the purchase price resulted in a change in fair value of fixed assets of NOK 4 million and a provision of NOK 1 million related to contract guarantees, included as other current liabilities. The fixed assets are depreciated according to the straight-line method over the estimated useful life of 5 years.

The settlement of the purchase price for SBB was NOK 121 million, however, the final consideration is contingent of the EBITDA for SBB for 2017. The final purchase price for SBB, including net debt settlement, is estimated to NOK 104 million, causing a refund. The contingent consideration in the transaction agreement can increase the purchase price and the goodwill, estimated maximum SEK 29 million.

The acquisition of SBB resulted in goodwill of NOK 52.0 million. Goodwill is related to the fair value of expected synergies arising from the organization's competence within construction work and project- and site management within railway infrastructure and signaling as well as groundwork. The acquisition will improve the competitiveness of the Group's Swedish operations

Intangible assets related to the acquisition of SBB include customer contracts and customer relations acquired through the business combination of NOK 10 million. They are recognized at their fair value at the date of acquisition and are subsequently amortized according to the straight-line method over their estimated useful life. Assets related to the order backlog amounts to NOK 2 million and useful life is one year. Assets related to customer relationships amounts to NOK 8 million and useful life is 6 years. The allocation of the purchase price resulted in a provision of NOK 1.0 million related to contract guarantees, included as other current liabilities.

This note provides supporting information to note 2 above. The pro forma adjustment is considered as recurring.

## 11. SHARES AND SHARE CAPITAL

### 11.1 Share capital and Shares

The issued share capital of the Company at the date of this Prospectus is NOK 42,327,848.00 divided into 42,327,848 Shares with a par value of NOK 1. The Shares are fully paid and issued in accordance with Norwegian law.

The Shares are registered in the VPS register with ISIN NO 0003679102. The Shares are equal in all respects and each share carry one vote at the Company's general meeting.

### 11.2 Historical development in share capital and number of Shares

The development of the Company's share capital since 1 January 2014 is set forth in the table below.

Date of registration	Type of change	Change in share capital (NOK)	Nominal value (NOK)	Share price	New number of shares	New share capital (NOK)
1 January 2014.....	-	-	5	-	-	50,353,245.00
27 January 2014 .....	Reduction of share capital <sup>1</sup>	-40,282,596.00	1	-	10,070,649	10,070,649.00
31 December 2014/ 1 January 2015.....	-	-	1	-	-	10,070,649.00
29 May 2015.....	Share capital increase <sup>2</sup> ( <i>contribution in kind</i> )	9,674,197.00	1	9.60	19,744,846	19,744,846.00
3 June 2015.....	Share capital increase <sup>2</sup> ( <i>contribution in kind</i> )	2,891,139.00	1	20.7530665	22,635,985	22,635,985.00
14 August 2015.....	Share capital increase	3,111,111.00	1	27	25,747,096	25,747,096.00
26 August 2015.....	Share capital increase	370,370.00	1	27	26,117,466	26,117,466.00
9 November 2015.....	Share capital increase <sup>3</sup> ( <i>contribution in kind</i> )	1,596,767.00	1	27/33	27,714,233	27,714,233.00
13 November 2015....	Share capital increase <sup>4</sup>	2,770,000.00	1	40	30,484,233	30,484,233.00
3 December 2015.....	Share capital increase <sup>5</sup> ( <i>contribution in kind</i> )	2,480,250.00	1	40	32,964,483	32,964,483.00
4 December 2015.....	Share capital increase <sup>4</sup>	1,605,000.00	1	40	34,569,483	34,569,483.00
29 December 2015.....	Share capital increase	375,000	1	40	34,944,483	34,944,483.00
31 December 2015/ 1 January 2016.....	-	-	1	-	-	34,944,483.00
23 May 2016.....	Share capital increase <sup>6</sup> ( <i>contribution in kind</i> )	366,879	1	52.33	35,311,362	35,311,362.00
22 November 2016	Share capital increase <sup>7</sup>	3,000,000	1	70	38,311,362	38,311,362.00
1 December 2016	Share capital increase <sup>8</sup> ( <i>contribution in kind</i> )	441,988	1	67,875	38,753,350	38,753,350.00
31 December 2016/ 1 January 2017.....	-	-	1	-	-	38,753,350.00
7 April 2017.....	Share capital increase <sup>9</sup> ( <i>contribution in kind</i> )	775,862	1	58	39,529,212	39,529,212.00
6 July 2017.....	Share capital increase <sup>10</sup> ( <i>contribution in kind</i> )	1,724,137	1	58	41,253,349	41,253,349.00
10 July 2017.....	Share capital increase <sup>11</sup> ( <i>contribution in kind</i> )	228,604	1	58	41,811,953	41,814,953.00
24 October 2017 .....	Share capital increase <sup>12</sup> ( <i>contribution in kind</i> )	512,895	1	61.5	42,327,848	42,327,848.00

1 The reduction of share capital in January 2014 was due to ensure greater flexibility in the company's evaluation and selection of various future strategic development options.

2 Shares issued in connection with the acquisition of NRC Norge AS and SJT as consideration to the sellers.

3 Shares issued in connection with the acquisition of Elektrobyggnad and Litz, with a share price of NOK 27 and NOK 33, respectively, to the sellers.

4 Shares issued in connection with a private placement in November 2015, divided in two tranches.

5 Shares issued in connection with the acquisition of Segermo as consideration to the sellers.

6 Shares issued in connection with the acquisition of NRC Railcap AS as consideration to the sellers.

7 Shares issued in a private placement conducted by the Company after market close on 16 November 2016.

8 Shares issued in connection with the acquisition of Gravco AS and Septik Tank Co AS as consideration to the seller.

9 Shares issued in connection with the acquisition of HAG as consideration to the sellers.

10 Shares issued in connection with the acquisition of ALTi as consideration to the sellers.

11 Shares issued in connection with the acquisition of SBB as consideration to the sellers.

12 Shares issued in connection with the acquisition of Fibertech as consideration to the sellers.

Since 1 January 2014, more than 10% of the Company's share capital has been paid for with assets other than cash.

### 11.3 Authorisation to issue Shares

On 3 May 2017, the annual general meeting granted the Board of Directors the following authorisation to increase the share capital in order to facilitate the fulfilment of the Company's obligations pursuant to the option program described above in Section 8.3.2 "Share option program for senior management".

- a) *The Board of Directors is granted the authorization to increase the share capital by up to NOK 900,000. The subscription price and other subscription terms and determined by the Board of Directors.*
- b) *The authorisation only applies to issuances of shares against payment in cash.*
- c) *The authorisation may only be used for issuance of shares in order to fulfil the company's obligations pursuant to the option program for senior management.*

- d) *The shareholders' preferential rights pursuant to section 10-4 of the Public Limited Liability Companies Act may be waived by the Board of Directors cf. section 10-5 of the Public Limited Liability Companies Act.*
- e) *The authorisation is valid until 3 May 2019.*

As of the date of this Prospectus, the authorisation is not used to issue Shares.

Further to the same general meeting, it was resolved that the Board of Directors was granted the following authorisation:

- a) *The Board of Directors shall be granted the authorisation to increase the share capital by a maximum of NOK 7,750,000. The subscription price and other subscription terms will be determined by the Board of Directors.*
- b) *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.*
- c) *The shareholders' pre-emptive rights pursuant to Section 10-4 of the Public Limited Liability Companies Act may be waived by the Board of Directors cf. Section 10-5 of the Public Limited Liability Companies Act.*
- d) *The authorization shall include merger decisions cf. Section 13-5 of the Public Limited Liability Companies Act.*
- e) *The authorisation is valid from registration with the Register of Business Enterprises until the Annual General Meeting in the spring of 2018, but no later than 30 June 2018, and includes the right to change the company's Articles of Association in connection with the share capital increase.*

As of the date of this Prospectus, a total of 2,465,636 Shares have been issued pursuant to the authorisation.

#### **11.4 Authorisation to repurchase Shares**

On 3 May 2017, the Company's ordinary general meeting granted the following authorisation to the Board of Directors to acquire treasury shares:

*"The general meeting grants the Board of Directors an authorisation to acquire shares in NRC Group ASA for up to a maximum nominal value of NOK 3,875,335.00. The Board of Directors' acquisition of shares pursuant to the authorisation can only take place between the minimum price of NOK 1 and a highest price of NOK 100 per share. The authorisation applies from registration in the Register of Business Enterprises and up until the Annual General Meeting in the spring of 2018, but no later than 30 June 2018. Acquisitions and disposals of treasury shares can take place in the manner found appropriate by the Board of Directors".*

As of the date of this Prospectus, the authorisation has been used to acquire 350,000 own shares.

#### **11.5 Own Shares**

As of the date of this Prospectus the Company holds 405,372 treasury shares. Voting rights cannot be exercised for the Company's treasury shares, and they shall not be counted when a resolution requires approval by a certain percentage of the share capital, cf. section 5-4 of the Norwegian Public Limited Companies Act.

#### **11.6 Options and warrants**

Other than the options granted in connection with the Senior Management Option Program as further described in Section 8.3.2 "Share option program for senior management", the Company has not issued any warrants, options and/or other subscription rights.

#### **11.7 Shareholder structure**

As registered in the VPS as of 4 January 2018, the Company has a total of 2,234 registered shareholders. The Company's largest shareholder is Datum AS, holding 5,100,000 of the issued Shares. All Shares in the Company, including Shares held by the Company's major shareholders, have equal voting rights.

The top 20 registered shareholders with the largest shareholdings as registered in the VPS as of 4 January 2017 are listed below:

#	Name of shareholder <sup>1</sup>	Number of Shares	%
1	Datum AS .....	5,100,000	12.05
2	KGL Prospekt 2 AS .....	3,632,033	8.58
3	Arctic Funds PLC BNY Mellon SA/NV.....	2,301,384	5.44
4	Swedbank AB S/A Clients Account .....	2,147,184	5.07
5	DNB Markets DnB NOR Markets .....	1,717,018	4.06
6	Danske Bank A/S 3887 Operations SEC .....	1,642,339	3.88

#	Name of shareholder <sup>1</sup>	Number of Shares	%
7	Charlotte Holding AS .....	1,328,008	3.14
8	Norron Sicav - Targe Skandinaviska Enskil	1,213,000	2.87
9	Nordea Bank AB Clients Account .....	1,169,024	2.76
10	LGA Holding AS.....	1,133,193	2.68
11	Sogn Invest AS .....	1,110,846	2.62
12	Verdipapirfondet ALF SEB Investor World G.....	975,810	2.31
13	First Generator .....	807,000	1.91
14	Middelborg Invest AS.....	775,000	1.83
15	JPMorgan Chase Bank, JPMCB RE HB SWED FUN.....	693,589	1.64
16	E.K Holding AS.....	660,000	1.56
17	Skandinaviska Enskil SEB AB, UCITS V – Sw.....	630,142	1.49
18	HSBC Trinkaus & Burk HSBC T & B AG, UCITS .....	542,127	1.28
19	Skandinaviska Enskil .....	540,869	1.28
20	Verdipapirfondet ALF SEB Investor World G.....	521,787	1.23
<b>Total top 20 shareholders .....</b>		<b>28,640,353</b>	<b>67.66</b>
Other.....		13,687,495.00	32.34
<b>Total shareholders .....</b>		<b>42,327,848.00</b>	<b>100.00</b>

Shareholders holding 5% or more of the Shares in the Company have an interest in the Company's share capital which is notifiable pursuant to the Norwegian Securities Trading Act, see further description of disclosure obligations in Section 12.7 "Disclosure obligations" below. As of 4 January 2017, the following shareholders are registered in the VPS as owning more than 5% of the Shares in the Company: Datum AS, KGL Prosjekt 2 AS, Arctic Funds PLC BNY Mellon SA/NV and Swedbank AB S/A Clients Account. Except for the shareholders mentioned, the Company is not aware of any other shareholders or consolidated groups of shareholders owning more than 5% of the Shares.

As of the date of this Prospectus, the Company is not aware of any arrangements or agreements that may result in, prevent, or restrict a change of control in the Company.

### 11.8 Lock-up agreements

The Company has entered into lock-up arrangements with the sellers of Gravco, HAG, ALTi, SBB and Fibertech. Starting from the closing date, the consideration shares issued in the respective acquisitions are subject to the following lock-up periods:

- **Gravco:** 67,875 Shares, all subject to lock-up for 18 months;
- **HAG:** 775,862 Shares, whereby 1/3 of the Shares are subject to a lock-up undertaking of 24 months, 1/3 for 30 months and the last 1/3 for 36 months;
- **ALTi:** 1,724,137 Shares, whereby 1/3 of the Shares are subject to a lock-up undertaking of 24 months, 1/3 for 30 months and the last 1/3 for 36 months.
- **SBB:** 561,604 Shares, whereby 1/3 of the Shares are subject to a lock-up period of 18 months, 1/3 for 24 months and the last 1/3 for 36 months; and
- **Fibertech:** 512,895 Shares, whereby 1/3 of the Shares are subject to a lock-up undertaking of 24 months, 1/3 for 30 months and the last 1/3 for 36 months after the closing date.

### 11.9 Listing, share registrar and securities number

The Shares are registered in the VPS. The Shares' current securities number is ISIN NO 0003679102. The Registrar for the Shares is DNB Bank ASA, Registrars Department, Dronning Eufemias gate 30, 0191 Oslo, Norway.

The Shares are listed on Oslo Børs under ticker code "NRC". No Shares or any interests in Shares of the Company are listed, and no application has been filed for listing, on any other stock exchange or regulated market than Oslo Børs.

### 11.10 Dividend policy

The Company expects to create value for its shareholders by combining increased share value in a long-term perspective and distribution of dividends. The Company aims to have a dividend policy comparable with peer

groups in the industry and to give its shareholders a competitive return on invested capital relative to the underlying risks.

The Board of Directors has introduced a dividend policy whereby, subject to a satisfactory underlying financial performance, it is the Company's ambition over time to distribute as dividend a minimum of 30% of the profit for the year. The target level will be subject to adjustment depending on possible other uses of funds.

At the Company's annual general meeting on 3 May 2017, it was resolved to distribute dividend of NOK 0.80 per Share for the financial year 2016.

#### **11.11 Shareholder agreements**

The Company is not aware of any shareholder agreements in respect of the Shares.

## **12. SHAREHOLDERS MATTERS AND NORWEGIAN COMPANY AND SECURITIES LAW**

### **12.1 General meeting**

According to the Norwegian Public Limited Companies Act, a company's shareholders exercise their voting rights in the company at the general meeting.

A shareholder may attend the general meeting either in person or by proxy. According to the Norwegian Securities Trading Act section 5-9 (3) a company listed on Oslo Børs shall send proxy forms to its shareholders prior to its general meetings, unless such form is made available to the shareholders on the internet site of the company and the notice of the general meeting includes all information needed by the shareholders to gain access to the documents, including the internet address.

In accordance with the Norwegian Public Limited Companies Act, the annual general meeting of the company shall be held each year no later than 30 June. The following matters must be on the agenda for the annual general meeting:

- approval of the annual accounts and annual report, including the distribution of any dividends
- the statement of the board of directors with regard to remuneration and benefits to the company's managing director and other senior management;
- a statement of principles and practice for corporate governance; and
- any other business required to be discussed at the general meeting by law or in accordance with the company's Articles of Association.

The Norwegian Public Limited Companies Act requires that publicly listed companies send written notice of general meetings to all shareholders at least 21 days prior to the date of the general meeting. Shareholders who want to participate at the Company's general meeting shall give notice to the Company by the deadline stated in the notice for the general meeting. The deadline for giving notice of participation at the general meeting is normally the day before the meeting.

Any shareholder of the Company is entitled to demand that a matter is added to the agenda of a general meeting provided that such shareholder provides the Board of Directors with a written notice of the matter at least seven days prior to the deadline for submitting the notice of the general meeting.

In addition to the annual general meeting, extraordinary general meetings of shareholders may be held if deemed necessary by the Company's Board of Directors. An extraordinary general meeting shall also be convened for the consideration of specific matters at the written request of the Company's auditor or shareholders representing in total at least 5% of the share capital of the Company.

### **12.2 Voting Rights**

The Norwegian Public Limited Companies Act sets forth that each share in a company shall represent a right to one vote at the general meeting. No voting rights can be exercised with respect to treasury shares (own shares) held by a company.

In general, decisions that shareholders are entitled to make under the Norwegian Public Limited Companies Act or the Company's Articles of Association may be made by a simple majority of the votes cast. In the case of elections, the persons who obtain the most votes cast are elected. However, certain decisions, including but not limited to resolutions to:

- authorise an increase or reduction of the Company's share capital,
- authorise an issuance of convertible loans or warrants,
- authorise the Board of Directors to purchase the Company's own shares and hold them as treasury shares,
- waive preferential rights in connection with a share issue,
- approve a merger or demerger, and
- amend the Company's Articles of Associations,

must receive the approval of at least two-thirds of the aggregate number of votes cast at the general meeting, as well as at least two-thirds of the share capital represented at the general meeting. The Norwegian Public Limited Companies Act further requires that certain decisions, which have the effect of substantially altering the rights and preferences of any shares or class of shares, receive the approval of the holders of such shares or class of shares as well as the majority required for amendments to the Articles of Association.

Decisions that (i) would reduce the rights of some or all of the Company's shareholders in respect of dividend payments or other rights to assets or (ii) restrict the transferability of the Shares, require that at least 90% of the share capital represented at the Company's general meeting vote in favour of the resolution, as well as the majority required for amending the Articles of Association. Decisions which (i) increases the shareholders' obligations towards the Company, (ii) restricts the shareholders' right to transfer their shares other than requiring consent, (iii) make shares subject to forced redemption, (iv) changes the legal relationship between previously equal shares and (v) reduces the shareholders' right to dividends or the Company's capital, require the approval of all shareholders in the Company. In general, only a shareholder registered in the VPS is entitled to vote for such Shares. Beneficial owners of the Shares that are registered in the name of a nominee are generally not entitled to vote under Norwegian law, nor are any person who is designated in the VPS register as the holder of such Shares as nominees. Investors should note that there are varying opinions as to the interpretation of the right to vote on nominee registered shares.

There are no quorum requirements for the general meeting of the Company.

### **12.3 Additional issuance and preferential rights**

If a public limited company issues any new shares, including bonus share issues (involving the issuance of new shares by a transfer from the company's share premium reserve or distributable equity to the share capital), such decision requires a two-thirds majority of the votes cast and the share capital represented at a general meeting of shareholders. In connection with an increase in the Company's share capital by a subscription for Shares against cash contributions, Norwegian law provides the Company's shareholders with a preferential right to subscribe for the new Shares on a pro rata basis based on their then-current shareholding in the Company. The preferential rights to subscribe for Shares in a Share issue may be waived by a resolution in the general meeting with the same voting requirements as for amendments to the Articles of Association. A waiver of the shareholders' preferential rights in respect of bonus issues requires the approval of all outstanding Shares.

The general meeting may, with two-thirds majority vote as described above, authorise the Board of Directors to issue new Shares. Such authorisation may be effective for a maximum of two years, and the par value of the Shares to be issued may not exceed 50% of the nominal share capital at the time the authorisation is registered in the Norwegian Register of Business Enterprises. The Corporate Governance Code recommends that the authorisation is limited to specific purposes and not valid for longer than until the next annual general meeting. The preferential right to subscribe for Shares against consideration in cash may be set aside by the Board of Directors only if the authorisation includes such option for the Board of Directors.

To issue Shares to shareholders who are citizens or residents of the United States upon the exercise of preferential rights, the Company may be required to file a registration statement in the United States under U.S. securities laws. If the Company decides not to file a registration statement, these holders may not be able to exercise their preferential rights.

Under Norwegian law, bonus shares may be issued, subject to shareholder approval and provided, amongst other requirements, that the Company does not have an uncovered loss from a previous accounting year, by transfer from the Company's distributable equity or from the Company's share premium reserve. Any bonus issues may be accomplished either by issuing Shares or by increasing the par value of the outstanding Shares. If the increase in share capital is to take place by new Shares being issued, these new Shares must be allotted to the shareholders of the Company in proportion to their current shareholding in the Company.

### **12.4 Minority rights**

The Norwegian Public Limited Companies Act contains a number of provisions protecting minority shareholders against oppression by the majority, including but not limited to those described in this and preceding sections. Any shareholder may petition the courts to have a decision of the Company's Board of Directors or general meeting declared invalid on the grounds that it unreasonably favours certain shareholders or third parties to the detriment of other shareholders or the Company itself. In certain grave circumstances, shareholders may require the courts to dissolve the company as a result of such decisions. Shareholders holding in aggregate 5% or more of a public limited company's share capital have a right to demand that the company holds an extraordinary general meeting to address specific matters. In addition, any shareholder may demand that the company places an item on the agenda for any general meeting if the company is notified in time for such item to be included in the notice of the meeting.

### **12.5 Mandatory offer requirements**

The Norwegian Securities Trading Act requires any person, entity or consolidated group that becomes the owner of shares representing more than one-third of the voting rights of a Norwegian company listed on a Norwegian regulated market to, within four weeks, make an unconditional general offer for the purchase of the remaining shares in that company. A mandatory offer obligation may also be triggered where a party acquires the right to become the owner of shares that, together with the party's own shareholding, represent more than one-third of the voting rights in the company and Oslo Børs decides that this is regarded as an effective acquisition of the shares in question.

The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares that exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

When a mandatory offer obligation is triggered, the person subject to the obligation is required to immediately notify Oslo Børs and the company in question accordingly. The notification is required to state whether an offer will be made to acquire the remaining shares in the company or whether a sale will take place. As a rule, a notification to the effect that an offer will be made cannot be retracted. The offer and the offer document required are subject to approval by Oslo Børs before the offer is submitted to the shareholders or made public.

The offer price per share must be at least as high as the highest price paid or agreed by the offeror for the shares in the six-month period prior to the date the threshold was exceeded. However, if it is clear that the market price was higher when the mandatory offer obligation was triggered, the Norwegian Securities Trading Act states that the offer price shall be at least as high as the market price. If the acquirer acquires or agrees to acquire additional shares at a higher price prior to the expiration of the mandatory offer period, the acquirer is obliged to restate its offer at such higher price. A mandatory offer must be in cash or contain a cash alternative at least equivalent to any other consideration offered.

In case of failure to make a mandatory offer or to sell the portion of the shares that exceeds the relevant threshold

within four weeks, Oslo Børs may force the acquirer to sell the shares exceeding the threshold by public auction. Moreover, a shareholder who fails to make an offer may not, as long as the mandatory offer obligation remains in force, exercise rights in the company, such as voting in a general meeting of the Company's shareholders, without the consent of a majority of the remaining shareholders. The shareholder may, however, exercise his/her/its rights to dividends and pre-emption rights in the event of a share capital increase. If the shareholder neglects his/her/its duty to make a mandatory offer, Oslo Børs may impose a cumulative daily fine that runs until the situation has been rectified.

Any person, entity or consolidated group that owns shares representing more than one-third of the votes in a Norwegian company listed on a Norwegian regulated market is obliged to make an offer to purchase the remaining shares of the company (repeated offer obligation) if the person entity or consolidated group through acquisition becomes the owner of shares representing 40%, or more of the votes in the company. The same applies correspondingly if the person, entity or consolidated group through acquisition becomes the owner of shares representing 50% or more of the votes in the company. The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares which exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

Any person, entity or consolidated Group that has passed any of the above mentioned thresholds in such a way as not to trigger the mandatory bid obligation, and has therefore not previously made an offer for the remaining shares in the company in accordance with the mandatory offer rules is, as a main rule, obliged to make a mandatory offer in the event of a subsequent acquisition of shares in the company.

The Company has not received any takeover bids or bids to acquire controlling interest during the last 12 months.

### **12.6 Compulsory acquisition**

Pursuant to the Norwegian Public Limited Companies Act and the Norwegian Securities Trading Act, a shareholder who, directly or through subsidiaries, acquires shares representing more than 90% of the total number of issued shares in a Norwegian public limited liability company, as well as more than 90% of the total voting rights, has a right, and each remaining minority shareholder of the company has a right to require such majority shareholder, to effect a compulsory acquisition for cash of the shares not already owned by such majority shareholder. Through such compulsory acquisition, the majority shareholder becomes the owner of the remaining shares with immediate effect.

If a shareholder acquires shares representing more than 90% of the total number of issued shares, as well as more than 90% of the total voting rights, through a voluntary offer in accordance with the Norwegian Securities Trading Act, a compulsory acquisition can, subject to the following conditions, be carried out without such shareholder being obliged to make a mandatory offer: (i) the compulsory acquisition is commenced no later than four weeks after the acquisition of shares through the voluntary offer, (ii) the price offered per share is equal to or higher than what the offer price would have been in a mandatory offer, and (iii) the settlement is guaranteed by a financial institution authorised to provide such guarantees in Norway.

A majority shareholder who effects a compulsory acquisition is required to offer the minority shareholders a specific price per share, the determination of which is at the discretion of the majority shareholder. However, where the offeror, after making a mandatory or voluntary offer, has acquired more than 90% of the voting shares of a company and a corresponding proportion of the votes that can be cast at the general meeting, and the offeror pursuant to section 4-25 of the Norwegian Public Limited Companies Act completes a compulsory acquisition of the remaining shares within three months after the expiry of the offer period, it follows from the Norwegian Securities Trading Act that the redemption price shall be determined on the basis of the offer price for the mandatory /voluntary offer unless specific reasons indicate another price.

Should any minority shareholder not accept the offered price, such minority shareholder may, within a specified deadline of not less than two months, request that the price be set by a Norwegian court. The cost of such court procedure will, as a general rule, be the responsibility of the majority shareholder, and the relevant court will have full discretion in determining the consideration to be paid to the minority shareholder as a result of the compulsory acquisition.

Absent a request for a Norwegian court of law to set the price or any other objection to the price being offered, the minority shareholders would be deemed to have accepted the offered price after the expiry of the specified deadline.

### **12.7 Disclosure obligations**

Pursuant to the Norwegian Securities Trading Act, a person, entity or a group acting in concert acquires or disposes shares or rights to shares, i.e. convertible loans, subscription rights, options to purchase shares and similar rights to shares, which results in beneficial ownership, directly or indirectly, in the aggregate, reaching or exceeding or falling below the respective thresholds of 5%, 10%, 15%, 20%, 25%, 1/3, 50%, 2/3 or 90% of the share capital, or a corresponding portion of the votes, is obligated to notify Oslo Børs and the issuer immediately. Certain voting rights are counted on equal basis as shares and rights to shares. A change in ownership level due to other circumstances (i.e. other than acquisition or disposal) can also trigger the notification obligations when the said thresholds are passed, e.g. changes in the company's share capital.

### **12.8 Rights of redemption and repurchase of shares**

The share capital of the Company may be reduced by reducing the par value of the Shares or by redeeming Shares. Such a decision requires the approval of at least two thirds of the aggregate number of votes cast and

at least two thirds of the share capital represented at a general meeting of the Company's shareholders. Redemption of individual Shares requires the consent of the holders of the Shares to be redeemed.

The Company may purchase its own Shares provided that the Board of Directors has been granted an authorisation to do so by the general meeting with the approval of at least two thirds of the aggregate number of votes cast and at least two thirds of the share capital represented at the meeting. The aggregate par value of treasury shares so acquired, and held by the Company, must not exceed 10% of the Company's share capital, and treasury shares may only be acquired if the Company's distributable equity, according to the latest adopted balance sheet, exceeds the consideration to be paid for the shares.

#### **12.9 Shareholders vote on certain reorganisations**

A decision to merge with another company or to demerge requires a resolution of the Company's shareholders at a general meeting passed by two-thirds of the aggregate votes cast, as well as two-thirds of the aggregate share capital represented at the general meeting. A merger plan or de-merger plan signed by the Company's Board of Directors along with certain other required documentation shall be sent to all shareholders and registered with the Norwegian Register of Business Enterprises at least one month prior to the general meeting to decide upon the matter.

#### **12.10 Distribution of dividends**

Dividends may be paid in cash or in some instances in kind. Pursuant to the Norwegian Public Limited Companies Act, a public company may only distribute dividends to the extent it after the distribution has net assets covering the company's share capital and other restricted equity. The calculation shall be made on the basis of the balance sheet in the company's last approved financial statements, however so that it is the registered share capital on the time of decision that applies. In the amount that may be distributed according to the first paragraph, a deduction shall be made for (i) the aggregate nominal value of treasury shares held by the company, (ii) credit and collateral pursuant to sections 8-7 and 8-10 of the Norwegian Public Limited Companies Act, with the exception of credit and collateral repaid or settled prior to the time of decision or credit which is settled by a netting in the dividend and (iii) other dispositions after the balance day which pursuant to the law shall lie within the scope of the funds that the company may use to distribute dividend. Even if all other requirements are fulfilled, the company may only distribute dividend to the extent that it after the distribution has a sound equity and liquidity. Distribution of dividends is resolved by a majority vote at the general meeting of the shareholders of the Company, and on the basis of a proposal from the Board of Directors. The general meeting cannot distribute a larger amount than what is proposed or accepted by the Board of Directors.

According to the Norwegian Public Limited Companies Act, there is no time limit after which entitlement to dividends lapses. Further, there are no dividend restrictions or specific procedures for non-Norwegian resident shareholders in the Norwegian Public Limited Companies Act. Any potential future payments of dividends on the Shares will be denominated in NOK, and will be paid to the shareholders through the VPS. Payment to investors registered in the VPS whose address is outside Norway will be conducted by the Company's registrar (DNB) based on information received from the VPS. Investors registered in the VPS with an address outside Norway who have not supplied VPS with their bank account details or who do not have a valid bank account number will receive a letter from the Company's VPS registrar which needs to be returned before the dividend payment can take place.

#### **12.11 Distribution of assets on liquidation**

According to the Norwegian Public Limited Companies Act, a company may be wound-up by a resolution of the company's shareholders in a general meeting passed by the same vote as required with respect to amendments to the Articles of Association. The shares rank equally in the event of a return on capital by the Company upon a winding-up or otherwise.

#### **12.12 The VPS and transfer of shares**

The VPS is the Norwegian paperless centralised securities registry. It is a computerised bookkeeping system in which the ownership of, and all transactions relating to, Norwegian listed shares must be recorded. The Company's share register is operated through the VPS. All transactions relating to securities registered with the VPS are made through computerised book entries. No physical share certificates are, or may be, issued. The VPS confirms each entry by sending a transcript to the registered shareholder irrespective of any beneficial ownership. To effect such entries, the individual shareholder must establish a share account with a Norwegian account agent. Norwegian banks, Norges Bank, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account agents.

The entry of a transaction in the VPS is *prima facie* evidence in determining the legal rights of parties as against the issuing company or a third party claiming an interest in the given security. The VPS is liable for any loss suffered as a result of faulty registration or an amendment to, or deletion of, rights in respect of registered securities unless the error is caused by matters outside the VPS's control and which the VPS could not reasonably be expected to avoid or overcome the consequences of. Damages payable by the VPS may, however, be reduced in the event of contributory negligence by the aggrieved party.

A transferee or assignee of shares may not exercise the rights of a shareholder with respect to such shares unless such transferee or assignee has registered such shareholding or has reported and shown evidence of such share acquisition, and the acquisition of shares is not prevented by law, the Articles of Association or otherwise

### **12.13 Shareholders' register**

Under Norwegian law, shares are registered in the name of the owner of the shares. As a general rule, there are no arrangements for nominee registration and Norwegian shareholders are not allowed to register their shares in VPS through a nominee. However, shares may be registered in the VPS by a fund manager (bank or other nominee) approved by the Norwegian Ministry of Finance, as the nominee of foreign shareholders. An approved and registered nominee has a duty to provide information on demand about beneficial shareholders to the company and to the Norwegian authorities. In the case of registration by nominees, registration with the VPS must show that the registered owner is a nominee. A registered nominee has the right to receive dividends and other distributions but cannot vote at general meetings on behalf of the beneficial owners. Beneficial owners must register with the VPS or provide other sufficient proof of their ownership to the shares in order to vote at general meetings.

### **12.14 The Articles of Association**

The Articles of Association of the Company (last amended 24 October 2017) are incorporated by reference to this Prospectus (See Section 14.3 "Incorporation by reference"). The following is a summary of provisions of the Company's Articles of Association as of the date of this Prospectus, some of which have not been addressed in the preceding discussion.

#### **Section 2**

The Company's business is investment in, and operational management of, companies that provides services within transportation and infrastructure related work.

#### **Section 3**

The Company's registered office is in the municipality of Bærum, Norway.

#### **Section 4**

The Company's share capital is NOK 42,327,848.00 divided into 42,327,848 shares, each with a nominal value of NOK 1.

#### **Section 5**

The Company's Board of Directors shall consist of from three to nine shareholder elected board members. The Board of Directors is elected for two years at a time. It is possible to elect as many deputy members as there are members of the board. The deputy members are also elected for two years at a time.

#### **Section 6**

The right to sign for the company is held by the managing director and the board chairman jointly or the managing director and two board member jointly or the board chairman and two board members jointly. The managing director has the company's power of procuration. The board may grant power of procuration to others as well.

The Articles of Association of the company do not contain any provisions stricter than is required by the Norwegian Public Limited Companies Act in relation to changing the rights of holders of the Shares. The statutory requirements in this regard is set forth in Section 12.2 "Voting Rights" above.

### **12.15 Insider trading**

According to Norwegian law, subscription for, purchase, sale or exchange of financial instruments that are listed, or subject to the application for listing, on a Norwegian regulated market, or incitement to such dispositions, must not be undertaken by anyone who has inside information, as defined in section 3-2 of the Norwegian Securities Trading Act. The same applies to the entry into, purchase, sale or exchange of options or futures/forward contracts or equivalent rights whose value is connected to such financial instruments or incitement to such dispositions.

## 13. NORWEGIAN TAXATION

### 13.1 General

Set out in this chapter 13 is a summary of certain Norwegian tax matters related to purchase, holding and disposal of shares. The statements herein are, unless otherwise stated, based on laws, rules and regulations in force in Norway as of the date of this Prospectus and are subject to any changes in law occurring after such date. Such changes could possibly be made on a retrospective basis. This summary does not address foreign tax laws.

The following summary is of a general nature and does not purport to be a comprehensive description of all Norwegian tax considerations that may be relevant for a decision to acquire, own or dispose of Shares. Shareholders who wish to clarify their own tax situation should consult with and rely upon their own tax advisors. Shareholders resident in jurisdictions other than Norway should consult with and rely upon local tax advisors with respect to the tax position in their country of residence.

Please note that for the purpose of the summary below, a reference to a Norwegian or non-Norwegian shareholder refers to the tax residency rather than the nationality of the shareholder.

### 13.2 Taxation of dividends

#### 13.2.1 Norwegian Personal Shareholders

Dividends distributed to shareholders who are individuals resident in Norway for tax purposes ("**Norwegian Personal Shareholders**") are taxable in Norway for such shareholders at an effective tax rate of 30.59% to the extent the dividend exceeds a tax-free allowance. The dividend received, less the tax free allowance, shall be multiplied by 1.33, which are then included as ordinary income taxable at a flat rate of 23%, increasing the effective rate on dividend dividends received by Norwegian Personal Shareholders to 30.59%.

The tax free allowance is calculated on a share-by-share basis. The allowance for each share is equal to the cost price of the share multiplied by a risk free interest rate, based on the effective rate after tax of interest on treasury bills (Nw. statskasseveksler) with three months maturity and increased by 0.5%. The allowance is calculated for each calendar year, and is allocated solely to Norwegian Personal Shareholders holding shares at the expiration of the relevant calendar year.

Norwegian Personal Shareholders who transfer shares will thus not be entitled to deduct any calculated allowance related to the year of transfer. Any part of the calculated allowance one year exceeding the dividend distributed on the shares, may be carried forward and set off against future dividends received on, or gains upon realization, of the same share.

#### 13.2.2 Norwegian Corporate Shareholders

Dividends distributed to shareholders who are limited liability companies (and certain other similar entities) resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**"), are effectively taxed at a rate of 0.69% (3% of dividend income from such shares is included in the calculation of ordinary income for Norwegian Corporate Shareholders and ordinary income is subject to tax at a flat rate of 23%).

#### 13.2.3 Non-Norwegian Personal Shareholders

Dividends distributed to shareholders who are individuals not resident in Norway for tax purposes ("**Non-Norwegian Personal Shareholders**"), are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident. The withholding obligation lies with the company distributing the dividends and the Company assumes this obligation.

Non-Norwegian Personal Shareholders resident within the EEA for tax purposes may apply individually to Norwegian tax authorities for a refund of an amount corresponding to the calculated tax-free allowance on each individual share (please see Section 13.2.1 "Norwegian Personal Shareholders" above). However, the deduction for the tax-free allowance does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation of dividends than the withholding tax rate of 25% less the tax-free allowance.

If a Non-Norwegian Personal Shareholder is carrying on business activities in Norway and the shares are effectively connected with such activities, the shareholders will be subject to the same taxation dividends as Norwegian Personal Shareholders, as described in Section 13.2.1 "Norwegian Personal Shareholders" above.

Non-Norwegian Personal Shareholders who have suffered a higher withholding tax than set out in an applicable tax treaty, may apply to the Norwegian tax authorities for a refund of excess withholding tax deducted.

#### 13.2.4 Non-Norwegian Corporate Shareholders

Dividends distributed to shareholders who are limited liability companies (and certain other entities) not resident in Norway for tax purposes ("**Non-Norwegian Corporate Shareholders**"), are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident.

Dividends distributed to Non-Norwegian Corporate Shareholders resident within the EEA for tax purposes are exempt from Norwegian withholding tax; provided that the shareholder is the beneficial owner of the shares and that the shareholder is genuinely established and performs genuine economic business activities within the relevant EEA jurisdiction.

If a Non-Norwegian Corporate Shareholder is carrying on business activities in Norway and the shares are effectively connected with such activities, the shareholder will be subject to the same taxation of dividends as a Norwegian Corporate Shareholders, as described above in Section 13.2.2 "Norwegian Corporate Shareholders".

Non-Norwegian Corporate Shareholders who have suffered a higher withholding tax than set out in the applicable tax treaty, may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted.

Nominee registered shares will be subject to withholding tax at a rate of 25% unless the nominee has obtained approval from the Norwegian Tax Directorate for the dividend to be subject to a lower withholding tax rate. To obtain such approval, the nominee is required to file a summary to the tax authorities, including all beneficial owners that are subject to withholding tax at a reduced rate.

The withholding obligation in respect of dividend to Non-Norwegian Corporate Shareholders and on nominee registered shares lies with the company distributing the dividends and the Company assumes this obligation.

### **13.3 Taxation of capital gains on realization of shares**

#### **13.3.1 Norwegian Personal Shareholders**

Sale, redemption or other disposal of shares are considered realization for Norwegian tax purposes. A capital gain or loss generated by a Norwegian Personal Shareholder through disposal of shares is included in, or deducted from, the basis for computation of ordinary income in the year of realization. Same as for taxation of dividends disbursed to Norwegian Personal Shareholders (described in Section 13.2.1 "Norwegian Personal Shareholders" above), the effective tax rate is currently 30.59% (capital gains, less the tax free allowance, and losses are multiplied by 1.33, and then included or deducted from the Norwegian Personal Shareholders ordinary income, which is taxable at a flat rate of 23%). Gains are taxable and losses are deductible irrespective of the duration of the ownership of the shares disposed of.

The gain or loss is calculated as the difference between the consideration for the share and the cost price (including costs incurred in relation to the acquisition or realization of the share). From this capital gain, Norwegian Personal Shareholders are entitled to deduct a calculated allowance, provided that such allowance has not already been used to reduce taxable dividend income. Please refer Section 13.2.1 "Norwegian Personal Shareholders" for a description of the calculation of the allowance. The allowance may only be deducted in order to reduce a taxable gain calculated upon the realization of the share, and may not be deducted to produce or increase a loss for tax purposes, i.e. any unused allowance exceeding the capital gain upon the realization of a share will be annulled.

#### **13.3.2 Norwegian Corporate Shareholders**

Norwegian Corporate Shareholders are exempt from tax on capital gains generated through the realization of shares qualifying for participation exemption. Losses upon the realization and costs incurred in connection with the purchase and realization of such shares are not deductible for tax purposes.

#### **13.3.3 Non-Norwegian Personal Shareholders**

Capital gains from sale or other disposals made by a Non-Norwegian Personal Shareholders are not subject to taxation in Norway, however, a tax liability in Norway may arise if the shares are held in connection with business activities carried out or managed from Norway.

#### **13.3.4 Non-Norwegian Corporate Shareholders**

Capital gains generated through realization of shares by Non-Norwegian Corporate Shareholders are not subject to taxation in Norway.

### **13.4 Net Wealth Tax**

Norwegian Personal Shareholders are subject to net wealth tax. The marginal net wealth tax is currently 0.85% of the value assessed. When calculating the net wealth tax base, shares in listed companies are valued to 80% of the shares' quoted value as of 1 January in the year of the assessment, i.e. the year following the relevant income year.

Norwegian Corporate Shareholders are not subject to net wealth tax.

Shareholders not resident in Norway for tax purposes are, at the outset, not subject to Norwegian net wealth tax. Non-Norwegian Personal Shareholders may however be subject to net wealth tax if the shares are held in connection with a business, or connected to the conduct of trade, in Norway.

### **13.5 Duties on transfer of shares**

No stamp duty or similar duties are currently imposed in Norway on the transfer or issuance of shares in the Company.

### **13.6 Inheritance tax**

A transfer of shares through inheritance or as a gift does not give rise to inheritance or gift tax in Norway.

## 14. ADDITIONAL INFORMATION

### 14.1 Disputes – actual and potential disputes

As of the date of this Prospectus, neither the Company nor any of its subsidiaries is, or has been, involved in any governmental, legal or arbitration proceedings (including, to the Company's knowledge, proceedings that are pending or threatened), which may have or have had in recent past significant negative effects on the Company's and/or the Group's financial position or profitability.

### 14.2 Documents on display

For the life of this Prospectus, the following documents (and copies thereof) are available for inspection at the Company's offices and can be downloaded from the Company's web page [www.nrcgroup.com](http://www.nrcgroup.com):

- Articles of Association of the Company;
- All reports, letters and other documents, historical financial information, valuations and statements prepared by any expert at the issuer's request any part of which is included or referred to in the registration document;
- Historical financial information for the Group's annual accounts for 2014, 2015 and 2016;
- Historical financial information for the Group's quarterly accounts for the period ending 30 September 2017 and 2016;
- Historical financial information for the Company's subsidiaries for the last two financial years; and
- Stock exchange notices, including quarterly reports, distributed by the Company through Oslo Børs' information system NewsWeb.

### 14.3 Incorporation by reference

The information incorporated by reference in this Prospectus shall be read in connection with the cross-reference list as set out in the table below. Except as provided in this Section, no other information is incorporated by reference into this Prospectus.

Section in the Prospectus	Disclosure requirements of the Prospectus	Reference document and link	Page (P) in reference document <sup>1</sup>
Section 9	Audited historical financial information (Annex I, section 20.1)	<b>Financial Statement 2016:</b> <a href="http://mb.cision.com/Main/15911/2296713/693564.pdf">http://mb.cision.com/Main/15911/2296713/693564.pdf</a>	P 32-69
		<b>Financial Statement 2015:</b> <a href="http://mb.cision.com/Main/15911/2312930/701721.pdf">http://mb.cision.com/Main/15911/2312930/701721.pdf</a>	P 15-57
		<b>Financial Statement 2014:</b> <a href="http://mb.cision.com/Main/15911/2312936/701723.pdf">http://mb.cision.com/Main/15911/2312936/701723.pdf</a>	P 25-75
Section 9	Audit report (Annex I, section 20.4.1)	<b>Auditor's Report 2016:</b> <a href="http://mb.cision.com/Main/15911/2296713/693564.pdf">http://mb.cision.com/Main/15911/2296713/693564.pdf</a>	P 81-84
		<b>Auditor's Report 2015:</b> <a href="http://mb.cision.com/Main/15911/2312930/701721.pdf">http://mb.cision.com/Main/15911/2312930/701721.pdf</a>	P 72-73
		<b>Auditor's Report 2014:</b> <a href="http://mb.cision.com/Main/15911/2312936/701723.pdf">http://mb.cision.com/Main/15911/2312936/701723.pdf</a>	P 76-77
Section 4,9	Accounting principles (Annex I, section 20.1)	<b>Accounting principles:</b> <a href="http://mb.cision.com/Main/15911/2296713/693564.pdf">http://mb.cision.com/Main/15911/2296713/693564.pdf</a>	P 40-45
Section 9	Interim Financial Information (Annex I, section 20.6.1)	<b>Interim Report Q3 2017</b> <a href="http://mb.cision.com/Main/15911/2384280/747198.pdf">http://mb.cision.com/Main/15911/2384280/747198.pdf</a>	P 7-17
		<b>Interim Report Q3 2016</b> <a href="http://mb.cision.com/Main/15911/2312891/701691.pdf">http://mb.cision.com/Main/15911/2312891/701691.pdf</a>	P 13-22
Section 12.14		<b>The Articles of Association:</b> <a href="https://nrcgroup.com/investor/corporate-governance/#articlesofassociation">https://nrcgroup.com/investor/corporate-governance/#articlesofassociation</a>	-

1 The original page number as stated in the reference document. Where only parts of a document have been referenced to, the non-incorporated parts are either not relevant for the investor or covered elsewhere in the Prospectus.

## 15. DEFINITIONS AND GLOSSARY OF TERMS

Acquisitions .....	The Company's acquisitions of ALTi and SBB
ALTi .....	The Company's subsidiary ALTi Bygg og Anlegg AS
APMs .....	Alternative performance measures
Company or NRC .....	NRC Group ASA
EBIT .....	Earnings before interests and tax
EBITDA .....	Operating profit before depreciation, amortisation and impairment
EBITDA margin .....	EBITDA divided on operating revenues
Elektrobyggnad .....	The Company's subsidiary Elektrobyggnad Sverige AB (now merged with NRC Sverige AB)
ERTMS .....	The common European signalling system
Fibertech .....	The Company's subsidiary Fibertech AS
Financial Information .....	The Group's audited Financial Statements for the financial years 2014, 2015 and 2016, restated financial statements for 2015 as presented in the 2016 Financial Statements, as well as the Interim Financial Statements for the three and nine-month periods ended 30 September 2016 and 2017
Financial Statements.....	The Group's audited financial statements as at and for the years ended 31 December 2016, 2015 and 2014
Gravco .....	The Company's subsidiaries Gravco AS and Septik Tank Co AS
Group or NRC Group .....	The Company and its subsidiaries
HAG.....	The Company's subsidiary HAG Anlegg AS
IAS.....	International Accounting Standards
IFRS .....	International Financial Reporting Standards
Interim Financial Statements .....	The unaudited financial statements for the three and nine-month periods ended 30 September 2017 and 2016
Litz .....	The Company's subsidiary Litz Entreprenad AB and its subsidiary Litz Installation AB (now merged with NRC Sverige AB)
New Shares .....	Listing on Oslo Børs of 512,895 new shares, each with a par value of NOK 1
NGAAP .....	Norwegian Generally Accepted Accounting Principles
NOK.....	The lawful currency of Norway
Non-Norwegian .....	Shareholders who are limited liability companies (and certain other entities) not resident in Norway for tax purposes
Corporate Shareholders.....	Shareholders who are individuals not resident in Norway for tax purposes
Non-Norwegian .....	Shareholders who are limited liability companies (and certain other similar entities) resident in Norway for tax purposes
Personal Shareholders.....	Shareholders who are individuals resident in Norway for tax purposes
Norwegian Corporate Shareholders .....	Shareholders who are individuals resident in Norway for tax purposes
Norwegian Personal Shareholders..	
Norwegian Public Limited .....	
Companies Act .....	The Norwegian Public Limited Companies Act of 13 June 1997 No.45 (as amended)
Norwegian Securities Trading Act ..	The Norwegian Securities Trading Act of 29 June 2007 No. 75 (as amended)
Norwegian FSA.....	The Financial Supervisory Authority of Norway
NRC Rail.....	The Company's subsidiary NRC Rail AS
NRC Sverige AB.....	The Company's subsidiary Nordic Railway Construction Sverige AB
NTP .....	National Transport Plan
PPA.....	Preliminary purchase price allocation
Pro Forma Financial Information....	The unaudited pro forma financial information prepared by the Company to show how the Acquisitions might have affected the Group's income statement for the year ended 31 December 2016 as if the Acquisitions had occurred at 1 January 2016
Prospectus.....	This Prospectus dated 5 January 2018
SBB .....	The Company's subsidiary Signal och Banbyggarna i Dalarna AB
Segermo .....	The Company's subsidiary Segermo Entreprenad Aktiebolag (now merged with NRC Sverige AB)
SEK .....	The lawful currency of Sweden
Senior Management Option Program .....	The Company's option program for senior management comprising an aggregate of 900,000 Shares over two years
SGAAP .....	Swedish Generally Accepted Accounting Principles
Shares .....	The Company's shares, including the New Shares
US Securities Act.....	The US Securities Act of 1933 as amended

**APPENDIX 1**

**REPORT ON COMPILEDATION OF THE UNAUDITED PRO FORMA FINANCIAL INFORMATION INCLUDED  
IN THE PROSPECTUS**

To the Board of Directors of NRC Group ASA

**Independent Practitioners' Assurance Report on the compilation of pro forma financial information included in a prospectus**

We have completed our assurance engagement to report on the compilation of pro forma financial information of NRC Group ASA (the "Company") by the Board of Directors and Management of the Company. The pro forma condensed financial information consists of the unaudited condensed pro forma statement of comprehensive income for 2016 and related notes as set out in section 10.4 of the prospectus dated 5 January 2018 issued by the Company (the "Prospectus"). The applicable criteria on the basis of which the Board of Directors and Management of the Company has compiled the pro forma financial information are specified in Commission Regulation (EC) no. 809/2004 as incorporated in the Securities Trading Act section 7-7 and described in section 10.2 and 10.3 of the Prospectus (the "applicable criteria"). The historical financial information of the Company and of Alti Bygg og Anlegg AS ("Alti") and Signal och Banbyggarna i Dalarna AB ("SBB") for the 12 months ended 31 December 2016 used in the compilation of the Pro Forma Financial Information is audited by other auditors and accordingly we do not accept any responsibility for that information.

The pro forma financial information has been compiled by The Board of Directors and Management of the Company to illustrate the impact of acquisition of all the shares in Alti Bygg og Anlegg AS ("Alti") and Signal och Banbyggarna i Dalarna AB ("SBB") (the Acquisitions) and related financing set out in section 10.4 of the Prospectus on the Company's consolidated financial performance for the year ended 31 December 2016 as if the Acquisitions and related financing had taken place at 1 January 2016. As part of this process, information about the Company's and the acquired entities' financial performance has been extracted by the Board of Directors and Management from the Company's and the acquired entities financial statements for the year ended 31 December 2016. The auditor's report on the Company's financial statements for the year ended 31 December 2016 has been incorporated by reference as seen out in Section 14.3 of the Prospectus. The auditor's reports on acquired entities' financial statements for the year ended 31 December 2016 have been included in appendix 2 and 3 to the Prospectus.

*The Board of Directors and Management responsibility for the Pro Forma Financial Information*

The Board of Directors and Management is responsible for compiling the pro forma financial information on the basis of the applicable criteria.

*Our Independence and Quality Control*

We have complied with the independence and other ethical requirement of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.



Building a better  
working world

The firm applies International Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

#### Practitioner's Responsibilities

Our responsibility is to express an opinion, as required by Annex II item 7 of EU Regulation No 809/2004 about whether the pro forma financial information has been compiled by the Board of Directors and Management on the basis of the applicable criteria.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board. This standard requires that the practitioner plan and perform procedures to obtain reasonable assurance about whether the Board of Directors and Management have compiled the pro forma financial information on the basis of the applicable criteria and whether this basis is consistent with the accounting policies of the Company. Our work primarily consisted of comparing the unadjusted financial information with the source documents as described in section 10 of the Prospectus, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with Management of the Company.

The aforementioned opinion does not require an audit of historical unadjusted financial information, the adjustments to conform the accounting policies of the acquired entities to the accounting policies of the Company, or the assumptions summarized in section 10 of the Prospectus. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in a prospectus is solely to illustrate the impact of the Acquisitions and related financing on unadjusted financial information of the Company as if the Acquisitions and related financing occurred or had been undertaken at an earlier date selected for purposes of the illustration. Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position or performance. Accordingly, we do not provide any assurance that the actual outcome of the acquisitions for the financial performance year ended 31 December 2016 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled on the basis stated involves performing procedures to assess whether the applicable criteria used by the Board of Directors and Management in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria;
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information; and
- The pro forma financial information has been compiled on a basis consistent with the accounting policies of the Company.

The procedures selected depend on the practitioner's judgment, having regard to the practitioner's understanding of the nature of the company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances. The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Opinion*

In our opinion:

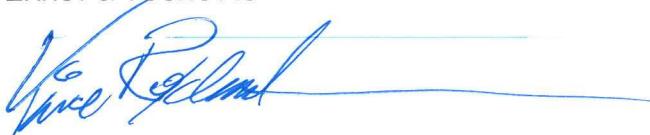
- a) the pro forma financial information has been properly compiled on the basis stated in section 10.4 of the Prospectus; and
- b) that basis is consistent with the accounting policies of the Company

This report is issued for the sole purpose of offering of shares in Norway and the admission of shares on Oslo Stock Exchange, and other regulated markets in the European Union or European Economic Area as set out in the Prospectus approved by the Financial Supervisory Authority of Norway. Our work has not been carried out in accordance with auditing, assurance or other standards and practices generally accepted in the United States and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Therefore, this report is not appropriate in other jurisdictions and should not be used or relied upon for any purpose other than the listing and issuance of shares described above. We accept no duty or responsibility to and deny any liability to any party in respect of any use of, or reliance upon, this report in connection with any type of transaction, including the sale of securities other than the listing of the shares on Oslo Stock Exchange and other regulated markets in the European Union or European Economic Area, as set out in the Prospectus approved by the Financial Supervisory Authority of Norway.

Drammen, 5 January 2018

ERNST & YOUNG AS



Kåre Rødssæteren

State Authorized Public Accountant (Norway)

**APPENDIX 2**

**FINANCIAL INFORMATION FOR ALTI BYGG OG ANLEGG AS FOR THE FINANCIAL YEAR 2016**



## ALTi bygg og anlegg AS ÅRSBERETNING 2016

### **Virkomhetens art og hvor den drives**

Virkomheten til selskapet er entreprenørvirksomhet innen bygg og anlegg. Selskapet er lokalisert i Mandal, med avdelingskontorer i Sandefjord og Oslo.

Virkomhetens forretningside og strategi er å bli et av landets ledende selskaper innen sitt forretningsområde.

### **Rettvisende oversikt over utvikling og resultat**

Selskapet har hatt en omsetningsøkning på 0,2 siste år. Resultatgraden er på 14,0 %, noe som er en nedgang sammenlignet med 2016 hvor tilsvarende tall var på 18,5 %.

Samlet kontantstrøm fra operasjonselle aktiviteter var i 2016 på 25,7 mill. mens driftsresultatet ble på 27,1 mill. Selskapets likviditetsbeholdning ved utgangen av året var 58,96 mill. Selskapets likviditetsituasjon anses som god.

Selskapet har ikke langsiktig gjeld. Den finansielle stillingen er god, og selskapet kan ved årschluss nedbetalte kortsiktig gjeld ved hjelp av sine mest likvide midler.

Totalkapitalen var ved utgangen av året 102,8 mill. sammenlignet med 76,5 mill. året før. Egenkapitalandelen var 26,7 %, sammenlignet med 41,3 % forrige år.

Basert på selskapets solide økonomiske stillingen vurderes fremtidig utvikling som positiv.

Styret mener at årsregnskapet gir et rettvisende bilde av selskapets økonomi og gjeld, finansielle stilling og resultat. Det har ikke etter regnskapsårets utløp inntrådt forhold som er av betydning for bedømmelsen av selskapet og som ikke fremkommer av årsregnskapet med tilhørende noter.

### **sentrale risikoer og usikkerhetsfaktorer**

#### **Finansiell risiko**

##### **Markedsrisiko**

Selskapet har ikke rentebærende lån og effekt av endringer i rentenivå påvirker kun avkastning på overskuddslikviditet. Svingninger i valutakursene representerer ingen vesentlig risiko for ALTi Bygg og Anlegg AS, da både innkjøp og omsetning i all vesentlighet foregår i norske kroner.

#### **Kreditrisiko**

Risiko for at mørpart ikke har økonomisk evne til å oppfylle sine forpliktelser anses som lav til moderat da selskapets kunder hovedsakelig er godt etablerte virksomheter.

#### **Likviditetsrisiko**

Selskapet vurderer likviditeten i selskapet som god, og det er ikke besluttet å innføre tiltak som endrer likviditetsrisiko.

#### **Forsknings- og utviklingsaktiviteter**

Selskapet har ikke noen konkrete forskning- og utviklingsaktiviteter utover løpende aktiviteter knyttet til å forbedre sine prosjektsystemer



## Fortsett drift

I samsvar med regnskapsloven § 3-3a bekreftes det at forutsetningene om fortsatt drift er til stede. Til grunn for antagelsen ligger selskapets drift de siste år, orderveserve, prognosør for de neste årene og budsjettet for 2017. Selskapet er i en sunn økonomisk og finansiell stilling.

## Arbeidsmiljø

Sykefraværet i selskapet var på totalt 443 dager i 2016, noe som utgjorde 1,1% av total arbeidsstid og er en positiv utvikling fra tidligere år. Styret anser sykefraværet som tilfredsstillende, men vil fortsette arbeidet med å redusere antall sykedager. Etter styrets vurdering gjelder sykefraværet ikke forhold som kan relatere seg til arbeidsplassen.

Det har ikke forekommert skader som har medført fravær i 2016.

Arbeidsmiljøet betraktes som godt, og det iverksettes løpende tiltak for forbedringer.

## Likestilling

Selskapet har pr utgangen av året 22 ansatte, av disse er 3 kvinner.

Selskapet arbeider aktivt, målrettet og planmessig for likestilling innenfor virksomheten. Ved rekruttering, både intern og eksternt prioritertes personlige kvalifikasjoner fremfor kjenn.

## Tiltak for å hindre diskriminering mv.

Bedriften arbeider aktivt for å fremme likestilling, sikre like muligheter og rettigheter og hindre diskriminering på grunn av etnisitet, nasjonal opprinnelse, avstamning, hudfarge, språk, religion og livssyn. Bedriften har som en følge av dette flere ansatte med variert etnisk opphav.

## Ytre miljø

Selskapets virksomhet er ikke regulert av konsekvenser eller pålegg. Bedriften forurensar ikke det ytre miljø utover det som er normalt for denne type virksomhet.

## Redegjørelse for årsregnskapet og resultatdisponering

Etter styrets oppfatning gir fremlagt resultatregnskap og balanse med noter uttrykk for virksomhetens resultat for 2016 og økonomiske stilling ved årsskiftet.

Det er ikke inntatt forhold etter regnskapsårets slutt som er av betydning for bedømmelsen av regnskapet.

Virksomheten har for 2016 hatt et overskudd på kr 20 865 943, som foreslås anvendt ved:

Overført annen egenkapital	kr 20 865 943
Sum disponert	kr 20 865 943

Mandal, 28.02.2017

Løs Gunnar Andersen  
styrets leder/daglig leder

Christian Skodde  
styremedlem

Erdil Kenar  
styremedlem

Endre Granheim  
styremedlem

Stein Elde-Fredriksen  
styremedlem

Sig Lien  
styremedlem



**ALTi bygg og anlegg AS**  
Resultatregnskap

<b>Driftsinntekter og -kostnader</b>	<b>Note</b>	<b>2016</b>	<b>2015</b>
Salgsinntekt	11	186 295 864	186 014 380
<b>Sum driftsinntekter</b>		<b>186 295 864</b>	<b>186 014 380</b>
Vareforbruk		130 598 548	127 647 629
Lønn og sosiale kostnader	12	21 993 967	18 552 605
Ordinære avskrivninger	1	102 701	162 046
Andre driftskostnader	1, 12	6 451 535	6 086 491
<b>Sum driftskostnader</b>		<b>159 146 750</b>	<b>152 448 771</b>
<b>Driftsresultat</b>		<b>27 149 113</b>	<b>33 565 609</b>
<b>Finansinntekter og -kostnader</b>			
Finansinntekter	13	567 337	859 672
Finanskostnader	13	18 780	46 198
<b>Resultat av finansposter</b>		<b>548 557</b>	<b>813 474</b>
<b>Ordinært resultat før skattekostnad</b>		<b>27 697 670</b>	<b>34 379 083</b>
Skattekostnad	10	6 831 727	8 910 204
<b>Årets resultat</b>	<b>2</b>	<b>20 865 943</b>	<b>25 468 879</b>
<b>Overføringer</b>			
Avsatt til annen egenkapital		20 865 943	25 468 879
<b>Sum overføringer</b>	<b>8</b>	<b>20 865 943</b>	<b>25 468 879</b>



**ALTi bygg og anlegg AS**

Balanse pr. 31.12.

<b>EIENDELER</b>	<b>Note</b>	<b>2016</b>	<b>2015</b>
<b>ANLEGGSMIDLER</b>			
<b>Varige driftsmidler</b>			
Verktøy og inventar	1	255 000	357 701
<b>Sum varige driftsmidler</b>		<b>255 000</b>	<b>357 701</b>
<b>Finansielle anleggsmidler</b>			
Andre fordringer	5, 6	1 306 773	444 384
<b>Sum finansielle anleggsmidler</b>		<b>1 306 773</b>	<b>444 384</b>
<b>Sum anleggsmidler</b>		<b>1 561 773</b>	<b>802 085</b>
<b>OMLØPSMIDLER</b>			
<b>Fordringer</b>			
Kundefordringer	4, 5	41 870 368	16 615 506
Andre kortsiktige fordringer		404 982	566 178
<b>Sum fordring</b>		<b>42 275 350</b>	<b>17 181 684</b>
<b>Bankinnskudd</b>			
Bankinnskudd	7	58 963 385	58 480 526
<b>Sum bankinnskudd</b>		<b>58 963 385</b>	<b>58 480 526</b>
<b>Sum omløpsmidler</b>		<b>101 238 735</b>	<b>75 662 209</b>
<b>SUM EIENDELER</b>		<b>102 800 508</b>	<b>76 464 294</b>



**ALTi bygg og anlegg AS**

Balanse pr. 31.12.

EGENKAPITAL OG GJELD	Note	2016	2015
<b>EGENKAPITAL</b>			
<b>Innskutt egenkapital</b>			
Aksjekapital	9	100 000	100 000
Overkurs		12 580	12 580
<b>Sum innskutt egenkapital</b>		<b>112 580</b>	<b>112 580</b>
<b>Opptjent egenkapital</b>			
Andre egenkapital		27 358 619	31 492 676
<b>Sum opptjent egenkapital</b>		<b>27 358 619</b>	<b>31 492 676</b>
<b>Sum egenkapital</b>	2, 8	<b>27 471 199</b>	<b>31 605 256</b>
<b>GJELD</b>			
<b>Avsetning for forpliktelser</b>			
Utsatt skatt	10	4 274 000	4 810 000
Garantiforpliktelser		100 000	500 000
<b>Sum avsetning for forpliktelser</b>		<b>4 374 000</b>	<b>5 310 000</b>
<b>Kortsiktig gjeld</b>			
Leverandørgjeld		42 473 256	9 298 421
Betalbar skatt	10	7 367 727	9 953 204
Skyldige offentlige avgifter		3 966 498	3 616 451
Andre kortsiktig gjeld	4	17 147 827	16 680 962
<b>Sum kortsiktig gjeld</b>		<b>70 955 308</b>	<b>39 549 038</b>
<b>Sum gjeld</b>		<b>75 329 308</b>	<b>44 859 038</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>102 800 508</b>	<b>76 464 294</b>

Mandal, 28.02.2017  
Styret i ALTi bygg og anlegg AS

Lars Gunnar Andersen  
Styrets leder / Daglig leder

Øystein Eide-Fredriksen  
Styremedlem

Kenar Erdil  
Styremedlem

Sigrun Lien  
Styremedlem

Endre Granheim  
Styremedlem

Christian Skodde  
Styremedlem



**ALTi bygg og anlegg AS**  
KONTANTSTRØMOPPSTILLING

	2016	2015
<b>Kontantstrømmer fra operasjonelle aktiviteter</b>		
Resultat før skattekostnad	27 697 670	34 379 083
Periodens betalte skatt	-9 953 204	-5 234 411
Tap/gevinst ved salg av anleggsmidler	171 713	0
Andringer i avsetninger uten kontantstrømseffekt	-400 000	500 000
Avskrivninger	102 701	162 046
Endring i varelager	0	1 600 000
Endring i kundefordringer	-25 254 862	19 624 415
Endring i leverandørgjeld	33 174 835	-30 330 598
Endring i andre tidsavgrensningsposter	115 719	-8 210 725
<b>Netto kontantstrøm fra operasjonelle aktiviteter</b>	<b>25 654 572</b>	<b>12 489 810</b>
<b>Kontantstrømmer fra investeringsaktiviteter</b>		
Innbetalinger ved salg av varige driftsmidler	980 000	0
Utbetalinger ved kjøp av varige driftsmidler	-1 151 713	-422 746
<b>Netto kontantstrøm fra investeringsaktiviteter</b>	<b>-171 713</b>	<b>-422 746</b>
<b>Kontantstrømmer fra finansieringsaktiviteter</b>		
Utbetalinger av utbytte	-25 000 000	-15 000 000
<b>Netto kontantstrøm fra finansieringsaktiviteter</b>	<b>-25 000 000</b>	<b>-15 000 000</b>
<b>Effekt av valutakursendringer på kontanter og kontantekvivalenter</b>		
Netto endring i kontanter og kontantekvivalenter	482 859	-2 932 936
Beholdning av kontanter og kontantekvivalenter ved periodens begynnelse	58 480 526	61 413 462
Beholdning av kontanter og kontantekvivalenter ved periodens slutt	58 963 385	58 480 526



## ALTi bygg og anlegg AS

## Noter til årsregnskapet for 2016

### Regnskapsprinsipper

Årsregnskapet er satt opp i samsvar med regnskapsloven og god regnskapsskikk.

### Bruk av estimer

Utarbeidelse av regnskap i samsvar med regnskapsloven krever bruk av estimer. Videre krever anvendelse av selskapets regnskapsprinsipper at ledelsen må utøve skjønn. Områder som i stor grad inneholder slike skjønnsmessige vurderinger, høy grad av kompleksitet, eller områder hvor forutsetninger og estimer er vesentlige for årsregnskapet, er beskrevet i notene.

### Salgsinntekter

Inntekter ved salg av varer og tjenester vurderes til virkelig verdi av vederlaget, netto etter fradrag for merverdiavgift, returer, rabatter og andre avslag. Salg av varer resultatføres når selskapet har levert sine produkter til kunden og det ikke er oppfylte forpliktelser som kan påvirke kundens aksept av leveringen.

Tjenester inntektsføres i takt med utførelsen.

### Klassifisering av balanseposter

Eiendeler bestemt til varig eie eller bruk klassifiseres som anleggsmidler. Eiendeler som er tilknyttet varekretsløpet klassifiseres som omløpsmidler. Fordringer for øvrig klassifiseres som omløpsmidler hvis de skal tilbakebetales innen ett år. For gjeld legges analoge kriterier til grunn. Første års avdrag på langsiktige fordringer og langsiktig gjeld klassifiseres likevel ikke som omløpsmiddel og kortsiktig gjeld.

### Anskaffelseskost

Anskaffelseskost for eiendeler omfatter kjøpesummen, med fradrag for rabatter og lignende, og med tillegg for kjøpsutgifter (frakt, toll, offentlige avgifter som ikke refunderes og andre direkte kjøpsutgifter). Ved kjøp i utenlandsk valuta balanseføres eiendelen til kursen på transaksjonstidspunktet.

For varige driftsmidler og immaterielle eiendeler omfatter anskaffelseskost også direkte utgifter for å klargjøre eiendelen for bruk, for eksempel utgifter til testing av eiendelen.

### Investeringer i andre selskaper

Selskapets deltagelse i ansvarlig selskap behandles etter bruttometoden. Selskapets andel av samtlige resultat og balanseposter er inkludert i hver hovedlinje selskapets ordinære regnskap. Det henvises for øvrig til note 2

### Anleggsmidler

Anleggsmidler omfatter eiendeler bestemt til varig eie eller bruk, og er vurdert til anskaffelseskost. Varige driftsmidler balanseføres og avskrives over driftsmiddelets økonomiske levetid. Varige driftsmidler nedskrives til antatt virkelig verdi når verdifallet forventes ikke å være forbligående.

### Varelager

Varer vurderes til det laveste av anskaffelseskost og virkelig verdi.

### Anleggskontrakter

Arbeid under utførelse knyttet til kontrakter med lang tilvirkningstid vurderes etter løpende avregnings metode. Fullførelsesgraden beregnes ut fra faktisk fremdrift i prosjektet. Totalkostnaden revideres løpende. For prosjekter som antas å gi tap, kostnadsføres hele det beregnede tapet umiddelbart.



## ALTi bygg og anlegg AS

## Noter til årsregnskapet for 2016

### Fordringer

Kundefordringer føres i balansen etter fradrag for avsetning til forventede tap. Avsetning til tap er gjort på grunnlag av individuell vurdering av fordringene og en tilleggsavsetning som skal dekke øvrige påregnelige tap. Vesentlige økonomiske problemer hos kunden, sannsynligheten for at kunden vil gå konkurs eller gjennomgå økonomisk restrukturering og utsettelse og mangler ved betalinger anses som indikatorer på at kundefordringer må nedskrives.

Andre fordringer, både omløpsfordringer og anleggsfordringer, føres opp til det laveste av pålydende og virkelig verdi. Virkelig verdi er nåverdien av forventede framtidige innbetalinger. Det foretas likevel ikke neddiskontering når effekten av neddiskontering er uvesentlig for regnskapet. Avsetning til tap vurderes på samme måte som for kundefordringer.

### Gjeld

Gjeld balanseføres til nominelt gjeldsbeløp.

### Garantiarbeider/reklamasjoner

Et prosjekt skal overleveres kunden i henhold til kontrakten. Dersom det avdekkes mangler på overleverte prosjekter, kan entreprenøren bli ansvarlig for å utbedre disse uten ekstra betaling. Garantitiden er normalt fra tre til fem år. Ved overtakelsen av et prosjekt må kunden reklamere for alle synlige mangler. I garantitiden er entreprenøren ansvarlig for skjulte mangler. Etter garantitidens utløp er entreprenøren bare ansvarlig for skjulte mangler som skyldes grov uaktsomhet eller forsett.

Det anvendes to typer kontrakter: utførelsesentreprise og totalentreprise. Ved en utførelsesentreprise er entreprenøren ansvarlig for mangler som skyldes utførelsen av arbeidet, mens kunden er ansvarlig for mangler som skyldes prosjekteringen. Ved en totalentreprise påtar entreprenøren seg også prosjekteringsansvaret. På grunnlag av de prosjektypene selskapet har hatt etter etableringen har man funnet det forsvarlig å ikke foreta avsetninger for garantiforpliktelser eller reklamasjonsansvar.

### Pensjoner

Pensjonsordninger finansiert via sikrede ordninger er ikke balanseført. Pensjonspremien anses i disse tilfeller som pensjonskostnad og klassifiseres sammen med lønnskostnader. Selskapets ordning tilsvarer 5 % av lønn mellom 1G og 6G og 8 % av lønn mellom 6G og 12G

### Skatt

Skattekostnaden i resultatregnskapet omfatter både periodens betalbare skatt og endring i utsatt skatt. Utsatt skatt beregnes med aktuell skattesats på grunnlag av de midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier, samt eventuelt ligningsmessig underskudd til fremføring ved utgangen av regnskapsåret. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er utlignet. Oppføring av utsatt skattefordel på netto skattereduserende forskjeller som ikke er utlignet og underskudd til fremføring, begrunnes med antatt fremtidig inntjening. Utsatt skatt og skattefordel som kan balanseføres oppføres netto i balansen.

Skatteredusjon ved avgitt konsernbidrag, og skatt på mottatt konsernbidrag som føres til reduksjon av kostpris eller direkte mot egenkapitalen, føres direkte mot skatt i balansen.

Utsatt skatt regnskapsføres til nominelt beløp.

### Kontantstrømoppstilling

Kontantstrømoppstillingen utarbeides etter den indirekte metoden. Kontanter og kontantekvivalenter omfatter kontanter og bankinnskudd.



**ALTI bygg og anlegg AS**

**Noter til årsregnskapet 2016**

### Note 1 Varige driftsmidler

Varige driftsmidler	Verktøy og Inventar
Anskaffelseskost 01.01.	751 789
Tilgang	1 151 713
Avgang	1 151 713
Anskaffelseskost 31.12.	751 789
Akkumulerte avskrivninger 31.12.	496 789
<b>Balanseført verdi 31.12.</b>	<b>255 000</b>
 Årets avskrivninger	 102 701
Forventet økonomisk levetid	3-5 år
Avskrivingplan	Lineær

### Årlig leie av ikke balanseførte driftsmidler

Driftsmiddel	Leieperiode	Årlig leie
Leasing biler	3-5 år	833 547
Leie fast eiendom	Inntil 1 år	329 649

### Note 2 Investeringer i andre aksjer og andeler

Selskapet er deltaker med 50 % i det ansvarlige selskapet Sjursøya-Lemminkäinen-ALTI ANS. Det ansvarlige selskapet er innarbeidet i ALTI bygg og anlegg AS sitt regnskap etter bruttometoden. Dette innebærer at 50 % av alle resultat og balanseposter i det ansvarlige selskapet er medtatt under tilsvarende hovedlinjer i regnskapet til ALTI bygg og anlegg AS.

Det er ikke innbetalt kapital til Sjursøya-Lemminkäinen-ALTI ANS. Resultatandelen i det ansvarlige selskapet utgjør kr 1 735 915,- og er tilført ALTI bygg og anlegg AS sin egenkapital via ordinær overskuddsdisponering.

### Note 3 Varer

Selskapet har for tiden ikke varelager. Innkjøpte varer tilføres umiddelbart de enkelte prosjekter og medtas i selskapets vurdering av anleggskontraktene.



**ALTi bygg og anlegg AS**

**Noter til årsregnskapet 2016**

**Note 4 Anleggskontrakter**

	<b>2016</b>	<b>2015</b>
<b>Balanseførte verdier vedrørende prosjekter</b>		
<i>Inkludert i kundefordringer</i>		
Opptjent ikke fakturert produksjon	510 000	3 060 000
Tilbakeholdte betalinger i.h.t. kontrakt	5 395 974	2 146 798
<i>Inkludert i kortsliktig gjeld</i>		
Fakturert, ikke utført produksjon (forskudd)	9 967 000	8 708 000
<b>Resultatposter vedrørende prosjekter</b>		
<i>Resultat på prosjekter under utførelse</i>		
Resultatførte totale inntekter	101 391 000	106 004 000
Estimert kontraktsfortjeneste	18 082 000	9 238 000
<i>Tapsprosjekter under utførelse</i>		
Gjenværende produksjon	1 026 000	0

**Note 5 Fordringer og gjeld**

	<b>2016</b>	<b>2015</b>
<b>Kundefordringer</b>		
Kundefordringer til pålydende	35 947 373	7 259 220
Innlestende beløp kundefordringer	5 395 974	2 146 798
Andel kundefordringer knyttet til deltakelse i ansvarlig selskap	17 021	4 149 489
Opptjent ikke fakturert inntekt	510 000	3 060 000
Avsetning til tap på kundefordringer	0	0
<b>Kundefordringer i balansen</b>	<b>41 870 368</b>	<b>16 615 506</b>
<b>Fordringer med forfall senere enn ett år</b>		
Lån til A.K. Invest AS	48 445	48 445
Lån til AK Eiendomsinvestering AS	61 875	61 875
Lån til Alt Eiendomsinvestering AS	1 129 143	219 268
Andre fordringer inkludert depositum	67 310	114 797
<b>Sum</b>	<b>1 306 773</b>	<b>444 384</b>



ALTi bygg og anlegg AS

Noter til årsregnskapet 2016

	2016	2015
<b>Gjeld sikret ved pant</b>	<b>0</b>	<b>0</b>

*Balanseført verdi av pantsatte eiendeler*

Varige driftsmidler	255 000	357 701
Varer	0	0
Kundefordringer	41 870 368	16 615 506
<b>Sum</b>	<b>42 125 368</b>	<b>16 973 207</b>

*Eiendelene er stillet som sikkerhet for :*

Entreprenørgarantier	24 333 183	15 363 179
<b>Sum</b>	<b>24 333 183</b>	<b>15 363 179</b>

**Note 6 Mellomværende med selskap i samme konsern m.v.**

	Kundefordringer		Andre fordringer	
	2016	2015	2016	2015
Foretak i samme konsern	0	0	1 239 463	329 588
<b>Sum</b>	<b>0</b>	<b>0</b>	<b>1 239 463</b>	<b>329 588</b>

	Øvrig langsiktig gjeld		Leverandørgjeld	
	2016	2015	2016	2015
Foretak i samme konsern	0	0	0	0
<b>Sum</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Note 7 Bundne bankinnskudd, trekkrettigheter**

Bundne bankinnskudd	2016	2015
<b>Skattetrekksmidler</b>	<b>778 445</b>	<b>793 060</b>

**Note 8 Egenkapital**

Årets endring i egenkapital	Aksjekapital	Overkurs	Annen egenkapital	Sum
Egenkapital 01.01.	100 000	12 580	31 492 676	31 605 256
Årets resultat	0	0	20 865 943	20 865 943
Tilleggsutbytte	0	0	-25 000 000	-25 000 000
<b>Egenkapital 31.12.</b>	<b>100 000</b>	<b>12 580</b>	<b>27 358 619</b>	<b>27 471 199</b>



ALTi bygg og anlegg AS

Noter til årsregnskapet 2016

## Note 9 Aksjekapital og aksjonærinformasjon

Morselskapet A.K Invest AS har forretningskontor i Mandal, hvor en kan få utlevert konsernregnskap der selskapet inngår.

Aksjekapitalen på kr 100 000 består av 100 aksjer á kr 1 000.

### Aksjonærerne pr 31.12.16

	Antall	Eierandel
A.K Invest AS	100	100,0 %
Totalt antall aksjer	100	100,0 %

## Note 10 Skatt

### Beregning av utsatt skatt/utsatt skattefordel

	2016	2015
<b>Midlertidige forskjeller</b>		
Anleggsmidler	-173 635	-6 380
Omløpsmidler	18 082 000	9 238 000
Netto midlertidige forskjeller	17 908 365	9 231 620
Forskjeller knyttet til andeler i ansvarlig selskap	-100 000	10 008 176
<b>Grunnlag for utsatt skatt</b>	<b>17 808 365</b>	<b>19 239 796</b>
 <b>Utsatt skatt i balansen</b>	 <b>4 274 000</b>	 <b>4 810 000</b>
 Skattesats, utsatt skatt	 24 %	 25 %

### Grunnlag for skattekostnad, endring i utsatt skatt og betalbar skatt

	2016	2015
Resultat før skattekostnad	27 697 670	34 379 083
Permanente forskjeller	10 449 982	-8 676 090
Endring i midlertidige forskjeller	-8 676 745	11 160 727
<b>Grunnlag for betalbar skatt</b>	<b>29 470 906</b>	<b>36 863 720</b>

### Fordeling av skattekostnaden

	2016	2015
Betalbar skatt på årets resultat	7 367 727	9 953 204
For mye, for lite avsatt i fjor	0	0
Endring i utsatt skatt/skattefordel	-536 000	-1 043 000
<b>Skattekostnad</b>	<b>6 831 727</b>	<b>8 910 204</b>



## ALTi bygg og anlegg AS

## Noter til årsregnskapet 2016

### Note 11 Driftsinntekter

	2016	2015
Salgsinntekter - Anleggsvirksomhet	186 295 864	186 014 380
<b>Sum</b>	<b>186 295 864</b>	<b>186 014 380</b>
<b>Geografisk fordeling</b>	<b>2016</b>	<b>2015</b>
Norge	186 295 864	186 014 380
<b>Sum</b>	<b>186 295 864</b>	<b>186 014 380</b>

### Note 12 Lønnskostnader, antall ansatte, godtgjørelser, lån til ansatte mm.

Lønnskostnader	2016	2015
Lønninger	17 523 403	13 553 338
Arbeidsgiveravgift	2 755 930	2 903 653
Pensjonskostnader	917 464	874 654
Andre ytelser	797 170	1 220 959
<b>Sum</b>	<b>21 993 967</b>	<b>18 552 605</b>

Selskapet har sysselsatt 20 årsverk i regnskapsåret.

Ytelser til ledende personer	Daglig leder	Styret
Lønn/styrehonorar	1 638 491	0
Annen godtgjørelse	42 712	0

Det er ikke gitt lån/sikkerhetsstillelse til daglig leder, styrets leder eller andre nærmiljøende parter.

Selskapets ansatte inkludert ledende ansatte er omfattet av bonusordninger i firmaet.

Kostnadsført godtgjørelse til revisor	2016	2015
Lovpålagt revisjon (inkl. teknisk bistand med årsregnskap)	116 700	104 000
Andre attestasjonsstjenester	0	0
Skatterådgivning (inkl. teknisk bistand med ligningspapirer)	13 500	16 500
Annen bistand	55 700	5 500
<b>Sum godtgjørelse til revisor</b>	<b>185 900</b>	<b>126 000</b>



ALTi bygg og anlegg AS

Noter til årsregnskapet 2016

**Note 13 Spesifikasjon av finansinntekter og finanskostnader**

	2016	2015
<b>Finansinntekter</b>		
Renteinntekt	566 754	855 605
Annen finansinntekt	583	4 066
<b>Sum finansinntekter</b>	<b>567 337</b>	<b>859 672</b>
<b>Finanskostnader</b>		
Rentekostnader	18 486	29 388
Annen finanskostnad	294	16 810
<b>Sum finanskostnader</b>	<b>18 780</b>	<b>46 198</b>



## Uavhengig revisors beretning

Til generalforsamlingen i Alti bygg og anlegg AS

Uttalelse om revisjonen av årsregnskapet

### Konklusjon

Vi har revidert Alti bygg og anlegg AS' årsregnskap som består av balanse per 31. desember 2016, resultatregnskap og kontantstrømoppstilling for regnskapsåret avsluttet per denne datoен og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening er det medfølgende årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettviseende bilde av selskapets finansielle stilling per 31. desember 2016, og av dets resultater og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

### Grunnlag for konklusjonen

Vi har gjennomført revisjonen i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder de internasjonale revisjonsstandardene International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet i Revisors oppgaver og plikter ved revisjon av årsregnskapet. Vi er uavhengige av selskapet slik det kreves i lov og forskrift, og har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Etter vår oppfatning er innhentet revisjonsbevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

### Annen informasjon

Ledelsen er ansvarlig for annen informasjon. Annen informasjon består av årsberetningen, men inkluderer ikke årsregnskapet og revisjonsberetningen.

Vår uttalelse om revisjonen av årsregnskapet dekker ikke annen informasjon, og vi atesterer ikke den andre informasjonen.

I forbindelse med revisjonen av årsregnskapet er det vår oppgave å lese annen informasjon med det formål å vurdere hvorvidt det foreligger vesentlig inkonsistens mellom annen informasjon og årsregnskapet, kunnskap vi har opparbeidet oss under revisjonen, eller hvorvidt den tilsvarende inneholder vesentlig feilinformasjon.

Dersom vi konkluderer med at den andre informasjonen inneholder vesentlig feilinformasjon er vi pålagt å rapportere det. Vi har ingenting å rapportere i så henseende.

### Styrets og daglig leders ansvar for årsregnskapet

Styret og daglig leder (ledelsen) er ansvarlig for å utarbeide årsregnskapet i samsvar med lov og forskrifter, herunder for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik intern kontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller feil.



Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for årsregnskapet så lenge det ikke er sannsynlig at virksomheten vil bli avviklet.

**Revisors oppgaver og plikter ved revisjonen av årsregnskapet**

Vårt mål med revisjonen er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgjøre en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

Som del av en revisjon i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, utøver vi profesjonelt skjønn og utviser profesjonell skepsis gjennom hele revisjonen. I tillegg:

- identifiserer og anslår vi risikoen for vesentlig feilinformasjon i regnskapet, enten det skyldes misligheter eller utilsiktede feil. Vi utformer og gjennomfører revisjonshandlinger for å håndtere slike risikoer, og innhenter revisjonsbevis som er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon. Risikoen for at vesentlig feilinformasjon som følge av misligheter ikke blir avdekket, er høyere enn for feilinformasjon som skyldes utilsiktede feil, siden misligheter kan innebære samarbeid, forfalskning, bevisste utelateler, uriktige fremstillingar eller overstyring av intern kontroll.
- opparbeider vi oss en forståelse av den interne kontroll som er relevant for revisjonen, for å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll.
- evaluerer vi om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimatene og tilhørende noteopplysninger utarbeidet av ledelsen er rimelige.
- konkluderer vi på hensiktsmessigheten av ledelsens bruk av fortsatt drift-forutsetningen ved avleggelsen av regnskapet, basert på innhentede revisjonsbevis, og hvorvidt det foreligger vesentlig usikkerhet knyttet til hendelser eller forhold som kan skape tvil av betydning om selskapets evne til fortsatt drift. Dersom vi konkluderer med at det eksisterer vesentlig usikkerhet, kreves det at vi i revisjonsberetningen henleder oppmerksomheten på tilleggsopplysningene i regnskapet, eller, dersom slike tilleggsopplysninger ikke er tilstrekkelige, at vi modifiserer vår konklusjon om årsregnskapet og årsberetningen. Våre konklusjoner er basert på revisjonsbevis innhentet inntil datoene for revisjonsberetningen.



Etterfølgende hendelser eller forhold kan imidlertid medføre at selskapet ikke fortsetter driften.

- evaluerer vi den samlede presentasjonen, strukturen og innholdet, inkludert tilleggsopplysningene, og hvorvidt årsregnskapet representerer de underliggende transaksjonene og hendelsene på en måte som gir et rettviseende bilde.

Vi kommuniserer med styret blant annet om det planlagte omfanget av revisjonen og til hvilken tid revisjonsarbeidet skal utføres. Vi utveksler også informasjon om forhold av betydning som vi har avdekket i løpet av revisjonen, herunder om eventuelle svakheter av betydning i den interne kontrollen.

#### Uttalelse om øvrige lovmessige krav

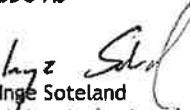
##### Konklusjon om årsberetningen

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, mener vi at opplysningsene i årsberetningen om årsregnskapet, forutsetningen om fortsatt drift og forslaget til anvendelse av overskuddet er konsistente med årsregnskapet og i samsvar med lov og forskrifter.

##### Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller forenkle revisorkontroll av historisk finansiell informasjon», mener vi at ledelsen har oppfyllt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringsskikk i Norge.

Mandal, 28. februar 2017  
BDO AS

  
Inge Soteland  
støtsautorisert revisor

Uavhengig revisors beretning 2016 Alti bygg og anlegg AS - Side 3 av 3

BDO AS, et norsk aksjeselskap, er deltaker i BDO International Limited, et engelsk selskap med begrenset ansvar, og er en del av det internasjonale nettverket BDO, som består av uavhengige selskaper i de enkelte land. Foretaketsregisteret: NO 993 606 650 MVA.

**APPENDIX 3**

**FINANCIAL INFORMATION FOR SIGNAL OCH BANBYGGARNA I DALARNA AB FOR THE FINANCIAL  
YEAR 2016**

Årsredovisning för  
**Signal och Banbyggarna i Dalarna AB**  
556708-5484

Räkenskapsåret  
**2016-01-01 - 2016-12-31**

Innehållsförteckning:	Sida
Förvaltningsberättelse	1-2
Resultaträkning	3
Balansräkning	4-5
Kassaflödesanalys	6
Noter	7-16
Underskrifter	17

PL 76 2017

## Förvaltningsberättelse

Styrelsen och verkställande direktören för Signal och Banbyggarna i Dalarna AB, 556708-5484, med säte i Borlänge, får härmed avge årsredovisning för räkenskapsåret 2016-01-01 - 2016-12-31.

### Allmänt om verksamheten

Bolaget bedriver entreprenad samt uthyrning av personal inom järnvägsbranschen. Signal och banbyggarna i Dalarna AB, org. nr 556708 - 5484 ägs av Jonas Friberg 60%, Pär Larsson 25% och Pär Opard 15%.

	Utveckling av företagets verksamhet, resultat och ställning					Belopp i kkr
	2016-12-31	2015-12-31	2014-12-31	2013-12-31	2012-12-31	
Nettoomsättning	268 673	233 854	200 643	104 410	88 644	
Rörelsemarginal %	8,1	7,6	2,2	1,5	0,7	
Balansomslutning	85 604	76 926	70 392	45 998	48 796	
Avkastning på sysselsatt kapital %	57,0	53,5	9,0	4,0	2,0	
Avkastning på eget kapital %	82,3	60,5	15,0	4,0	-	
Soliditet %	33,7	42,0	27,0	37,0	33,2	
Antal anställda	97	84	90	71	77	

Definitioner: se not 30

### Väsentliga händelser under räkenskapsåret

Vid halvårsskiftet gick bolaget igenom en ägarförändring. Jonas Friberg köpte Bengt Svanbergs andel om 50% och sålde sedan 25% till Pär Larsson (Styrelseordförande) och 15% till Pär Opard (VD).

Andra halvåret strukturerades delar av bolagets centrala stödfunktioner om. Tydligare roller i syfte att stärka våra affärer genomfördes. Samtidigt ökade bolaget omsättningen och förbättrade resultatet mot föregående år, ett starkt kvitto på att bolaget har ett genuint kunnande inom järnvägsbyggande.

Intressebolaget Mega i Dalarna AB och dotterbolaget KLB i Dalarna AB har sålts för att renodla SBB:s verksamhet och än mer kunna fokusera på bolagets kärnverksamhet.

De egna entreprenaderna ökar något vilket ligger i linje med företagets mål. Exempel på uppdrag:

- Trafikverket Optobaliser, signal
- Trafikverket Signalåtgärder Alvesta
- Trafikverket Stängsel Stockholm
- Trafikverket Rälsbyte region Öst
- Trafikverket Växelbyte 2016 - 2017 Borlänge
- Trafikverket Kanalisation 2016 - 2017 Värmlandsbanan
- SL Bullerskärm Roslagsbanan
- Birka Mark AB Bullerskärm Roslagsbanan
- Birka Mark AB Bullerskärm 2016 - 2017 Roslagsbanan
- PEAB BEST 2016 - 2017 Kil-Ställdalen
- SVEAB Ban & mark 2015 - 2017 Vega
- Segermo Bullerskärm Kilafors
- SJT Rälsbyte Lerum
- SJT Rälsbyte, Neutralisering Göteborg / Alingsås
- Strukton Spårbyte Norrland

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**Förväntad framtida utveckling samt väsentliga risker och osäkerhetsfaktorer**

Genom samgåendet med NRC stärker SBB sin position på marknaden. Dotterbolagen inom NRC Group i Sverige kommer att omsätta närmare 2,5mdr. Det innebär att SBB kommer att kunna räkna på betydligt större entreprenader samtidigt som SBB också blir mindre sårbara vid hantering av risker och andra osäkerhetsfaktorer.

**Eget kapital**

	Aktie- kapital	Fritt eget kapital
Vid årets början	100	25 069
Disposition enl årsstämmobeslut		
Utdelning på extra stämma		-22 001
Årets resultat		19 720
<b>Vid årets slut</b>	<b>100</b>	<b>22 788</b>

**Förslag till disposition av företagets vinst**

Styrelsen föreslår att fritt eget kapital, kronor 22 787 645, disponeras enligt följande:

	<i>Belopp i kr</i>
Balanseras i ny räkning	22 787 645
<b>Summa</b>	<b>22 787 645</b>

Vad beträffar resultat och ställning i övrigt hänvisas till efterföljande resultat- och balansräkning med tillhörande noter

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**Resultaträkning**

<i>Belopp i kkr</i>	<i>Not</i>	<i>2016-01-01- 2016-12-31</i>	<i>2015-01-01- 2015-12-31</i>
Nettoomsättning		268 673	233 854
Övriga rörelseintäkter	2	481	1 434
		269 154	235 288
<b>Rörelsens kostnader</b>			
Råvaror och förnödenheter		-141 174	-122 024
Övriga externa kostnader	4,5	-24 087	-23 440
Personalkostnader	3	-80 356	-69 592
Avskrivningar av materiella anläggningstillgångar		-1 758	-2 106
Övriga rörelsekostnader		-6	-237
<b>Rörelseresultat</b>		21 773	17 889
<b>Resultat från finansiella poster</b>			
Intäkter från andelar i koncernföretag	6	1 526	70
Intäkter från andelar i intresseföretag	7	613	-
Övriga ränteintäkter och liknande intäkter	8	31	104
Räntekostnader och liknande kostnader	9	-207	-250
<b>Resultat efter finansiella poster</b>		23 736	17 813
Bokslutsdispositioner	10	1 097	1 797
<b>Resultat före skatt</b>		24 833	19 610
Skatt på årets resultat	11	-5 113	-4 196
<b>Årets resultat</b>		19 720	15 414





**Balansräkning**

<i>Belopp i kkr</i>	<i>Not</i>	2016-12-31	2015-12-31
<b>TILLGÅNGAR</b>			
<b>Anläggningstillgångar</b>			
<i>Materiella anläggningstillgångar</i>			
Byggnader och mark	12	10 854	11 480
Maskiner och andra tekniska anläggningar	13	1 471	1 570
Inventarier, verktyg och installationer	14	304	741
		12 629	13 791
<i>Finansiella anläggningstillgångar</i>			
Andelar i koncernföretag	15	-	35
Andelar i intresseföretag	16	-	50
Uppskjuten skattefordran		-	58
Andra långfristiga fordringar	17	7	-
		7	143
<b>Summa anläggningstillgångar</b>		12 636	13 934
<b>Omsättningstillgångar</b>			
<i>Varulager mm</i>			
Råvaror och förnödenheter	18	816	433
		816	433
<i>Kortfristiga fordringar</i>			
Kundfordringar		51 259	39 559
Fordringar hos koncernföretag		-	1 186
Upparbetad men ej fakturerad intäkt		3 699	-
Övriga fordringar		5 398	2 433
Förutbetalda kostnader och upplupna intäkter	19	10 320	11 622
		70 676	54 800
<b>Kassa och bank</b>		1 476	7 759
<b>Summa omsättningstillgångar</b>		72 968	62 992
<b>SUMMA TILLGÅNGAR</b>		85 604	76 926

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**Balansräkning**

<i>Belopp i kkr</i>	<i>Not</i>	2016-12-31	2015-12-31
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**EGET KAPITAL OCH SKULDER**

*Eget kapital*

*Bundet eget kapital*

Aktiekapital (1 000 aktier)	100	100	100
	100		100

*Fritt eget kapital*

Balanserad vinst	3 068	9 654
Årets resultat	19 720	15 414
	22 788	25 068

**Summa eget kapital**

22 888	25 168
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*Obeskattade reserver*

Ackumulerade överavskrivningar	21	526	724
Periodiseringfonder	22	7 115	8 015
		7 641	8 739

*Långfristiga skulder*

Övriga skulder till kreditinstitut	23,24	9 205	3 850
Skulder till intresseföretag		-	3
		9 205	3 853

*Kortfristiga skulder*

Skulder till kreditinstitut		200	600
Skuld till beställare		7 560	-
Leverantörsskulder		18 386	11 033
Skatteskulder		7 493	3 182
Övriga kortfristiga skulder		3 384	2 796
Upplupna kostnader och förutbetalda intäkter	25	8 847	21 555
		45 870	39 166

**SUMMA EGET KAPITAL OCH SKULDER**

85 604	76 926
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### Kassaflödesanalys

<i>Belopp i kr</i>	<i>Not</i>	<i>2016-01-01- 2016-12-31</i>	<i>2015-01-01- 2015-12-31</i>
<b>Den löpande verksamheten</b>			
Resultat efter finansiella poster		23 735	17 813
Justeringar för poster som inte ingår i kassaflödet, m m	29	596	2 033
		24 331	19 846
Betald inkomstskatt		-802	-862
<b>Kassaflöde från den löpande verksamheten före förändringar av rörelsekapital</b>		<b>23 529</b>	<b>18 984</b>
<i>Kassaflöde från förändringar i rörelsekapital</i>			
Ökning(-)/Minskning (+) av varulager		-383	51
Ökning(-)/Minskning (+) av rörelsefordringar		-15 877	-633
Ökning(+)/Minskning (-) av rörelseskulder		2 793	-5 825
<b>Kassaflöde från den löpande verksamheten</b>		<b>10 062</b>	<b>12 577</b>
<b>Investeringsverksamheten</b>			
Förvärv av materiella anläggningstillgångar		-663	-840
Avyttring av materiella anläggningstillgångar		60	470
Avyttring av finansiella tillgångar		1 304	-
<b>Kassaflöde från investeringsverksamheten</b>		<b>701</b>	<b>-370</b>
<b>Finansieringsverksamheten</b>			
Upptagna lån		9 472	
Amortering av lån		-4 517	-3 448
Utbetald utdelning till aktieägare		-22 001	-1 000
<b>Kassaflöde från finansieringsverksamheten</b>		<b>-17 046</b>	<b>-4 448</b>
<b>Årets kassaflöde</b>		<b>-6 283</b>	<b>7 759</b>
<b>Likvida medel vid årets början</b>		<b>7 759</b>	
<b>Likvida medel vid årets slut</b>	28	<b>1 476</b>	<b>7 759</b>

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## Noter

### Not 1 Redovisningsprinciper

Belopp i kr om inget annat anges

#### Allmänna redovisningsprinciper

Årsredovisningen har upprättats i enlighet med årsredovisningslagen och Bokföringsnämndens allmänna råd BFNAR 2012:1 Årsredovisning (K3).

#### Värderingsprinciper m m

Tillgångar, avsättningar och skulder har värderats utifrån anskaffningsvärdet om inget annat anges nedan.

#### Materiella anläggningstillgångar

Materiella anläggningstillgångar redovisas till anskaffningsvärdet minskat med ackumulerade avskrivningar och nedskrivningar [Alt. med tillägg för uppskrivningar.] I anskaffningsvärdet ingår förutom inköpspriset även utgifter som är direkt hänförliga till förvärvet.

#### Tillkommande utgifter

Tillkommande utgifter som uppfyller tillgångskriteriet räknas in i tillgångens redovisade värde. Utgifter för löpande underhåll och reparationer redovisas som kostnader när de uppkommer.

För byggnader har skillnaden i förbrukningen av betydande komponenter bedömts vara väsentlig. Dessa tillgångar har därför delats upp i komponenter vilka skrivs av separat.

#### Avskrivningar

Avskrivning sker linjärt över tillgångens beräknade nyttjandeperiod eftersom det återspeglar den förväntade förbrukningen av tillgångens framtida ekonomiska fördelar. Avskrivningen redovisas som kostnad i resultaträkningen.

Följande avskrivningstider tillämpas:

Materiella anläggningstillgångar	År
Byggnader	10-40
Markanläggningar	20
Maskiner och andra tekniska anläggningar	5
Inventarier, verktyg och installationer	5

Skillnaden mellan ovan nämnda avskrivningar och skattemässigt gjorda avskrivningar redovisas som ackumulerade överavskrivningar, vilka ingår i obeskattade reserver.

Byggnaderna består av ett antal komponenter med olika nyttjandeperioder. Huvudindelningen är byggnader och mark. Ingen avskrivning sker på komponenten mark vars nyttjandeperiod bedöms som obegränsad. Byggnaderna består av flera komponenter vars nyttjandeperiod varierar.

Följande huvudgrupper av komponenter har identifierats och ligger till grund för avskrivningen på byggnader:

- Stomme 40 år
- Tak 20 år
- Ventilation 10 år
- Portar/fönster 20 år
- Inre ytskikt 10 år



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***Leasingavtal där företaget är leasetagare***

Alla leasingavtal redovisas som operationella leasingavtal.

Leasingavgifterna enligt operationella leasingavtal, inklusive förhöjd förstagångshyra men exklusive utgifter för tjänster som försäkring och underhåll, redovisas som kostnad linjärt över leasingperioden.

Leasingavgifterna enligt operationella leasingavtal, inklusive första förhöjd hyra men exklusive utgifter för tjänster som försäkring och underhåll, redovisas som intäkt linjärt över leasingperioden.

***Varulager***

Varulaget är upptaget till det längsta av anskaffningsvärdet och nettoförsäljningsvärdet. Anskaffningsvärdet beräknas enligt först in- först ut- principen. I anskaffningsvärdet ingår förutom utgifter för inköp även utgifter för att bringa varorna till deras aktuella plats och skick.

***Finansiella tillgångar och skulder***

Finansiella tillgångar och skulder redovisas i enlighet med kapitel 11 (Finansiella instrument värderade utifrån anskaffningsvärdet) i BFNAR 2012:1.

***Redovisning i och borttagande från balansräkningen***

En finansiell tillgång eller finansiell skuld tas upp i balansräkningen när företaget blir part i instrumentets avtalsmässiga villkor. En finansiell tillgång tas bort från balansräkningen när denavtalsenliga rätten till kassaflödet från tillgången har upphört eller reglerats. Detsamma gäller när de risker och fördelar som är förknippade med innehavet i allt väsentligt överförts till annan part och företaget inte längre har kontroll över den finansiella tillgången. En finansiell skuld tas bort från balansräkningen när den avtalade förpliktelsen fulljorts eller upphört.

***Värdering av finansiella tillgångar***

Finansiella tillgångar värderas vid första redovisningstillfället till anskaffningsvärdet, inklusive eventuella transaktionsutgifter som är direkt hänförliga till förvärvet av tillgången.

Finansiella omsättningstillgångar värderas efter första redovisningstillfället till det längsta av anskaffningsvärdet och nettoförsäljningsvärdet på balansdagen.

Kundfordringar och övriga fordringar som utgör omsättningstillgångar värderas individuellt till detbelopp som beräknas inflyta.

Finansiella anläggningstillgångar värderas efter första redovisningstillfället till anskaffningsvärdet med avdrag för eventuella nedskrivningar och med tillägg för eventuella uppskrivningar.

***Värdering av finansiella skulder***

Finansiella skulder värderas till upplupet anskaffningsvärdet. Utgifter som är direkt hänförliga till upptagande av lån korrigeras lånets anskaffningsvärdet och periodiseras enligt effektivräntemetoden.

***Ersättningar till anställda***

Beskrivningen nedan exemplifierar förhållanden som kan förekomma. Beskrivningen av redovisningsprinciperna måste anpassas och förändras utifrån tillämpade planer och förhållanden.

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### ***Ersättningar till anställda efter avslutad anställning***

#### **Klassificering**

Planer för ersättningar efter avslutad anställning klassificeras som antingen avgiftsbestämda.

Vid avgiftsbestämda planer betalas fastställda avgifter till ett annat företag, normalt ett försäkringsföretag, och har inte längre någon förpliktelse till den anställda när avgiften är betald. Storleken på den anställdes ersättningar efter avslutad anställning är beroende av de avgifter som har betalat och den kapitalavkastning som avgifterna ger.

#### **Avgiftsbestämda planer**

Avgifterna för avgiftsbestämda planer redovisas som kostnad. Obetalda avgifter redovisas som skuld.

### ***Ersättningar vid uppsägning***

Ersättningar vid uppsägningar, i den omfattning ersättningen inte ger företaget några framtida ekonomiska fördelar, redovisas endast som en skuld och en kostnad när företaget har en legal eller informell förpliktelse att antingen

- a) avsluta en anställdes eller en grupp av anställdas anställning före den normala tidpunkten för anställningens upphörande, eller
- b) lämna ersättningar vid uppsägning genom erbjudande för att uppmuntra frivillig avgång.

Ersättningar vid uppsägningar redovisas endast när företaget har en detaljerad plan för uppsägningen och inte har någon realistisk möjlighet att annullera planen.

### ***Skatt***

Skatt på årets resultat i resultaträkningen består av aktuell skatt och uppskjuten skatt. Aktuell skatt är inkomstskatt för innevarande räkenskapsår som avser årets skattepliktiga resultat och den del av tidigare räkenskapsårs inkomstskatt som ännu inte har redovisats. Uppskjuten skatt är inkomstskatt för skattepliktigt resultat avseende framtida räkenskapsår till följd av tidigare transaktioner eller händelser.

Uppskjuten skatteskuld redovisas för alla skattepliktiga temporära skillnader, dock inte för temporära skillnader som härrör från första redovisningen av goodwill. Uppskjuten skattefordran redovisas för avdragsgilla temporära skillnader och för möjligheten att i framtiden använda skattemässiga underskottsavdrag. Värderingen baseras på hur det redovisade värdet för motsvarande tillgång eller skuld förväntas återvinnas respektive regleras. Beloppen baseras på de skattesatser och skatteregler som är beslutade före balansdagen och har inte nuvärdesberäknats.

Uppskjutna skattefordringar har värderats till högst det belopp som sannolikt kommer att återvinnas baserat på innevarande och framtida skattepliktiga resultat. Värderingen omprövas varje balansdag.

### ***Intäkter***

Det inflöde av ekonomiska fördelar som företaget erhållit eller kommer att erhålla för egen räkning redovisas som intäkt. Intäkter värderas till verkliga värdet av det som erhållits eller kommer att erhållas, med avdrag för rabatter.

### ***Försäljning av varor***

Vid försäljning av varor redovisas intäkten vid leverans.

### ***Tjänsteuppdrag och entreprenadavtal - löpande räkning***

Inkomst från uppdrag på löpande räkning redovisas som intäkt i takt med att arbete utförs och material levereras eller förbrukas.





**Tjänsteuppdrag och entreprenadavtal - fast pris**

Uppdragsinkomster och uppdragsutgifter för uppdrag till fast pris redovisas som intäkt och kostnad med utgångspunkt från färdigställandegraden på balansdagen (successiv vinstavräkning).

Färdigställandegraden beräknas som nedlagda uppdragsutgifter för utfört arbete på balansdagen i förhållande till beräknade totala uppdragsutgifter.

Intäkt redovisas endast med det belopp som motsvarar de uppkomna uppdragsutgifterna som sannolikt kommer att ersättas av beställaren eftersom det ekonomiska utfallet inte kan beräknas på tillförlitligt sätt.

En befarad förlust redovisas som kostnad eftersom det är sannolikt att de totala uppdragsutgifterna kommer att överstiga den totala uppdragsinkomsten.

**Ränta, royalty och utdelning**

Intäkt redovisas när de ekonomiska fördelarna som är förknippade med transaktionen sannolikt kommer att tillfalla företaget samt när inkomsten kan beräknas på ett tillförlitligt sätt.

Ränta redovisas som intäkt enligt effektivräntemetoden.

Utdelning redovisas när ägarens rätt att erhålla betalningen har säkerställts.

**Not 2 Övriga rörelseintäkter**

	2016-01-01- 2016-12-31	2015-01-01- 2015-12-31
Kursvinster på fordringar/skulder av rörelsekarakter	80	108
Realisationsvinster	-	476
Försäkringsersättningar	286	697
Erhållna bidrag	115	152
<b>Summa</b>	<b>481</b>	<b>1 433</b>

**Not 3 Anställda och personalkostnader**

**Medelantalet anställda**

	2016-01-01- 2016-12-31	Varav män	2015-01-01- 2015-12-31	Varav män
Sverige	97	94	84	81
<b>Totalt</b>	<b>97</b>	<b>94</b>	<b>84</b>	<b>81</b>

**Redovisning av könsfördelning i företagsledningar**

	2016-12-31	2015-12-31
Andel kvinnor		
Styrelsen	-	-
Övriga ledande befattningshavare	-	-

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**Löner och andra ersättningar samt sociala kostnader, inklusive pensionskostnader**

	2016-01-01- 2016-12-31	2015-01-01- 2015-12-31
Styrelse och VD	1 817	1 371
Övriga anställda	52 736	46 189
<b>Summa</b>	<b>54 553</b>	<b>47 560</b>
Sociala kostnader (varav pensionskostnader inkl. löneskatt) 1)	20 840 3 640	17 579 4 532

1) Av företagets pensionskostnader avser 300 (fg år 401) företagets ledning avseende 2 (2) personer. Företaget har inga utestående pensionsförpliktelser.

**Not 4 Arvode och kostnadsersättning till revisorer**

	2016-01-01- 2016-12-31	2015-01-01- 2015-12-31
<i>KPMG AB</i>		
Revisionsuppdrag	150	120
Andra uppdrag	36	120
	<b>186</b>	<b>240</b>

**Not 5 Operationell leasing - leasetagare**

	2016-01-01- 2016-12-31	2015-01-01- 2015-12-31
<i>Framtida minimileaseavgifter avseende icke uppsägningsbara operationella leasingavtal:</i>		
Inom ett år	2 758	3 484
Mellan ett och fem år	4 005	6 804
	<b>6 763</b>	<b>10 288</b>
Räkenskapsårets kostnadsfördra leasingavgifter	3 484	4 157

**Not 6 Resultat från andelar i koncernföretag**

	2016-01-01- 2016-12-31	2015-01-01- 2015-12-31
Utdelning	700	70
Realisationsresultat vid avyttring av andelar	826	-
<b>Summa</b>	<b>1 526</b>	<b>70</b>

**Not 7 Resultat från andelar i intresseföretag och gemensamt stydda företag**

	2016-01-01- 2016-12-31	2015-01-01- 2015-12-31
Utdelning	220	-
Realisationsresultat vid avyttring av andelar	393	-
<b>Summa</b>	<b>613</b>	<b>-</b>

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**Not 8 Ränteintäkter och liknande resultatposter**

	2016-01-01- 2016-12-31	2015-01-01- 2015-12-31
Ränteintäkter, koncernföretag	-	32
Ränteintäkter, övriga	31	72
<b>Summa</b>	<b>31</b>	<b>104</b>

**Not 9 Räntekostnader och liknande resultatposter**

	2016-01-01- 2016-12-31	2015-01-01- 2015-12-31
Räntekostnader, övriga	207	250
<b>Summa</b>	<b>207</b>	<b>250</b>

**Not 10 Bokslutsdispositioner**

	2016-01-01- 2016-12-31	2015-01-01- 2015-12-31
Skillnad mellan skattemässig och redovisad avskrivning:		
-Maskiner och inventarier	197	304
Periodiseringsfond, årets avsättning	-3 000	-
Periodiseringsfond, årets återföring	3 900	1 493
<b>Summa</b>	<b>1 097</b>	<b>1 797</b>

**Not 11 Skatt på årets resultat**

	2016-01-01- 2016-12-31	2015-01-01- 2015-12-31
Aktuell skattekostnad	5 058	4 215
Skatt pga ändrad beskattningsmetod	-3	-
Uppskjuten skatt	58	-19
<b>Summa</b>	<b>5 113</b>	<b>4 196</b>

**Avstämning av effektiv skatt**

	2016-01-01- 2016-12-31	2015-01-01- 2015-12-31		
	Procent	Belopp	Procent	Belopp
Resultat före skatt		24 833		19 610
Skatt enligt gällande skattesats	22,0	5 463	22,0	4 314
Ej avdragsgilla kostnader	0,5	132	0,2	48
Ej skattepliktiga intäkter	-2,0	-487	-0,9	-179
Skatt hämförlig till tidigare år	0,0	-3	-	-
Schablonränta på periodiseringsfond	0,0	8	0,1	13
<b>Redovisad effektiv skatt</b>	<b>20,5</b>	<b>5 113</b>	<b>21,4</b>	<b>4 196</b>



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**Not 12 Byggnader och mark**

	2016-12-31	2015-12-31
<i>Ackumulerade anskaffningsvärden</i>		
-Vid årets början	13 673	13 673
Vid årets slut	13 673	13 673
<i>Ackumulerade avskrivningar</i>		
-Vid årets början	-2 193	-1 567
-Årets avskrivning	-626	-626
Vid årets slut	-2 819	-2 193
<b>Redovisat värde vid årets slut</b>	<b>10 854</b>	<b>11 480</b>

**Varav mark**

Ackumulerade anskaffningsvärden	644	644
Redovisat värde vid årets slut	644	644

**Not 13 Maskiner och andra tekniska anläggningar**

	2016-12-31	2015-12-31
<i>Ackumulerade anskaffningsvärden</i>		
-Vid årets början	4 162	3 778
-Nyanskaffningar	521	505
-Avyttringar och utrangeringar		-121
Vid årets slut	4 683	4 162
<i>Ackumulerade avskrivningar</i>		
-Vid årets början	-2 593	-2 024
-Aterförda avskrivningar på avyttringar och utrangeringar		113
-Årets avskrivning	-619	-682
Vid årets slut	-3 212	-2 593
<b>Redovisat värde vid årets slut</b>	<b>1 471</b>	<b>1 569</b>
<i>Maskiner som innehålls under finansiella leasingavtal ingår med följande belopp:</i>	<i>Inga</i>	<i>Inga</i>

**Not 14 Inventarier, verktyg och installationer**

	2016-12-31	2015-12-31
<i>Ackumulerade anskaffningsvärden</i>		
-Vid årets början	4 674	4 815
-Nyanskaffningar	142	335
-Avyttringar och utrangeringar	-67	-476
	4 749	4 674
<i>Ackumulerade avskrivningar</i>		
-Vid årets början	-3 933	-3 221
-Aterförda avskrivningar på avyttringar och utrangeringar	-	86
-Årets avskrivning	-512	-798
	-4 445	-3 933
<b>Redovisat värde vid årets slut</b>	<b>304</b>	<b>741</b>

*Inventarier som innehålls under finansiella leasingavtal ingår med följande belopp:*

*Inga* *Inga*

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**Not 15 Andelar i koncernföretag**

	2016-12-31	2015-12-31
Ackumulerade anskaffningsvärden:		
-Vid årets början	35	35
-Avyttring	-35	-
<b>Redovisat värde vid årets slut</b>	<b>-</b>	<b>35</b>

**Not 16 Andelar i intresseföretag och gemensamt styrda företag**

	2016-12-31	2015-12-31
Ackumulerade anskaffningsvärden:		
-Vid årets början	50	50
-Avyttring	-50	-
<b>Redovisat värde vid årets slut</b>	<b>-</b>	<b>50</b>

**Not 17 Andra långfristiga fordringar**

	2016-12-31	2015-12-31
Ackumulerade anskaffningsvärden:		
-Tillkommande fordringar	7	-
<b>Redovisat värde vid årets slut</b>	<b>7</b>	<b>-</b>

**Not 18 Varulager**

	2016-12-31	2015-12-31
Råvaror och förnödenheter	816	433
<b>Totalt</b>	<b>816</b>	<b>433</b>

**Not 19 Förutbetalda kostnader och upplupna intäkter**

	2016-12-31	2015-12-31
Förutbetalda leasingkostnad	1 914	1 313
Upplupna intäkter	8 120	10 028
Övriga poster	286	281
<b>10 320</b>	<b>11 622</b>	

**Not 20 Disposition av vinst**

Förslag till disposition av företagets vinst eller förlust  
Styrelsen föreslår att fritt eget kapital, kronor 22 787 645, disponeras enligt följande:

	2016-12-31
Balanseras i ny räkning (tkr)	22 788
<b>22 788</b>	

**Not 21 Ackumulerade överavskrivningar**

	2016-12-31	2015-12-31
Maskiner och inventarier	526	724
<b>526</b>	<b>724</b>	

Av ackumulerade överavskrivningar utgör 115 kkr (159 kkr) uppskjuten skatt.

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**Not 22 Periodiseringfonder**

	2016-12-31	2015-12-31
Periodiseringfond, avsatt vid beskattningsår 2010	-	3 900
Periodiseringfond, avsatt vid beskattningsår 2011	2 000	2 000
Periodiseringfond, avsatt vid beskattningsår 2012	145	145
Periodiseringfond, avsatt vid beskattningsår 2013	670	670
Periodiseringfond, avsatt vid beskattningsår 2014	1 300	1 300
Periodiseringfond, avsatt vid beskattningsår 2016	3 000	-
	<b>7 115</b>	<b>8 015</b>

Av periodiseringfonder utgör 1 565 kkr (1 763 kkr) uppskjuten skatt.

**Not 23 Checkräkningskredit**

	2016-12-31	2015-12-31
Beviljad kreditlimit	25 000	10 000
Outnyttjad del	-20 528	-10 000
<b>Utnyttjat kreditbelopp</b>	<b>4 472</b>	-

**Not 24 Långfristiga skulder**

	2016-12-31	2015-12-31
Skulder som förfaller senare än ett år från balansdagen		
Övriga skulder till kreditinstitut	800	2 400
Skulder som förfaller senare än fem år från balansdagen		
Övriga skulder till kreditinstitut	3 933	1 450
	<b>4 733</b>	<b>3 850</b>

**Not 25 Upplupna kostnader och förutbetalda intäkter**

	2016-12-31	2015-12-31
Personalrelaterade kostnader inkl. sociala avgifter	7 304	7 905
Övriga poster	1 543	13 649
	<b>8 847</b>	<b>21 554</b>

**Not 26 Ställda säkerheter och eventalförpliktelser**

**Ställda säkerheter**

	2016-12-31	2015-12-31
<i>För egna skulder och avsättningar</i>		
Fastighetsintekningar	9 000	5 600
Företagsintekningar	26 000	19 000
<b>Summa ställda säkerheter</b>	<b>35 000</b>	<b>24 600</b>

**Eventalförpliktelser**

	2016-12-31	2015-12-31
Borgen till förmån för koncernföretag	-	900
	<b>-</b>	<b>900</b>

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### Not 27 Väsentliga händelser efter räkenskapsårets slut

Under mars 2017 undertecknades en avsiktsförklaring med NRC Group om att förvärva samtliga aktier i SBB. Due Diligence startas upp under april.

### Not 28 Likvida medel

	2016-12-31	2015-12-31
<i>Följande delkomponenter ingår i likvida medel:</i>		
Banktillgodohavande	1 476	7 759
	<b>1 476</b>	<b>7 759</b>

### Not 29 Övriga upplysningar till kassaflödesanalysen

	2016-12-31	2015-12-31
<b>Justering för poster som inte ingår i kassaflödet mm</b>		
Avskrivningar	1 758	2 106
Rearesultat försäljning av anläggningstillgångar	-1 212	-462
Övriga ej kassaflödespåverkande poster	50	389
	<b>596</b>	<b>2 033</b>

### Not 30 Nyckeltalsdefinitioner

*Rörelsemarginal:*

Rörelseresultat / Nettoomsättning.

*Balansomslutning:*

Totala tillgångar.

*Avkastning på sysselsatt kapital:*

(Rörelseresultat + finansiella intäkter) / sysselsatt kapital.

*Finansiella intäkter:*

Poster i finansnettot som är hänförliga till tillgångar (som ingår i sysselsatt kapital).

*Sysselsatt kapital:*

Totala tillgångar - räntefria skulder.

*Räntefria skulder:*

Skulder som inte är räntebärande. Pensionsskulder ses som räntebärande.

*Avkastning på eget kapital:*

Resultat efter finansiella poster / Justerat eget kapital.

*Soliditet:*

(Totalt eget kapital + 78 % av obeskattade reserver) / Totala tillgångar.

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## **Underskrifter**

Borlänge den 28 april 2017



Pär Larsson  
Styrelseordförande



Pär Opard  
Verkställande direktör



Ulf Aronsson



Jonas Friberg

Min revisionsberättelse har lämnats den 28 april 2017



Torbjörn Sjöström  
Auktoriserad revisor

# Revisionsberättelse

Till bolagsstämman i Signal och Banbyggarna i Dalarna AB, org. nr 556708-5484

## Rapport om årsredovisningen

### Uttalanden

Jag har utfört en revision av årsredovisningen för Signal och Banbyggarna i Dalarna AB för år 2016.

Enligt min uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Signal och Banbyggarna i Dalarna ABs finansiella ställning per den 31 december 2016 och av dess finansiella resultat och kassaflöde för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Jag tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

### Grund för uttalanden

Jag har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Mitt ansvar enligt dessa standarder beskrivs närmare i avsnittet Revisorns ansvar. Jag är oberoende i förhållande till Signal och Banbyggarna i Dalarna AB enligt god revisorssed i Sverige och har i övrigt fullgjort mitt yrkesetiska ansvar enligt dessa krav.

Jag anser att de revisionsbevis jag har inhämtat är tillräckliga och ändamålsenliga som grund för mina uttalanden.

### Styrelsens och verkställande direktörens ansvar

Det är styrelsen och verkställande direktören som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen och verkställande direktören ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller på fel.

Vid upprättandet av årsredovisningen ansvarar styrelsen och verkställande direktören för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen och verkställande direktören avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

### Revisorns ansvar

Mina mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller på fel, och att lämna en revisionsberättelse som innehåller mina uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller fel och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder jag professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer jag riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller på fel, utformar och utför granskningstgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för mina uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på fel, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar jag mig en förståelse av den del av bolagets interna kontroll som har betydelse för min revision för att utforma granskningstgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala mig om effektiviteten i den interna kontrollen.

- utvärderar jag lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens och verkställande direktörens uppskattnings i redovisningen och tillhörande upplysningar.
- drar jag en slutsats om lämpligheten i att styrelsen och verkställande direktören använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Jag drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om jag drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste jag i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Mina slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.
- utvärderar jag den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Jag måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Jag måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som jag identifierat.

## Rapport om andra krav enligt lagar och andra författnings

### Uttalanden

Utöver min revision av årsredovisningen har jag även utfört en revision av styrelsens och verkställande direktörens förvaltning för Signal och Banbyggarna i Dalarna AB för år 2016 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Jag tillstyrker att bolagsstämman disponerar vinstenen enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret.

#### Anmärkning

Jag vill fästa uppmärksamhet på att en styrelseledamot under året tagit upp ett lån hos bolaget uppgående till 252 611 kronor utan dispens enligt 21 kap 8§ aktiebolagslagen. Lånet har i dess helhet återbetalts efter bokslutsdagen och bolaget har inte lidit någon skada.

#### Grund för uttalanden

Jag har utfört revisionen enligt god revisionssed i Sverige. Mitt ansvar enligt denna beskrivs närmare i avsnittet Revisorns ansvar. Jag är oberoende i förhållande till Signal och Banbyggarna i Dalarna AB enligt god revisorssed i Sverige och har i övrigt fullgjort mitt yrkesetiska ansvar enligt dessa krav.

Jag anser att de revisionsbevis jag har inhämtat är tillräckliga och ändamålsenliga som grund för mina uttalanden.

#### Styrelsens och verkställande direktörens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innehållar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt.

Den verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

#### Revisorns ansvar

Mitt mål beträffande revisionen är att med rörelse om ansvarsfrihet, och därmed mitt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Mitt mål beträffande revisionen är att med rörelse om ansvarsfrihet, och därmed mitt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder jag professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på min professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att jag fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Jag går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för mitt uttalande om ansvarsfrihet. Som underlag för mitt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har jag granskat om förslaget är förenligt med aktiebolagslagen.

Borlänge den 28 april 2017



Torbjörn Sjöström

Auktoriserad revisor



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