

Denne meldingen til obligasjonseierne er kun utarbeidet på engelsk. For informasjon vennligst kontakt Nordic Trustee AS.

To the Bondholders in:

ISIN: NO0013049403 – NRC Group ASA FRN Senior Unsecured Open Callable Green Bond Issue 2023/2027

4 September 2024

SUMMONS FOR A WRITTEN RESOLUTION

Nordic Trustee AS (the “**Bond Trustee**”) acts as bond trustee for the bondholders (the “**Bondholders**”) in the above mentioned bond issue (the “**Bonds**” or the “**Bond Issue**”) issued by NRC Group ASA as issuer (the “**Issuer**”) pursuant to the bond terms dated 24 October 2023 (as amended) (the “**Bond Terms**”).

All capitalised terms used, but not defined herein, shall have the same meaning assigned to them in the Bond Terms. References to Clauses and paragraphs are references to Clauses and paragraphs of the Bond Terms.

*The information in this summons (the “**Summons**”) regarding the Issuer, market conditions and described transactions is provided by the Issuer, and the Bond Trustee expressly disclaims all liability whatsoever related to such information.*

1. Background

Reference is made to the press releases by the Issuer dated 12 July 2024 and 21 August 2024, together with the second quarter 2024 report released on 29 August 2024, where the Issuer informed that it would need to make downward adjustments of NOK 125 million due to changes in scope and pending clarification of change orders for the Electrification of Trønder- and Meråkerbanen project. In addition, there were downward adjustments of NOK 35 million related to two projects in Finland, and a court decision related to a completed project in Sweden. The adjustments highly affect the financial performance and the result of the Issuer for the full year 2024. Moreover, in the second quarter report the Issuer announced that it will make a goodwill impairment of in total NOK 650 million. The Issuer further announced that it has received a waiver from its bank lender and that it would be seeking waivers from the Bondholders. For further information, please refer to such press releases and the second quarter report.

The Issuer, together with advisor Danske Bank, Norwegian branch, has engaged with certain key Bondholders with a view to agree the terms of the necessary waivers. The Issuer has informed the Bond Trustee that it has received irrevocable firm commitments from a majority of Bondholders holding more than 2/3 of the Bonds to vote in favour of the Proposal (as defined below).

Implementation of the Proposal will be contingent on the payment of a waiver fee as set out below. Furthermore, the Issuer has committed to raise new equity issuing new shares in the Issuer for cash of no less than NOK 200 million, no later than the end of 2024.

2. Proposal

Based on the above, the Issuer has requested the Bond Trustee to summon a Written Resolution to propose that the Bondholders resolve the amendments to the Bond Terms as set out below (the “**Proposal**”):

- (i) The requirement pursuant to paragraph (b) (*Interest Coverage Ratio*) of Clause 13.17 (*Financial covenants*) shall be waived in its entirety for the financial quarters ending 30 September 2024, 31 December 2024 and 31 March 2025.
- (ii) For the financial quarter ending 30 June 2025, the Interest Cover Ratio shall exceed 1.50x, and for the financial quarter ending 30 September 2025, the Interest Coverage Ratio shall exceed 2.00x. At any time thereafter, the Interest Coverage Ratio shall exceed 2.50x.
- (iii) The Issuer shall, no later than 31 December 2024, issue new shares for cash consideration equalling minimum 10% of the Issuer’s share capital, making commercially reasonable efforts to obtain the best available subscription price for the Issuer and raising minimum gross consideration of NOK 200,000,000.
- (iv) The Issuer shall not be permitted to make any Distributions until after 31 December 2025 and thereafter the Incurrence Test for making any Distributions shall be a Leverage Ratio not exceeding 2.00x.

Implementation of the Proposal shall be subject to:

- (a) approval of the Proposal by the required majority of Bondholders; and
- (b) payment of the Amendment Fee (as defined below).

3. Amendment Fee

As a compensation, the Issuer offers to pay to the Bondholders a one-time amendment fee of 1.25% of the Nominal Amount of the Outstanding Bonds (the “**Amendment Fee**”), payable pro rata to the Bondholders 10 Business Days after the Proposed Resolution has been approved with the required majority pursuant to paragraph (g) of Clause 15.5 (*Written Resolutions*) of the Bond Terms and with record date for payment at the end-of-business 2 Business Days before such payment.

4. Evaluation of the Proposal

The Proposal is put forward to the Bondholders without further evaluation or recommendation from the Bond Trustee. Nothing herein shall constitute a recommendation to the Bondholders from the Bond Trustee. Each Bondholder should independently evaluate the Proposal and vote accordingly.

5. Further information

For further questions to the Issuer, please contact:

Åsgeir Nord, Chief Financial Officer, +47 957 34 985, asgeir.nord@nrcgroup.com; or
Alfred Beck, Head of Legal, +47 907 72 026, Alfred.beck@nrcgroup.com.

The Issuer has retained Danske Bank, Norwegian branch as financial advisor (the “**Advisor**”). Bondholders may contact the Advisor for further information:

Nicolay Friis, Debt Capital Markets, +47 452 11 032, nfr@danskebank.com; or
Bård Øymar, Debt Capital Markets, +47 951 82 994, bym@danskebank.com.

The Advisor acts solely for the Issuer and no-one else in connection with the Proposal. No due diligence investigations have been carried out by the Advisor with respect to the Issuer, and the Advisor expressly disclaims any and all liability whatsoever in connection with the Proposal (including but not limited to in respect of the information herein).

For further questions to the Bond Trustee, please contact Lars Erik Lærum, +47 22 87 94 06, laerum@nordictrustee.com.

6. Written Resolution

Bondholders are hereby provided with a voting request for a Bondholders’ Resolution pursuant to Clause 15.5 (*Written Resolutions*) of the Bond Terms. For the avoidance of doubt, no Bondholders’ Meeting will be held.

It is proposed that the Bondholders resolve the following (the “**Proposed Resolution**”):

“The Bondholders approves the Proposal as described in section 2 (Proposal) of this Summons.

The Bond Trustee is hereby authorized to implement the Proposal and carry out other necessary work to implement the Proposal, including to prepare, negotiate, finalize and enter into all necessary agreements in connection with documenting the decisions made by way of this Written Resolution as well as carry out necessary completion work, including agreeing on necessary amendments to the Bond Terms and other Finance Documents.”

* * * *

Voting Period: The Voting Period shall expire ten (10) Business Days after the date of this Summons, being on 18 September 2024 at 13:00 Oslo time. The Bond Trustee must have received all votes necessary in order for the Written Resolution to be passed with the requisite majority under the Bond Terms prior to the expiration of the Voting Period.

How to vote: A duly completed and signed Voting Form (attached hereto as Schedule 1), together with proof of ownership/holdings must be received by the Bond Trustee no later than at the end of the Voting Period and must be submitted by scanned e-mail to mail@nordictrustee.com.

A Proposed Resolution will be passed if either: (a) Bondholders representing at least a 2/3 majority of the total number of Voting Bonds vote in favour of the relevant Proposed Resolution prior to the expiry of the Voting Period; or (b) (i) a quorum representing at least 50% of the total number of Voting Bonds submits a timely response to the Summons and (ii) the votes cast in favour of the relevant Proposed Resolution represent at least a 2/3 majority of the Voting Bonds that timely responded to the Summons.

If no resolution is passed prior to the expiry of the Voting Period, the number of votes shall be calculated at the expiry of the Voting Period, and a decision will be made based on the quorum and majority requirements set out in Clause 15.1 (*Authority of the Bondholders' Meetings*).

The effective date of a Written Resolution passed prior to the expiry of the Voting Period is the date when the resolution is approved by the last Bondholder that results in the necessary voting majority being achieved.

If the above resolution is not adopted as proposed herein, the Bond Terms and other Finance Documents will remain unchanged.

Yours sincerely

Nordic Trustee AS


Lars Erik Lærum

Enclosed:

Schedule 1: Voting form

Schedule 1: Voting Form

ISIN: NO0013049403

NRC Group ASA FRN Senior Unsecured Open Callable Green Bond
Issue 2023/2027

The undersigned holder or authorised person/entity, votes in the following manner to the Proposed Resolution as defined in the Notice of a Written Resolution dated 4 September 2024

In favour of the Proposed Resolution

Against the Proposed Resolution

ISIN NO0013049403	Amount of bonds owned
Custodian Name	Account number at Custodian
Company	Day time telephone number
	E-mail

Enclosed to this form is the complete printout from our custodian/VPS¹, verifying our bondholding in the bond issue as of _____.

We acknowledge that Nordic Trustee AS in relation to the Written Resolution for verification purpose may obtain information regarding our holding of Bonds on the above stated account in the securities register VPS.

We consent to the following information being shared with the issuer's advisor (the Advisor):

Our identity and amounts of Bonds owned

Our vote

Place, date

Authorized signature

Return by mail:

Nordic Trustee AS

PO Box 1470 Vika

N-0116 Oslo

Norway

Telephone: +47 22 87 94 00

E-mail: mail@nordictrustee.com

¹ If the Bonds are held in custody other than in the VPS, evidence provided from the custodian confirming that (i) you are the owner of the Bonds, (ii) in which account number the Bonds are held, and (iii) the amount of Bonds owned.