
THE NOMINATION COMMITTEE'S RECOMMENDATIONS

To the Annual General Meeting of NRC Group ASA to be held 6th May 2020

NRC Group ASA established a Nomination Committee at the Annual General Meeting in 2015. The current Nomination Committee members are Mr. Kjell Forsén (Chair), Mr. Albert Collett and Mr. Øivind Horpestad.

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

- Nominees for election as members of the Board of Directors of NRC Group ASA and the Chair of the Board of Directors
- Nominees for election as members of the Nomination Committee and the Chair of the Nomination Committee
- Proposal for remuneration of the members of the Board of Directors, the Audit Committee, the Compensation Committee, the Project Committee and the Nomination Committee

The duties of the Nomination Committee are further described in written instructions for the Nomination Committee of NRC Group ASA. The instructions may be found at the company's website www.nrcgroup.com. The Nomination Committee has organised its works in accordance with the instructions.

The Nomination Committee has had access to this year's evaluation of the Board of Directors, and has spoken with several of the Board members, including Board Chairman Helge Midttun and CEO Henning Olsen.

The Nomination Committee has considered the instructions' requirements regarding a recommendation on election of members of the Board of Directors, in addition to which it has drawn up a set of assessment criteria which, in its opinion, should be reflected in the overall composition of the Board of Directors.

The Nomination Committee has also actively contacted major shareholders for suggestions or comments and has spoken with representatives of several shareholders.

On this basis, the Nomination Committee submits the following unanimous recommendation:

1. Election of the Board of Directors

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

- Helge Midttun, Chair
- Harald Arnet
- Mats Williamson
- Rolf Jansson
- Eva Nygren
- Brita Eilertsen
- Kjersti Kanne

The Board of Directors includes five Directors who are regarded as independent of shareholders – Helge Midttun, Mats Williamson, Eva Nygren, Brita Eilertsen and Kjersti Kanne, and two shareholder elected Directors – Harald Arnet and Rolf Jansson.

Harald Arnet and Kjersti Kanne have informed the Nomination Committee that they will not stand for re-election.

The Nomination Committee recommends that the other Board members to be re-elected:

- Helge Midttun, Chair (member 2015)
- Mats Williamson (member 2018)
- Rolf Jansson (member 2019)
- Eva Nygren (member 2019)
- Brita Eilertsen (member 2015)

The major shareholders have indicated their support for such re-election.

Furthermore, the Nomination Committee wishes to propose two new members of the Board of Directors.

David Christopher Montgomery has extensive international experience from his career at WSP International Europe, Hifab International and, from his position as Executive Director for International Operations for Sweco. For further information on David Christopher Montgomery, reference is made to Attachment 1.

Tove Elisabeth Pettersen has extensive experience from several senior positions at Hafslund and, most recently from her position as Director of Administration at Bane Nor and Jernbaneverket. For further information on Tove Elisabeth Pettersen, reference is made to Attachment 2.

For information on the Board members proposed for re-election, reference is made to the company's Annual Report, which may be found at www.nrcgroup.com.

The proposed board composition is compliant with the requirements for independence as set out in the Norwegian Code of Practice for corporate governance (NUES).

2. Remuneration to the Board of Directors and remuneration to board committees

The Nomination Committee considers that the current fees are at a satisfactory level based on the situation at present and proposes that the fees are maintained unchanged.

The Nomination Committee proposes the following fees:

- Board Chair: NOK 600 000
- Board member: NOK 300 000

The Nomination Committee proposes to maintain the fees for members of the Audit Committee as follows:

- Chair: NOK 75 000
- Member: NOK 50 000

The Nomination Committee proposes to maintain the fees for members of the Compensation Committee as follows:

- Chair: NOK 40 000
- Member: NOK 25 000

The Nomination Committee proposes to maintain the fees for members of the Project Committee as follows:

- Chair: NOK 75 000
- Member: NOK 50 000

3. Election of Nomination Committee

Øivind Horpestad has informed the Nomination Committee that he will not stand for re-election.

The Nomination Committee recommends that the other members to be re-elected:

- Kjell Forsén, Chair
- Albert Collett

The Nomination Committee has received proposal to elect Lasse Olsen as new member of the Nomination Committee. Lasse Olsen is Deputy Branch Manager at Nordea, one of the largest shareholders in the company.

4. Remuneration to the Nomination Committee

The Nomination Committee considers that the current fees are at a satisfactory level based on the situation at present and proposes that the fees are maintained unchanged.

The Nomination Committee proposes the following fees:

- Chair: NOK 40 000
- Member: NOK 20 000

Oslo, 20 April 2020

On behalf of the Nomination Committee of NRC Group ASA

Kjell Forsén

Attachment 1: David Christopher Montgomery (1950)

Education:	1985	L'Académie de Batiment Libre
	1979	Post-graduate course in economy and law, SVR
	1974	Stockholm Royal Institute of Technology, M Sc (Civil Eng)
Experience:	2015-2017	Sweco Civil AB, Sweco Rail AB, and Sweco Society AB - Executive Director, International Operations, Stockholm
	2001-2015	WSP International Europe AB – Managing Director, Stockholm
	1991-2001	Hifab International AB - Managing Director, Stockholm
	1987-1991	Hifab International AB - Business Area Manager, Stockholm
	1984-1987	Hifab International AB - Marketing/Business Development Manager, Stockholm
	1983-1984	J&W Consultores Limitada – Technical Director, Sao Paulo, Brazil
	1981-1982	VBB/Aker Engineering A/S - Chief Design Engineer, Oslo
	1979-1980	SKANSKA, Al Rashid Hotel Complex - Site Engineer, Baghdad, Iraq
	1974-1979	AB Jacobsson & Widmark - Structural Engineer, Stockholm
Directorships:	1991-1995	Board member, Hifab Group AB
	1991-2001	Board member, InDevelop Uppsala AB
	1992-2001	Board member, Swedish Geological AB
	1993-1996	Board member, Interconsult Sweden AB
	1998-1999	Board member, Bohlin & Strömberg International
	1999-2000	Board member, Swedec International AB
	2002-2004	Board member, Devecon Oy, Finland
	2002-	Board member, Multiconsult, Norway
	2002 -	Board member, Tallone, Estonia
	2000-2001	Chairman of the Board, Swedec Int AB
	1999-2001	Chairman of the Board, Hifab Assistum
	2002-2003	Chairman of the Board, LT Konsultit Oy, Finland
	2002-2008	Chairman of WSP Polska
	1995-1997	Member of the International Committee, Swedish Association of Architects and Consulting Engineers -
	1998-2000	Chairman of the International Committee
	2000-2016	Board member, Swedish Consultants
	1995-2008	Member of the Task Force for Development Cooperation
	1999-2004	Member of the Board, Swedish-Russian Chamber of Commerce
	2006-2012	Member of the Board, Swedish Trade Council
	1998-	Member of the Steering Committee Swedish Project Export
	1999-2002	Member of the Board, Sida's Global Academy
1998-2003	Member of the Advisory Board, Swedish Environmental Export	
2006-	Member of the Board, Libyan Swedish Consulting Company	
2013-	Member of the Swedish-North Africa Chamber of Commerce	

2015-2017 Member of the Board, Scandinavian Health Care Alliance
2015-2018 Member of the Board, Swerod
2018- Chairman of Swerod

Attachment 2: Tove Pettersen (1970)

Education:	1990-1994 1989	Norges Handelshøyskole, Siviløkonomstudiet Universitetet i Oslo, ”Examen Philosophicum”
Experience:	2017-2019 2012-2016 2007-2011 2005-2006 2003-2005 2002-2003 2000-2001 1999-2000 1997-1998 1995-1996	Bane NOR SF, Administrasjonsdirektør Jernbaneverket, Administrasjonsdirektør Hafslund ASA, Konserndirektør Stab Hafslund ASA, Konserndirektør Bedrift Hafslund ASA, Konserndirektør Marked Hafslund ASA, Konserndirektør Strømsalg Hafslund ASA, Rådgiver Industrielt Eierskap Hafslund Markets AS, Produktsjef Hafslund Markets AS, Porteføljeforvalter Hedmark Energi AS, Kraftanalytiker
Directorships:	2018- 2016-2017 2010-2011 2008-2013 2007-2011 2005-2011 2005-2009	Styremedlem og nestleder, Statnett SF Styremedlem Klemetsrudanlegget AS Styremedlem Infratek ASA Styremedlem DnB Livforsikring ASA Styremedlem Client Computing Europe ASA Styremedlem og nestleder, Energi Norge Styremedlem Eidsiva Vekst AS