



**NFI GROUP INC.**

**NOTICE OF ANNUAL MEETING  
AND MANAGEMENT INFORMATION  
CIRCULAR**

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**ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 3, 2024**

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**March 15, 2024**

# NFI GROUP INC.

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND AVAILABILITY OF INVESTOR MATERIALS

**NOTICE IS HEREBY GIVEN** that the annual meeting of the shareholders (the “**Meeting**”) of NFI Group Inc. (“**NFI**”) will be held on Friday, May 3, 2024 at 10:00 am (Central time) in a virtual-only meeting format, by way of a live audio-only webcast at <http://meetnow.global/MF4DUZG> for the following purposes:

1. **TO RECEIVE** the consolidated financial statements of NFI for the fiscal year ended December 31, 2023, together with the report of the auditors thereon (see section Matters To Be Considered At The Meeting – Financial Statements in the Management Information Circular (the “**Information Circular**”));
2. **TO APPOINT** the auditors and authorize the board of directors of NFI to fix the remuneration of the auditors (see section Matters To Be Considered At The Meeting – Appointment of Auditors in the Information Circular);
3. **TO ELECT** ten members of the board of directors of NFI (see section Matters To Be Considered At The Meeting – Election of Directors in the Information Circular);
4. **TO CONSIDER** and, if deemed appropriate, **TO PASS** an advisory resolution in the form set in Schedule “A” to the Information Circular on the approach to executive compensation (“**Say on Pay Resolution**”) (see section Matters To Be Considered At The Meeting – Advisory Resolution on Approach to Executive Compensation in the Information Circular); and
5. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Information Circular relating to the Meeting provides additional information relating to the matters to be dealt with at the Meeting as well as how to participate and vote at the Meeting.

You have the right to receive notice of, and to vote at, the Meeting if you were a shareholder of NFI as of 5:00 p.m. (Toronto time) on Monday, March 4, 2024.

### **Notice and Access**

NFI is using the notice and access procedure (Notice and Access) adopted by the Canadian Securities Administrators for the delivery of the Information Circular, the consolidated financial statements of NFI for the fiscal year ended December 31, 2023 and related management’s discussion and analysis (collectively, the “**Meeting Materials**”). Under Notice and Access, you are still entitled to receive a form of proxy (or voting instruction form) enabling you to vote at the Meeting. However, instead of receiving paper copies of the Meeting Materials, shareholders receive this notice of meeting which contains information about how to access the Meeting Materials electronically. The principal benefit of Notice and Access is to reduce costs and the environmental impact of producing and distributing large quantities of paper documents. Shareholders who have consented to electronic delivery of materials may receive this notice of meeting in an electronic format.

The Information Circular and form of proxy (or voting instruction form) provide additional information concerning the matters to be dealt with at the meeting. **Shareholders are reminded to review all information contained in the Meeting Materials prior to voting.**

For more information about Notice and Access procedures, please call Broadridge Investor Communications Corporation (“**Broadridge**”) toll-free at 1-844-916-0609 (English) or 1-844-973-0593 (French).

### ***Websites Where Meeting Materials Are Posted***

The Meeting Materials are available on NFI’s website, [www.nfigroup.com](http://www.nfigroup.com) and under NFI’s profile on the System for Electronic Document Analysis and Retrieval+ (SEDAR+) at [www.sedarplus.ca](http://www.sedarplus.ca).

### ***Non-Registered and Registered Shareholders***

If you would like paper copies of the Meeting Materials, you should first determine whether you are: (i) a non-registered shareholder; or (ii) a registered shareholder.

- You are a non-registered shareholder (also known as a beneficial holder) if you own common shares of NFI indirectly and your common shares are registered in the name of a bank, trust company, broker or other intermediary. For example, you are a non-registered shareholder if your common shares are held in a brokerage account of any type.
- You are a registered shareholder if you hold a paper share certificate or a direct registration system (“DRS”) statement and your name appears directly on the share certificate(s) or DRS statement.

### ***How to Obtain Paper Copies of Meeting Materials***

All shareholders may request that paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date that the Meeting Materials are posted on NFI’s website.

For non-registered shareholders (i.e. beneficial owners), requests may be made by calling Broadridge toll-free at 1-877-907-7643 or requesting materials online at [www.proxyvote.com](http://www.proxyvote.com). You will need the 16-digit control number on the voting instruction form.

For registered shareholders, requests may be made by calling Computershare Investor Services Inc. (“**Computershare**”) within North America toll-free at 1-866-962-0498, and from outside of North America (514) 982-8716.

Requests must be received by 10:00 am (Central time) on Thursday, April 18, 2024 if you would like to receive the Meeting Materials in advance of the voting deadline and date of the Meeting.

### ***Voting***

#### ***Beneficial Owners***

Shareholders who are beneficial owners of common shares of NFI (“**Beneficial Owners**”) will receive a voting instruction form with their Meeting Materials. The purpose of this form is to permit Beneficial Owners to direct the voting of the shares they own. As a Beneficial Owner, a shareholder should do the following:

#### ***If You Do Not Wish to Vote at the Meeting.***

If, as a Beneficial Owner, you do not wish to attend and vote at the Meeting (or have another person attend and vote on your behalf), complete and sign the voting instruction form and return it in accordance with the instructions on the form. Voting instruction forms sent by Broadridge also permit the completion of the voting instruction form by telephone or through the Internet at [www.proxyvote.com](http://www.proxyvote.com).

*If You Wish to Vote at the Meeting (or Have Someone You Choose Vote for You).*

If, as a Beneficial Owner, you wish to participate and vote at the Meeting (or have another person, who need not be a shareholder, participate and vote on your behalf), you must follow the instructions on the voting instruction form that you receive or seek a form of proxy from your intermediary. Duly appointed proxyholders who log in to the Meeting online will be able to listen, ask questions and securely vote through a web-based platform, provided that they are connected to the internet and follow the instructions set out in this Information Circular. Beneficial Owners who wish to appoint a proxyholder to represent them at the Meeting must submit their duly completed proxy or voting instruction form AND register the proxyholder with the Corporation's registrar and transfer agent, Computershare Investor Services Inc. Registering the proxyholder is an additional step once the Beneficial Owner has submitted their proxy/voting instruction form. Failure to register the proxyholder (the person you have designated to attend the Meeting, who could be yourself or another person) with Computershare will result in that proxyholder not receiving an invite code to participate in the Meeting.

To register a proxyholder, a Beneficial Owner MUST visit <https://www.computershare.com/NFIGroup> by no later than 10:00 am (Central time) on May 1, 2024 and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an invite code via email after the deadline for depositing proxies has passed.

Beneficial Owners who have not duly appointed a proxyholder will be able to attend the Meeting as guests and ask questions, provided that they are connected to the internet, but will not be able to vote.

***As a Beneficial Owner, you should follow the instructions on the voting instruction form you receive. If you are not sure what to do, you should immediately contact your intermediary in respect of your common shares.***

#### Registered shareholders

Registered shareholders are entitled to vote by proxy or during the Meeting by online ballot through the live web-based platform. Registered shareholders who are unable to attend the Meeting should exercise their right to vote by signing and returning the form of proxy, or voting in advance via the internet, in accordance with the directions on the form.

Computershare must receive completed proxies no later than 10:00 am (Central time) on May 1, 2024 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) before the date of the adjourned or postponed Meeting.

**DATED** at Toronto, Ontario this 15<sup>th</sup> day of March, 2024.

#### **BY ORDER OF THE BOARD OF DIRECTORS**

By: “Wendy Kei”

Wendy Kei  
Chair of the Board of Directors

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# NFI GROUP INC.

## INFORMATION CIRCULAR

This Management Information Circular (the “Information Circular”) is provided in connection with the solicitation of proxies by or on behalf of management of NFI Group Inc. (“NFI” and, together with its subsidiaries, the “Company”) for use at the annual meeting (the “Meeting”) of shareholders (the “Shareholders”) of NFI to be held on Friday May 3, 2024 at 10:00 am (Central time) in a virtual-only meeting format, by way of a live audio-only webcast at <http://meetnow.global/MF4DUZG> and at all postponements or adjournments thereof, for the purposes set forth in the accompanying Notice of Meeting.

All references to “Common Shares” in this Information Circular refer to common shares in the capital of NFI. If you hold Common Shares as of the Record Date (as defined below), you are a Beneficial Owner (as defined below) and are entitled to receive notice of, participate and vote at the Meeting as further described in this Information Circular.

Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to “\$”, “C\$”, “CAD” and “dollars” are to the lawful currency of Canada. References to “US\$” and “USD” are to the lawful currency of the United States.

The information contained in this Information Circular is given as at March 15, 2024, except where otherwise noted.

## INFORMATION FOR OWNERS OF COMMON SHARES

### Notice and Access

This Information Circular and associated materials for the meeting (collectively, the “Meeting Materials”) are being sent to Shareholders using Notice and Access, the delivery procedures that allow NFI to send Shareholders paper copies of a notice of meeting and form of proxy (or voting information form) while providing Shareholders access to electronic copies of the Meeting Materials over the Internet or to receive paper copies of the Meeting Materials if they so request within the prescribed time periods. The Meeting Materials are available on NFI’s website, [www.nfigroup.com](http://www.nfigroup.com) and under NFI’s profile on the System for Electronic Document Analysis and Retrieval+ (SEDAR+) at [www.sedarplus.ca](http://www.sedarplus.ca). For more information, please refer to the notice of meeting delivered to you.

### Request for Voting Instructions

#### Beneficial Owners

“Beneficial Owners” means the persons who own Common Shares indirectly and whose Common Shares are registered in the “book-entry only” system maintained by CDS Clearing and Depository Services Inc. or its nominee (“CDS”). CDS and intermediaries (such as banks, trust companies, securities dealers and brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) with whom you deal in respect of your Common Shares maintain written records (book-entries) of who are the beneficial owners of Common Shares and how many Common Shares they beneficially own. Most Shareholders of NFI are Beneficial Owners.

Beneficial Owners as of the Record Date will receive a voting instruction form with the Notice of the Meeting. The purpose of this form is to permit you, as a Beneficial Owner as of the Record Date, to direct the voting of the Common Shares you own. As a Beneficial Owner, you should do the following:

***If You Do Not Wish to Participate and Vote at the Meeting.***

**If, as a Beneficial Owner, you do not wish to participate and vote at the Meeting (or have another person, who need not be a Shareholder, participate and vote on your behalf), complete and sign the voting instruction form and return it in accordance with the instructions on the form.** Voting instruction forms sent by Broadridge Financial Services, Inc. (“**Broadridge**”) (the service company used by intermediaries to forward materials to Beneficial Owners) also permit the completion of the voting instruction form by telephone or through the Internet at [www.proxyvote.com](http://www.proxyvote.com). As a Beneficial Owner, you may revoke a voting instruction form given to an intermediary at any time by written notice to the intermediary. However, an intermediary is not required to act on a revocation of a voting instruction form that is not received by the intermediary at least seven days prior to the Meeting.

***If You Wish to Participate and Vote at the Meeting (or Have Someone You Choose Vote for You).***

**If, as a Beneficial Owner, you wish to participate and vote at the Meeting (or have another person, who need not be a Shareholder, participate and vote on your behalf), you must follow the instructions on the voting instruction form that you receive or seek a form of proxy from your intermediary, in either case to be appointed as a proxyholder.** Duly appointed proxyholders who log in to the Meeting online will be able to listen, ask questions and securely vote through a web-based platform, provided that they are connected to the internet and follow the instructions set out in this Information Circular. Beneficial Owners who wish to appoint a proxyholder (being themselves or another person to represent them at the Meeting) must submit their duly completed proxy or voting instruction form AND register the proxyholder with NFI’s registrar and transfer agent, Computershare Investor Services Inc. (“**Computershare**”) as described below. **Registering the proxyholder is an additional step once the Beneficial Owner has submitted their voting instruction form. Failure to register the proxyholder (the person you have designated to participate in the Meeting, who could be yourself or another person) with Computershare will result in that proxyholder not receiving an Invite Code to participate in the Meeting.**

To register a proxyholder, a Beneficial Owner MUST visit <https://www.computershare.com/NFIGroup> by no later than 10:00 am (Central time) on May 1, 2024 and provide Computershare with their proxyholder’s contact information, so that Computershare may provide the proxyholder with an Invite Code via email after the deadline for depositing proxies (as described below in “Solicitation of Proxies and Voting Instructions – Deposit of Proxies”) has passed.

**Beneficial Owners who have not duly appointed a proxyholder will be able to attend the Meeting as guests and ask questions, provided that they are connected to the internet, but will not be able to vote.**

***As a Beneficial Owner, you should follow the instructions on the voting instruction form you receive. If you are not sure what to do, you should immediately contact your intermediary in respect of your Common Shares.***

***Registered Holders***

“**Registered Shareholder**” means the persons who own Common Shares directly via a paper share certificate or a direct registration system (“**DRS**”) statement and whose name appears directly on the share certificate(s) or DRS statement.

***If You Do Not Wish to Participate and Vote at the Meeting.***

**If, as a Registered Shareholder, you do not wish to participate and vote at the Meeting (or have another person, who need not be a Shareholder, participate and vote on your behalf), complete and sign the form of proxy and return it in accordance with the instructions on the form.** The form of proxies also permit the completion of such form by telephone or through the Internet at [www.investorvote.com](http://www.investorvote.com).



***If You Wish to Participate and Vote at the Meeting (or Have Someone You Choose Vote for You).***

If you wish to participate and vote your Common Shares at the Meeting virtually, you are not required to complete or return the form of proxy sent to you. Your vote will be taken and counted at the Meeting through the live web-based platform. If you wish to have another person, who need not be a Shareholder, participate and vote on your behalf at the Meeting, you must follow the instructions on the form of proxy that you receive in order to be appointed as a proxyholder. Duly appointed proxyholders who log in to the Meeting online will be able to listen, ask questions and securely vote through a web-based platform, provided that they are connected to the internet and follow the instructions set out in this Information Circular. Registered Shareholders who wish to appoint a proxyholder (being themselves or another person to represent them at the Meeting) must submit their duly completed proxy AND register the proxyholder with NFI's registrar and transfer agent, Computershare (as described below). **Registering the proxyholder is an additional step once the Registered Shareholder has submitted their form of proxy. Failure to register the proxyholder (the person you have designated to participate in the Meeting, who could be yourself or another person) with Computershare will result in that proxyholder not receiving an Invite Code to participate in the Meeting.**

To register a proxyholder, a Registered Holder MUST visit <https://www.computershare.com/NFIGroup> by no later than 10:00 am (Central time) on May 1, 2024 and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an Invite Code via email after the deadline for depositing proxies (as described below in "Solicitation of Proxies and Voting Instructions – Deposit of Proxies") has passed.

## SOLICITATION OF PROXIES AND VOTING INSTRUCTIONS

### Solicitation of Proxies

**The solicitation of proxies for the Meeting will be made primarily by mail, but proxies may also be solicited personally, in writing or by telephone by management representatives of NFI, at nominal cost.** NFI will bear the cost in respect of the solicitation of proxies for the Meeting and will bear the legal, printing (if any) and other costs associated with the preparation of this Information Circular.

### Participation at the Meeting

The Meeting will be hosted online by way of a live audio-only webcast. Shareholders will not be able to attend the Meeting in person. A summary of the information Shareholders will need to attend the virtual Meeting is provided below. The Meeting will be held on Friday May 3, 2024 at 10:00 am (Central time).

In order to attend the Meeting, Registered Shareholders, duly appointed proxyholders (including Beneficial Owners who have duly appointed themselves as proxyholder) and guests (including Beneficial Owners who have not duly appointed themselves as proxyholder) must log in online as set out below.

- Step 1: Log in online at <http://meetnow.global/MF4DUZG>
- Step 2: Follow the instructions below:
  - Registered Shareholders: If you are a registered shareholder, select "Login" and enter your Control Number. The control number located on the form of proxy or in the email notification you received from Computershare is your Control Number. If you use your Control Number to log in to the Meeting, any vote you cast at the Meeting will revoke any proxy you previously submitted. If you do not wish to revoke a previously submitted proxy, you should not vote at the Meeting.
  - Duly appointed proxyholders: If you are a duly appointed proxyholder, select "Invitation" and enter your Invite Code. Proxyholders who have been duly appointed and registered with Computershare prior to the Meeting as described in this Information Circular will receive an Invite Code by email from Computershare after the proxy voting deadline has passed.

- **Guests:** Click “I am a guest” and then complete the online form.

Registered Shareholders and duly appointed proxyholders may ask questions at the Meeting and vote by completing a ballot online during the Meeting. If you plan to vote at the Meeting, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the Meeting. You should allow ample time to log in to the Meeting online and complete the check-in procedures.

**Beneficial Owners who have not duly appointed themselves as proxyholders may listen to the Meeting as guests and ask questions, provided that they are connected to the internet, but will not be able to vote.**

### **Voting of Proxies**

In certain cases, as a Beneficial Owner will not receive a voting instruction form and will instead receive a form of proxy that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by you but which is otherwise uncompleted. As a Beneficial Owner and upon submission by you (or your designee) of identification satisfactory to your intermediary’s representative, you may also require the intermediary to sign and deliver to you (or your designee) a proxy to exercise personally your voting rights attaching to the Common Shares you own, if you either (i) have not previously given the intermediary voting instructions in respect of the Meeting or (ii) submit to such representative written revocation of any such previous instructions.

If a Beneficial Owner who receives a form of proxy wishes to vote before the Meeting but does not wish to participate and vote at the Meeting (or have another person participate and vote on the Beneficial Owner’s behalf), the Beneficial Owner must complete the form of proxy and deposit it with Computershare, as described below in “Deposit of Proxies” or otherwise follow the instructions provided by the intermediary.

If a Beneficial Owner who receives a form of proxy wishes to participate and vote at the Meeting (or have another person participate and vote on the Beneficial Owner’s behalf), the Beneficial Owner must strike out the names of the persons named in the proxy and insert the Beneficial Owner’s (or such other person’s) name in the blank space provided and deposit it with Computershare, as described below in “Deposit of Proxies” or otherwise follow the instructions provided by the intermediary. In addition, the Beneficial Owner must complete the additional step of registering such proxyholder with Computershare at <https://www.computershare.com/NFIGroup> by no later than 10:00 am (Central time) on May 1, 2024 as described in this Information Circular. **Failure to register the proxyholder with Computershare will result in the proxyholder not receiving an Invite Code to participate in the Meeting and such proxyholder will only be able to attend the Meeting as a guest and ask questions. Without an Invite Code, proxyholders will not be able to vote at the Meeting.**

United States Beneficial Owners: To participate and vote at the virtual Meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to participate in the Meeting. Follow the instructions from your broker or bank or contact your broker or bank to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to participate in the Meeting, you must submit a copy of your legal proxy to Computershare. Requests for registration should be directed to: Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 or by email to: [uslegalproxy@computershare.com](mailto:uslegalproxy@computershare.com). Requests for registration must be labeled as “Legal Proxy” and be received no later than 10:00 am (Central time) on May 1, 2024. You will receive a confirmation of your registration by email after Computershare receives your registration materials. You may attend the Meeting and vote your Common Shares at <http://meetnow.global/MF4DUZG> during the Meeting. Please note that you are required to register your appointment at <https://www.computershare.com/NFIGroup>.

A Beneficial Owner who has appointed themselves or a third-party proxyholder to represent them at the Meeting will appear on a list of Shareholders prepared by Computershare, the transfer agent and registrar for the Meeting. To have their Common Shares voted at the Meeting, each proxyholder will be required to enter their Invite Code provided by Computershare at <http://meetnow.global/MF4DUZG> prior to the start of the Meeting. In order to vote, Beneficial Owners MUST register their proxyholder with Computershare at

<https://www.computershare.com/NFIGroup> after submitting their voting instruction form in order to receive an Invite Code.

If you are a Registered Shareholder, you may vote your Common Shares by proxy in advance of the Meeting or during the Meeting at <http://meetnow.global/MF4DUZG>. You will need your Control Number on the form of proxy in order to do so.

### **Appointment of Proxies**

The persons named in the form of proxy or voting instruction form are representatives of NFI. **Shareholders have the right to appoint as proxyholder themselves or a person or company other than the NFI representatives named on the form of proxy or voting instruction form.** Shareholders should write the name of the person or company they wish to appoint, who need not be a Shareholder, in the blank space provided on the form of proxy or voting instruction form. If the Shareholder does not appoint another person or company as proxyholder, the NFI representatives designated in the form of proxy or voting instruction form will vote or withhold from voting the Common Shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions of the Shareholder as indicated on the form and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

### **In the absence of any direction, your Common Shares will be voted:**

- (a) **FOR** the appointment of Deloitte LLP as auditors of NFI and that the board of directors of NFI be authorized to fix the remuneration of the auditors;
- (b) **FOR** the election of each of the ten nominees to the board of directors listed under the heading "Matters to be Considered at the Meeting - Election of Directors"; and
- (c) **FOR** the Say on Pay Resolution.

The form of proxy or voting instruction form confers discretionary authority upon the NFI representatives designated in the form of proxy or voting instruction form with respect to amendments to or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. As of the date of this Information Circular, the directors of NFI (the "**Directors**") know of no such amendments, variations or other matters.

### **Deposit of Proxies**

To be valid, proxies must be deposited with Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Fax: 1-866-249-7775 or 416-263-9524, Attention: Proxy Department, in accordance with the instructions therein, by no later than 10:00 am (Central time) on May 1, 2024 or if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned or postponed meeting. Failure to properly complete or deposit a proxy may result in its invalidation. The time limit for the deposit of proxies may be waived by NFI in its discretion without notice.

### **Revocation of Proxies**

Proxies may be revoked by:

- (a) completing and signing a proxy bearing a later date and depositing it with Computershare, as described above; or
- (b) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing at the registered office of NFI at any time up to and including the last business day preceding the date of the Meeting, or any adjournment or postponement of the Meeting; or

- (c) in any other manner permitted by law, including pursuant to your right to revoke a proxy under subsection 110(4) of the *Business Corporations Act* (Ontario).

***You should follow the instructions on the document that you have received and contact your intermediary promptly if you need assistance.***

### **Meeting Format, Questions and Related Matters**

NFI will be holding the Meeting exclusively via live webcast. Shareholders and duly appointed proxyholders will be able to listen to, participate in, ask questions, and vote at the Meeting in real time through a web-based platform instead of attending the Meeting in person. NFI hopes that hosting the Meeting virtually will help enable greater participation by allowing Shareholders from all geographical locations (including those who might not otherwise be able to travel to a physical meeting) to attend the Meeting online.

NFI believes that the ability to participate in, and ask questions at, the Meeting in a meaningful way remains important despite the decision to hold this Meeting through electronic means. At the virtual Meeting, Shareholders and duly appointed proxyholders will be able to participate and have an equal opportunity to ask questions, and vote in real time at the Meeting, provided they are connected to the internet and have logged into the online platform accessible at <http://meetnow.global/MF4DUZG>. To ask a question during the Meeting, you may write through the live webcast after logging-in, type your question into the “Ask a Question” field, and click “Submit”. We strongly encourage you to submit your questions as early as possible during the Meeting as we intend to answer questions in the order in which they are submitted to us by Shareholders. Questions submitted via the online platform that relate to the business of the Meeting are expected to be addressed in the question-and-answer section of the Meeting. Such questions will be read by the Chair of the Meeting or a designee of the Chair and responded to by a representative of the Company as they would be at in-person Shareholder meetings. Questions submitted via the online platform will be moderated before being sent to the Chair of the Meeting. This is to avoid repetition and to ensure an orderly Meeting. The Chair of the Meeting will decide on the amount of time allocated to each question and will have the right to limit or consolidate questions and to reject questions that do not relate to the business of the Meeting or which are determined to be inappropriate or otherwise out of order. Questions can be submitted at any time as prompted by the Chair during the Meeting until the Chair closes the session. It is anticipated that Shareholders and duly appointed proxyholders attending the Meeting virtually will have substantially the same opportunity to ask questions on matters of business before the Meeting as if the Meeting was held in person.

For any technical difficulties experienced during the check-in process or during the Meeting, please call Computershare’s technical support number that will be posted on the Virtual Shareholder Meeting log-in page for assistance.

Please note that the Meeting website may not be fully accessible on all Internet browsers and if you are unable to access this site on your preferred browser, we suggest trying to access it via a different browser and/or ensuring that your browser is updated to the latest version. Note that Chrome, Firefox, Edge and Safari are the preferred browsers for accessing the web-based meeting platform. Internet Explorer is not supported. In addition, internal network security protocols including firewalls and virtual private network (VPN) connections may block your access to the online platform. If you are experiencing any difficulty connecting or watching the Meeting, please also ensure your VPN setting is disabled or connect to the platform on a network not restricted to the security settings of your organization.

### **VOTING SECURITIES OF NFI AND PRINCIPAL HOLDERS THEREOF**

NFI is authorized to issue an unlimited number of Common Shares. As of the date of this Information Circular, there were 118,971,798 Common Shares issued and outstanding.

At the Meeting, each Shareholder of record at the close of business on March 4, 2024, the record date established for notice of the Meeting (the “**Record Date**”), will be entitled to one vote for each Common Share held on all matters proposed to come before the Meeting.

To the knowledge of the Directors and officers of NFI, as of the date of this Information Circular, the following persons beneficially own or exercise control or direction over, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to the Common Shares:

Name	Number of Common Shares beneficially owned, or controlled or directed, directly or indirectly <sup>(1)</sup>	Approximate percentage of total Common Shares
Coliseum Capital Management, LLC	31,209,182	26.2%

(1) Based on publicly available filings.

## MATTERS TO BE CONSIDERED AT THE MEETING

### 1. Financial Statements

The consolidated financial statements of NFI for the fiscal year ended December 31, 2023, together with the report of the auditors thereon will be placed before the Shareholders at the Meeting for their consideration. No formal action will be taken at the Meeting to approve the financial statements. If any Shareholder has questions regarding the financial statements, the questions may be brought forward at the Meeting. These financial statements are also available on the internet under NFI's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

### 2. Appointment of Auditors

The management representatives designated in the enclosed form of proxy (if not expressly directed to the contrary in such form) intend to vote **FOR** the reappointment of Deloitte LLP as auditor of NFI to hold office until the next annual meeting of Shareholders and that the Directors be authorized to fix the remuneration of the auditors. Deloitte LLP has served as auditor of NFI since NFI's inception.

At NFI's 2023 annual general meeting of shareholders held on May 4, 2023, Deloitte LLP received 99.09% of the votes in favour of their re-appointment.

Auditor Appointment Results: 2023 Annual General Meeting	
<b>For:</b>	45,399,752
<b>Withheld:</b>	416,031
<b>Total:</b>	45,815,783
<b>% in favour:</b>	<b>99.09%</b>

### 3. Election of Directors

The articles of NFI provide that NFI will have a minimum of three and a maximum of twenty directors. The board of directors of NFI (the "**Board**") is currently comprised of ten Directors. All of the Directors are being nominated for re-election, except for Ms. Cochran who will be retiring from the Board at the Meeting. The Board and management of the Company wish to thank Ms. Cochran for her contributions, dedication and leadership as a member of the Board and as Chairperson of the Audit Committee.

In addition, Ms. Anne Marie O'Donovan is being nominated to the Board for the first time. If Ms. O'Donovan is elected to the Board, she will also become the Chairperson of the Audit Committee of NFI.

Mr. Edwards, Chairperson of NFI's Human Resources, Compensation and Corporate Governance Committee (the "**Governance Committee**") was due to retire from the Board in May 2024, after serving on the Board for 15 years. However, in March 2024, the Board (without Mr. Edwards participating in the deliberations) unanimously determined that it was in the best interest of NFI to extend his term limit by an additional year. The decision of the Board was driven by a number of factors, including the importance of maintaining continuity of Board representation and leadership (given that Ms. Cochran will be retiring from

the Board and as a Chairperson of the Audit Committee at the Meeting), and the need to support and oversee the business as it continues to recover from the impacts of the COVID-19 pandemic. Mr. Edwards has a very important skill set and has been providing and continues to provide outstanding contributions to NFI.

The management representatives designated in the enclosed form of proxy (if not expressly directed to the contrary in such form) intend to vote **FOR** the election, as Directors, of the nominees whose names are set out below. All nominees, except for Ms. O'Donovan, are currently Directors and have been Directors since the dates indicated in the section below. Management does not contemplate that any of the nominees will be unable to serve as a Director but, if that should occur for any reason before the Meeting, the management representatives designated in the enclosed form of proxy reserve the right to vote for another nominee at their discretion. Each Director elected will hold office until the next annual meeting or until his or her successor is elected or appointed.

At the 2023 annual meeting of shareholders held on May 4, 2023, the ten individuals who were nominated to be elected as Directors of NFI at the time received the following votes regarding their appointment from voting Shareholders.

<b>Director Election Results: 2023 Annual Meeting</b>					
<b>Director:</b>	<b>Cochran</b>	<b>Edwards</b>	<b>Gray</b>	<b>Hoeg</b>	<b>Kei</b>
<b>For:</b>	44,581,468	44,544,510	44,499,795	44,374,978	44,414,277
<b>Withheld:</b>	239,276	276,234	320,949	445,766	406,467
<b>Total:</b>	44,820,744	44,820,744	44,820,744	44,820,744	44,820,744
<b>% in Favour:</b>	99.47%	99.38%	99.28%	99.01%	99.09%

<b>Director:</b>	<b>Da Silva Nunes</b>	<b>Robertson</b>	<b>Soubry</b>	<b>Walker-Ford</b>	<b>Winter</b>
<b>For:</b>	44,378,814	44,576,896	44,578,942	44,372,762	44,446,843
<b>Withheld:</b>	441,930	243,848	241,802	447,982	373,901
<b>Total:</b>	44,820,744	44,820,744	44,820,744	44,820,744	44,820,744
<b>% in Favour:</b>	99.01%	99.46%	99.46%	99.00%	99.17%

The Amended and Restated NFI's By-Law No. 2 fixes a deadline by which Shareholders must submit a notice of director nominations to NFI prior to any meeting of Shareholders. In the case of an annual meeting, advance notice must be given to NFI not less than 30 days prior to the date of the meeting. The Amended and Restated By-Law No. 2 also requires any Shareholder making a director nomination to provide certain important information about its nominees with its advance notice. Only Shareholders who comply with the requirements of the Amended and Restated By-Law No. 2 will be permitted to nominate directors to the Board unless the "advance notice" requirements are waived by the Board in its sole discretion.

The Board has adopted a majority voting policy which provides that, if the total number of Common Shares voted in favor of the election of a Director nominee at the Meeting represents less than a majority of the total Common Shares voted for and withheld with respect to that Director, the Director must submit his or her resignation to the Board chair, to be effective when accepted by the Board. The Governance Committee will consider and make a recommendation to the Board regarding the resignation, and the Board's decision to accept or reject the resignation will be disclosed to the public within 90 days of the Meeting.

#### **4. Advisory Resolution on Approach to Executive Compensation**

The Board has adopted a policy of giving Shareholders the opportunity to cast an advisory vote on NFI's approach to executive compensation. NFI believes it is important for Shareholders to understand what it pays its named executive officers ("**NEOs**") and the rationale for these decisions. The 2023 Report on Executive Compensation in this Information Circular has been developed to help Shareholders understand NFI's compensation philosophy and practices, the objectives of its executive compensation program, and

the principles and process used by the Governance Committee in making its compensation recommendations and the decisions ultimately made by the Board.

Please read the 2023 Report on Executive Compensation beginning on page 26 of this Information Circular, including the discussion about compensation governance for details about executive compensation at NFI.

As a Shareholder you have the opportunity to vote **FOR** or **AGAINST** NFI's approach to executive compensation through the resolution in the form set in Schedule "A".

This is an advisory vote and your vote is non-binding on the Board. However, the Board and the Governance Committee will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures and decisions and the level of Shareholder engagement on compensation and related matters. The results of the vote will be disclosed in NFI's 2023 report on voting results, which will be available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

<b>Approach to Executive Compensation Results: 2023 Annual General Meeting</b>	
<b>For:</b>	44,144,438
<b>Against:</b>	676,306
<b>Total:</b>	44,820,744
<b>% in favour:</b>	<b>98.49%</b>

## DIRECTOR NOMINEES

The following pages set out detailed information on Director nominees, including:

- place of residence;
- year first elected or appointed as a Director, as applicable;
- age and principal occupation, education and experience;
- other principal directorship; and
- committee memberships and meeting attendance.

This information also includes the Director's equity ownership in NFI at the end of the last two fiscal years, consisting of Common Shares, DSUs and Director RSUs (which is described under "Director Compensation" in this Information Circular). The value of the Common Shares was calculated using the closing price of Common Shares on the Toronto Stock Exchange ("**TSX**") on December 30, 2022, which was \$9.52 per Common Share and on December 29, 2023, which was \$13.69 per Common Share. The value of the DSUs and Director RSUs was calculated using the volume weighted average trading price per Common Share for the five (5) trading days ending on December 30, 2022, which was \$9.17 per Common Share and for the five (5) trading days ending on December 29, 2023, which was \$13.64 per Common Share.

Following the fiscal year end, certain changes were made to NFI's Board committee memberships. The below table shows the composition of the various committees as of March 1, 2024. It also denotes the independence of the Board members within the meaning of applicable Canadian securities laws.

Name	Audit Committee	Governance Committee	Operations and Technology Committee
<b>Phyllis Cochran</b> <i>Independent</i>	■ <sup>1</sup>		
<b>Larry Edwards</b> <i>Independent</i>	■	■	
<b>Adam Gray</b> <i>Independent</i>			■
<b>Krystyna Hoeg</b> <i>Independent</i>	■		
<b>Wendy Kei</b> <i>Independent</i>	■	■	
<b>Paulo Nunes</b> <i>Independent</i>		■	
<b>Colin Robertson, CBE</b> <i>Non-independent</i>			■
<b>Paul Soubry</b> <i>Non-independent</i>			
<b>Jannet Walker-Ford</b> <i>Independent</i>			■
<b>Katherine S. Winter</b> <i>Independent</i>		■	■

<sup>(1)</sup> Ms. Cochran will be retiring from the Board at the Meeting. If Ms. O'Donovan, who is a new director nominee, is elected to the Board, she will become the Chair of the Audit Committee of NFI.





**Larry Edwards<sup>1</sup>**

74  
*Corporate Director  
 Tulsa, Oklahoma  
 Director since Sept. 2008  
 Independent*

2023 Board/Committee Membership <sup>2, 3</sup>	Meeting Attendance <sup>2</sup>	
Board of Directors	12 of 12	100%
Governance Committee (Chair)	5 of 5	100%
Audit Committee	2 of 2	100%
Operations and Technology Committee	2 of 2	100%

Larry Edwards, ICD.D, is a corporate director and also serves as a director and Chairman of the board of Victory Energy Organization, LLC, an Oklahoma (USA) based designer and manufacturer of fired packaged boilers, waste heat boilers and heat recovery steam generators and related equipment. Mr. Edwards served on the board of directors of Black Mesa Energy, LLC from 2015 to 2020, Patriot Bank from 2013 to 2017, Red Fork Energy Limited (a company that was listed on the Australian Securities Exchange) from 2013 to 2015, NCI Building Systems, Inc. from 2007 to 2009 and Global Power Equipment Group Inc. (“GPEG”) and its predecessor Global Energy Equipment Group, Inc. from 1998 until January 2008. Mr. Edwards served as the President and Chief Executive Officer of GPEG from May 2001 until his retirement in December 2006. Mr. Edwards also served as the CEO of GPEG’s predecessor company from June 1998 until GPEG’s initial public offering in May 2001. From February 1994 until June 1998, Mr. Edwards served as the President of Jason Incorporated’s power generation division. From 1976 until 1994, Mr. Edwards held various positions with Braden Manufacturing, including Vice President of Operations, General Manager and President. Prior to the IPO, Mr. Edwards served on the board of Transit Holdings, Inc. since August 2004. Mr. Edwards earned a B.S. in Industrial Engineering and Management from Oklahoma State University and an M.B.A. with honors from Oklahoma City University. Mr. Edwards is a member of the Institute of Corporate Directors and a graduate of the Directors Education Program.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share <sup>4</sup> Ownership Requirement 2023: \$529,840 2022: \$541,520
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2023	35,156	42,500	77,656	1,063,111	59,264	808,361	-	-	1,871,472	Exceeds
2022	35,156	42,500	77,656	739,285	45,597	418,124	-	-	1,157,409	Exceeds

(1) Mr. Edwards was a director of Red Fork Energy Limited (“RFE”) from May 2013 to April 2015. In December 2014, KordaMentha Pty Ltd. was appointed as receivers and managers over the assets of RFE under the terms of the security provided to Guggenheim Corporate Funding LLC. As a consequence of this appointment, the directors of RFE appointed Ferrier Hodgson as joint and several voluntary administrators and the powers of RFE’s directors were suspended. In March 2015, Ferrier Hodgson concluded that RFE was not insolvent for a material time leading to their appointment and that the directors had a reasonable expectation they would be able to refinance the Guggenheim facility. In April 2015, the creditors of RFE resolved that the company execute a deed of company arrangement for purposes of reconstruction and recapitalisation of RFE (to be renamed Brookside Energy Limited). In July 2015, the deed was effectuated and control of Brookside Energy Limited reverted to a new board of directors. See “Directors, Officers and Management - Cease Trade Orders, Bankruptcies, Penalties and Sanctions” on page 52 of NFI’s Annual Information Form dated March 14, 2024 (“AIF”).

(2) Mr. Edwards was a member of the Audit Committee during the period January 1, 2023 until May 4, 2023, and thereafter attended the remaining two meetings of the Audit Committee as a guest.

(3) Effective March 1, 2024, Mr. Edwards ceased being a member of the Operations and Technology Committee and was appointed a member of the Audit Committee.

(4) Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3246 in 2023 and 1.3538 in 2022.



**Adam Gray** <sup>1, 2</sup>

<sup>58</sup>  
*Managing Partner,  
 Coliseum Capital  
 Management, LLC  
 Greenwich, Connecticut  
 Director since May 2012  
 Independent*

2023 Board/Committee Membership <sup>3</sup>	Meeting Attendance <sup>4</sup>	
Board of Directors	7 of 9	78%
Audit Committee	2 of 4	50%

Mr. Gray is a managing partner and co-founder of Coliseum Capital Management, LLC, a private firm that makes long-term investments in both public and private companies. Mr. Gray has served on the board of directors of NFI Group Inc. since March 2012, and the board of Purple Innovation, Inc. since February 2018 (including as its non-executive Chairman since April 2023). Mr. Gray served on the board of directors of Blue Bird Corporation from December 2021 to October 2023, the Pas Group Limited from February 2016 until January 2020 (including as its non-executive Chairman since August 2017), Redflex Holdings Limited from December 2013 until June 2021 (including as its non-executive Chairman since February 2014), Blue Bird Corporation from February 2015 until September 2017, DEI Holdings, Inc. from February 2009 until June 2011, and Benihana Inc. from September 2010 until August 2012. Prior to founding Coliseum, Mr. Gray served as Executive Vice President, Strategic Projects, and Capital Management at Burger King Corp, held several executive positions with the Metromedia Restaurant Group, and worked at Kluge & Co. and Morgan Stanley. Mr. Gray holds both a BSE in Finance from the Wharton School of Business and a BS in Mechanical Engineering from the School of Engineering & Applied Science at the University of Pennsylvania.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share <sup>5</sup> Ownership Requirement 2023: \$529,840 2022: \$541,520
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2023	-	31,204,448	31,204,448	427,188,893	15,051	205,296	1	14	427,394,203	Exceeds
2022	-	9,523,223	9,523,223	90,661,083	15,051	138,018	-	-	90,799,101	Exceeds

- (1) As at March 15, 2024, Coliseum or its affiliates beneficially own or control, directly or indirectly 31,209,182 Common Shares, representing approximately 26.2% of the issued and outstanding Common Shares as at the date of this Information Circular. Mr. Gray is a Managing Partner of Coliseum and thus can exert shared control or direction over these Common Shares.
- (2) Mr. Gray was a director of APP Winddown, LLC (formerly known as American Apparel, LLC) (“AA”) from February 1, 2016, when AA exited bankruptcy through a plan of conversion with its former creditors, until his resignation from the board on March 31, 2017. AA was an apparel manufacturer and retailer. On November 14, 2016, AA (along with certain related entities) filed a second voluntary petition for relief under chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court in Wilmington, Delaware and subsequently agreed to sell its intellectual property and other assets to Gildan Activewear. Since then, AA has been in wind down and the majority of its estate has been distributed to creditors. See “Directors, Officers and Management - Cease Trade Orders, Bankruptcies, Penalties and Sanctions” on page 52 of the AIF.
- (3) Effective March 1, 2024, Mr. Gray ceased being a member of the Audit Committee and was appointed a member of the Operations and Technology Committee.
- (4) Mr. Gray recused himself from three Board meetings in 2023 due to a conflict of interest in connection with certain transactions related to NFI’s refinancing plan that was completed in 2023. Mr. Gray attended 78% of all of the other Board meetings held in 2023 and also attended all five meetings of the Governance Committee and all two meetings of the Operations and Technology Committee as a guest.
- (5) Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3246 in 2023 and 1.3538 in 2022.



**Krystyna Hoeg**

*74  
Corporate Director  
Toronto, Ontario  
Director since May  
2015  
Independent*

2023 Board/Committee Membership <sup>1</sup>	Meeting Attendance	
Board of Directors	10 of 12	83%
Audit Committee	4 of 4	100%

Krystyna Hoeg, CPA, is a corporate director and was the former President and Chief Executive Officer of Corby Distilleries Limited, a marketer and seller of spirits and wine. She occupied this position from October 1996 to February 2007. Ms. Hoeg joined the Allied Domecq group of companies in 1985 and held a number of senior financial positions with Hiram Walker & Sons Ltd., Hiram Walker – G&W Ltd., Allied Domecq Spirits and Wine and Hiram Walker and Sons Limited, lastly as Senior Vice-President of Finance – the Americas. Ms. Hoeg currently serves on the boards of Fairstone Bank of Canada, Home Trust Company and Arterra Wines Canada, all three of which are private companies. She is a past director of Imperial Oil Limited, Sun Life Financial Inc., Canadian Pacific Railway Limited, Shoppers Drug Mart Corporation and Cineplex Galaxy Income Fund. Ms. Hoeg is also a former director of Revera Inc., Samuel, Son & Co. Limited and Ganong Bros. Limited, all of which are private companies. Ms. Hoeg is currently on the advisory board for Canada’s Outstanding CEO of the Year and is a past chairperson of the board of directors of Michael Garron Hospital. She was a director of the Woodrow Wilson Center, Canadian Institute (Advisory Council), Green Shield Canada and St. Michael’s Hospital Foundation, as well as the Business Advisory Council of United Nations Office for Project Services. Ms. Hoeg is a Chartered Professional Accountant (1982) and holds a Bachelor of Science from McMaster University, and a Bachelor of Commerce and a Master’s of Science from the University of Windsor.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share <sup>2</sup> Ownership Requirement 2023: \$529,840 2022: \$541,520
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2023	2,000	-	2,000	27,380	76,290	1,040,596	15,091	205,841	1,273,817	Exceeds
2022	2,000	-	2,000	19,040	51,689	473,988	15,090	138,375	631,403	Exceeds

<sup>(1)</sup> Ms. Hoeg also attended all five meetings of the Governance Committee and all two meetings of the Operations and Technology Committee as a guest.

<sup>(2)</sup> Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3246 in 2023 and 1.3538 in 2022.



**Wendy Kei**

56  
 Corporate Director  
 Toronto, Ontario  
 Director since May 2022  
 Independent

2023 Board/Committee Membership <sup>1</sup>	Meeting Attendance	
Board of Directors (Chair)	12 of 12	100%
Audit Committee	4 of 4	100%
Governance Committee	5 of 5	100%

Wendy Kei, FCPA, FCA, F.ICD, GCB.D is a corporate director and currently serves as Board Chair for Ontario Power Generation Inc. (OPG) and is also the Chair of the Audit Committee for Centerra Gold Inc. Ms. Kei is an accomplished Finance Executive with more than 25 years of senior business experience across multiple industries. For most of her career, she has worked in the mining industry and brings a strong focus on board leadership, corporate governance, financial expertise, corporate strategy, ESG, risk management and significant expertise in executing complex mergers and acquisitions. She has past experience chairing publicly traded Audit Committees, Human Resources & Corporate Governance Committee and Special Committees. Ms. Kei also volunteers with CPA Canada in a number of advisory roles and has served as a Director-in-Residence for ICD's Board Oversight of Climate Change program since its inception. Ms. Kei previously served as Chief Financial Officer of Dominion Diamond Corporation (formerly Harry Winston Diamond Corporation and Aber Diamond Corporation). Ms. Kei is a Fellow Chartered Professional Accountants (FCPA, FCA), a Fellow from the Institute of Corporate Directors (F.ICD), holds an ESG Designation (GCB.D) from Competent Boards and holds a Bachelor of Mathematics from the University of Waterloo. Ms. Kei was recognized as BMO Celebrate Women on Boards 2022 Honouree, was named one of Canada's Top 100 Most Powerful Women in 2020 and was selected as a Diversity 50 2016 Candidate by the Canadian Board Diversity Council.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share Ownership Requirement <sup>2,3</sup>
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2023	6,040	-	6,040	82,688	16,371	223,300	13,667	186,418	492,406	53%
2022	-	-	-	-	6,989	64,089	-	-	64,089	12%

(1) Ms. Kei attended all two meetings of the Operations and Technology Committee as a guest.  
 (2) Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3246 in 2023 and 1.3538 in 2022.  
 (3) Ms. Kei has until 2027 to fulfill the directors' share ownership guideline.



**Paulo Cezar da Silva Nunes**

*71  
Corporate Director  
Porto Alegre, Rio  
Grande do Sul, Brazil  
Director since Aug.  
2015  
Independent*

2023 Board/Committee Membership <sup>1</sup>	Meeting Attendance	
Board of Directors	11 of 12	92%
Governance Committee	5 of 5	100%

Paulo Cezar Da Silva Nunes is a corporate director and an independent automotive business consultant, providing services focused on strategy and governance in the automotive industry. Mr. Da Silva Nunes is also the Vice-Chairperson of the board of directors of Marcopolo S.A., one of the world's largest bus manufactures. He served on the board of Cesbe S.A. Engenharia Empreendimentos, a Brazilian construction company, from 2012 to 2019 and on the board of Sindipeças, the Brazilian association of auto parts manufacturers, from 2002 to 2013. Mr. Da Silva Nunes held various senior positions with Dana Holding Corporation from 1994 to 2012, including as Vice-President, Business Development, as well as various positions with Racine Hidraulica S.A. from 1974 to 1993 and Massey Ferguson S.A. from 1971 to 1974. Mr. Da Silva Nunes holds degrees in business administration and general accounting.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share <sup>2</sup> Ownership Requirement 2023: \$529,840 2022: \$541,520
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2023	10,200	-	10,200	139,638	-	-	38,686	527,677	667,315	Exceeds
2022	10,200	-	10,200	97,104	-	-	25,018	229,415	326,519	60%

<sup>(1)</sup> Mr. Nunes also attended all four meetings of the Audit Committee and all two meetings of the Operations and Technology Committee as a guest.

<sup>(2)</sup> Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3246 in 2023 and 1.3538 in 2022.



**Anne Marie  
O'Donovan**

65  
Corporate Director  
Oakville, Ontario  
New Nominee  
Independent

2023 Board/Committee Membership 1	Meeting Attendance	
Not applicable	N/A	N/A

Anne Marie O'Donovan, FCPA, FCA, ICD is a corporate director and the President of O'Donovan Advisory Services. She has served as the Executive Vice President and Chief Administrative Officer, Global Banking and Markets at Scotiabank from 2009 to 2014. Prior to that, she was the Senior Vice President and Chief Auditor of Scotiabank from 2005 to 2009. Ms. O'Donovan is also a former partner at Ernst & Young LLP. She is the chair of the board of Aviva Canada Inc., chair of the audit committee of Cadillac Fairview Corp. and serves on the board and chairs the investment committee of CMA Impact Inc., a subsidiary of the Canadian Medical Association. She is a past director, chair of the audit committee and chair of the compensation committee of Indigo Books & Music, Inc. and director and chair of the audit committee of MDC Partners Inc. She has received a leadership award from Women in Capital Markets and recognized as one of Top 100 Most Powerful Women in Canada by the Women Executive Network. Ms. O'Donovan is a Chartered Professional Accountant (1984) and holds a Bachelor of Arts in Business administration from Western University.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share <sup>1</sup> Ownership Requirement 2023: N/A
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2023	0	0	0	0	N/A	N/A	N/A	N/A	N/A	N/A

<sup>(1)</sup> Ms. O'Donovan was not a member of the Board in 2023.



**Colin Robertson, CBE <sup>1</sup>**

59  
 Corporate Director  
 Edinburgh, Scotland  
 Director since October  
 2020  
 Non-independent

2023 Board/Committee Membership <sup>2</sup>	Meeting Attendance	
Board of Directors	11 of 12	92%
Operations and Technology Committee (Chair)	2 of 2	100%

Colin Robertson was appointed to the NFI board on October 1, 2020, after 30 years of operational and senior leadership experience in global manufacturing, including 13 years as the chief executive officer of Alexander Dennis Limited (“ADL”), which was purchased by NFI in May 2019. During his tenure, Mr. Robertson transformed ADL into a UK market leader as well as the global leader for double deck buses, through a relentless focus on customer experience and combining operational excellence, innovative products and best-in-class aftermarket support. Mr. Robertson also led ADL’s entry to zero-emission transportation and evolution to becoming a technology leader, driven by a focus on improving air quality around the globe. Mr. Robertson was awarded the Commander of the Most Excellent Order of the British Empire (CBE) in 2019 for his services to exports and to the bus and coach manufacturing sector. Also in recognition of his achievements, Mr. Robertson received Director of the Year from the UK-based Institute of Directors, as well as the EY award for Entrepreneurship and Outstanding Achievement. He was appointed Chair of Entrepreneurial Scotland in summer 2018. Mr. Robertson previously held executive leadership roles with Cummins, Case, and Terex Corporation. He has qualifications in Mechanical and Production Engineering, and studied at Kellogg School of Management, Northwestern University, Illinois.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share <sup>3</sup> Ownership Requirement 2023: \$529,840 2022: \$541,520
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2023	253,783	-	253,783	3,471,751	-	-	32,399	441,922	3,913,673	Exceeds
2022	253,783	-	253,783	2,416,014	-	-	17,365	159,237	2,575,251	Exceeds

<sup>(1)</sup> Mr. Robertson was a director of Custom Coaches Pty Ltd. and Custom Coaches (Sales) Pty Ltd., two Australian corporations that were purchased by Alexander Dennis Limited in 2012. The businesses were placed into voluntary administration in May 2014 and Deloitte Restructuring Services was appointed administrator. The entities were sold by the administrator to a third party in August 2014. See “Directors, Officers and Management – Cease Trade Orders, Bankruptcies, Penalties and Sanctions” on page 52 of the AIF.

<sup>(2)</sup> Mr. Robertson also attended all four meetings of the Audit Committee and all five meetings of the Governance Committee as a guest.

<sup>(3)</sup> Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3246 in 2023 and 1.3538 in 2022.



**Paul Soubry**<sup>1</sup>

*61  
President & CEO, NFI  
Winnipeg, Manitoba  
Director since May  
2009  
Non-independent*

2023 Board/Committee Membership	Meeting Attendance	
Board of Directors	12 of 12	100%

Paul Soubry, ICD.D, joined NFI as President and Chief Executive Officer in January 2009. Mr. Soubry holds a Bachelor of Commerce (Honours) degree from the University of Manitoba and completed the executive development program at Harvard Business School. Mr. Soubry has a sales, marketing, business development and operations background in businesses held by both trade and private equity owners, with substantial experience in business transformations and LEAN operational practices. Prior to joining NFI, Mr. Soubry worked for StandardAero for 24 years where he held a variety of increasingly senior positions including being named President in 2001, Chief Operating Officer in 2006, and Chief Executive Officer in 2007. Mr. Soubry currently serves on the board of True North Sports and Entertainment Limited/Winnipeg Jets Hockey Club and The Wawanesa Mutual Insurance Company. In 2003, Mr. Soubry was named one of the recipients of “Canada’s Top 40 under 40” award, was inducted in the Canadian Manufacturers and Exporters Hall of Fame in 2014, and was recognized as Canada’s 2016 CEO of the Year by the Financial Post and awarded an Honorary Doctorate of Laws from the University of Manitoba in 2022. Mr. Soubry is a member of the Institute of Corporate Directors and a graduate of the Directors Education Program.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs <sup>1</sup>		Director RSUs <sup>1</sup>		Total Value (\$)	% of Share <sup>2</sup> Ownership Requirement 2023: \$4,571,875 2022: \$4,375,000
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2023	356,440	-	356,440	4,879,664	N/A	N/A	N/A	N/A	4,879,664	See page 35
2022	356,440	-	356,440	3,393,309	N/A	N/A	N/A	N/A	3,393,309	See page 35

<sup>(1)</sup> As a member of management, Mr. Soubry is not permitted to be a participant in the DSU Plan or the Director RSU Plan and therefore no DSUs or Director RSUs have been awarded to him. For the determination of the value of the share-based awards and option-based awards granted to Mr. Soubry, refer to the Summary Compensation Table on page 47 of this Information Circular.

<sup>(2)</sup> Mr. Soubry’s share ownership requirement in 2022 and 2023 was set at five times his base salary (see page 34). For the determination of the value of Mr. Soubry’s share ownership requirement, see page 35 of this Information Circular.





**Jannet Walker-Ford**

58  
 Corporate Director  
 Jacksonville, FL  
 Director since May 2023  
 Independent

2023 Board/Committee Membership <sup>1</sup>	Meeting Attendance	
Board of Directors	10 of 12	83%
Operations and Technology Committee	2 of 2	100%

Jannet Walker-Ford is a nationally recognized transportation industry executive with more than two decades of public and private sector experience. As Senior Vice President at WSP USA, she leads WSP’s national transit and rail business and is responsible for growth and innovation, and technical project excellence in the transit, rail, mobility, freight, and passenger rail markets. Ms. Walker-Ford has held executive leadership roles at a number of private international companies and served as the Deputy General Manager/Deputy CEO and CIO at the Metropolitan Atlanta Rapid Transit Authority. Ms. Walker-Ford is a distinguished and tireless advocate for equity in transportation and the power of public transit to transform communities. Recognized by Railway Age as a 2023 Woman-in-Rail, she serves on multiple international and national boards including the current Chair of WTS International, the APTA Executive Committee, ENO Transportation and Jacksonville Board of Trustees. She has received numerous awards recognizing her success and advocacy including the 2022 American Public Transportation Association’s Business Member of the Year; 2021 WTS Northeast Florida Woman of the Year, 2019 Women of Color STEM Technology All-Star Award; and a 2019 Conference of Minority Transportation Officials’ Women Who Move the Nation honoree. Ms. Walker-Ford holds a Bachelor of Arts Degree in Management Information Systems from the University of Memphis and a Master of Science Degree in Business from the University of Central Michigan, and has completed significant coursework towards a PhD in Information Systems from Nova Southeastern University.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share <sup>2,3</sup> Ownership Requirement 2023: \$529,840 2022: Not applicable
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2023	9,604	-	9,604	131,479	-	-	-	-	131,479	25%
2022 <sup>4</sup>	0	0	0	0	N/A	N/A	N/A	N/A	0	Not Applicable

(1) Ms. Walker-Ford also attended all four meetings of the Audit Committee and all five meetings of the Governance Committee as a guest.  
 (2) Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3246 in 2023 and 1.3538 in 2022.  
 (3) Ms. Walker-Ford has until 2028 to fulfill the directors’ share ownership guideline.  
 (4) Ms. Walker-Ford was not a member of the Board in 2022.



**Katherine S. Winter**

61  
*Corporate Director  
 Palatine, Illinois  
 Director since May 2019  
 Independent*

2023 Board/Committee Membership <sup>1</sup>	Meeting Attendance	
Board of Directors	11 of 12	92%
Governance Committee	5 of 5	100%
Operations and Technology Committee	2 of 2	100%

Katherine S. Winter joined Ann Arbor Michigan-based May Mobility in November 2022 as Chief Operating Officer. May Mobility is a leader in the development and deployment of autonomous vehicle technology. Prior to May Mobility, Ms. Winter served as Vice President and General Manager, Autonomous Transportation & Infrastructure Division at Intel Corporation where she was responsible for global product strategy, P&L and R&D for Intel’s Advanced Driver Assist Systems (ADAS), Infotainment and Automated Driving businesses. Prior to Intel, Ms. Winter served as vice president at Delphi Electronics & Safety, where she led automated driving efforts, global new-growth strategies for embedded and aftermarket software products, and cloud-based automotive and consumer services. She also held a number of senior R&D and business positions at Motorola in automotive telematics, cellular infrastructure and the mobile phones divisions. Ms. Winter was recognized by Business Insider in June 2018 on their list of “The 39 Most Powerful Female Engineers”, EE Times recognized her in their November 2017 “Women in Tech: 25 Profiles in Persistence,” and she was named as Automotive News’ “Top 100 Impactful Women” in the automotive industry. She earned a Masters of Business Administration specializing in marketing and finance from the University of Chicago and a Bachelor of Science in Industrial Engineering from the University of Illinois.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share <sup>2</sup> Ownership Requirement 2023: \$529,840 2022: \$541,520
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2023	6,000	-	6,000	82,140	37,675	513,887	-	-	596,027	Exceeds
2022	6,000	-	6,000	57,120	24,007	220,144	-	-	277,264	51%

<sup>(1)</sup> Ms. Winter also attended all four meetings of the Audit Committee as a guest.

<sup>(2)</sup> Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3246 in 2023 and 1.3538 in 2022.

## DIRECTOR COMPENSATION

Compensation is paid to Directors in a combination of cash, deferred share units (“DSUs”), and/or restricted share units (“**Director RSUs**”). A Director must generally make the election to receive DSUs or Director RSUs before the start of the calendar year in which such election is to apply. Non-management directors’ compensation is paid in U.S. dollars, in quarterly payments, in advance.

	2023 Structure (USD)	2024 Structure (USD)
Total annual retainer for Board membership	\$180,000	\$195,000
<ul style="list-style-type: none"> <li>• Maximum amount paid in cash</li> <li>• Minimum amount paid in DSUs / Director RSUs</li> </ul>	<ul style="list-style-type: none"> <li>\$80,000</li> <li>\$100,000</li> </ul>	<ul style="list-style-type: none"> <li>\$85,000</li> <li>\$110,000</li> </ul>
Additional retainers:		
Board Chair	\$120,000	\$120,000
<ul style="list-style-type: none"> <li>○ Maximum amount paid in cash</li> <li>○ Minimum paid in DSUs / Director RSUs</li> </ul>	<ul style="list-style-type: none"> <li>\$60,000</li> <li>\$60,000</li> </ul>	<ul style="list-style-type: none"> <li>\$60,000</li> <li>\$60,000</li> </ul>
Vice Chair (also Chair of Operations and Technology Committee)	\$15,000	\$20,000
Audit Committee Chair	\$15,000	\$20,000
Governance Committee Chair	\$15,000	\$20,000

Directors may also receive a per diem of USD\$2,000 in the event that they perform additional work authorized by the Board where the additional work occupies a majority of the Director’s day. Directors are also reimbursed for out-of-pocket expenses for attending Board and committee meetings. Directors also participate in the insurance and indemnification arrangements described below under “Directors’ and Officers’ Liability Insurance”.

Director compensation is reviewed for market competitiveness on a regular basis and was last reviewed in 2023. The comparator group used was the same comparator group used for executive compensation benchmarking. Director compensation was last adjusted in 2018.

*Directors are not paid meeting attendance fees, as the Board believes a flat-fee base retainer is more aligned with a Director’s duties and responsibilities and time commitment to the Company, which should be a year-round commitment.*

### *Director Fee Repayment Policy*

#### **DSU Plan and Director RSU Plan**

*The DSU Plan and Director RSU Plan help NFI attract, retain and motivate highly qualified and experienced individuals to serve as Directors of NFI and promote alignment of interests between the non-employee members of the Board and the stakeholders of NFI.*

The Board adopted a Director Fee Repayment Policy in early 2016 which provides that if a Director ceases to be a Director of the Company prior to the end of the quarter in respect of which the retainer was paid, the Director shall repay to the Company a pro rata portion of the cash retainer paid and forfeit a portion of DSUs and Director RSUs allocated to the Director based on the number of days remaining in the quarter.

### *Deferred Share Unit Plan for Non-Employee Directors*

The Board adopted the Deferred Share Unit Plan for Non-Employee Directors (“**DSU Plan**”) on November 7, 2011, which was amended and restated effective June 30, 2014, December 8, 2015, December 18, 2015, March 14, 2019 and September 14, 2020. The DSU Plan was most recently amended and restated to accommodate grants of DSUs to non-employee Directors in the United Kingdom. Pursuant to the DSU Plan, non-employee Directors may elect to receive all or a portion of their annual retainer in the form of DSUs instead of cash. A DSU is the right to receive a cash payment based on the value of a Common Share credited by means of a bookkeeping entry to an account in the name of the non-employee director.

DSUs are credited to the Director’s account on the day that fees would otherwise be paid. The number of DSUs credited to a Director’s account is determined by dividing the amount of the applicable portion of the Director’s annual retainer by the fair market value of a Common Share on that date.

When dividends are paid on a Common Share, additional DSUs equivalent to the amount of the dividend multiplied by the number of DSUs held, divided by the then fair market value of the Common Shares, will be credited to the Director’s account. At the end of the Director’s tenure as a member of the Board, he or she will be entitled to receive a cash redemption payment equal to the fair market value of a Common Share multiplied by the number of DSUs held.

### *Restricted Share Unit Plan for the Non-Employee Directors*

The Board adopted the Restricted Share Unit Plan for Non-Employee Directors (“**Director RSU Plan**”) on March 20, 2014. The Director RSU Plan was amended and restated effective December 8, 2015, December 18, 2017, March 14, 2019 and September 14, 2020. The Director RSU Plan was most recently amended and restated to accommodate grants of Director RSUs to participants in the United Kingdom. These amendments did not require shareholder approval in accordance with the amendment provisions of the Director RSU Plan. A maximum of 500,000 Common Shares are available for issuance under the plan. Pursuant to the Director RSU Plan, non-employee Directors are permitted to elect, once each calendar year, to receive all or a portion of their annual retainer in the form of Director RSUs instead of cash. A Director RSU is a right to acquire a fully-paid and non-assessable Common Share credited by means of a bookkeeping entry to an account in the name of the non-employee director. The number of Director RSUs to be awarded to a Director is determined by dividing the amount of the applicable portion of the Director’s annual retainer by the applicable fair market value of a Common Share on that date. The Board, in its sole discretion, may award additional Director RSUs, subject to an annual aggregate value of \$150,000 per Director.

When dividends are paid on a Common Share, additional Director RSUs equivalent to the aggregate number of Director RSUs held by a Director on the dividend record date multiplied by the amount of dividend paid by NFI on each Common Share, and then divided by the fair market value of the Common Shares on the dividend payment date, will automatically be credited to the Director’s account. Under the Director RSU Plan, Director RSUs vest immediately as at each applicable award date. A Director (other than a U.S. Director) is permitted to exercise the Director RSUs credited to his or her account at any time prior to December 15 of the year following the year in which the Director ceases to be a non-employee Director of NFI or one of its affiliates, at which time any remaining Director RSUs will be automatically redeemed. A U.S. Director will be required to specify the exercise date in an annual election form in accordance with Section 409A of the U.S. Internal Revenue Code.

See Schedule “C” for further details of the Director RSU Plan.

## Director Compensation Table

The following table sets forth the compensation earned by each Director for the year ended December 31, 2023. All values are reported in Canadian dollars.

Name	Fees earned <sup>(1)</sup>	Share-based awards <sup>(2)</sup>	All other compensation	Total
<b>Phyllis Cochran</b> <i>Bluffton, South Carolina, USA</i>	125,837	132,460	-	258,297
<b>Larry Edwards</b> <i>Tulsa, Oklahoma, USA</i>	125,837	132,460	-	258,297
<b>Adam Gray</b> <sup>(3)</sup> <i>Greenwich, Connecticut, USA</i>	-	238,428	-	238,428
<b>Krystyna Hoeg</b> <i>Toronto, Ontario, Canada</i>	-	238,428	-	238,428
<b>Wendy Kei</b> <i>Toronto, Ontario, Canada</i>	105,968	238,137	-	344,106
<b>Paulo Nunes</b> <i>Porto Alegre, Rio Grande do Sul, Brazil</i>	105,968	132,460	-	238,428
<b>Colin Robertson, CBE</b> <i>Edinburgh, Scotland</i>	112,591	145,706	-	258,297
<b>The Honourable Brian Tobin</b> <sup>(4)</sup> <i>Ottawa, Ontario, Canada</i>	92,722	105,968	-	198,690
<b>Jannet Walker-Ford</b> <sup>(5)</sup> <i>Jacksonville, Florida, USA</i>	43,959	114,556	-	158,515
<b>Katherine S. Winter</b> <i>Palatine, Illinois, USA</i>	105,968	132,460	-	238,428

<sup>(1)</sup> Compensation was earned in United States dollars, but the amounts reflected in this table have been converted to Canadian dollars at the exchange rate of 1.3246.

<sup>(2)</sup> Amounts reflect the grant date fair value of DSUs/Director RSUs based on the volume weighted average trading price of the Common Shares on the TSX for the five trading days prior to the date of the award, in accordance with the DSU and Director RSU Plans.

<sup>(3)</sup> Mr. Gray has assigned his compensation, including any future amounts to be paid upon the redemption of the DSUs and Director RSUs, to Coliseum Capital Partners, LP.

<sup>(4)</sup> The Honourable Brian Tobin retired from the Board on May 4, 2023.

<sup>(5)</sup> Ms. Walker-Ford joined the Board on May 4, 2023.

### Common Share Ownership Guideline

Effective January 1, 2016, in order to further align the interests of Directors and Shareholders, the Common Share ownership guideline was increased such that each Director must now own a minimum number of Common Shares of NFI having a value equal to five (5) times the Director's annual base cash retainer (chair or extra meeting fees, if any, are excluded). This ownership requirement must be met by a director within five years of being appointed to the Board.

Any DSUs granted under the Company's DSU Plan and any Director RSUs granted under the Director RSU Plan that are held by a Director shall be included in determining that Director's share ownership level. For the current Common Share ownership of each Director, refer to the table of securities held under the biography of each Director nominee, starting on page 10 of this Information Circular.

## Outstanding Share-Based Awards

The following table sets forth information concerning all outstanding share-based awards granted by NFI to the Directors on or before December 31, 2023. All values are reported in Canadian dollars.

Name of Director	Share-based Awards		
	Number of shares or units that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed <sup>(1) (2)</sup>
<b>Phyllis Cochran</b> <i>Bluffton, South Carolina, USA</i>	-	-	144,952
<b>Larry Edwards</b> <i>Tulsa, Oklahoma, USA</i>	-	-	808,361
<b>Adam Gray</b> <sup>(3)</sup> <i>Greenwich, Connecticut, USA</i>	-	-	205,309
<b>Krystyna Hoeg</b> <i>Toronto, Ontario, Canada</i>	-	-	1,246,437
<b>Wendy Kei</b> <i>Toronto, Ontario, Canada</i>	-	-	409,718
<b>Paulo Nunes</b> <i>Porto Alegre, Rio Grande do Sul, Brazil</i>	-	-	527,677
<b>Colin Robertson, CBE</b> <i>Edinburgh, Scotland</i>	-	-	441,922
<b>The Honourable Brian Tobin</b> <sup>(4)</sup> <i>Ottawa, Ontario, Canada</i>	-	-	1,252,370
<b>Jannet Walker-Ford</b> <sup>(5)</sup> <i>Jacksonville, Florida, USA</i>	-	-	-
<b>Katherine S. Winter</b> <i>Palatine, Illinois, USA</i>	-	-	513,887

<sup>(1)</sup> Compensation was earned in United States dollars, but the amounts reflected in this table have been converted to Canadian dollars at the exchange rate of 1.3246.

<sup>(2)</sup> Represents the aggregate value of the DSUs and Director RSUs, calculated based on the volume weighted average trading price of the Common Shares on the TSX for the five (5) trading days ending on December 29, 2023 of \$13.64.

<sup>(3)</sup> Mr. Gray has assigned his compensation, including any future amounts to be paid upon the redemption of the DSUs and Director RSUs, to Coliseum Capital Partners, LP.

<sup>(4)</sup> The Honourable Brian Tobin retired from the Board on May 4, 2023.

<sup>(5)</sup> Ms. Walker-Ford joined the Board on May 4, 2023.

## Value Vested or Earned During the Year

The following table sets forth the value of share-based awards of the Directors that vested on or before December 31, 2023. All values are reported in Canadian dollars.

Name of Director	Share-based awards - Value vested during the year <sup>(1) (2)</sup>
<b>Phyllis Cochran</b> <i>Bluffton, South Carolina, USA</i>	132,460
<b>Larry Edwards</b> <i>Tulsa, Oklahoma, USA</i>	132,460
<b>Adam Gray</b> <sup>(3)</sup> <i>Greenwich, Connecticut, USA</i>	238,428
<b>Krystyna Hoeg</b> <i>Toronto, Ontario, Canada</i>	238,428
<b>Wendy Kei</b> <i>Toronto, Ontario, Canada</i>	238,137
<b>Paulo Nunes</b> <i>Porto Alegre, Rio Grande do Sul, Brazil</i>	132,460
<b>Colin Robertson, CBE</b> <i>Edinburgh, Scotland</i>	145,706
<b>The Honourable Brian Tobin</b> <sup>(4)</sup> <i>Ottawa, Ontario, Canada</i>	105,968
<b>Jannet Walker-Ford</b> <sup>(5)</sup> <i>Jacksonville, Florida, USA</i>	114,556
<b>Katherine S. Winter</b> <i>Palatine, Illinois, USA</i>	132,460

<sup>(1)</sup> Compensation was earned in United States dollars, but the amounts reflected in this table have been converted to Canadian dollars at the exchange rate of 1.3246.

<sup>(2)</sup> Based on the volume weighted average trading price of the Common Shares on the TSX for the five trading days prior to the applicable grant dates for DSUs and/or Director RSUs. Directors are immediately vested in their Director RSUs which are redeemable immediately upon vesting. Directors are also immediately vested in their DSUs, but do not receive payment in respect of their DSUs until they cease to be Directors.

<sup>(3)</sup> Mr. Gray has assigned his compensation, including any future amounts to be paid upon the redemption of the DSUs and Director RSUs, to Coliseum Capital Partners, LP.

<sup>(4)</sup> The Honourable Brian Tobin retired from the Board on May 4, 2023.

<sup>(5)</sup> Ms. Walker-Ford joined the Board on May 4, 2023.

## KEY THINGS TO KNOW ABOUT 2023

### Resiliency & Recovery

- Fiscal 2023 results saw sequential year-over-year improvement, with increases in vehicle deliveries, revenue, and gross profit. Deliveries of 4,001 EUs, revenue of \$2.7 billion, and Adjusted EBITDA of \$69.2 million.
- NFI continued to increase production rates in 2023, up almost 42% year-over-year, and expects continued improvement in 2024 as the Company recovers from the impacts of global supply chain challenges, labour availability challenges, and associated production inefficiencies.
- NFI maintained focus on the long-term; completing its comprehensive refinancing plan in August 2023, raising total gross proceeds of approximately \$444 million, improving liquidity, strengthening the balance sheet, increasing financial flexibility, and establishing a covenant profile matched to NFI's projected financial trajectory.
- Three major competitors exited the U.S. heavy duty transit market over the past twelve months due to challenging market conditions, which drove the creation of a government supported Taskforce to improve bus manufacturing contracts.
- NFI's business outlook remains strong based on its record backlog of almost \$8 billion, continued high demand for its products, and robust government funding in core markets.
- In 2023, NFI established a Sustainability Council, with Board oversight, to provide strategic leadership to NFI's ESG and sustainability programs.

### Executive Compensation

- Moderate salary increases for NEOs in 2023 provided in July (rather than January) in compliance with capital and loan agreements.
- Moderate base salary increases for executives to address competitive market gaps and scope of responsibilities.
- STIP continues to emphasize EBITDA and Working Capital Days, given the importance of these metrics.
- LTIP continues to be a mix of PSUs (50%), RSUs (25%) and Options (25%).
- Starting in 2023, PSUs measure ROIC (one-third), ESG (one-third) and strategic objectives (one-third), a more diversified approach to assessing our performance.



## GOVERNANCE COMMITTEE LETTER TO SHAREHOLDERS

Dear fellow shareholders,

Throughout 2023, NFI displayed its resiliency and drive towards business recovery to deliver for our employees, customers, shareholders, and communities, truly living up to NFI's purpose: To Move People, the world's most precious cargo.

With our focus on the long-term, we completed our comprehensive refinancing plan in August 2023, raising total gross proceeds of approximately \$444 million, allowing us to improve our liquidity, strengthen our balance sheet, increase our financial flexibility, and establish a covenant profile matched to our projected financial trajectory.

Through the focused actions of our team, we have navigated through supply chain, inflation, and other challenges, and, in 2023, began ramping up production in parallel with supply performance, parts availability, and ability to hire and train new team members to support increased production rates.

Recently, our teams continued to advance discussions with industry and the government of the United States to improve bus manufacturing contract structures. Major progress was made on these initiatives in 2024 as NFI participated in a White House Roundtable and the U.S. Federal Transit Administration (FTA) issued a Dear Colleague letter to transit agencies that receive federal funding for bus purchases. If implemented, it is anticipated that these changes will strengthen NFI and the overall industry by lowering working capital investments, through increased deposits and progress payments, providing opportunities to adjust pricing to reflect inflationary pressures; and lowering interest expenses by decreasing carrying balances on revolving credit facilities. The progress made has been encouraging, and the Company will provide further updates as these changes advance.

We continue to be a leader in the evolution of zero-emission transportation and are providing our zero-emission buses (“ZEBs”) globally, with vehicles in service or on order in over 150 cities across six countries. Our electric vehicles have travelled over 150 million zero-emission miles, and our Infrastructure Solutions™ team has delivered more than 445 EV chargers since 2018. In 2023, zero-emission electric vehicles represented 22% of our vehicle total deliveries (up from 8% in 2020).

NFI ended 2023 with a total backlog of over 10,500 equivalent units (“EUs”) valued at nearly \$8 billion, our highest level ever, with ZEBs representing 36% of that backlog. In 2023, we secured new ZEB orders in Toronto, Ottawa, Baltimore, Boston, Miami, Philadelphia, Phoenix, Washington, London (UK), Ireland, Scotland, Hong Kong, and others.

We believe environmental, social and governance (ESG)-related corporate and individual objectives are critical to our success. As part of our ESG program, we are focused on driving and delivering long-term sustainable value for all our stakeholders. To ensure alignment, we evolved the executive performance share unit element of the long-term incentive plan from being based solely on a return on invested capital (“ROIC”) to now include a combination of ROIC, ESG, and Strategic performance targets. Individual objectives, or MBOs, comprise 25% of annual incentive eligibility. These objectives are developed from the Company's annual operating plan and long-range strategic objectives with an expanding focus on social and sustainability objectives.

As part of our governance program, we established a new Operations and Technology Committee in 2023. This Committee is focused on assisting our Board in fulfilling its oversight mandate with the assessment of NFI's organizational structure, company performance on key operating metrics, principal operating methodologies and policies that are in place, and oversight of the Company's technology roadmap and approach to new product development. This new Committee is chaired by Colin Robertson, the former Chief Executive of Alexander Dennis, who has deep operational expertise within the bus and coach industry.

We remained focused on the long-term health and longevity of our business, and the health, safety, and well-being of our diverse team members. We are extremely proud of our team for their resilience, focus, and dedication as we continue our operational and financial recovery.

A resounding 98% of shareholders voted in favour of our approach to compensation in 2023, which we take as a testament to our measured approach to shareholder engagement. Shareholder and stakeholder input continues to be a key aspect of our engagement and governance process. While the “Say on Pay” vote is advisory and non-binding, we will continue to have open dialogue with our shareholders regarding our policies and practices. We strive to have an open two-way dialogue with our shareholders and all governance-related matters and encourage shareholders to contact management and the Board with any questions or comments they may have.

We remain committed to delivering a better product, a better workplace, and a better world. In 2023, this included continuing to innovate and grow our broad portfolio of comprehensive mobility solutions to support our customers at various stages in their zero-emission journeys, and establishing a Sustainability Council, to give strategic leadership to NFI's ESG and sustainability programs. NFI was proud to have ranked among Corporate Knights' Best 50 Corporate Citizens in Canada for the second year in a row.

In 2023, we maintained our focus on safety; completed our third submission to CDP (formerly the Carbon Disclosure Project) and second submission to the S&P Global Corporate Sustainability Assessment; continued focus on talent acquisition and workforce developments efforts to meet higher production levels; issued a company-wide Employee Pulse Check survey; successfully negotiated two new collective bargaining agreements; and expanded our supplier base and instituted a Conflict and Critical Minerals Policy. Our 6th annual ESG Report will be issued in May 2024 with additional information.

We remain confident that our executive compensation programs continue to align with our mission, vision, and values and support the Company's long-term performance. If you have any questions or comments about our approach to executive compensation, please refer to the contact information at the back of this circular to contact us.

*“Wendy Kei”*

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Wendy Kei  
Chairperson of the Board of Directors

*“Larry Edwards”*

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Larry Edwards  
Chairperson of the Human Resources,  
Compensation and Corporate  
Governance Committee

## COMPENSATION DISCUSSION AND ANALYSIS

### Introduction

This section of the Information Circular explains how NFI's compensation program is designed and operated with respect to our executives, specifically the following NEOs:

Name	Title
Paul Soubry	President and Chief Executive Officer, NFI
Pipasu Soni <sup>(1)</sup>	Executive Vice President and Chief Financial Officer, NFI
Chris Stoddart	President, North American Bus and Coach, New Flyer
Brian Dewsnup <sup>(1)</sup>	President, NFI Parts and ARBOC
Paul Davies	President and Managing Director, ADL

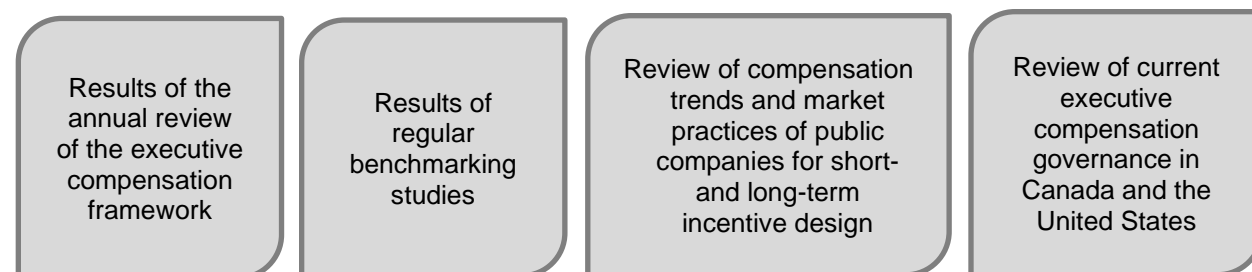
<sup>(1)</sup> On March 1, 2024, Mr. Dewsnup succeeded Mr. Soni as Executive Vice President and Chief Financial Officer of NFI.

### Compensation Philosophy and Guiding Principles

In making compensation decisions, the Governance Committee is guided by the following compensation objectives:

- To promote the long-term success and to continually improve the performance of NFI.
- To attract, retain, and motivate talented executives by providing a total compensation program competitive with the marketplace. NFI's compensation philosophy is to pay executives within a competitive range of the median of comparable corporations for target performance.
- To reinforce NFI's values and strategic objectives, including emphasis on shareholder, employee, customer, supplier and community stakeholders.
- To pay for performance and reward the executive leadership team for achieving both short-term and long-term performance goals, with increased emphasis placed on longer-term value creation and sustainability.
- To align the interests of executives with the interests of shareholders.

The Governance Committee determines the mix between the various elements of compensation based on a number of inputs:



### Compensation Process and Benchmarking

The Governance Committee considers a number of additional factors when determining the total potential amount of compensation to be awarded to an executive for a particular year. This includes the scope of responsibility of the role, corporate and individual performance, the executive's skills and experience, and compensation levels at similarly situated companies.

To understand competitive levels of compensation for a company of NFI's size and complexity, the Governance Committee may assess executive compensation practices and levels at similarly situated companies. Regularly, with the help of its independent compensation consultant and input from management, the Governance Committee reviews the comparator group for continued applicability and to account for mergers and acquisitions. Criteria used to select and review the comparator group include:

- Same or similar industry to NFI
- Between one-third and three times NFI's revenue
- Headquartered in Canada or the United States

The comparator group criteria and comparators were reviewed in 2022 and the Governance Committee determined that the majority of comparators continued to be appropriate to assess the competitiveness of executive pay in 2023.

The 2023 comparator group includes 24 companies – (17 U.S. companies and 7 Canadian companies) - with median revenue of \$3.1 billion. Previously, Meritor Inc. was included in the group, but the company was acquired and has been removed from the group.

<b>2023 Compensation Comparator Group</b>		
Alamo Group Inc.	LCI Industries	Rush Enterprises Inc.
Astec Industries Inc.	Linamar Corp.	Russel Metals Inc.
Blue Bird Corporation	The Manitowoc Company, Inc.	Terex Corporation
CAE Inc.	Martinrea International Inc.	Titan International Inc.
Federal Signal Corporation	Modine Manufacturing Company	Toromont Industries Ltd.
Finning International Inc.	Oshkosh Corp.	Wabash National Corp.
The Greenbrier Companies Inc.	REV Group Inc.	Wajax Corp.
ITT Inc.		Winnebago Industries, Inc.

## COMPENSATION GOVERNANCE

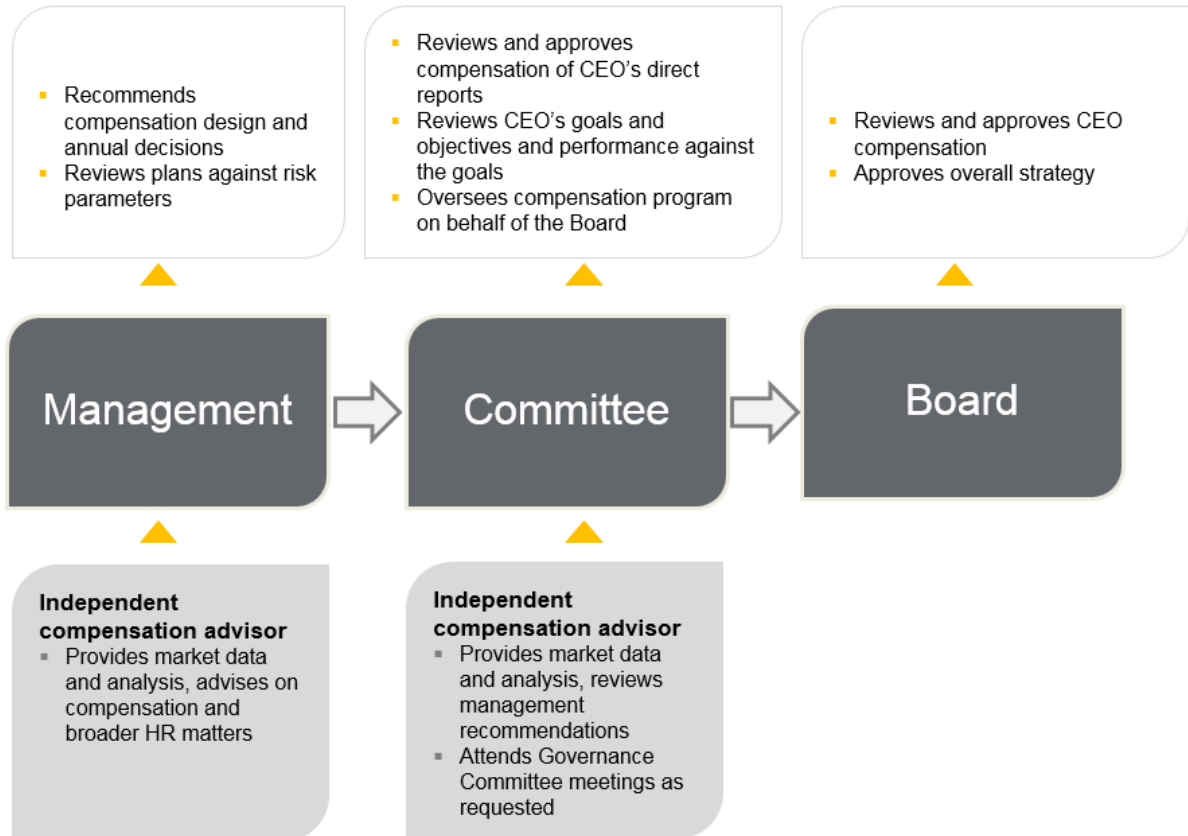
### Compensation Oversight

In 2023, the Governance Committee was comprised of four Directors:

- Larry Edwards (Chairperson)
- Paulo Nunes
- Katherine Winter
- Wendy Kei

All of the members of the Governance Committee are independent Directors within the meaning of National Instrument 52-110 Audit Committees (“**NI 52-110**”). None of the members of the Governance Committee is a current or former officer or employee of NFI or any of its affiliates.

NFI follows the following process each year:



### **Role of Compensation Consultant**

The Governance Committee has retained Meridian Compensation Partners as its independent compensation consultant since 2012. In 2023, Meridian provided periodic advice to the Governance Committee with respect to Director and executive compensation matters in response to other Governance Committee requests and assisted with a review of director and executive compensation. As a result of this review, recommendations to increase base salaries were implemented.

Management has previously retained WTW to provide advice on human resource matters. WTW has been management's compensation consultant since 2012.

### **Executive Compensation-Related Fees**

Services Provided	Meridian Compensation Partners		WTW	
	2023	2022	2023	2022
Compensation Consulting for the Governance Committee	\$74,583	\$78,551	\$0	\$0
Compensation Consulting for Management	\$0	\$0	\$15,762	\$21,916
Other Services	\$0	\$0	\$0	\$0
Total	\$74,583	\$78,551	\$15,762	\$21,916

### **Talent and Succession Planning and Governance Committee**

The Company uses a comprehensive framework and takes an integrated approach to talent management and succession planning. The Company focuses on identifying, assessing and developing high-potential talent to build leadership capability and strengthen overall succession. This process helps to create and maintain a pipeline of leaders to drive the Company's strategic plans and to improve performance.

The Company believes that its human resources processes help ensure the right people are placed in roles that optimize both individual development and business performance, with the intent of developing high-potential talent to prepare them for broader and more complex roles within the organization. This focus on developing internal capabilities helps to retain talent and provides more options for succession. The Company also supplements the practice of promoting from within by hiring externally to benefit from diverse experiences, fresh perspectives and to further promote diversity in the workplace. Through the NFI Learning Institute, the name given to the Company's education and training function, the Company provides formal leadership development and training.

The Governance Committee plays a key role in its oversight of talent management and succession planning. Twice a year, the Governance Committee reviews with management the talent and succession planning activities for the leadership team, including the executive team, and discusses the processes and practices for leadership development, the depth and diversity of succession for leadership roles across the Company and the talent and succession activities and progress made over the prior period and the planning for the next six months.

In conjunction with the review of the Company's talent and succession planning activities, the Governance Committee and the Board also reviews and discusses the CEO and executive leadership team succession. This includes a discussion of contingency and long-term succession plans for the CEO and members of the executive team, in addition to addressing any specific gaps in the succession plan. The CEO discusses the strengths and areas for development of key succession candidates, progress of development over the period and future development plans. The Board also reviews and discusses potential succession scenarios and assesses the potential successors. Mr. Dewsnp's appointment to Chief Financial Officer ("CFO") effective March 1, 2024, exemplifies these activities. Mr. Dewsnp most recently served as President, NFI Parts and ARBOC and was previously appointed Acting President and CEO during Mr. Soubry's three-month medical leave in 2022. Brian succeeds Pipasu Soni who has served as CFO since 2020 and is returning to the United States with his family to pursue other opportunities. Pipasu will support the transition and smooth handover to Mr. Dewsnp through the second quarter of 2024.

## RISK MANAGEMENT

Compensation risk is one of several forms of risk addressed by NFI's risk management policy and overseen by the Board.

The Board has a conservative approach to compensation risk management and the executive compensation program is structured to encourage the right management behaviours consistent with the risk profile of the Company and does not create an incentive to take excessive or inappropriate risks.

### What We Do

- ✓ Executive and Director Share Ownership Guidelines
- ✓ Hedging Policy
- ✓ Clawback Policy
- ✓ Trading restrictions
- ✓ Significant percentage of at-risk compensation
- ✓ Capped incentive opportunities
- ✓ Double trigger change in control termination provisions

### What We Don't Do

- ✗ Single performance measure plans
- ✗ Provide guaranteed bonus
- ✗ Reprice or replace underwater options
- ✗ Grant, renew or extend loans to employees
- ✗ Pay out incentives if unwarranted by performance
- ✗ Include PSUs and the value of unexercised options when determining ownership compliance

The policies and practices used to manage compensation risk have been developed under a formal enterprise risk management framework in order to ensure the current compensation structure does not create an incentive to take excessive or inappropriate risks.

### Trading Restrictions

Under NFI's securities trading policy, directors and employees, including NEOs, are prohibited from entering into short sales or buying or selling call or put options in respect of securities of NFI and restricted from trading while in possession of material undisclosed information.

### Hedging Policy

Directors and employees, which includes NEOs, are prohibited from engaging in any hedging activity (including prepaid variable forward contracts, equity swaps, and collars on units of exchange funds) in respect of executive and director equity awards and Common Shares.

### Clawback Policy

The Board approved a Clawback Policy on January 25, 2016, that is applicable to all incentive compensation awards granted after that date. The Clawback Policy assists NFI in maintaining a culture that emphasizes integrity and accountability and reinforces NFI's pay-for-performance compensation philosophy. In the event NFI is required to file a restatement of its annual audited financial statements as a result of a correction of a material error, the Clawback Policy allows NFI to recover certain incentive compensation that was granted, vested or earned during the three most recently completed fiscal years prior to the restatement. Individuals covered by the Clawback Policy include current and former executives of NFI or its subsidiaries who were eligible or received incentive compensation from NFI that was granted, vested or earned based on the Company's achievement of any specified financial reporting measure or

NFI's share price or total shareholder return ("**TSR**") under the Company's incentive compensation plans. No misconduct on the part of a covered individual is required for NFI to trigger a clawback. The amount that is recoverable is limited to the amount that is in excess of the incentive compensation which ought to have been granted, vested or earned in the three-year look-back period based on the restatement. The Clawback Policy allows the Board to not pay or grant future compensation or equity awards, cause the forfeiture or cancellation of unpaid or unvested incentive compensation and offset against any amounts otherwise payable to covered individuals, to the extent permitted by law.

### **Common Share Ownership Guidelines**

NFI requires executives to maintain a minimum level of share ownership to align executive and shareholder interests. Executives are expected to meet their ownership guidelines within five years of the date on which they joined the Company or were promoted to an executive role, whichever is later.

<b>Level</b>	<b>2023 Guideline</b>
Chief Executive Officer (CEO)	5x base salary
CFO/Business Unit Presidents	2x base salary
Vice Presidents	1x base salary

Included in the determination of the executive's common share ownership requirement are any Common Shares held by the executive (directly or indirectly) and any restricted share units ("**RSUs**") granted and held by an executive officer under NFI's Amended Performance and Restricted Share Unit Plan ("**PRSU Plan**"). The value of PSUs and Options are not included. The value of the executive's share ownership is determined as the sum of (1) the value of the Common Shares held, being the greater of (x) the closing price of the Common Shares as at the last trading day of the period being measured, and (y) the executive's investment cost (or adjusted cost base) of the Common Shares, and, (2) the value of the RSUs held, being the weighted average closing of the Common Shares for the last five trading days of the period being measured.



The table below sets out the value of the current NEOs shareholdings as of December 31, 2023:

Name	Share Ownership Guideline	Number of Common Shares Owned	Number of RSUs Outstanding	Value of Common Shares (1) CAD (\$)	Value of RSUs (2) CAD (\$)	Total Value of Common Shares and RSUs CAD (\$)	Met Guideline
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	5x base 2023 salary \$4,571,875	356,440	70,785	11,751,827	965,507	12,717,334	Exceeds
Pipasu Soni <i>Executive Vice President and Chief Financial Officer, NFI</i>	2x base 2023 salary \$1,138,500	30,700	21,752	428,615	296,697	725,312	Has until end of 2026 to meet
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	2x base 2023 salary \$898,700	97,505	16,888	1,715,709	230,352	1,946,061	Exceeds
Brian Dewsnap <sup>(3)</sup> <i>President, NFI Parts and ARBOC</i>	2x base 2023 salary USD \$770,400 or \$1,020,472	36,210	14,522	1,614,242	262,377	1,876,619	Exceeds
Paul Davies <sup>(4)</sup> <i>President and Managing Director, ADL</i>	2x base 2023 salary GBP £643,500 or \$1,086,357	-	10,959	-	252,353	252,353	Has until end of 2028 to meet

<sup>(1)</sup> Based on the greater of closing price of \$13.69 for the Common Shares on the Toronto Stock Exchange on December 31, 2023, and NEO's investment cost (or adjusted cost base).

<sup>(2)</sup> The value of the RSU was \$13.64, based on the weighted average closing price of the Common Shares for the last five trading days of 2023.

<sup>(3)</sup> Mr. Dewsnap is compensated in U.S. dollars his ownership guideline has been converted into Canadian dollars at an exchange rate of 1.3246.

<sup>(4)</sup> Mr. Davies is compensated in GBP (British pound sterling) and his ownership guideline has been converted into Canadian dollars at an exchange rate of 1.6882.

The value of Mr. Soubry's share ownership as a percentage of his Total Direct Compensation awarded for 2023 (see table on page 46) was 299%.

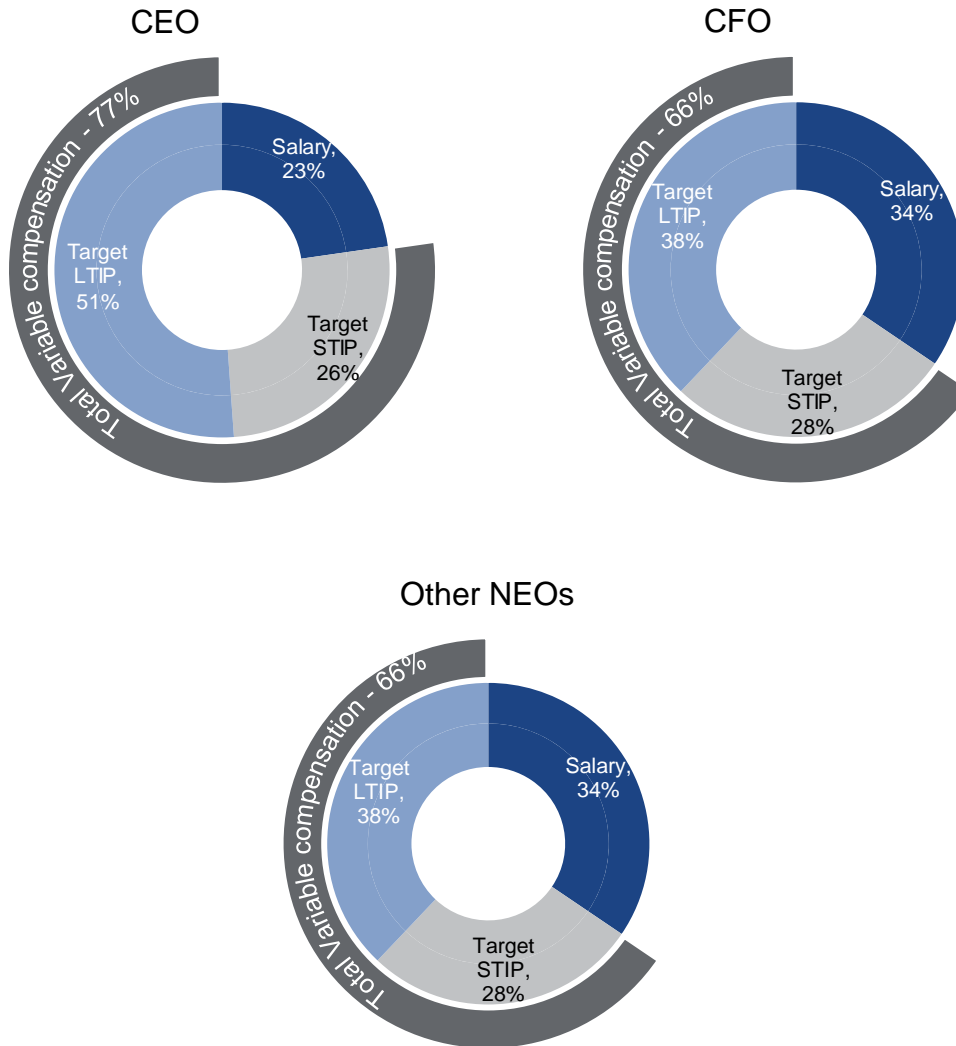
## COMPENSATION ELEMENTS

The Company's 2023 executive compensation program was comprised of the following elements:

Component	Performance Period	Key Features	Purpose
<b>Fixed Pay - Salary</b>	1 year	<ul style="list-style-type: none"> <li>Set in employment contracts with executives</li> <li>Assessed annually, considering scope and responsibilities of the role and the competitive market</li> <li>Changes, if any, typically made effective January 1st</li> </ul>	<ul style="list-style-type: none"> <li>Attract and retain executives</li> <li>Compensate for meeting the responsibilities of the role</li> </ul>
<b>Variable Pay – STIP</b>	1 year	<ul style="list-style-type: none"> <li>Paid annually in cash</li> <li>Awards are based on Governance Committee and Board's assessment of performance against pre-determined financial, operating and individual performance targets</li> <li>Performance measures, threshold, target and maximum performance and award levels are established by the Governance Committee, considering management's performance projections for the year</li> </ul>	<ul style="list-style-type: none"> <li>Reward for achieving key annual performance objectives</li> <li>Attract, motivate, and retain executives</li> </ul>
<b>Variable Pay – PSUs</b>	3 years – vesting at the end of the term	<ul style="list-style-type: none"> <li>Notional units are granted based on a target level of long-term incentive compensation and track the Common Share price</li> <li>Value of dividends on Common Shares are accrued over the 3-year performance period</li> <li>50% of LTIP grant</li> <li>Number of units that vest is subject to the level of performance achieved against predetermined threshold, target and maximum levels, as determined by the Governance Committee</li> <li>The final payment is made in cash</li> </ul>	<ul style="list-style-type: none"> <li>Pay for sustainable long-term performance</li> <li>Align the interests of executives and shareholders</li> <li>Focus executives on key performance objectives of NFI</li> </ul>
<b>Variable Pay – RSUs</b>	3 years – vesting over 3 years	<ul style="list-style-type: none"> <li>Notional units are granted based on a target level of long-term incentive compensation and track the Common Share price</li> <li>Value of dividends on Common Shares are accrued over the vesting period</li> <li>25% of LTIP grant</li> <li>Grant vests 33 1/3% per year starting on or about the first anniversary of grant</li> <li>The final payment is made in cash</li> </ul>	<ul style="list-style-type: none"> <li>Pay for sustainable long-term performance</li> <li>Attract and retain executives</li> <li>Align the interests of executives and shareholders</li> </ul>
<b>Variable Pay – Share Options</b>	8-year term – vesting over 4 years	<ul style="list-style-type: none"> <li>Share Options ("<b>Options</b>") granted based on a target level of long-term incentive compensation</li> <li>25% of LTIP grant</li> <li>Options vest 25% per year starting on or about the first anniversary of grant</li> <li>8-year term</li> </ul>	<ul style="list-style-type: none"> <li>Pay for sustainable long-term performance</li> <li>Attract, motivate, and retain executives</li> <li>Align the interests of executives and shareholders</li> </ul>
<b>Benefits, Pension and Perquisites</b>		<ul style="list-style-type: none"> <li>Limited number of benefits, pension and perquisites, including executive health benefits and defined contribution pension arrangements</li> </ul>	<ul style="list-style-type: none"> <li>Attract and retain executives</li> </ul>

## Target Pay Mix for NEOs

To align with NFI's pay for performance compensation philosophy and emphasis on the longer-term value creation of the organization, a significant portion of the executives' pay is variable. In determining the pay mix, the Governance Committee considers market practice, level of pay, and line-of-sight to the overall Company performance. The graphs below show the approximate target compensation mix for the NEOs for 2023.



## Base Salary

Base salaries are initially set in the executives' respective employment agreements and reviewed annually by the Governance Committee. In making adjustments, the Governance Committee considers positioning against the competitive market, the executive's level of responsibility, experience, individual performance, and internal equity.

In compliance with financial restructuring, salaries for the NEOs, were frozen until July 2023. Upon review by the Board, increases were provided to select NEOs effective July 1, 2023. The Board further reviewed the competitiveness of compensation in November 2023, and approved compensation increases for select NEOs and executives effective January 1, 2024, to address competitive market gaps and changes in scope of responsibilities. The CEO and CFO did not receive an increase to base salary January 1, 2024.

### Currency

For reporting purposes, NFI prepares its financial statements in United States dollars and in conformity with International Financial Reporting Standards, or IFRS. All amounts in this Compensation Discussion and Analysis are expressed in Canadian dollars, except where otherwise indicated. Compensation provided to Paul Soubry, Pipasu Soni, and Chris Stoddart was earned and paid in Canadian dollars. Compensation paid to Brian Dewsnap was earned and paid in U.S. dollars and compensation to Paul Davies was earned and paid in British pounds sterling. The exchange rates on December 29, 2023 used were USD \$1.00 = \$1.3246 and GBP £1.00 = \$1.6882.

Name	Currency <sup>(1)</sup>	2022 Salary (\$,£)	January 1, 2023 Salary (\$,£)	% Change 2022 – January 1, 2023	July 1, 2023 Salary (\$,£)	% Change January 1, 2023 – July 1, 2023	2024 Salary (\$,£)	% Change July 1, 2023 - 2024
Paul Soubry President and Chief Executive Officer, NFI	CAD	875,000	875,000	0%	914,375	4.5%	914,375	0%
Pipasu Soni Executive Vice President and Chief Financial Officer, NFI	CAD	550,000	550,000	0%	569,250	3.5%	569,250	0%
Chris Stoddart <sup>(2)</sup> President, North American Bus and Coach, New Flyer	CAD	430,000	430,000	0%	449,350	4.5%	467,324	4.0%
Brian Dewsnap <sup>(2)</sup> President, NFI Parts and ARBOC	USD	360,000	360,000	0%	385,200	7.0%	401,200	4.2%
Paul Davies <sup>(2)</sup> President and Managing Director, ADL	GBP	286,000	286,000	0%	321,750	12.5%	334,620	4.0%

<sup>(1)</sup> Disclosed in the currency in which the compensation was earned and paid.

<sup>(2)</sup> The 2023 and 2024 increases in the salaries reflect an alignment to market.

## Financial Statement Definitions

**“Adjusted EBITDA”** as earnings before interest, income tax, depreciation and amortization after adjusting for the effects of certain non-recurring, non-operating, and items occurring outside of normal operations that do not reflect the current ongoing cash operations of the Company. These adjustments include:

- gains or losses on disposal of property, plant and equipment and right of use assets
- losses or gains on debt modification
- fair value adjustment for total return swap
- unrealized foreign exchange losses or gains on non-current monetary items and forward foreign exchange contracts
- past service costs and other pension costs
- proportion of the total return swap realized
- costs associated with assessing strategic and corporate initiatives
- equity settled stock-based compensation
- unrecoverable insurance costs and sales tax provision adjustments
- out of period costs, impairment loss on goodwill, restructuring costs and other, expenses incurred outside of normal operations

**“Working Capital Days”** as the calculated number of days to convert working capital to cash. It is calculated by the number of days in the last twelve months (Fiscal 2023 - 364 days) divided by the working capital turnover ratio (total sales for the last twelve months divided by average working capital for the last thirteen months).

**“Return on Invested Capital” or “ROIC”** is defined as NOPAT divided by average invested capital for the last 12-month period.

Adjusted EBITDA, Working Capital Days, and ROIC are non-IFRS measures. For a reconciliation of those measures to the corresponding IFRS measures, see NFI’s management’s discussion and analysis of financial condition and results of operations for the 13-weeks and 52-weeks ended December 31, 2023.

## Short-Term Incentive Plan (STIP)

The STIP is designed to reward executives for achieving key annual performance objectives by providing an annual cash award. The plan measures **corporate** performance and **individual** performance (referred to as, “**MBOs**”) against set objectives.

Corporate performance represents 75% and MBOs represent 25% of the target award. Payouts may range between 0% and 200% of target depending on actual performance against the pre-determined objectives. No changes have been made to the STIP structure for 2023.

### Corporate Performance

Corporate performance is measured by Adjusted EBITDA (50% weighting) on a business and consolidated basis and Working Capital Days (25% weighting) on a business and consolidated basis. For Business Unit executives, half of Adjusted EBITDA and Working Capital Days is measured at the Company level and half is measured at the Business Unit level.

The STIP does not provide for payments to be made if the Company does not achieve the required threshold performance level. However, the Board has the discretion to make STIP awards if performance targets are not met due to extraordinary or unexpected events.

Performance Measure	Threshold	Target	Maximum	2023 Actual Achieved
Adjusted EBITDA <sup>(1)</sup> (millions in USD)	\$33.2	\$52.2	\$75.2	\$69.2
Working Capital Days <sup>(2)</sup>	60	54	47	61

<sup>(1)</sup> Adjusted EBITDA in this table is defined in the side bar of this page and excludes the provision for the LTIP.

<sup>(2)</sup> Working Capital Days in this table is defined in the side bar of this page and excludes the provision for the LTIP.

In Fiscal 2023, the Company saw significant growth in demand and improvement in numerous financial performance measurements as compared to the preceding three fiscal years. The Company achieved Adjusted EBITDA of \$69.2 million, surpassing the Target level, and Working Capital Days of 61 days, slightly missing the Threshold level.

The Governance Committee exercised discretion in determining 2023 STIP awards by recognizing Threshold level performance for Working Capital Days measured at the Company level (the difference between actual performance versus threshold target being one day). The Governance Committee took into account that higher Working Capital Days in 2023 resulted from the need for the Company to carry additional parts and components production inventory to assist in mitigating against potential disruptions to its manufacturing process from further supplier late delivery performance. As previously disclosed, supplier under-performance has been a key issue for the Company and across the transportation manufacturing sector. Ensuring delivery of as many finished buses as possible has been a critical operational and financial objective of the Company and failure to carry additional production inventory

would have jeopardized the Company's ability to meet this critical objective. Prior to the pandemic, the Company targeted to carry between 7-10 days of inventory supply, but as a result of the supply chain issues that have occurred since the pandemic, the Company has purposefully and strategically increased the amount of production inventory to nearly 20 days of supply, amounting to approximately \$40-\$50 million of additional working capital. The recognition of Threshold level performance for Working Capital Days at the Company level by the Governance Committee resulted in the incremental payment of approximately \$339,000 for all NEOs.

**OUR VALUES**

**1. SAFETY**

*The health and wellbeing of our team members and the safety of our products are our top priority.*

**2. QUALITY**

*We strive for excellence in our products, services and all that we do.*

**3. INTEGRITY**

*We act with honesty, transparency, and integrity, treating each other with respect in a diverse, equitable, and inclusive workplace.*

**4. ACCOUNTABILITY**

*We take responsibility for our actions, seeking to build trust and earn a reputation for excellence and reliability.*

**5. TEAMWORK**

*We work with our team members, our supplier partners, and our customers to pursue mutual benefits.*

**6. SUSTAINABILITY**

*We seek long-term success for our business, our communities, and the environment through responsible sourcing, lean manufacturing, and sustainable operations.*

**OUR SUSTAINABILITY PLEDGE**

*NFI is passionate about creating a better product, a better workplace, and a better world.*

In 2024, the Company continues to focus on increasing vehicle production rates to meet the increased demand for its buses and coaches, and expects to also see financial benefits as the Company completes the remaining legacy inflation impacted contracts from its backlog.

**Individual Objectives (MBOs)**

Individual objectives or MBOs are determined prior to the start of each year by the Governance Committee based on the recommendation of the CEO after a review with each executive. They are developed from the Company's annual operating plan and strategic objectives. The Governance Committee reviews and recommends to the Board for approval the individual objectives for the CEO.

MBOs are assigned a weighted based on importance and the performance of each is rated as a percentage of successful completion.

The Governance Committee measures individual performance separately from corporate performance to be able to acknowledge and recognize the executive's efforts to improve business performance and create shareholder value which may not be completely captured through the corporate performance measures.

The MBO portion of the STIP award is determined by the Governance Committee in respect of the CEO's MBOs and by the Governance Committee on the recommendation of the CEO in respect of the executives who report directly to the CEO and by each of the Business Presidents in respect of the executives who report directly to them. In assessing each executive's performance against the executive's individual MBOs for the year, the following factors are evaluated:

- the accomplishment by the individual's personal objectives (or MBOs) for the year, including key ESG objectives such as ESG disclosure readiness, ESG target setting development, ESG education and awareness, employee health and safety, diversity and inclusion, employee engagement, compliance and recruitment, retention, and turnover; and
- the adherence of the individual to the Company's values (see sidebar).

Based on the Governance Committee's assessment of economic and financial performance and considering the CEO's recommendations for the other NEOs, STIP payouts for 2023 were generally between target and maximum.

For 2023, the total (combined corporate and individual) actual STIP awards for the NEOs were as follows:

Name	Target STIP Opportunity (% of salary)	Currency <sup>(1)</sup>	Corporate Performance Award (\$,£)	MBO Award (\$,£)	Total Actual STIP Award (\$,£)	Actual STIP (% of salary)
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	115%	CAD	1,046,022	413,848	1,459,870	163%
Pipasu Soni <i>Executive Vice President and Chief Financial Officer, NFI</i>	80%	CAD	453,014	180,221	633,235	113%
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	80%	CAD	357,597	146,169	503,766	115%
Brian Dewsnup <i>President, NFI Parts and ARBOC</i>	80%	USD	306,546	125,972	432,518	116%
Paul Davies <i>President and Managing Director, ADL</i>	80%	GBP	256,051	111,938	367,989	121%

<sup>(1)</sup> Disclosed in the currency in which the compensation was earned.

## **2024 STIP**

For 2024, NFI is maintaining the same relative weighting between Corporate and individual performance (75% and 25% respectively). Corporate metrics will continue to be Adjusted EBITDA (50% weight) and Working Capital Days (25% weight).

For 2024, STIP target opportunities (as a percentage of salary) for the NEOs will also remain the same.

## Long-Term Incentives

The long-term incentives are designed to align executive and shareholder interests and to reward long-term sustainable performance. Long-term incentives at NFI include PSUs, RSUs, and Options. For 2023, executive long-term incentive awards were comprised of 50% PSUs, 25% RSUs, and 25% Options. Included in the determination of the executive's new long-term incentive grants are any RSUs and PSUs granted under the PRSU Plan that are held by an executive. In respect of 2023, the NEOs long-term incentive targets and number of awards granted were as follows:

Name	LTI Target (% of base salary)	Number of PSUs granted	Number of RSUs granted	Number of options granted
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	225%	75,413	37,706	72,238
Pipasu Soni <i>Executive Vice President and Chief Financial Officer, NFI</i>	110%	22,953	11,476	21,986
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	110%	18,843	9,421	18,050
Brian Dewsnap <i>President, NFI Parts and ARBOC</i>	110%	16,177	8,088	15,496
Paul Davies <i>President and Managing Director, ADL</i>	110%	13,492	6,746	12,924

### Performance Share Units ("PSUs")

The PRSU Plan provides for grants of PSUs to officers and senior managers of the Company to align the interests of executives with the interests of shareholders by making a significant portion of executives' long-term incentive compensation dependent on performance against the Company's long-term financial performance and strategic goals and on the fair market value of the Common Shares.

In 2023, the Company adopted a balanced approach to measures for the PSUs. The 2023 grant under the PRSU Plan will vest at the end of 2025 based on performance against a financial goal, an ESG goal and a strategic goal, each weighted equally (33%). The financial performance measure (ROIC) has established threshold, target and maximum levels of performance to determine the actual payout. The ESG measure is assessed based upon completion of an annual sustainability workplan with performance leverage recommended by the CEO and assessed by the Board in accordance with workplan achievement over a three-year performance period. The Strategic measure is assessed based upon achievement of a Zero Emission Bus ("ZEB") deliveries target and has established threshold, target, and maximum levels of performance to determine the actual payout. At threshold performance, 50% of the grant will vest and at maximum performance, 200% of the grant will vest. No PSUs will vest if threshold performance is not met.

### Why measure Financial (ROIC), ESG, and Strategic (ZEB) goals?

The Governance Committee believes a balanced measure approach hold management accountable for earnings and capital utilization, ESG system management and ZEB product transition and is aligned with NFI shareholders and the Company's strategic focus.

Return on Invested Capital ("ROIC") is a less volatile measure over the long term than a cumulative multi-year Adjusted EBITDA measure.

References to "ROIC" are to net operating profit after taxes (calculated as Adjusted EBITDA less depreciation of plant and equipment, depreciation of right-of-use assets and income taxes at a rate of 31%) divided by average invested capital for the last 12-month period (calculated as to shareholders' equity plus long-term debt, obligations under leases, other long-term liabilities and derivative financial instrument liabilities less cash).



The number of PSUs granted to each of the NEOs for fiscal 2023 were determined based on the weighted average closing price of Common Shares for the first five trading days of 2023 and the desired target compensation value. When dividends are paid on a Common Share, additional units equivalent to the amount of the dividends multiplied by the number of PSUs held (and determined based on the then fair market value of the Common Shares) will be credited to the participant's account. The actual value of a PSU on the settlement date is contingent on the Common Share price and NFI's actual performance over a three-year period relative to the established objectives.

### ***Restricted Share Units ("RSUs")***

The PRSU Plan provides for grants of RSUs to officers and senior managers of the Company, including the NEOs. RSUs were adopted to supplement the long-term incentive compensation framework for the executives to promote their continued efforts in growing NFI, as well as to assist in attracting and retaining senior management personnel.

An RSU is a right to receive a cash payment based on the fair market value of a Common Share, subject to a vesting period of three years. The number of RSUs granted to each of the NEOs for fiscal 2023 were determined based on the closing weighted average trading price of the Common Shares for the first five trading days of 2023 and the desired compensation value. The actual value of an RSU on the settlement date is contingent on the Common Share price. The Governance Committee sets the vesting applicable to each grant. The 2023 grants will vest and settle one-third on or about each of the first, second and third anniversaries of the grant date.

See page 53 under "Termination and Change of Control Benefits-Paul Soubry", for further details regarding the PRSU Plan.

### ***Share Options***

NFI's use of Options to acquire Common Shares is an important component of its long-term incentive compensation arrangements for its employees. This (i) supports the achievement of NFI's performance objectives; (ii) ensures that interests of key persons are aligned with the success of NFI; and (iii) provides compensation opportunities to attract, retain, and motivate senior management critical to the long-term success of NFI and its affiliates.

NFI maintains an Amended and Restated Share Option Plan (the "**2013 Option Plan**"), which provides for Option grants to officers and senior managers of the Company, including the NEOs. Options for 2023 will vest 25% per year starting on or about the first anniversary of the date of grant. Each such Option has an eight-year term.

On March 12, 2020, the Board approved a new share option plan, which was subsequently amended and restated on August 5, 2020 to accommodate grants to participants in the United Kingdom (the "**2020 Option Plan**" and collectively with the 2013 Option Plan, the "**Option Plans**"). The purpose of establishing the 2020 Option Plan was to ensure that there remained a sufficient number of Options to acquire Common Shares available for future grants in order to support the achievement of NFI's performance objectives and to ensure that executives' interests are aligned with the success of NFI and its shareholders. The 2020 Option Plan has substantially the same material terms as the 2013 Option Plan.

See Schedule "B" for a summary of the terms of the Option Plans.

In 2023, a total of 323,793 options were granted to participants under the 2013 Option Plan, representing approximately 0.3% of the weighted average issued and outstanding Common Shares for the 2023 fiscal year. A total of 50,655 options were granted to participants under the 2020 Option Plan, representing approximately 0.04% of the weighted average issued and outstanding Common Shares for the 2023 fiscal year.

### Payment of the 2021 – 2023 PSU Award

In 2021, NFI granted PSUs under the PRSU Plan to executives that vested at the end of 2023. Vesting at the end of the period was based on NFI's performance against the established three-year average annual ROIC target and performance range. The table below provides the actual ROIC and target and performance range.

2021-2022 Performance Range Three-Year Average Annual ROIC <sup>(1)</sup>			Actual 2021-2023 Results Three-Year Average Annual ROIC
Threshold	Target	Maximum	
7.1%	7.9%	9%	0%

<sup>(1)</sup> ROIC is defined as disclosed in the side bar on page 39 of this Information Circular.

As a result of the impact of actual performance on vesting, and incorporating the reinvestment of dividends and the ending Common Share price, the actual payout values of the 2021 grant for the NEOs are as follows:

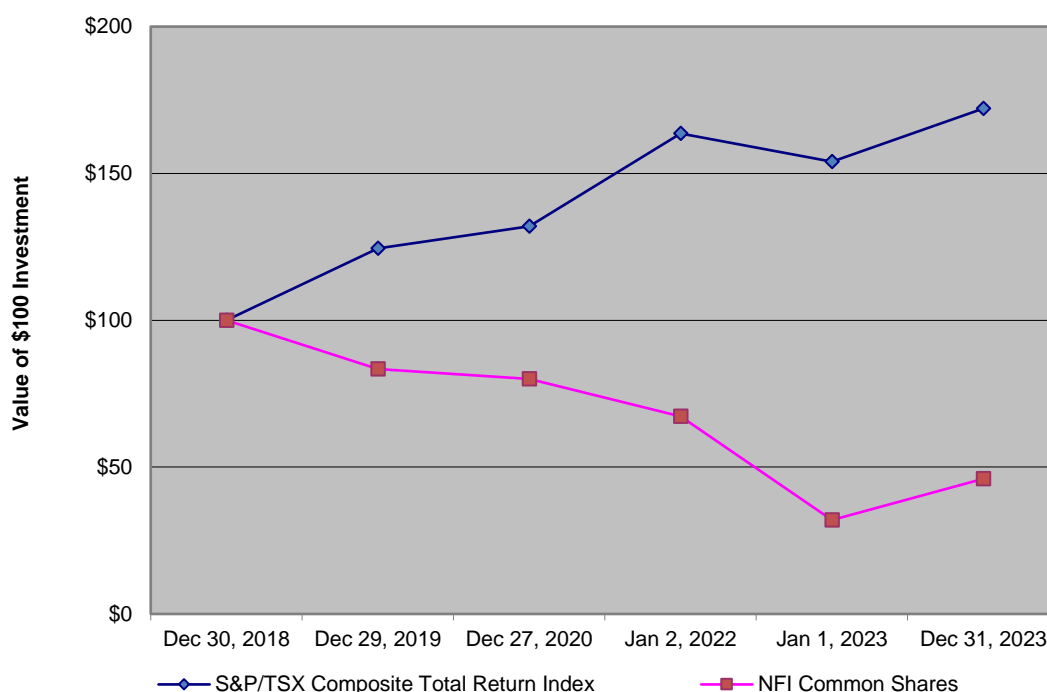
Name	PSUs Granted in 2021		Actual Compensation			
	Number Granted	Value (\$)	Number of PSUs (including reinvested dividends)	Vesting %	Resulting Number of PSUs	Value (\$)
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	40,343	984,369	41,607	0	0	0
Pipasu Soni <i>Executive Vice President and Chief Financial Officer, NFI</i>	12,398	302,511	12,786	0	0	0
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	9,016	219,990	9,299	0	0	0
Brian Dewsnup <sup>(1)</sup> <i>President, NFI Parts and ARBOC</i>	7,551	184,244	7,788	0	0	0
Paul Davies <sup>(2)</sup> <i>President and Managing Director, ADL</i>	4,426	107,994	4,565	0	0	0

<sup>(1)</sup> Mr. Dewsnup receives his compensation in US dollars. The grant value and actual compensation value is determined based on the Canadian dollar RSU price at a U.S.-Canadian exchange rate of 1.3246.

<sup>(2)</sup> Mr. Davies receives his compensation in GBP. The grant value and actual compensation value is determined based on the Canadian dollar RSU price at a U.S.-Canadian exchange rate of 1.6882.

## Performance Graph

The following graph compares the total cumulative return on funds invested in Common Shares (assuming reinvestment of dividends) with the total cumulative return of the Standard and Poor's TSX Composite Total Return Index (the "TSX Total Return Index") for the past five fiscal years of NFI.



Total compensation paid to NEOs has been 86% of target over the past five years and has increased by 39% since 2018. Over the same five-year period, Adjusted EBITDA has decreased by 78%. See "CEO Performance Compensation During Tenure" on page 46 of this Information Circular for a further discussion of the pay and performance relationship.

There is not necessarily a direct correlation in the shorter term between the performance measures of Adjusted EBITDA, Working Capital Days and ROIC in the STIP and PSUs and between the grant date fair value of awards on the one hand and TSR and NFI Common Share price on the other hand. That being said, NEO actual short-term compensation is tied to operational measures and increases and decreases with actual performance.

Year	2021	2022	2023
Total NEO Compensation (millions)	7.0	7.5	10.8
Adjusted EBITDA (millions) <sup>(1)</sup>	164.2	-59.1	69.2
Working Capital Days <sup>(1)</sup>	69	68	61
Return on Invested Capital <sup>(1)</sup>	3.6%	-4.4%	0%
Shareholder Return (annual) <sup>(2)</sup>	-14%	-43%	199%

<sup>(1)</sup> Adjusted EBITDA, ROIC and Working Capital Days are defined as disclosed in the side bar on page 39 of this Information Circular.

<sup>(2)</sup> Based on \$100 investment made December 31, 2008.

The total cost of compensation of the NEOs in 2023 as a percentage of Adjusted EBITDA was 15.6%.

## CEO PERFORMANCE COMPENSATION DURING TENURE

The following table compares the grant date value of compensation awarded to Mr. Soubry in respect of his performance as CEO with the value that he has realized or that is realizable from his compensation awards during his tenure. The compensation he has received includes salary and STIP, as well as the value of PSUs and RSUs and Options that are outstanding (as at December 31, 2023).

Year	Total Direct Compensation Awarded <sup>(1)</sup>	Total Realized and Realizable Compensation Value as at January 1, 2024 <sup>(2)</sup>	Value of \$100 Mr. Soubry <sup>(3)</sup>		Value of \$100		
			Realized	Realizable	Income <sup>(4)</sup> Deposit Securities ("IDS") Annual Return	Common Shares <sup>(5)</sup> Annual Return	Combined Cumulative Return during CEO Tenure
			(\$)	(\$)	(\$)	(\$)	(\$)
2010	2,425,000	1,162,948	48	48	125		176
2011	2,470,000	717,275	29	29	58		102
2012	2,470,000	2,868,746	116	116		166	170
2013	2,535,000	9,189,066	362	362		129	219
2014	2,536,750	12,146,552	479	479		134	293
2015	2,666,051	9,721,299	288	180		206	604
2016	2,828,551	3,817,026	135	79		156	939
2017	2,828,751	2,704,092	96	77		135	1,271
2018	3,320,000	2,060,457	47	75		64	808
2019	3,320,000	1,910,885	30	78		84	677
2020	3,850,000	2,661,099	36	94		98	663
2021	3,346,875	1,469,037	36	44		85	561
2022	3,850,000	1,103,310	25	29		48	270
2023	3,936,627	6,239,664	107	159		144	388
<b>Total Direct Compensation</b>	<b>42,383,605</b>	<b>56,761,633</b>					
		<b>Weighted Average</b>	<b>119</b>	<b>134</b>	<b>92</b>	<b>121</b>	<b>388</b>

<sup>(1)</sup> Includes salary and incentive compensation (STIP, PSUs, RSUs (beginning in 2012) and options (beginning in 2013)) awarded in respect of performance during the year.

<sup>(2)</sup> PSU and RSU awards include targeted award plus dividend equivalents and have not been adjusted for performance relative to the plan targets, unless the award has vested. The realizable value of options is the value of unexercised in-the-money options.

<sup>(3)</sup> Represents the accrued value to Mr. Soubry for each \$100 awarded in total direct compensation during the fiscal year indicated.

<sup>(4)</sup> Represents the cumulative value of a \$100 investment in IDSs for the fiscal year indicated if the investment was made on the first day of such period, assuming reinvestment of dividends, and for the 2011 fiscal year, assuming the holder of such IDSs exercised all of their Rights pursuant to the Rights Offering.

<sup>(5)</sup> Represents the cumulative value of a \$100 investment in Common Shares for the fiscal year indicated if the investment was made on the first day of such period, assuming reinvestment of dividends.

During the tenure of the CEO, the percentage of total realizable direct compensation (salary plus all incentives) to total direct compensation awarded (based on the values disclosed in the Summary Compensation Table) was 119% compared to a TSR of 288% for a shareholder that converted IDSs to Common Shares pursuant to a rights offering in 2011. Of the total realizable compensation, only 94% has been realized as at January 1, 2024, and realization of the balance depends on future performance relative to performance targets and NFI future share price.

## Pay and Performance Alignment

NFI is committed to a pay-for-performance approach to compensation. The Governance Committee periodically reviews the alignment of the CEO's realizable pay with NFI's performance based on a series of financial measures, relative to the compensation benchmarking comparator group. Additionally, the Governance Committee reviews pay for performance elements regularly to ensure sufficient mix of at risk and fixed pay and the balance of short- and long-term focus, Pay mix is formally reviewed every two years with additional review by committee and board annually to ensure appropriate focus on at risk and the long term. Performance measures that are linked to strategy and shareholder value are reviewed and considered annually and targets and ranges are set considering appropriate stretch. The Committee completes a lookback analysis on realized pay and performance on a periodic basis with the next review scheduled in 2024. Based on these pay for performance assessments, the Committee considers there to be a strong link between the CEO's realizable direct compensation and Company performance, and the Governance Committee considers realizable CEO pay to be aligned with performance.

### SUMMARY COMPENSATION TABLE

The following table sets forth the compensation earned by and the share-based and Option-based awards granted to the NEOs for the fiscal year ended January 1, 2024. All values are reported in Canadian dollars.

Name and Title	Year	Salary <sup>(1)</sup>	Share-based Awards <sup>(2)</sup>	Option-based Awards <sup>(3)</sup>	Non-Equity Incentive Plan Compensation Annual Incentive Plans <sup>(4)</sup>	Pension Value <sup>(5)</sup>	All Other Compensation	Total Compensation
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
<b>Paul Soubry</b> <i>President and Chief Executive Officer, NFI</i>	2023	894,688	1,476,563	492,188	1,459,870	31,560	18,186 <sup>(6)</sup>	4,373,054 <sup>(6)</sup>
	2022	875,000	1,476,563	492,188	0	30,780	20,342 <sup>(6)</sup>	2,894,872 <sup>(6)</sup>
	2021	875,000	1,476,563	492,188	176,524	29,210	18,436 <sup>(6)</sup>	3,067,920 <sup>(6)</sup>
<b>Pipasu Soni</b> <i>Executive Vice President and Chief Financial Officer, NFI</i>	2023	559,625	453,750	151,250	633,235	31,560	0	1,829,420
	2022	550,000	453,750	151,250	0	30,780	0	1,185,780
	2021	550,000	453,750	151,250	77,180	29,210	0	1,261,398
<b>Chris Stoddart</b> <i>President, North American Bus and Coach, New Flyer</i>	2023	439,675	354,750	118,250	503,766	31,560	0	1,448,001
	2022	430,000	354,750	118,250	0	30,780	0	933,780
	2021	400,000	330,000	110,000	60,347	29,210	0	929,557
<b>Brian Dewsnpup</b> <i>President, NFI Parts and ARBOC</i>	2023	493,546	393,406	131,135	572,913	41,804	0	1,632,805
	2022 <sup>(7)</sup>	543,151 <sup>(7)</sup>	402,079	134,026	0	41,670	2,376 <sup>(8)</sup>	1,123,302
	2021	423,239	349,172	116,391	87,163	36,904	0	1,012,869
<b>Paul Davies</b> <i>President and Managing Director, ADL</i>	2023	513,002	398,331	132,777	621,240	0	0	1,665,350
	2022	467,982	386,085	128,695	0	0	0	982,762
	2021	461,511	276,907	92,302	55,744	0	0	886,463

<sup>(1)</sup> With the exception of Messrs. Dewsnpup and Davies, executives are paid in Canadian dollars. Mr. Dewsnpup's compensation has been converted to Canadian dollars at the exchange rates of 1.3246 for 2023, 1.3538 for 2022 and 1.2634 for 2021. Mr. Davies' compensation has been converted from GBP to Canadian dollars at the exchange rate of 1.6882 for 2023, 1.6363 for 2022 and 1.7093 for 2021.

<sup>(2)</sup> Represents the grant date fair value of awards granted under the PRSU Plan for compensation and accounting purposes, calculated based on the average trading price of the Common Shares on the TSX for the five trading days prior to the date of the grant. PSUs are valued assuming target performance.

<sup>(3)</sup> The fair value of the options was determined using the Black-Scholes formula as at the effective date of grant of December 28, 2020, January 2, 2022 and January 2, 2023. (see table below for assumptions).

<sup>(4)</sup> Represents payments earned under the STIP.

<sup>(5)</sup> Represents contributions made by the Company to the executive's registered retirement plan.

<sup>(6)</sup> Represents the after-tax amount related to life insurance premiums forming part of Mr. Soubry's regular benefits.

<sup>(7)</sup> Mr. Dewsnpup served as Acting President and CEO for the period May 6, 2022 to August 8, 2022. Mr. Dewsnpup's base salary was increased from \$360,000 USD to \$520,000 USD during this period.

<sup>(8)</sup> Represents payments in lieu of issuance of PRSU as a result of Mr. Dewsnpup's base salary increase during his tenure as Acting President and CEO.

Key assumptions	Grant date:	January 2, 2023	January 2, 2022	December 28, 2020
	Compensation year:	2023	2022	2021
Share price		\$10.46	20.26	24.70
Exercise price		\$10.46	20.26	24.70
Dividend yield		0%	3.77%	4.57%
Expected volatility		51.77%	46.01%	44.02%
Risk-free interest rate		3.28%	1.29%	0.45%
Expected life		5.5 years	5.5 years	5.5 years
<b>Value</b>		\$5.28	\$6.10	\$6.28

## INCENTIVE PLAN AWARDS

### Outstanding Option-Based and Share-Based Awards

The following table sets forth information concerning all outstanding option-based and share-based awards granted by the Company to the NEOs on or before December 31, 2023.

Name and Title	Option-based Awards				Share-based Awards <sup>(1)</sup>		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units that have not vested <sup>(2)</sup>	Market or payout value of share-based awards that have not vested <sup>(3)</sup> (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
<b>Paul Soubry</b> <i>President and Chief Executive Officer, NFI</i>	38,800	40.84	3-Jan-25	0	134,032	1,828,275	423,584
	41,973	54.00	2-Jan-26	0			
	78,431	33.43	2-Jan-27	0			
	146,484	26.81	31-Dec-27	0			
	78,374	24.70	28-Dec-28	0			
	80,686	20.26	3-Jan-30	0			
	93,217	10.46	9-Jan-31	301,091			
<b>Pipasu Soni</b> <i>Executive Vice President and Chief Financial Officer, NFI</i>	45,015	26.81	31-Dec-27	0	43,738	596,615	130,168
	24,084	24.70	28-Dec-28	0			
	24,795	20.26	3-Jan-30	0			
	28,646	10.46	9-Jan-31	92,527			
<b>Chris Stoddart</b> <i>President, North American Bus and Coach, New Flyer</i>	6,193	40.84	3-Jan-25	0	32,202	439,250	100,158
	5,030	54.00	2-Jan-26	0			
	21,569	33.43	2-Jan-27	0			
	32,738	26.81	31-Dec-27	0			
	17,516	24.70	28-Dec-28	0			
	19,385	20.26	3-Jan-30	0			
	22,396	10.46	9-Jan-31	72,339			
<b>Brian Dewsnp</b> <i>President, NFI Parts and ARBOC</i>	9,292	40.84	3-Jan-25	0	28,452	514,077	114,533
	9,667	54.00	2-Jan-26	0			
	18,064	33.43	2-Jan-27	0			
	27,418	26.81	31-Dec-27	0			
	14,670	24.70	28-Dec-28	0			
	16,230	20.26	3-Jan-30	0			
	18,750	10.46	9-Jan-31	60,563			
<b>Paul Davies</b> <i>President and Managing Director, ADL</i>	8,599	24.70	28-Dec-28	0	21,418	493,212	106,152
	12,893	20.26	3-Jan-30	0			
	14,896	10.46	9-Jan-31	48,114			

<sup>(1)</sup> Awards under the PRSU Plan are considered "share-based awards" for the purposes of this table under applicable Canadian securities laws.

<sup>(2)</sup> Represents the number of notional Common Shares underlying PSUs and RSUs granted under the PRSU Plan, which were unvested as at December 31, 2023.

<sup>(3)</sup> Represents the aggregate value of the Common Shares listed in the adjacent column of this Share-Based Awards Table, calculated based on the closing price of the Common Shares on the TSX on December 29, 2023 of \$13.69. Mr. Dewsnp's payout is in U.S. dollars based on a US-Canadian exchange rate of 1.3246, and Mr. Davies' payout is in GBP based on a GBP-CAD exchange rate of 1.6882.

## Value Vested or Earned During the Year

The following table sets forth the value of option-based awards and share-based awards of the NEOs that vested during the 2023 fiscal year, as well as the value of non-equity incentive plan compensation that the NEOs earned in respect of the 2023 fiscal year.

Name and Title	Option-based awards – Value vested during the year (\$)	Share-based awards - Value vested during the year (\$) <sup>(1)</sup>	Non-equity incentive plan compensation - Value earned during the year (\$)
<b>Paul Soubry</b> <i>President and Chief Executive Officer, NFI</i>	0	423,584	1,459,870
<b>Pipasu Soni</b> <i>Executive Vice President and Chief Financial Officer, NFI</i>	0	130,168	633,235
<b>Chris Stoddart</b> <i>President, North American Bus and Coach, New Flyer</i>	0	100,158	503,766
<b>Brian Dewsnpup</b> <sup>(2)</sup> <i>President, NFI Parts and ARBOC</i>	0	114,533	572,913
<b>Paul Davies</b> <sup>(3)</sup> <i>President and Managing Director, ADL</i>	0	106,152	621,240

<sup>(1)</sup> Represents the value of awards granted under the PRSU Plan, which are considered “share-based awards” for the purposes of this table under applicable Canadian securities laws, which vested during fiscal 2023. Only RSUs vested during 2023. RSU valuation is based on the 5-day weighted average closing price for the last five trading days in fiscal year.

<sup>(2)</sup> Mr. Dewsnpup receives his compensation in U.S. dollars. The dollar values in this chart are based on a USD - CAD exchange rate of 1.3246.

<sup>(3)</sup> Mr. Davies receives his compensation in GBP. The dollar values in this chart are based on a GBP - CAD exchange rate of 1.6882.

The chart below summarizes the pay realized by NEOs in 2023 with respect to the exercise of Options and the settlement of RSUs and PSUs.

Name	Gain Realized on Options (\$) <sup>(1)</sup>	Realized Value on RSUs (\$) <sup>(2)</sup>	Realized Value on PSUs (\$) <sup>(3)</sup>	Total Realized Value on Options and Share-Based Awards (\$)
<b>Paul Soubry</b> <i>President and Chief Executive Officer, NFI</i>	-	423,584	-	423,584
<b>Pipasu Soni</b> <i>Executive Vice President and Chief Financial Officer, NFI</i>	-	130,168	-	130,168
<b>Chris Stoddart</b> <i>President, North American Bus and Coach, New Flyer</i>	-	100,158	-	100,158
<b>Brian Dewsnpup</b> <sup>(4)</sup> <i>President, Parts Business and ARBOC</i>	-	114,533	-	114,533
<b>Paul Davies</b> <sup>(5)</sup> <i>President and Managing Director, ADL</i>	-	106,152	-	106,152

<sup>(1)</sup> None of the NEOs exercised Options in 2023.

<sup>(2)</sup> Represents the value of RSUs that vested in 2023.

<sup>(3)</sup> Represents the value of PSUs that vested in 2023.

<sup>(4)</sup> Mr. Dewsnpup receives his compensation in U.S. dollars. The dollar values in this chart are based on a U.S.-Canadian exchange rate of 1.3246 in 2023.

<sup>(5)</sup> Mr. Davies receives his compensation in GBP. The dollar values in this chart are based on a GBP - CAD exchange rate of 1.6882 in 2023.



## Equity Compensation Plan Information

The Governance Committee approves Options, which may be granted to employees in Canada, the U.S. and the United Kingdom, and are priced according to the provisions of the plan in the currency where the employee resides. For more information on the Option Plans, see Schedule “B” – Description of Options Plans.

At December 31, 2023, there were 3,600,000 Options outstanding under the 2013 Option Plan. 1,967,462 of them were exercisable and 266,388 of them expired. At December 31, 2023, there were 50,655 Options outstanding under 2020 Option Plan and all of them are exercisable.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup>	Weighted-average exercise price of outstanding options, warrants and rights <sup>(2)</sup>	Number of securities remaining available for future issuance under equity compensation plans (excluding securities included in first column)
Equity compensation plans approved by security holders			
<i>2013 Option Plan</i>	1,967,462	26.00	0
<i>2020 Option Plan</i>	50,655	26.00	3,149,345
<i>Director RSU plan</i>	165,113	13.64	172,171
<b>Total</b>	2,183,230	25.07	3,321,516

<sup>(1)</sup> Outstanding under the 2013 and 2020 Option Plans and Director RSU Plan for all participants.

<sup>(2)</sup> Weighted-average exercise price of Common Shares outstanding under the 2013 and 2020 Option Plans.

## RETIREMENT PLAN BENEFITS

### *Executives based in Canada*

The registered retirement plan for the executives of the Company based in Canada is a non-contributory defined contribution plan. Messrs. Soubry, Soni, and Stoddart are based in Canada. The Company contributes each year, on behalf of the NEOs, an amount equal to 18% of their base salary, subject to the maximum level of contributions set out in the *Income Tax Act* (Canada). The contributions made to the plan by the Company vest immediately.

### *Executives based in the United States*

The retirement plan for the executives of the Company who are based in the United States (one of whom is an NEO, being Mr. Dewsnap) consists of a 401(k) plan and a supplemental executive retirement savings plan (the "**ERSP**"). The ERSP is a non-contributory plan. The Company contributes each year, on behalf of the U.S.-based executives, to the 401(k) plan an amount equal to the limit set out under the United States Internal Revenue Code and an amount to the ERSP, such that the aggregate of the amounts contributed to the two plans equal 18% of base salary, similar to the registered retirement plan provided to the executives of the Company based in Canada. The contributions made to the plan by the Company vest immediately.

### *Executives based in UK*

The retirement plan for the executives of the Company based in the UK (one of whom is a NEO, Mr. Davies), is a defined contribution plan. The Company contributes or provides cash allowance equivalent each year, on behalf of the NEO, an amount equal to 16% of their base salary, subject to and in line with the maximum level of contributions set out by UK Pension Accrual limits.

### *Investment and Withdrawal*

The executives (including the NEOs) are entitled to invest the funds in any investment vehicle (e.g., guaranteed investment certificates and mutual funds) permitted by the providers of the plans. Upon retirement, the value of the accumulated contributions, together with any interest earned and capital appreciation on the funds invested, less any capital losses, can be withdrawn by the executives to provide retirement benefits. The amount of retirement income provided to each of the executives under the plans will depend upon the amount contributions made by the Company, the length of time the funds are in the plans and the rates of return earned on the funds until the executive's retirement.

## Defined Contribution Plan Table

Name	Accumulated value at start of year (\$)	Compensatory (\$)	Accumulated value at year-end (\$)
<b>Paul Soubry</b> <i>President and Chief Executive Officer, NFI</i>	644,402	31,560	870,909
<b>Pipasu Soni</b> <i>Executive Vice President and Chief Financial Officer, NFI</i>	96,367	31,560	139,893
<b>Chris Stoddart</b> <i>President, North American Bus and Coach, New Flyer</i>	623,969	31,560	733,702
<b>Brian Dewsnp</b> <sup>(1)</sup> <i>President, NFI Parts and ARBOC</i>	943,455	41,804	1,153,606
<b>Paul Davies</b> <sup>(2)</sup> <i>President and Managing Director, ADL</i>	0	0	0

<sup>(1)</sup> The opening balance has been converted from United States dollars to Canadian dollars at an exchange rate of 1.3538 and the compensatory and year-end values have been converted at an exchange rate of 1.3246.

<sup>(2)</sup> Mr. Davies compensatory and year-end values have been converted from GBP at an exchange rate of 1.6882.

## TERMINATION AND CHANGE OF CONTROL BENEFITS

### Paul Soubry

A subsidiary of NFI entered into an indefinite term employment agreement with Paul Soubry commencing January 1, 2011. Mr. Soubry's agreement provides that his employment may be terminated for "Cause" without advance notice, and that he may resign without "Good Reason" on 60 days' prior written notice. In these circumstances, Mr. Soubry will be entitled to any amounts earned to the termination date. "Cause" is defined as a willful failure or refusal to perform duties following a 15-day opportunity to correct the failure, a material act of dishonesty or breach of trust in performing his duties, a conviction of or pleading guilty to an offence involving fraud, dishonesty or misappropriation, a breach of Mr. Soubry's non-competition, confidentiality and intellectual property obligations or any other conduct which would be treated as cause under Manitoba law. "Good Reason" is defined as assignment without consent of Mr. Soubry's duties causing a substantial reduction in authority or responsibilities, failure of any successor of NFI to assume the obligations under the employment agreement, or a material violation by NFI of the terms of the employment agreement that NFI fails to correct within 15 days of being notified of the violation. On termination of Mr. Soubry's employment without Cause or resignation by Mr. Soubry with Good Reason, Mr. Soubry is entitled to payment of his base salary and continuation of benefits for a period of 12 months and payment of a prorated bonus for the year in which the termination occurs. If Mr. Soubry's employment ends as a result of death, then Mr. Soubry's estate will be entitled to amounts earned to the termination date and payment of a prorated bonus.

Mr. Soubry is bound by non-competition and non-solicitation covenants during the term of employment and for a period of 12 months in the case of the non-competition covenant, and 24 months, in the case of non-solicitation covenant, following cessation of employment. If Mr. Soubry's employment is terminated without Cause or he resigns with Good Reason, the continuing payments and benefits provided to him will cease immediately if he breaches his post-employment non-competition or non-solicitation obligations.

The PRSU Plan and the Option Plans set out termination and change of control consequences that are in addition to those described above. The PRSU Plan was amended and adopted by the board on December 18, 2018 to remove the single trigger accelerated vesting of awards in connection with a Change of control and to make other housekeeping changes. In respect of awards granted on or following December 18, 2018, the PRSU Plan now provides that if a participant's employment ceases because of a termination without cause or a resignation for good reason (which is materially similar to "Good Reason" as defined

above, but also includes a material reduction in the participant's compensation (other than as a result of not achieving applicable performance targets) and a fifteen day cure period, in each case within a specified time period following a Change of control (between 12 and 24 months depending on the participant's seniority), then all of the participant's unvested RSUs will accelerate and vest on the participant's termination date and a pro-rata portion of the participant's unvested PSUs will accelerate and vest on the participant's termination date (assuming target performance). The PRSU Plan also now provides that in the event of a Change of control whereby the surviving or successor entity does not assume the outstanding awards under the plan or substitute the outstanding awards for similar awards, NFI will give written notice to all participants advising them that the PRSU Plan will be terminated immediately prior to the Change of control and all unvested RSUs and a pro-rata portion of the unvested PSUs (assuming target performance) will accelerate and vest immediately prior to the termination of the plan and will generally be redeemed at or around such time. If the Change of control is not consummated, the awards which vested will be returned to the participants and reinstated as unvested awards and the original terms applicable to such awards will be reinstated. Additional PRSU Plan terms are described in the "Compensation Discussion and Analysis" section above.

All PSUs and RSUs of Mr. Soubry's are forfeited on termination of employment for Cause or on resignation without Good Reason. If Mr. Soubry's employment is terminated without Cause or he resigns with Good Reason, he is entitled to a prorated portion of PSUs and RSUs based on the number of days in the performance period that elapsed prior to the termination date, and these PSUs and RSUs will continue to vest as if Mr. Soubry had remained employed and, in the case of the PSUs, will be paid out based on actual performance over the whole performance period. In the case of death, a prorated number of PSUs and RSUs vest and are redeemed within 60 days of the date of death. In the case of disability, Mr. Soubry is entitled to a prorated number of PSUs and RSUs, which will continue to vest as if Mr. Soubry had remained employed. In the case of retirement, Mr. Soubry's PSUs and RSUs will continue to vest as if Mr. Soubry had remained employed and, in the case of the PSUs, will be paid out based on actual performance over the whole performance period. The Board has sole discretion to approve whether a resignation shall be treated as retirement. If Mr. Soubry's employment is terminated without cause or he resigns with Good Reason within 24 months of a change in control, he is entitled to redemption of all of his RSUs and a prorated portion of PSUs based on the number of days in the performance period that elapsed prior to the termination date, vesting at target. "Change of control" is defined to include (i) a reorganization, amalgamation, merger or plan of arrangement, other than solely involving NFI and one or more of its affiliates, with respect to which all or substantially all of the persons who were the beneficial owners of the voting securities of NFI immediately prior to such reorganization, amalgamation, merger or plan of arrangement do not, following such reorganization, amalgamation, merger or plan of arrangement, beneficially own, directly or indirectly, more than 50% of the voting securities of the resulting entity on a fully-diluted basis; (ii) a formal takeover bid or tender offer for the voting securities of NFI being completed (other than NFI or one or more of its affiliates) resulting in a change in ownership of more than 50% of the voting securities of NFI; or (iii) the direct or indirect sale or other disposition other than to an affiliate of NFI of either more than 50% of the voting securities of New Flyer Holdings, Inc. ("**NF Holdings**") or all or substantially all of the consolidated assets of NF Holdings. Additional PRSU Plan terms are described in the "Compensation Discussion and Analysis" section above. Option employment cessation terms are explained in Schedule "B" – Description of The Option Plans.

#### **Pipasu Soni, Chris Stoddart, Brian Dewsnap and Paul Davies**

A subsidiary of NFI entered into indefinite term employment agreements with Messrs. Soni, Stoddart, Dewsnap and Davies. These employment agreements provide that upon termination of employment without "Cause" or resignation for "Good Reason", the executive officer is entitled to payment of base salary and continuation of benefits for 12 months and payment of accrued and prorated bonuses. "Cause" and "Good Reason" under each of these employment agreements have the same definitions as described above under the summary of Mr. Soubry's employment terms. Under their respective employment agreements, each of Messrs. Soni, Stoddart, Dewsnap and Davies are bound by non-competition and non-solicitation covenants during the term of employment and for a period of 12 months, in the case of the non-competition covenant, and 12 to 24 months, in the case of the non-solicitation covenant, following cessation of employment. If employment is terminated without Cause or they resign with Good Reason, the continuing payments and

benefits provided will cease immediately if they breach these post-employment non-competition or non-solicitation obligations.

### Summary of Termination Payments

The following table describes the incremental payments and benefits that would be payable to each NEO listed below under their respective employment agreements described above, assuming that such NEO's employment had been terminated on December 31, 2023. In certain of the scenarios below, the amount of the incremental payments payable to the NEO under the STIP and PRSU Plan depends on the achievement of performance targets and are not determinable until the end of the relevant performance period, being the end of fiscal 2023 in respect of the STIP and the end of the performance period that relates to each of the grants issued to the NEO under the PRSU Plan.

Termination Scenario	Base Salary	STIP	PRSU Plan	Share Options
<b>Termination Without Cause or Resignation for Good Reason</b>	100% of base salary for 12 months.	Pro rata entitlement to the STIP determined as at end of fiscal 2023.	Pro rata number of units based on number of days that elapsed in performance period prior to date of termination. Will continue to vest as if employment had continued.	Forfeit unvested Options, have 90 days to exercise vested Options.
<b>Termination for Cause</b>	Unpaid base salary to date of termination.	No entitlement to STIP for fiscal period in which employment terminated.	All units will be forfeited.	Forfeit unvested Options, have 30 days to exercise vested Options.
<b>Resignation without Good Reason</b>	Unpaid base salary to date of termination.	No entitlement to STIP for fiscal period in which employment terminated.	All units will be forfeited.	Forfeit unvested Options, have 30 days to exercise vested Options.
<b>Death</b>	Unpaid base salary to date of death.	Pro rata entitlement to the STIP determined as at end of fiscal 2023.	Pro rata portion of units based on number of days that elapsed in performance period prior to date of death vest immediately. Units are redeemed and paid within 60 days of death.	Forfeit unvested Options, have one year to exercise vested Options.
<b>Disability</b>	Long-term disability = 70% of base salary Canadian executives to a maximum of \$18,000 per month (for Canadian executives) and USD \$16,000 per month (U.S. executives). 75% of base salary for UK executives to a maximum of £29,167 per month (UK executives). Supplemental individual policy for CEO of \$17,000 per month.	Pro rata entitlement to the STIP determined as at end of fiscal 2023.	Pro rata portion of units based on number of days that elapsed in performance period prior to date of termination. Will continue to vest as if employment had continued.	Options continue to vest as scheduled and will be exercisable until the earlier of 3 years after the termination date or the expiry date of the Option.

<b>Termination Scenario</b>	<b>Base Salary</b>	<b>STIP</b>	<b>PRSU Plan</b>	<b>Share Options</b>
<b>Retirement</b>	Unpaid base salary to date of retirement.	Pro rata entitlement to the STIP determined as at end of fiscal year 2023	Continue to vest as scheduled. Board has sole discretion to approve whether a resignation shall be treated as retirement.	All Options continue to vest as scheduled and will be exercisable until the earlier of 3 years after the termination date or the expiry date of the Option. Board has sole discretion to approve whether a resignation shall be treated as retirement.
<b>Termination Without Cause or Resignation for Good Reason and Change of Control</b>	100% of base salary for 12 months.	Pro rata entitlement to the STIP determined as at end of fiscal 2023.	All RSUs will vest and be redeemed and paid within 30 days of termination and a pro-rata portion of the PSUs granted will vest at target and be redeemed within 30 days of termination.	All Options vest immediately prior to termination date and will be exercisable for 90 days after the termination date.
<b>Change of Control and no termination of employment</b>	Base salary paid in accordance with terms set out in employment agreement.	STIP paid in accordance with terms set out in employment agreement and determined as at end of fiscal 2023.	All units granted that are not assumed or substituted will vest upon a change in control.	Options that are not assumed or substituted will vest upon a change of control.

The table below shows the estimated incremental payments or benefits that would be made to the NEOs in the event of different termination events. Amounts have been calculated as if the termination events had occurred on December 31, 2023 and assuming performance at target for the PSUs. All values are reported in Canadian dollars.

Name	Amount Due on Termination						Total (\$)
	Event	Contractual		Long-Term Incentive Plans			
		Base Salary (\$)	STIP (\$)	PSUs (\$) <sup>(1)</sup>	RSUs (\$)	Option Plans <sup>(2) (3)</sup> (\$)	
Paul Soubry	Termination Without Cause or Resignation for Good Reason	894,688	1,459,870	-	423,584	-	2,778,142
	Termination for Cause	-	-	-	-	-	-
	Resignation without Good Reason	-	-	-	-	-	-
	Death	-	1,459,870	-	423,584	-	1,883,454
	Disability	-	1,459,870	-	423,584	-	1,883,454
	Retirement	-	1,459,870	1,286,262	965,522	301,091	4,012,745
	Termination Without Cause or Resignation for Good Reason and Change of Control	894,688	1,459,870	1,286,262	965,522	301,091	4,907,433
	Change of Control and no termination of employment	-	1,459,870	1,286,262	965,522	301,091	4,012,745
Pipasu Soni	Termination Without Cause or Resignation for Good Reason	559,625	633,235	-	130,168	-	1,323,028
	Termination for Cause	-	-	-	-	-	-
	Resignation without Good Reason	-	-	-	-	-	-
	Death	-	633,235	-	130,168	-	763,403
	Disability	-	633,235	-	130,168	-	763,403
	Retirement	-	633,235	395,270	296,707	92,527	1,417,738
	Termination Without Cause or Resignation for Good Reason and Change of Control	559,625	633,235	395,270	296,707	92,527	1,977,363
	Change of Control and no termination of employment	-	633,235	395,270	296,707	92,527	1,417,738
Chris Stoddart	Termination Without Cause or Resignation for Good Reason	439,675	503,766	-	100,158	-	1,043,599
	Termination for Cause	-	-	-	-	-	-
	Resignation without Good Reason	-	-	-	-	-	-
	Death	-	503,766	-	100,158	-	603,924
	Disability	-	503,766	-	100,158	-	603,924
	Retirement	-	503,766	309,030	230,361	72,339	1,115,496
	Termination Without Cause or Resignation for Good Reason and Change of Control	439,675	503,766	309,030	230,361	72,339	1,555,171
	Change of Control and no termination of employment	-	503,766	309,030	230,361	72,339	1,115,496

Name	Amount Due on Termination						Total (\$)
	Event	Contractual		Long-Term Incentive Plans			
		Base Salary (\$)	STIP (\$)	PSUs (\$) <sup>(1)</sup>	RSUs (\$)	Option Plans <sup>(2) (3)</sup> (\$)	
Brian Dewsnp <sup>(4)</sup>	Termination Without Cause or Resignation for Good Reason	493,546	572,913	-	114,533	-	1,180,991
	Termination for Cause	-	-	-	-	-	-
	Resignation without Good Reason	-	-	-	-	-	-
	Death	-	572,913	-	114,533	-	687,445
	Disability	-	572,913	-	114,533	-	687,445
	Retirement	-	572,913	342,704	285,884	60,563	1,262,063
	Termination Without Cause or Resignation for Good Reason and Change of Control	493,546	572,913	342,704	285,884	60,563	1,755,609
	Change of Control and no termination of employment	-	572,913	342,704	285,884	60,563	1,262,063
Paul Davies <sup>(4)</sup>	Termination Without Cause or Resignation for Good Reason	513,002	621,240	-	106,152	-	1,240,395
	Termination for Cause	-	-	-	-	-	-
	Resignation without Good Reason	-	-	-	-	-	-
	Death	-	621,240	-	106,152	-	727,393
	Disability	-	621,240	-	106,152	-	727,393
	Retirement	-	621,240	346,994	252,351	16,519	1,237,103
	Termination Without Cause or Resignation for Good Reason and Change of Control	513,002	621,240	346,994	252,351	16,519	1,750,105
	Change of Control and no termination of employment	-	621,240	346,994	252,351	16,519	1,237,103

<sup>(1)</sup> PSU amounts determined based on vesting percentage at target and the fair value, calculated based on the average trading price of the Common Shares on the TSX for the last five trading days of 2023. Actual vesting percentage is dependent on actual results over the future periods, except in the case of death where the target number of units vest (pro-rated for the period).

<sup>(2)</sup> Option amounts determined based on the difference between the closing price of a Common Share on the TSX on December 28, 2023 and the exercise price of the Option.

<sup>(3)</sup> Option amounts determined represent the value of vested option value at time of termination event.

<sup>(4)</sup> With the exception of Mr. Dewsnp and Mr. Davies, all executives are paid in Canadian dollars. Mr. Dewsnp's compensation has been converted from U.S. dollars to Canadian dollars at the exchange rate of 1.3246 for 2023. Mr. Davies' compensation has been converted from GBP to Canadian dollars at the exchange rate of 1.6882 for 2023.



## CORPORATE GOVERNANCE

### Indebtedness of Directors and Officers of the Company

No amounts are owed to NFI or any of its subsidiaries or to another entity if the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by NFI or any of its subsidiaries, by any Director (including Ms. O'Donovan) or officer of NFI, former Directors or officers of NFI or any associates or affiliates of the foregoing.

### Audit Committee

Information regarding NFI's Audit Committee can be found on pages 53 and 54 of the AIF. A copy of the AIF can be obtained by contacting NFI or can be found at [www.sedarplus.ca](http://www.sedarplus.ca).

### Statement Of Corporate Governance Practices

The Board believes that good corporate governance practices are an important factor in the overall success of the Company. To that end, the Board strives to uphold high standards of corporate governance that reflect applicable legal and regulatory requirements as well as evolving best practices. The Governance Committee regularly assesses NFI's approach to corporate governance and makes recommendations to the Board on emerging best practices and other policy improvements.

#### 1. Board of Directors

- The independent members of the Board, within the meaning of NI 52-110, are Wendy Kei, Larry Edwards, Adam Gray, Krystyna Hoeg, Phyllis Cochran (who is not being nominated for re-election at the Meeting), Paulo Nunes, Jannet Walker-Ford and Katherine Winter.
- The non-independent Directors of NFI are (i) Colin Robertson, who is considered to be non-independent by virtue of his previous position as the CEO of ADL from May 28, 2019 (the date ADL was purchased by NFI) to September 30, 2020 when he transitioned as Vice Chair of NFI, and (ii) Paul Soubry, who is considered to be non-independent by virtue of his position as the President and Chief Executive Officer of NFI since January 19, 2009.
- If Ms. O'Donovan is elected to the Board, she will be considered an independent member of the Board within the meaning of NI 52-110. If Ms. O'Donovan is elected to the Board, eight of the ten members of the Board will be independent of management.
- The Board Chair is Wendy Kei, an independent Director. For the role and responsibilities of the Board Chair, please refer to the Appendix to the Mandate of the Board of Directors in Schedule "D".
- During fiscal 2023, there were 12 meetings of the Board (either in person or by teleconference). All directors attended such meetings, except as follows:
  - Mr. Gray who was absent for two meetings,
  - Ms. Hoeg who was absent for two meetings,
  - Mr. Nunes who was absent for one meeting,
  - Mr. Robertson who was absent for one meeting,
  - Ms. Walker-Ford who was absent for two meetings, and
  - Ms. Winter who was absent for one meeting.

- During fiscal 2023, there were four meetings of the Audit Committee (either in person or by teleconference). All members of the Audit Committee attended such meetings, except for Mr. Gray who was absent for two meetings.
- During fiscal 2023, there were five meetings of the Governance Committee (either in person or by teleconference). All members of the Governance Committee attended such meetings.
- During fiscal 2023, there were two meetings of the Operations and Technology Committee (either in person or by teleconference). All members of the Operations and Technology Committee attended such meetings.
- It is the practice of the Board to hold in-camera sessions without members of management in attendance at each Board and committee meeting. During fiscal 2023, there were seven meetings of the Board, four meetings of the Audit Committee and five meetings of the Governance Committee where independent Directors held meetings without management present. There were no in-camera sessions of the two meetings of the new Operations and Technology Committee. To facilitate open and candid discussion among the Directors, the Board Chair, an independent Director, regularly calls and leads meetings of the Board. In addition, the independent Directors have unfettered access to information regarding NFI's activities and have the ability to engage outside advisors as deemed necessary.

The following table displays the other public company directorships held by each of the Director nominees:










<b>Name</b>	<b>Other Public Company Directorships</b>
<b>Mr. Edwards</b>	-
<b>Mr. Gray</b>	Purple Innovation, Inc. (U.S.)
<b>Ms. Hoeg</b>	Imperial Oil Limited
<b>Ms. Kei</b>	Ontario Power Generation Inc. Centerra Gold Inc.
<b>Mr. Nunes</b>	Marcopolo S.A. (Brazil)
<b>Ms. O'Donovan</b>	-
<b>Mr. Robertson</b>	-
<b>Mr. Soubry</b>	-
<b>Ms. Walker-Ford</b>	-
<b>Ms. Winter</b>	-

## 2. Board Composition

The Governance Committee maintains a matrix that sets out the background, skills and experience of each of the Directors (including Ms. O'Donovan). This information is used to assess the overall strength and diversity of the Board and is presented below.

### Director Skills and Experience Summary

Skills and Experience	Why it matters to NFI
Senior Leadership and People Resources	These qualities equip Board members with the knowledge, experience and insight to effectively oversee the governance and management of the Company's strategy and operations and provide critical insight on motivating and managing people to help drive success of the business.
Public Company Board Service	Public company board experience provides the Board with important perspectives and knowledge in implementing best practices in governance required to navigate the responsibilities and unique challenges of a public company and understanding the Company's legal and regulatory environment.
Accounting, Finance and Risk Management	Our global businesses involve complex financial transactions and financial reporting requirements and expertise and knowledge in complex accounting and financial issues provide valuable insight to the Board's role in the oversight of financial reporting. The Board also plays an important role in the oversight of risk management assessment and practices.
Manufacturing and Operations	We are a global manufacturer of market-leading bus and coach vehicles, aftermarket services and charging infrastructure solutions. Relevant experience in manufacturing and operations, LEAN manufacturing processes and managing complex supply chain issues provides valuable insight and helps the Board oversee the Company's complex global operations.
Public and Private Commercial Vehicle Sector	We manufacture and sell commercial transportation vehicles to both private and public transportation customers. Board members with experience and insight into these unique customer segments provide valuable guidance to our businesses and leadership teams.
Government Relations	Knowledge and experience in government and public policy and public funding mechanisms is important in providing oversight and insight to our businesses which operate in a highly regulated and, in some geographies, government-funded industry.
Sustainability	Sustainability is a core value of our business, and experience in best sustainable/environmental/social practices is instrumental in overseeing the Company in addressing environmental, social, and governance opportunities and challenges in a responsible, thoughtful and forward-thinking manner.
Technology and Innovation	Technologies and new products and services are critical to the success of our businesses and experience in technology, research and development and integration of new technologies into products is an important skillset for assisting the Company in its growth and innovation leadership.
Strategic Process	Board members bringing knowledge and experience in strategic planning processes are important in assisting management in defining, developing and implementing the Company's vision, mission, values and strategy to ensure the long-term success of the Company.

Skills and Experience	Edwards	Gray	Hoeg	Kei	Nunes	O'Donovan	Robertson	Soubry	Walker-Ford	Winter
 Senior Leadership and People Resources	■	■	■	■	■	■	■	■	■	■
 Public Company Board Service	■	■	■	■	■	■	■	■	■	■
 Accounting, Finance and Risk Management	■	■	■	■	■	■	■	■		■
 Manufacturing and Operations	■		■		■		■	■		■
 Public and Private Commercial Vehicle Sector					■		■	■	■	
 Government Relations				■	■			■	■	
 Sustainability			■	■		■			■	
 Technology and Innovation			■			■			■	■
 Strategic Process	■	■	■	■	■	■	■	■	■	■

### **3. Board of Directors Mandate**

The Board mandate is included as Schedule “D” to this Information Circular.

### **4. Charter of Expectations for Directors**

The Board has adopted a Charter of Expectations for Directors which sets out the Company’s expectations regarding personal and professional competencies and criteria for Directors, share ownership requirements (described on page 23 of this Information Circular), meeting attendance, conflict of interest guidelines, changes of circumstance, resignation events and majority voting policy (described below). The Charter is reviewed annually by the Board and a copy is attached as Schedule “E”.

### **5. Majority Voting Policy**

The Board has adopted a policy which provides that, if the total number of shares voted in favor of the election of a Director nominee at a shareholders’ meeting represents less than a majority of the total shares voted for and withheld with respect to that Director, the Director must submit his or her resignation to the Board Chair, to be effective when accepted by the Board. The Governance Committee will consider and make a recommendation to the Board regarding the resignation, and the Board’s decision to accept or reject the resignation will be disclosed to the public within 90 days of receiving the resignation. Absent exceptional circumstances, the Board will accept the director’s resignation. If a resignation is accepted, the Board may appoint a new Director to fill the vacancy. This policy applies only to uncontested elections — that is, elections in which the number of nominees for Director is equal to the number of Directors to be elected.

### **6. Director Term and Age Limits**

The Board believes there should be a balance between having experienced Directors who have served on the Board for an appropriate length of time so as to understand the Company, its business environment and the issues facing the Company and renewing the Board to ensure new insights are considered to reflect and address changing business environments and strategies. In order to assist in achieving this balance, a Director will generally not be nominated for election or re-election at an annual meeting after the earlier of the following occurs: (i) the Director attains the age of 75, and (ii) the Director has served a 15-year term on the Board, provided however, the Board will ultimately rely upon its robust self-assessment process to determine Board renewal needs. Where the Board determines it would be in the best interests of the Company, the Board is entitled to nominate any person for election to the Board, regardless of age or tenure.

Mr. Edwards, Chairperson of NFI’s Governance Committee was due to retire from the Board in May 2024, after serving on the Board for 15 years. However, in March 2024, the Board (without Mr. Edwards participating in the deliberations) unanimously determined that it was in the best interest of NFI to extend his term limit by an additional year. The decision of the Board was driven by a number of factors, including the importance of maintaining continuity of Board representation and leadership (given that Ms. Cochran will be retiring from the Board and as a Chairperson of the Audit Committee at the Meeting), and the need to support and oversee the business as it continues to recover from the impacts of the COVID-19 pandemic. Mr. Edwards has a very important skill set and has been providing and continues to provide outstanding contributions to NFI.

### **7. Position Descriptions**

Position descriptions for the Board Chair and the chairpersons of the Governance Committee and Audit Committee are found in the Appendix of the Board mandate included as Schedule “D” to this Information Circular.

A position description for the CEO has also been adopted by the Directors and is as follows:

## ***Responsibilities of the CEO***

1. Demonstrate leadership values and integrity in all aspects of managing NFI and its subsidiaries in the best interests of its stakeholders.
2. With input from the Board, develop a multi-year strategic plan and an annual business plan.
3. Provide leadership and vision in setting, implementing and achieving NFI's and its subsidiaries' strategic objectives and distribution targets, developing and implementing sound operating and financial plans, designing an effective organizational structure, and determining annual operating budgets and resource levels for NFI and its subsidiaries to meet its short-term and long-term goals and objectives.
4. Identify business opportunities and plan and direct investigations and negotiations pertaining to capital investments, mergers, joint ventures, material acquisitions of businesses or the sale of major assets, and obtain Directors approval of material transactions.
5. Set an operational philosophy that is performance driven and customer focused, while providing leadership to management in support of NFI's commitment to its Code (as defined below).
6. At the discretion of the securityholders of NFI and the Directors, serve on the Board.
7. Communicate in a timely, candid and comprehensive fashion with the Audit Committee, the Governance Committee and the Directors on the progress of NFI towards the achievement of its strategic objectives and business plan.
8. Meet regularly with the Board Chair and other Directors to ensure that Directors are being provided with necessary information and resources to fulfill their responsibilities and statutory obligations.
9. On an ongoing basis, work with the Board Chair to develop schedules and agendas of meetings of the Directors and its committees and verify that all items requiring Directors and/or committee approval are appropriately tabled.
10. Serve as chief spokesperson and liaison for NFI, including effectively managing relations with NFI's external stakeholders, such as securityholders, NFI's employees, customers, suppliers, the investment community, the media, governments and the public generally.
11. Oversee the direction of NFI's tax management and planning.
12. With the CFO and under the supervision of the Audit Committee:
  - establish and maintain NFI's disclosure controls and procedures through appropriate policies and procedures, including NFI's Disclosure and Insider Trading Policy;
  - identify all significant risks to NFI's business and ensure that procedures are established to mitigate the impact of the risks in the best interest of stakeholders;
  - ensure the accuracy, completeness, integrity and appropriate disclosure of NFI's financial statements and other financial information through appropriate policies and procedures; and

- ensure that NFI has complied with all regulatory requirements for NFI's financial information, reporting, disclosure requirements and internal controls over financial reporting.
13. Provide general supervision and management of the day-to-day business affairs of NFI and its subsidiaries within the guidelines established by the Directors, consistent with decisions requiring prior approval of the Directors and the Directors' expectations of management.
  14. With the CFO, direct and monitor the activities and resources of NFI, consistent with the strategic direction, financial limits and operating and financial objectives approved by the Directors.
  15. With the Governance Committee:
    - ensure, through supervision and performance assessment, that NFI and its subsidiaries have an effective senior executive leadership team (the "ELT") and that there exists a plan of succession and development for the CEO, CFO and other members of the ELT;
    - directing the selection and retention of the ELT;
    - develop a compensation and benefit plan for the ELT;
    - develop an effective training and development program for NFI's employees;
    - develop effective processes and metrics to track employment satisfaction of NFI's employees;
    - develop effective guidelines and practices with respect to NFI's employee safety practices; and
    - develop effective processes and metrics to track customer satisfaction.
  16. Provide required regulatory certifications regarding NFI and its activities.
  17. Carry out any other appropriate duties and responsibilities assigned by the Directors.

## **8. Orientation and Continuing Education**

Management, working with the Directors, provides orientation opportunities for new Directors to familiarize them with NFI and its business. All new Directors will now participate in an active orientation operation program soon after the date on which the new Director first joins the Board. The orientation includes:

- a detailed briefing with the Board Chair and with the chairperson of each of the Audit Committee and Governance Committee;
- a detailed briefing on the role of the director in NFI and other matters by NFI's general counsel and external legal counsel, including a briefing on the legal duties and obligations required of a director of a publicly-held company;
- a detailed briefing on NFI and its business by the CEO, CFO and other members of the ELT, as determined by the Board Chair and the CEO from time to time, including a discussion of NFI's key products and operations; and
- a tour of one of NFI's manufacturing facilities.

The orientation program is reviewed regularly by the Governance Committee in connection with new appointments.

All of the Directors, other than Ms. O'Donovan, have attended NFI's corporate headquarters in Winnipeg, Manitoba and many of the Directors have toured the North America production facilities for the transit bus, motor coach and cutaway businesses to obtain an understanding of the operations, maintenance and other factors that are key drivers to NFI's success. Many of the Directors have also visited the aftermarket parts facility in Louisville, Kentucky, ARBOC's facility in Middlebury, Indiana, the parts fabrication business in Shepherdsville, Kentucky and certain of NFI's bus and coach service centers in North America.

Directors have also periodically visited some of NFI's customers in order to gain a better understanding of the customers' businesses and their opinion on NFI's products and how it services the customers.

NFI has a continuing education program for its Directors, for which the Governance Committee is responsible. The program was developed to help Directors maintain or enhance their skills and abilities, and to update their knowledge and understanding of the company and its industry. The key components of the program include:

- *Regular briefings.* Directors are briefed regularly (and at least on a quarterly basis) on strategic issues affecting NFI, and these briefings include reviews of the competitive environment, NFI's performance relative to its peers, and any other developments that could materially affect NFI's business such as the government funding of transit agencies in Canada and the United States. The briefings are conducted by the CEO, CFO and other members of the ELT, as well as external advisors to NFI.
- *Seminars, conferences and other industry events.* Directors are also encouraged to participate in external education seminars at NFI's expense that are relevant to their role on the Board or Board committees. As part of the continuing education program, NFI provides Directors with a list of the principal education activities that are aimed at the transit industry and the role of a director of a public company. Directors are also encouraged to participate in education activities relating to ethical issues for directors generally as well as those ethical issues that may be specific to the transit industry. Directors are encouraged to suggest educational topics of interest in which they would like to enhance their understanding. Five of the ten proposed nominees for Director are also members of the Institute of Corporate Directors and have graduated from the Institute's Directors' Education Program.
- *Presentations by subject matter experts.* External advisors and consultants also make presentations from time to time to the Directors regarding various corporate governance issues and best practices. In 2023, ESG Global Advisors, NFI's ESG consultant, presented an ESG and climate change update, at which all Directors participated.

## **9. Ethical Business Conduct**

The Directors have adopted and subsequently amended a written code of conduct and ethics for NFI (the "**Code**"), which constitutes written standards that are designed to promote integrity and to deter wrongdoing. The Code addresses the following issues:

- conflicts of interest, including transactions and agreements in respect of which a Director or executive officer has a material interest;
- protection and proper use of corporate property and opportunities;
- confidentiality of undisclosed corporate information;
- fair dealing with suppliers, competitors and employees of NFI;

- compliance with laws, rules and regulations; and
- reporting of any illegal, unethical or fraudulent behaviour.

To ensure the Directors exercise independent judgment in considering transactions, agreements or decisions in respect of which a Director or executive officer has a material interest, the Directors follow a practice whereby any such Director must be absent during any Board discussion pertaining thereto and not cast a vote on any such matter.

The Directors are responsible for monitoring compliance with the Code, as well as NFI's Whistleblower Policy. Any person can report complaints or concerns, which may be submitted on an anonymous and confidential basis, arising from infractions of these two policies through an independently operated ethics reporting hotline and website or directly to the chairperson of the Audit Committee.

Management will prepare reports for the Audit Committee, noting any alleged violations of the Code, on a quarterly basis. The Audit Committee will update the Board on a quarterly basis regarding compliance with the Code, and will report any alleged violations to the Board as necessary. The Audit Committee is also notified of any alleged violations of the Code relating to accounting, internal controls or auditing matters. The Governance Committee, in consultation with the Board, reviews the process for administering the Code every year.

The Board believes that providing a procedure for employees and officers to raise concerns about ethical conduct on an anonymous and confidential basis fosters a culture of ethical conduct within NFI and its subsidiaries and affiliates. NFI requires that Directors and officers annually certify they have complied with the Code. To date, NFI has not been required to file a material change report relating to a departure from the Code.

The Code, Anti-Corruption Policy and Whistleblower Policy are posted on NFI's website [www.nfigroup.com](http://www.nfigroup.com) and is also available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## **10. Diversity Policy**

The Board recognizes the importance and benefit of having a board of directors and senior management of the Company comprised of highly talented and experienced individuals who have diverse backgrounds and who reflect the Company's stakeholders, including its customers and employees, and the changing demographics of the communities in which the Company operates. The Board further recognizes the importance of increasing the number of gender diverse individuals and individuals from other equity-deserving groups, including those who identify as racialized, black, people of colour, people with disabilities (including invisible and episodic disabilities) and indigenous peoples serving on boards of directors and in senior management positions. The Board believes such diversity promotes better corporate governance and oversight of the Company's talent management processes.

NFI has adopted a written diversity policy relating to the identification and nomination of (i) gender diverse individuals, and (ii) individuals from other equity-deserving groups, serving on the Board or being appointed as executive officers. The ultimate objective of the policy is to increase diversity on the Board and in senior management positions. The policy has been designed to be complementary to the existing measures the Company has in place to promote Board and management effectiveness, including regular evaluation processes, skills/needs assessments and, in the case of the Board, an evergreen list of candidates, term limits and mandatory retirement. These matters are discussed in more detail in the "Compensation Discussion and Analysis" and "Statement of Corporate Governance Practices" sections of this Information Circular.

The diversity policy (i) expresses the Company's commitment to gender, age, ethnicity and other forms of diversity on the Board and in senior management, and (ii) requires the Governance Committee (and, in the case of executive officer positions, the CEO) to consider and make recommendations to the Board in



respect of potential strategies for identifying and attracting diverse Board and executive officer candidates, such as methods for (a) leveraging industry contacts, and (b) encouraging referrals from internal and external sources. The above strategies will complement the Board's existing recruitment efforts which include maintaining an evergreen list of Board candidates, which includes several highly qualified diverse candidates.

The Governance Committee Charter, in respect of the recruitment of Directors, expresses the Governance Committee's commitment to adhere to the principles set out in the diversity policy. An annual evaluation of the diversity policy is conducted by the chairperson of the Governance Committee and the Board Chair (as described below). These measures are complementary to the Company's existing Board evaluation processes and skills assessments, as discussed in more detail on page 68 of this Information Circular. Annually, the Chairs of the Governance Committee and the Board evaluate the effectiveness of the diversity policy, report back to the Board and recommend any changes to the policy to improve its effectiveness.

The Board considers gender and other diverse representation through the activities of the Governance Committee and the Company in implementing the diversity policy as described above and, as required, by considering the advice of an external search firm, with the ultimate mandate to balance the following objectives: increasing diversity, maintaining flexibility to effectively address succession planning, and ensuring that the Company continues to attract and retain highly qualified individuals to serve on the Board and in senior management roles.

Four of the seven members of the Board in 2023 who are nominees at the Meeting to be elected as Directors for 2024 (excluding the non-independent CEO and Vice Chair) are female, representing 57%. If Ms. O'Donovan is elected to the Board, five of the eight members of the Board (excluding the non-independent CEO and Vice Chair) will be female, representing 63%. NFI has exceeded its target objective that the Board will be comprised of 50% gender diverse individuals (excluding the non-independent CEO and Vice Chair), reinforcing its commitment to gender diversity. Two of the Directors have self-identified as persons of colour, representing 25% of the Board (excluding the non-independent CEO and Vice Chair). The Board has set a goal of 30% of the Board being members of other equity deserving groups (as described above).

The reporting structure of NFI is divided into four separate organizational units consisting of the Bus and Coach Manufacturing, International Business, the Aftermarket Parts Business and the Central Group. Within each unit there are several executive leadership team members who report to the respective business unit President (the executives in the Central Group report directly to the CEO). There are 31 members comprising NFI's executive leadership team, of which five (or 16%) are female. Although changes in organizational headcount due to restructuring, acquisitions, and workforce adjustments may impact year over year numbers, NFI has instituted action-oriented programs focused on training, workforce development, and actions designed to improve diversity, inclusion, and representation.

The Board has also adopted these targets of 50% gender diverse individuals and 30% of individuals from other equity deserving groups in executive officer positions and believes that any candidate for an executive officer position should not be chosen nor excluded solely or largely because of gender or other diversity. The Board's primary selection of an executive officer candidate will be based on the candidate's skills, expertise and background that would complement the existing management team.

## **11. Succession of Directors and Compensation**

The Board has appointed the Governance Committee composed entirely of independent Directors.

The Governance Committee charter establishes the Governance Committee's purpose, responsibilities, member qualifications, appointment and removal, structure and powers and manner of reporting to the Board. In addition, the Governance Committee has the authority to engage and compensate any outside advisor as it considers necessary to permit it to carry out its duties.

The Governance Committee, which is comprised entirely of independent Directors, is responsible for identifying individuals qualified to become new Directors and recommending to the Directors the new Director nominees. As part of its succession planning and review process, the Governance Committee considers the qualities and skills that the Board, as a whole, should have and assesses the competencies and skills of the current Directors. Based on the talent already represented on the Board, the Governance Committee then identifies the specific skills, personal qualities or experiences that a director candidate should possess in light of the opportunities and risks facing NFI.

Potential candidates are screened to ensure that they possess the requisite qualities, including integrity, business judgment and experience, industry, business or professional expertise, independence from management, financial literacy, excellent communications skills and the ability to work well with the Board and management. The Governance Committee considers the existing commitments of a potential candidate to ensure that such candidate will be able to fulfill his or her obligations as a member of the Board.

The Governance Committee maintains a list of potential director candidates for its future consideration and will engage outside advisors to assist in identifying potential candidates, when appropriate. The Governance Committee will also consider recommendations for nominees submitted by NFI's shareholders.

The Governance Committee is also responsible for:

- making recommendations to the Directors with respect to the adoption and amendment of executive incentive compensation plans and equity-based plans;
- approving the compensation of senior executives in light of the compensation paid to senior executives in comparable organizations;
- reviewing and approving the corporate goals and objectives that are relevant to the CEO's compensation and evaluating the CEO's performance in meeting those goals and objectives; and
- reviewing executive compensation disclosure before it is publicly released.

For more information on the process by which the Board and the Governance Committee determine compensation, see the "Compensation Discussion and Analysis" section above.

## **12. Other Board of Directors Committees**

The Board formed the Operations and Technology Committee ("**OT Committee**") in mid-2023. The OT Committee is responsible for providing oversight and guidance to management in operational areas of the business, including organization, business unit and functional structure; monitoring and assessment of key performance, supply and operating metrics; reviewing principal operating methodologies and policies of the businesses (such as LEAN manufacturing) and reviewing NFI's technology roadmap, new product development and technical project management approach, scope and capability. The OT Committee also reviews and recommends to the Board the businesses' requests for material capital expenditures relating to operational and technology projects.

NFI has no board of directors committees other than the Audit Committee, Governance Committee and OT Committee.

## **13. Assessments**

The Board conducts an annual assessment of the effectiveness of the performance and effectiveness of the Board. The results of the evaluation are analyzed and reviewed by members of the Governance

Committee and the Board, who consider whether any changes to the Board's processes, composition or committee structure are appropriate. Additionally, senior management is advised of any suggestions made by Directors for enhancement of processes to support the work of the Board. Assessment of individual board members involves Directors participating in an annual written peer review to assess individual Directors on the Board and attributes that contribute to an effective Board. This consists of both an evaluation of each Director's peers and a self-evaluation which are based on a survey and questionnaire approved by the Board. The written peer evaluation process is complemented with one-on-one discussions between the Board Chair and each Director. In addition, each committee annually evaluates its effectiveness in carrying out the duties specified in its charter. The results are reviewed by the members of each committee who consider whether any changes to its structure or charter may be appropriate.

#### **14. Shareholder Engagement**

The Board recognizes the importance to have regular and constructive engagement directly with NFI's shareholders to allow and encourage shareholders to express their views on governance matters directly to the Board outside of the annual meetings. Shareholders who wish to provide comments to or ask questions of the Directors can do so by sending inquiries via email to: [Chairperson@nfigroup.com](mailto:Chairperson@nfigroup.com).

#### **DIRECTORS' AND OFFICERS' LIABILITY INSURANCE**

NFI has obtained a policy of insurance for Directors and officers of NFI, and for the directors and officers of NFI's subsidiaries. Under the policy, each entity has reimbursement coverage to the extent that it has indemnified directors and officers. The policy includes securities claims coverage, insuring against any legal obligation to pay on account of any securities claims brought against NFI and any of its subsidiaries. The total annual premium for such insurance is approximately CAD\$427,000, no part of which is payable by any Director or officer of NFI or any of NFI's subsidiaries. The initial aggregate limit of liability coverage applicable to the insured directors and officers is CAD\$100 million, with a CAD\$1,000,000 deductible per occurrence. The total limit of liability coverage will be shared among NFI and its subsidiaries and their respective directors and officers so that the limit of liability coverage will not be exclusive to any one of the entities or their respective directors and officers.

The by-laws of NFI and certain of its subsidiaries provide for the indemnification, to the extent permitted by applicable law, of each of their respective directors and officers from and against liability and costs in respect of any action or suit brought against them in connection with the execution of their duties of office.

#### **INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

To the knowledge of the Directors, and except as described elsewhere in this Information Circular (see page 7), as of the date of this Information Circular, no Director (including Ms. O'Donovan) nor officer and no person or company beneficially owning, directly or indirectly, or exercising control or direction over, Common Shares carrying more than 10% of the voting rights attached to the Common Shares, nor any associates or affiliates of the foregoing, had any material interest in any transactions involving the Company since the commencement of the 2023 fiscal year or in any proposed transactions involving the Company which has materially affected or would materially affect the Company or any of its subsidiaries.

#### **ADDITIONAL INFORMATION**

Financial information for the fiscal year ended December 31, 2023, is provided in NFI's financial statements and the associated MD&A. Shareholders who wish to be added to the mailing list for the annual and interim financial statements and MD&A should contact the Corporate Secretary of NFI at 711 Kernaghan Avenue, Winnipeg, Manitoba R2C 3T4. Shareholders may also wish to provide comments to or ask questions of the Directors by sending inquiries via email to: [Chairperson@nfigroup.com](mailto:Chairperson@nfigroup.com).

Copies of NFI's current AIF, together with one copy of any document, or the pertinent pages of any document, incorporated by reference in the current AIF; NFI's most recently filed annual financial statements, together with the accompanying report of the auditor, and any interim financial statements of NFI that have been filed for any period after the end of NFI's most recently completed financial year; and this Information Circular are available to anyone, upon request, from the Corporate Secretary of NFI, and without charge to Shareholders.

The financial statements, MD&A, the AIF and other information relating to NFI are also available at [www.sedarplus.ca](http://www.sedarplus.ca).

**DIRECTORS' APPROVAL**

The contents of this Information Circular and its sending to Shareholders have been approved by the Directors.

**BY ORDER OF THE BOARD OF DIRECTORS**

By: “Wendy Kei”

Wendy Kei  
Chair of the Board of Directors

Toronto, Ontario  
March 15, 2024

## **Schedule “A”**

### **ADVISORY RESOLUTION ON APPROACH TO EXECUTIVE COMPENSATION**

#### **BE IT RESOLVED THAT:**

1. On an advisory basis and not to diminish the role and responsibilities of the board of directors of NFI Group Inc. (“**NFI**”), the shareholders accept the approach to executive compensation disclosed in NFI’s management information circular dated March 15, 2024.

## Schedule “B”

### DESCRIPTION OF THE OPTION PLANS

The Board adopted the 2013 Option Plan on March 21, 2013. The 2013 Option Plan was last amended and restated effective August 5, 2020.

On March 12, 2020, the Board approved the 2020 Option Plan.

The Board amended both the 2013 Option Plan and the 2020 Option Plan on August 5, 2020 to (i) provide flexibility to grant Options to participants in the United Kingdom in compliance with local tax laws, and (ii) include other amendments of a housekeeping nature. None of these amendments required shareholder approval pursuant to the terms of the 2013 Option Plan and the 2020 Option Plan.

The 2020 Option Plan has substantially the same material terms as the 2013 Option Plan, which terms are summarized below.

The full texts of the 2013 Option Plan and the 2020 Option Plan were filed on SEDAR on November 30, 2020 and are available at [www.sedarplus.ca](http://www.sedarplus.ca).

Under the Option Plans, the Board may grant Options to active employees of NFI and its affiliates (“**participants**”), including the NEOs. Non-employee directors are not eligible to be granted Options under the Option Plans.

#### ***Purpose***

The purposes of the Option Plans are to: (i) support the achievement of NFI’s performance objectives; (ii) ensure that interests of key persons are aligned with the success of NFI; and, (iii) provide compensation opportunities to attract, retain, and motivate senior management critical to the long-term success of NFI and its subsidiaries.

#### ***Administration***

Subject to the Governance Committee reporting to the Board on all matters relating to the Option Plans and obtaining approval of the Board for those matters required by the Governance Committee’s mandate, the Option Plans are administered by the Governance Committee, which will: (i) determine which eligible employees will receive Options, the number of Options to be granted and any terms and conditions of the Options; (ii) interpret and administer the Option Plans; (iii) establish the Option exercise price; and, (iv) make any other determinations required for the administration of the Option Plans. Decisions of the Governance Committee are binding on the participants.

#### ***Award of Options***

The Governance Committee may award Options to any eligible employee. The Option Plans permits the grant of incentive share options under the U.S. Internal Revenue Code and non-qualified stock options. The exercise price of an Option may not be less than fair market value which, for these purposes means the closing price of a Common Share on the principal stock exchange on which the Common Shares are traded on the last trading day immediately preceding the applicable day. The vesting terms and expiry of an Option will be determined by the Governance Committee for each applicable grant, provided that Options must expire no later than the eighth anniversary of the date of grant, except that Options which would otherwise expire during, or within 10 business days following a blackout period will expire 10 business days following the end of the blackout period.

#### ***Exercise of Options***

Vested Options may be exercised by the Participant providing a notice of exercise and (i) paying the exercise price in full to NFI; or (ii) without payment either (A) by receiving an amount in cash per Option equal to the cash proceeds realized upon the sale of the Common Shares by a securities dealer in the capital markets, less the applicable exercise price and any applicable withholding taxes, or (B) by receiving the net number of Common Shares remaining after the sale of such number of Common Shares by a

securities dealer in the capital markets as required to realize cash proceeds equal to the applicable exercise price and any applicable withholding taxes, or (C) a combination of (A) and (B). On exercise of a vested Option, NFI will issue to the participant one Common Share for each vested Option elected to be exercised.

***Transfer of Options***

Options are not transferable or assignable other than by will or the laws of descent and distribution.

***Vesting Provisions***

Each Option will vest on the date or dates designed in the grant agreement or such earlier date as is provided for in the Option Plans or is determined by the Governance Committee. If no specific provision is made, options will vest 25% on each of the first through fourth anniversaries of the date of grant.

***Number of Common Shares Available for Issuance and Burn Rate***

The 2013 Option Plan provides for the issuance of 3,600,000 Common Shares, representing approximately 3% of the issued and outstanding Common Shares as at December 31, 2023; provided that Common Shares reserved for issuance pursuant to Options that are terminated or are cancelled without having been exercised will again be available for issuance under the 2013 Option Plan. As at December 31, 2023, there 1,967,462 Options outstanding, representing approximately 1.7% of the issued and outstanding Common Shares as at that date. No new Options may be granted under the 2013 Option Plan after March 21, 2023, the tenth anniversary of the 2013 Option Plan’s effective date.

The 2020 Option Plan provides for the issuance of 3,200,000 Common Shares, representing approximately 2.7% of the issued and outstanding Common Shares as at December 31, 2023; provided that Common Shares reserved for issuance pursuant to Options that are terminated or are cancelled without having been exercised will again be available for issuance under the 2020 Option Plan. As at December 31, 2023, there were 3,149,345 Options available for issuance, representing approximately 2.6% of the issued and outstanding Common Shares as at that date, and 50,655 Options outstanding, representing approximately 0.04% of the issued and outstanding Common Shares as at that date.

The annual burn rate for the Options under the 2013 Option Plan for the last three fiscal years is described in the table below.

<b>Year</b>	<b>Options Issued</b>	<b>Weighted Average Common Shares Outstanding</b>	<b>Burn Rate %</b>
2023	323,793	91,866,613	0.35
2022	313,620	77,144,445	0.41
2021	261,168	70,039,835	0.37

The annual burn rate for the Options under the 2020 Option Plan for the last three fiscal years is described in the table below.

<b>Year</b>	<b>Options Issued</b>	<b>Weighted Average Common Shares Outstanding</b>	<b>Burn Rate %</b>
2023	50,655	91,866,613	0.06
2022	N/A	N/A	N/A
2021	N/A	N/A	N/A



### ***Restrictions on the Award of Options***

The Option Plans provide that: (i) the number of Common Shares reserved for issuance pursuant to Options and other awards under the Option Plans and any other security-based compensation arrangements of NFI to any one person shall not exceed 5% of the issued and outstanding securities of NFI; (ii) the number of Common Shares issued to any insider or that insider's associates under the Option Plans and under any other security-based compensation arrangement of NFI shall not exceed 5% of the issued and outstanding securities of NFI within a 12-month period; and (iii) the aggregate number of Common Shares issued to insiders of NFI within any 12-month period, or issuable to insiders of NFI at any time, under the Option Plans and any other security-based compensation arrangement of NFI, may not exceed 10% of the total number of issued and outstanding Common Shares of NFI at such time.

### ***Cessation of Employment***

If a participant's employment is terminated by the participant's death, the participant's legal representatives will have until the earlier of one year after the date of death and the expiry date of the Option, to exercise Options which are vested on the participant's death and will forfeit all rights to Options which are not vested on the participant's date of death or which are not exercised within the one year period.

If a participant's employment is terminated due to the participant's disability or retirement, the participant's options will continue to vest (and will vest at the same time as if the participant had remained employed for three years after the date of termination) and be exercisable until the earlier of three years after the date of termination due to disability or retirement and the expiry date of the Option and the participant will forfeit all rights to Options which do not vest or which are not exercised within the three-year period.

If a participant's employment is terminated without cause or the participant resigns for good reason (which is defined as the participant's employer substantially diminishing the participant's authority or responsibilities, materially violating the participant's employment agreement or materially reducing a participant's compensation) the participant will have until the earlier of 90 days after the termination date and the expiry date of the Options to exercise Options which are vested on the termination date and will forfeit all rights to Options which are not vested at the participant's termination date or which are not exercised within the 90 day period.

If a participant's employment is terminated without cause or the participant resigns for good reason (as defined above) immediately prior to or within twenty-four months following a Change of Control (as defined under the Option Plans, which includes the acquisition of 50% or more of the Common Shares or a sale of all or substantially all of the assets of NFI) all of the participant's Options will vest immediately prior to the participant's termination date and will be exercisable until the earlier of 90 days after termination of employment and the expiry date of the Option and the participant will forfeit all rights to Options which are not exercised within the 90 day period.

If a participant's employment is terminated for any reason, other than death, disability, retirement, termination without cause or resignation for good reason, the participant will have until the earlier of 30 days after the termination date and the expiry date of the Options to exercise Options which are vested on the termination date and will forfeit all rights to Options which are not vested at the participant's termination date or which are not exercised within the 30 day period.

### ***Amendment, Suspension or Termination of Option Plans***

The Governance Committee may amend, suspend or terminate the Option Plans at any time, subject to any provisions of applicable law that require the approval of shareholders or any governmental or regulatory body. The Governance Committee may make any amendments to the Option Plans without shareholder approval including, for example, housekeeping amendments, amendments to comply with applicable laws and the rules, regulations and policies of the TSX, amendments to reduce or restrict participation in the plans, amendments to the vesting provisions of the plans or any Option, amendments to the termination or early termination provisions of the plans or any Option, or amendments necessary to suspend or terminate the plans, provided that the participant's consent is required to make amendments that are adverse to the participant. Notwithstanding the foregoing, shareholder approval is required for:

- any amendment to increase the number of Common Shares issuable under the Option Plans or change from a fixed maximum number of Common Shares to a fixed maximum percentage;
- any amendment that increases the length of the automatic extension for Options expiring during or shortly after a blackout period;
- any amendment reducing the exercise price of an Option (directly or by the cancellation and reissuance of an Option), except in connection with a stock dividend or split, recapitalization, merger, consolidation or other corporate change;
- any amendment expanding the categories of eligible person which would have the potential of broadening or increasing insider participation or which would permit non-employee directors to participate in the plan;
- any amendment extending the term of an Option or any rights pursuant thereto beyond its original expiry date, other than the extension of options which would otherwise expire during or within 10 business days following a blackout period, to 10 business days following the end of the blackout period;
- the addition of any other provision which results in participants receiving Common Shares while no cash consideration is received by NFI;
- any amendment to add a cashless exercise feature, unless it provides for a full deduction of the number of underlying Common Shares from the applicable plan's reserve;
- amendments which would permit Options to be transferred or assigned other than for normal estate planning purposes; and
- amendments to the amending provision of the Option Plan.

Under the 2020 Option Plan, shareholder approval is also required for any amendment to remove or exceed the insider participation limits set out in the plan.

No new Options may be granted under the 2020 Option Plan after March 12, 2030, the tenth anniversary of the 2020 Option Plan's effective date.

## Schedule “C”

### DESCRIPTION OF RESTRICTED SHARE UNIT PLAN FOR NON-EMPLOYEE DIRECTORS

The Board adopted the Director RSU Plan on March 20, 2014 and it was approved by shareholders on May 8, 2014. The Director RSU Plan was amended and restated effective December 8, 2015, December 18, 2017, March 14, 2019 and September 14, 2020. The Director RSU Plan was most recently amended and restated to accommodate grants of Director RSUs to Participants (as defined below) in the United Kingdom. These amendments did not require shareholder approval pursuant to the terms of the Director RSU Plan. Under the Director RSU Plan, only non-employee Directors of NFI and certain affiliates (“**Eligible Directors**”) may receive Director RSUs or dividend restricted share units (“**Dividend Director RSUs**”). Any current or former Eligible Director to whom a Director RSU or Dividend Director RSU was granted is a participant in the Director RSU Plan (“**Participant**” or “**U.S. Participant**” in the case of a United States citizen or resident alien). Unless otherwise noted below, the term “Participant” includes a “U.S. Participant”.

#### ***Purpose***

The purposes of the Director RSU Plan are to: (i) attract, retain and motivate highly qualified and experienced individuals to act as directors of NFI and certain of its affiliates; and (ii) promote a greater alignment of interests between the Participants and the shareholders of NFI.

#### ***Administration***

Subject to the Governance Committee reporting to the Board on all matters relating to the Director RSU Plan and obtaining approval of the Board for those matters required by the Governance Committee’s mandate, the Director RSU Plan is administered by the Governance Committee, which will: (i) interpret and administer the Director RSU Plan; (ii) establish, amend and rescind any rules and regulations relating to the Director RSU Plan; and (iii) make any other determinations that the Governance Committee deems necessary or desirable for the administration of the Director RSU Plan.

#### ***Award of Director RSUs and Dividend Director RSUs***

A Director RSU is a right to acquire a fully-paid and non-assessable Common Share. Eligible Directors have the right to elect once each calendar year to receive all or a portion of their annual retainer in the form of Director RSUs. Eligible Directors generally must make the election prior to the end of the calendar year preceding the year to which such election is to apply, or in the case of a new Eligible Director, as soon as possible after the Eligible Director’s appointment. Elections are irrevocable for the year in respect of which they are made. The Board, in its sole discretion, may award additional Director RSUs. The annual aggregate value of any discretionary Director RSUs granted to an Eligible Director cannot exceed the lesser of 1% of the issued and outstanding Common Shares and \$150,000.

The number of Director RSUs to be awarded to an Eligible Director is equal to the value of the compensation the Eligible Director elects to receive in the form of Director RSUs, divided by the volume weighted average closing price of a Common Share on the TSX for the 5 trading days prior to the date of the award (the “**Fair Market Value**”), rounded down to the nearest whole Director RSU.

When dividends are paid on Common Shares, further rights to acquire fully-paid and non-assessable Common Shares in the form of Dividend Director RSUs will be automatically awarded to each Participant who holds Director RSUs or Dividend Director RSUs on the record date for such dividends. The number of Dividend Director RSUs to be awarded to an Eligible Director is equal to the aggregate number of Director RSUs and Dividend Director RSUs held by the Participant on the dividend record date multiplied by the amount of dividend paid by NFI on each Common Share, and then divided by the Fair Market Value of the Common Shares on the dividend payment date (rounded down to the nearest whole Dividend Director RSU).

### **Exercise of Director RSUs and Dividend Director RSUs**

A Participant (other than a U.S. Participant) may exercise Director RSUs and Dividend Director RSUs that are credited to his or her account at any time prior to December 15 of the year following the year in which the Participant ceases to be an Eligible Director (“**Exercise Deadline**”). If the Participant fails to provide a notice of exercise prior to the Exercise Deadline, the Participant will be deemed to have provided a notice of exercise specifying the Exercise Deadline as the exercise date. In the event a Participant (other than a U.S. Participant) dies, such Participant’s Director RSUs and Dividend Director RSUs will automatically be exercised as of the date of death.

U.S. Participants must specify the exercise date for their Director RSUs and Dividend Director RSUs in their annual election form. Director RSUs and Dividend Director RSUs will be exercised on the fixed exercise date or, if earlier, the first to occur of the following events, each defined under Section 409(A) of the U.S. Internal Revenue Code of 1986: (i) separation from service; (ii) disability; (iii) death; or (iv) a change in control.

Subject to the prior written consent of NFI, Participants may surrender to NFI such number of vested Director RSUs and Dividend Director RSUs to satisfy applicable withholding taxes upon exercise of their vested units.

### **Vesting Provisions**

Director RSUs and Dividend Director RSUs vest immediately as at each applicable award date.

### **Number of Common Shares Available for Issuance and Burn Rate**

On adoption of the Director RSU Plan in 2014, the maximum number of Common Shares available for issuance was 500,000 Common Shares, representing approximately 0.4% of the issued and outstanding Common Shares as at December 31, 2023. As at December 31, 2023 there were 168,497 Director RSUs available for issuance, representing approximately 0.1% of the issued and outstanding Common Shares as at that date, and 165,113 Director RSUs outstanding, representing approximately 0.1% of the issued and outstanding Common Shares as at that date. Where a Participant elects to surrender his or her vested Director RSUs and Dividend Director RSUs to satisfy applicable withholding taxes upon exercise, the number of Common Shares available for issuance under the Director RSU Plan will be reduced by the number of such surrendered units.

The annual burn rate for the Director RSUs for the last three fiscal years is described in the table below.

<b>Year</b>	<b>Director RSUs Issued</b>	<b>Weighted Average Common Shares Outstanding</b>	<b>Burn Rate %</b>
2023	103,231	91,866,613	0.11
2022	64,947	77,144,445	0.08
2021	37,927	70,039,835	0.05

### **Insider Participation Limits on the Award of Director RSUs and Dividend Director RSUs**

The Director RSU Plan provides that: (i) the number of Common Shares reserved for issuance pursuant to the Director RSU Plan and any other security-based compensation arrangement of NFI to any one person shall not exceed 5% of the issued and outstanding Common Shares; (ii) the number of Common Shares issued to any insider or that insider’s associates under the Director RSU Plan and under any other security-based compensation arrangement of NFI shall not exceed 5% of the issued and outstanding Common Shares within a 12-month period; and (iii) the aggregate number of Common Shares issued to insiders of NFI within any 12-month period, or issuable to insiders of NFI at any time, under the Director RSU Plan and

any other security-based compensation arrangement of NFI, shall not exceed 10% of the total number of issued and outstanding Common Shares at such time.

***General Restrictions and Assignment***

Except as otherwise permitted by the Board, the rights of a Participant under the Director RSU Plan are not capable of being assigned. The rights and obligations under the Director RSU Plan may be assigned by NFI to a successor in the business of NFI.

***Amendment, Suspension or Termination of the Director RSU Plan***

The Board may amend, suspend or terminate the Director RSU Plan, or any portion thereof, at any time, subject to any provisions of applicable law that require the approval of shareholders or any governmental or regulatory body. The Board may make amendments to the Director RSU Plan without shareholder approval including, for example, housekeeping amendments, amendments to comply with tax laws or amendments to reduce or restrict participation in the Director RSU Plan. Notwithstanding the foregoing, shareholder approval is required for:

1. any amendment to increase the number of Common Shares issuable under the Director RSU Plan or a change from a fixed maximum number of Common Shares to a fixed maximum percentage;
2. any amendment extending eligibility to participate in the Director RSU Plan to persons other than Eligible Directors;
3. any amendment extending the term of the Director RSUs and Dividend Director RSUs or any rights pursuant thereto held by an insider beyond the Exercise Deadline;
4. any amendment increasing the insider participation limits;
5. any amendment to increase the annual limit on discretionary Director RSUs;
6. amendments to the amendment provision of the Director RSU Plan; and
7. amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the TSX).

Notwithstanding the termination of the Director RSU Plan, the Board may make any amendments to the Director RSU Plan, or to the Director RSUs or Dividend Director RSUs, it would be entitled to make if the Director RSU Plan were still in effect.

## **Schedule “D”**

### **NFI GROUP INC.**

#### **(the “Corporation”)**

#### **Mandate of the Board of Directors**

The purpose of this document is to summarize the governance and management roles and responsibilities of the Board of Directors of the Corporation (the “Board”). The Board is responsible for the supervision of the management of the Corporation’s business and affairs, directly and through its committees, having regard to the interests of the Corporation’s stakeholders.

#### **1. ROLE**

The role of the Board is to focus on governance and stewardship of the business carried on by the Corporation. The Board will review strategy, assign responsibility for achievement of that strategy, and monitor performance against those objectives. In fulfilling this role, the Board will regularly review the strategic plans developed by management so that they continue to be responsive to the changing business environment in which the Corporation operates.

#### **2. RESPONSIBILITIES**

In fulfilling its role, the Board will:

##### **(a) Define Stakeholder Expectations**

- Satisfy itself that there is effective communication between the Board and the Corporation’s securityholders, other stakeholders and the public.
- Determine, from time to time, the appropriate criteria against which to evaluate performance, and set corporate strategic goals and objectives within this context.

##### **(b) Establish Strategic Goals, Performance Objectives and Operational Policies**

The Board will review and approve broad strategic corporate objectives and establish corporate values against which the performance of the Corporation will be measured. In this regard, the Board will, at least annually:

- Approve long-term strategies.
- Review and approve management of the Corporation’s strategic, capital and operational plans so that they are consistent with long-term goals.
- Approve strategic and operational policies proposed by management and within which management of the Corporation will operate.
- Set targets against which to measure corporate and executive performance of the Corporation.
- Satisfy itself that a portion of executive compensation is linked appropriately to the Corporation’s performance.

- Satisfy itself that a process is in place with respect to the appointment, development, evaluation and succession of senior management of the Corporation.

(c) **Delegate Management Authority to the Chief Executive Officer**

- Ensure that the Board delegates to the Chief Executive Officer of the Corporation (the “CEO”) the authority to manage and supervise the business of the Corporation and decisions regarding the ordinary course of business and operations.
- Determine what, if any, limitations may be required in the exercise of the authority delegated to management.

(d) **Monitor Corporate Performance**

- Identify, understand, assess and monitor the principal risks of all aspects of the businesses in which the Corporation is engaged.
- Monitor performance of the Corporation against both short-term and long-term strategic plans and annual performance targets and monitor compliance with Board policies and the effectiveness of risk management practices.
- Monitor (directly or through any committee) the Corporation’s sustainability program, including the Corporation’s environmental, social and governance (“ESG”) approach, management’s execution against this approach and the material ESG initiatives, impacts, risks and opportunities, and disclosures.
- Monitor compliance by management with internal controls and ensure that management establishes effective management information systems.

(e) **Develop Board Processes**

- Develop procedures relating to the conduct of the Board’s business and the fulfillment of the Board’s responsibilities.
- Develop the Board’s approach to corporate governance through the Corporation’s Human Resources, Compensation and Corporate Governance Committee (the “HR Committee”).
- Create additional committees of the Board and delegate to them appropriate responsibilities.
- Appoint, review and replace, as and when necessary or appropriate, the Chairperson of the Board (“Board Chair”) and a vice-chair to the Board (the “Vice Chair”). The Board shall delegate appropriate responsibilities to the Vice Chair from time to time.

(f) **Discharge Specific Responsibilities**

In fulfilling its role, the Board will be responsible for the consideration and approval of:

- The issuance of securities of the Corporation.
- Establishing the dividend policy for the Corporation and the declaration of dividends.

- Approval of the Corporation's disclosure documents and other policies and governance documents that are required to be approved by the Board, including under applicable legal and regulatory requirements.
- The adoption, amendment or repeal of by-laws of the Corporation.
- The review and approval of material transactions not in the ordinary course of business.

### 3. **QUALIFICATIONS OF DIRECTORS**

The Board is responsible for the composition and organization of the Board, including the number, qualifications and remuneration of directors, diversity considerations, the number of Board meetings, quorum requirements and meeting procedures (in all cases subject to applicable law and the Corporation's constituting documents).

Directors are expected to have the highest personal and professional ethics and values and be committed to advancing the best interests of the Corporation. They are also expected to possess skills and competencies in areas that are relevant to the Corporation's activities and that enhance the ability of the Board to effectively oversee the business and affairs of the Corporation.

A majority of the Board must be independent. Independence shall have the meaning, as the context requires, given to it in National Instrument 52-110 Audit Committees, as may be amended from time to time. The Board Chair is expected to be an independent director but, if the Board Chair is not independent, then there will be an independent lead director who will assume the responsibilities of the Board Chair in applicable circumstances. The Board Chair should act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties.

Each director must have an understanding of the Corporation's principal operational and financial objectives, plans and strategies, financial position and performance as well as the performance of the Corporation relative to its principal competitors. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership. Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to advise the Chairperson of the HR Committee and, if determined appropriate by the Board on the recommendation of the HR Committee, resign from the Board.

### 4. **MAJORITY VOTING POLICY**

At meetings of shareholders at which directors are to be elected, shareholders will vote in favor of, or withhold from voting for, each nominee separately. If, with respect to any particular nominee, the number of votes withheld exceeds the votes cast in favour of the nominee, then for purposes of this policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

An individual elected as a director who is considered under this policy not to have the support or confidence of the shareholders must immediately submit to the Board Chair his or her resignation from the Board. The HR Committee will consider the director's resignation and make a recommendation to the Board as to whether to accept it. A director who has tendered a resignation pursuant to this policy will not attend any part of a meeting of the HR Committee or the Board at which his or her resignation is discussed or a related resolution is voted upon.

Within ninety (90) days of the meeting of shareholders, the Board will make a decision and issue a press release either announcing the resignation of the director or explaining why it has not been



accepted. In determining whether or not to accept the resignation, the Board will take into account the factors considered by the HR Committee and any other factors the Board determines are relevant. Absent exceptional circumstances, the Board will accept the director's resignation. A copy of the press release will be provided to the Toronto Stock Exchange.

Subject to any corporate law restrictions, the Board may: (i) leave the resultant vacancy unfilled until the next annual meeting of shareholders, (ii) fill the vacancy through the appointment of a new director who merits the confidence of the shareholders, or (iii) call a special meeting of shareholders to fill the vacant position.

This majority voting policy does not apply to contested elections in which the number of director nominees for election is greater than the number of director positions on the Board. In contested elections, the directors shall be elected by plurality of the votes cast.

Reference should also be made to the section titled "Resignation Events" in the Corporation's Charter of Expectations for Directors.

## 5. **TERM AND AGE LIMITS**

The Board believes there should be a balance between having experienced directors who have served on the Board for an appropriate length of time so as to understand the Corporation, its business environment and the issues facing the Corporation and renewing the Board to ensure new insights are considered to reflect and address changing business environments and strategies. In order to assist in achieving this balance, a member of the Board will generally not be nominated for election or re-election at an annual meeting after the earlier of the following occurs: (i) the director attains the age of 75, and (ii) the director has served a 15-year term on the Board, provided however, the Board will ultimately rely upon its robust self-assessment process to determine Board renewal needs. Where the Board determines it would be in the best interests of the Corporation, the Board is entitled to nominate any person for election to the Board, regardless of age or tenure.

## 6. **DIVERSITY POLICY**

The Corporation has a Board Diversity Policy, which sets out that the Board shall consist of directors who represent a diversity of talents, experience, functional expertise and personal skills, age, character and qualities and sets out the target objectives regarding Board composition. The Board aspires to achieve parity in gender identification diversity in its composition. Beyond gender, the Corporation aims to achieve a Board composition that is reflective of the Corporation's stakeholders, including its customers and employees and the changing demographics of the communities in which the Corporation operates, including individuals who identify as racialized, black, people of colour, people with sexual orientation diversity, people with disabilities (including invisible and episodic disabilities) and Indigenous people.

## 7. **MEETINGS**

The Board has meetings at least once in each quarter, with additional meetings held when required. Additional meetings may be called by the Board Chair or any two directors on proper notice. The independent directors will hold regularly scheduled in-camera meetings at which members of management and non-independent directors are not in attendance.

The Board Chair is primarily responsible for the agenda. Prior to each Board meeting, the Board Chair will discuss agenda items for the meeting with the CEO and other members of the Board. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by management of the Corporation, or at any Board meeting raise subjects that are not on the agenda for that meeting.

The HR Committee and the Audit Committee generally have meetings quarterly, with additional meetings held when required. Meeting frequency and agendas for the standing committees may change from time to time, however, depending on opportunities or risks faced by the Corporation. The committee chairperson or any two members of a committee may call a committee meeting, request that an item be included on the committee's agenda or raise subjects that are not on the agenda for that meeting. Audit Committee meetings can also be called by the Corporation's auditor or Chief Financial Officer.

Notice of the place, day and time of each Board or committee meeting must be served on each director or committee member sufficiently far in advance of the meeting so as to facilitate the directors' attendance at and preparation for the meeting. Director or committee members may waive notice of any meeting, and attendance at a meeting without objection is deemed to be waiver of notice. The notice needs to state the purpose or purposes for which the meeting is being held.

The Secretary keeps minutes of the proceedings of the Board and each of its committees, and circulates copies of the minutes for review by each Board or committee member, as the case may be, on a timely basis.

(a) **Procedures for Board Meetings**

- Subject to any applicable by-laws, procedures for Board meetings are determined by the Board Chair unless otherwise determined by a resolution of the Board. Subject to any applicable by-laws, the Board Chair presides over the Board meetings and the Vice Chair presides over the Board meetings when the Board Chair is unable to attend.
- Subject to any applicable by-laws, procedures for committee meetings are determined by the committee chairperson unless otherwise determined by a resolution of the committee or the Board.
- A quorum for any Board or committee meeting shall be as required by the constating documents of the Corporation.

8. **DIRECTORS' RESPONSIBILITIES**

(a) **Attendance and Participation**

- Each director is expected to attend all meetings of the Board and any committee of which he or she is a member. A director who is unable to attend a meeting in person may participate by telephone or videoconference. The Board or any committee may also take action from time to time by unanimous written consent.
- In advance of each Board or committee meeting, members will receive the proposed agenda and other materials necessary for the directors' understanding of the matters to be considered. Directors are expected to spend the time needed to review the materials in advance of such meetings and to actively participate in such meetings.

(b) **Service on Other Boards and Audit Committees**

- The Board does not believe that its members should be prohibited from serving on the boards of other companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Board Chair in advance of accepting an invitation to serve on the board of another company and, as a general rule, directors are not allowed to join a board of another company on which two or more other directors of the

Corporation serve. In addition, directors cannot be on the board of a competitor of the Corporation.

- Members of the Audit Committee may not serve on the audit committees of more than two other companies without the prior approval of the Board Chair.

**(b) Access to Independent Advisors**

- The Board and any committee may at any time retain outside financial, legal or other advisors at the expense of the Corporation and have the authority to determine the advisors' fees and other retention terms. Any director may, subject to the approval of the Board Chair, retain an outside advisor at the expense of the Corporation.

**9. EVALUATION OF BOARD, DIRECTORS AND COMMITTEES**

The HR Committee, in consultation with the Board Chair, will ensure that an appropriate system is in place to evaluate and perform an annual evaluation of the effectiveness of the Board as a whole as well as the committees of the Board, to ensure they are fulfilling their respective responsibilities and duties. In connection with these evaluations, each director will be requested to provide his or her assessment of the effectiveness of the Board and each committee as well as the performance of individual directors. These evaluations should take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts.

**10. MANAGEMENT**

**(a) Management's Role**

- The primary responsibility of management of the Corporation is to safeguard the Corporation's assets and to create value for the Corporation. When performance is found to be inadequate, the Board has the responsibility to bring about appropriate change.
- In managing the Corporation, management should also have regard to the interests of the Corporation's other stakeholders, such as the Corporation's employees, customers, suppliers, creditors and the communities in which the Corporation operates.
- Management of the Corporation is under the direction of the CEO. The Board shall take such steps as it deems necessary to satisfy itself as to the integrity of the CEO and senior management of the Corporation and that such individuals create a culture of integrity throughout the Corporation.

**(b) Management's Relationship to the Board**

- Senior management of the Corporation, primarily through the CEO, reports to and is accountable to the Board. The Board is responsible for the selection, appointment, evaluation and, if necessary, termination of the CEO, as well as ensuring that there is appropriate succession planning, including appointing, counseling and monitoring the performance, of senior management.
- Business plans are developed by senior management and reviewed by the Board to ensure consistency with the Corporation's strategic direction. A special meeting of the Board is held each year to review the strategic initiatives and the business plan submitted by senior management of the Corporation.

(c) **Board Access to Business Information and Management**

- Information provided by and access to management is critical to the Board's effectiveness. In addition to the reports presented to the Board at its regular and special meetings, the Board is also kept informed on a timely basis by management of the Corporation with respect to developments and key decisions taken by management in pursuing the Corporation's business plan. Subject to notifying the Board Chair and the CEO in advance, directors should have direct access to senior management of the Corporation. The directors periodically assess the quality, completeness and timeliness of information provided by management to the Board.

(d) **Management Performance Review and Rewards**

- The HR Committee annually reviews the position description of the CEO and establishes objectives against which his or her performance is reviewed, with his or her compensation being assessed against these agreed objectives. Similar reviews and assessments are undertaken for other members of senior management in consultation with the CEO.
- The compensation plans of the Corporation are based on maintaining a direct link between management rewards and the achievement of objectives including risk management, with the ultimate objective of creating long-term, sustainable value for the Corporation.

**11. COMMUNICATION AND DISCLOSURE POLICIES**

The Corporation has adopted a Disclosure and Insider Trading Policy which summarizes its policies and practices regarding disclosure of material information to investors, analysts and the media. The purpose of this policy is to ensure that the Corporation's communications with the investment community are timely, consistent and in compliance with all applicable securities legislation. This Disclosure and Insider Trading Policy is reviewed annually by the Board and will be distributed to employees in accordance with the policy and made available on the Corporation's intranet site.

The Corporation endeavors to keep its securityholders informed of its progress through a comprehensive annual report, annual information form, quarterly interim reports and periodic press releases. It also maintains a website that provides summary information about the Corporation and ready access to its published reports, press releases, statutory filings and supplementary information provided to analysts and investors. Among other opportunities, directors and management interact with the Corporation's securityholders at the annual meeting and are available to respond to questions at that time.

The Corporation also maintains an investor relations program to respond to inquiries in a timely manner. Management meets on a regular basis with investment analysts, financial advisors and interested members of the public to ensure that accurate information is available to investors, including quarterly conference calls and webcasts to discuss the Corporation's financial results. The Corporation also endeavors to ensure that media is kept informed of key developments as they occur, and have an opportunity to meet and discuss these developments with the Corporation's designated spokespersons.

**12. CODE OF BUSINESS CONDUCT AND ETHICS**

The Board expects all directors, officers and employees of the Corporation to conduct themselves in accordance with the highest ethical standards and to adhere to the Corporation's Code of Business Conduct and Ethics. Waivers of the Code of Business Conduct and Ethics will only be granted in exceptional circumstances where the waiver would not be inconsistent with the spirit of the Code of Business Conduct and Ethics and following consultation with legal counsel. Any waiver of the Code of Business Conduct and Ethics for officers or directors may only be made by the Board or the HR Committee and will be publicly

disclosed by the Corporation to the extent required by law, regulation or stock exchange requirement. Employees may seek waivers from the CEO and any such waivers will be promptly reported to the Board.

**13. PROHIBITION ON PERSONAL LOANS**

The Corporation will not, either directly or indirectly, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any director or member of senior management.

**14. ORIENTATION AND CONTINUING EDUCATION OF DIRECTORS**

The Corporation is best served by the Board comprised of individuals who are well versed in modern principles of corporate governance and other subject matters relevant to Board service and who thoroughly comprehend the role and responsibilities of an effective Board in the oversight and supervision of management of the Corporation. The Chairperson of the HR Committee, with the assistance of the CEO, shall develop an orientation and continuing education program for all directors of the Corporation. This program will be articulated in a separate director orientation and continuing education policy that will be reviewed by the HR Committee on an annual basis.

## APPENDIX

### Position Description of Chairperson

The Board Chair is principally responsible for overseeing the operations and affairs of the Board. It is expected that the Board Chair will be independent but, if not, there will be a lead independent director. In fulfilling his or her responsibilities, the Board Chair will:

- (a) provide leadership to foster the effectiveness of the Board;
- (b) ensure there is an effective relationship between the Board and senior management of the Corporation;
- (c) ensure that the appropriate committee structure is in place and assist the Human Resources, Compensation and Corporate Governance Committee (the "HR Committee") in making recommendations for appointments to such committees;
- (d) in consultation with the other members of the Board and the CEO, prepare the agenda for each meeting of the Board;
- (e) ensure that all directors receive the information required for the proper performance of their duties, including information relevant to each meeting of the Board;
- (f) chair Board meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- (g) together with the HR Committee, ensure that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual directors, and make recommendations to the HR Committee for changes when appropriate;
- (h) work with the CEO and other members of senior management to monitor progress on strategic planning, policy implementation and succession planning; and
- (i) provide additional services required by the Board.

## **Position Description of Committee Chairperson**

A committee chairperson is principally responsible for overseeing the operations and affairs of his or her particular committee. In fulfilling his or her responsibilities, the chairperson will:

- (a) provide leadership to foster the effectiveness of the committee;
- (b) ensure there is an effective relationship between the Board and the committee;
- (c) ensure that the appropriate charter is in effect and assist the HR Committee in making recommendations for amendments to the charter;
- (d) in consultation with the other members of the committee and Board, where appropriate, prepare the agenda for each meeting of the committee;
- (e) ensure that all committee members receive the information required for the proper performance of their duties, including information relevant to each meeting of the committee;
- (f) chair committee meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual members and confirming that clarity regarding decision-making is reached and accurately recorded;
- (g) together with the HR Committee, ensure that an appropriate system is in place to evaluate the performance of the committee as a whole, the committee's individual members, and make recommendations to the HR Committee for changes when appropriate; and
- (h) provide additional services required by the Board.

## **Schedule “E”**

### **NFI GROUP INC.**

**(the “Corporation”)**

#### **CHARTER OF EXPECTATIONS FOR DIRECTORS**

The roles, responsibilities, qualifications and procedures of the board of directors of the Corporation (the “Board”) are set out in the Mandate of the Board of Directors of the Corporation (the “Mandate”). This Charter of Expectations for Directors supplements the Mandate by specifying the expectations the Corporation places on its non-management directors in terms of personal and professional criteria, share ownership, meeting attendance, identifying possible conflicts of interest, resignation events and election of directors.

##### **1. PERSONAL AND PROFESSIONAL CRITERIA**

The Corporation uses the following criteria for assisting in the evaluation incumbent directors and potential candidates for election to the Board:

- (a) The director is an individual of the highest personal and business integrity,
- (b) The director brings outstanding and relevant business or other valuable experience, such as:
  - (i) holds or has recently held a position of high-level responsibility;
  - (ii) has experience operating a major public company;
  - (iii) preferably has experience in the transit industry or a related or similar industry;
  - (iv) has a broad exposure to or understanding of the funding environment in which customers of the Corporation operate;
  - (v) possesses a high level of expertise in areas that are important to the Corporation, or
  - (vi) The director has experience serving on the board of directors of a public company,
- (c) The director effectively contributes to the development of the Corporation’s strategic plan and businesses,
- (d) The director effectively contributes to the functioning and decision-making of the Board and its committees,
- (e) The director understands and effectively contributes to the broad range of issues that the Board and its committees must consider,
- (f) The director does not have a conflict of interest relating to the business and affairs of the Corporation or its subsidiaries or affiliates and is free to act in the best interests of the Corporation and its stakeholders, and
- (g) The director is able to devote the time necessary to prepare for and attend all meetings of the Board and its committees and to keep abreast of significant corporate developments.



## 2. **DIVERSITY POLICY**

The Corporation has a Board Diversity Policy, which sets out that the Board shall consist of directors who represent a diversity of talents, experience, functional expertise and personal skills, age, character and qualities and sets out the target objectives regarding Board composition. The Board aspires to achieve parity in gender identification diversity in its composition. Beyond gender, the Corporation aims to achieve a Board composition that is reflective of the Corporation's stakeholders, including its customers and employees and the changing demographics of the communities in which the Corporation operates, including individuals who identify as racialized, black, people of colour, people with sexual orientation diversity, people with disabilities (including invisible and episodic disabilities) and Indigenous people.

## 3. **SHARE OWNERSHIP**

The Corporation believes that directors can better represent investors if they are shareholders themselves. The Corporation expects that directors own a minimum number of common shares of the Corporation having a value equal to the product of five (5) times the director's annual base cash retainer (chair or extra meeting fees, if any, not to be included) (the "Ownership Level").

A director must achieve the Ownership Level within seven years of being appointed to the Board. Any deferred share units granted under the Corporation's deferred share unit plan for non-employee directors or restricted share units granted under the Corporation's restricted share unit plan for non-employee directors that are held by a director shall be included in determining that director's Ownership Level.

## 4. **MEETING ATTENDANCE**

The Corporation expects that directors should make every possible effort to attend in person all regularly scheduled meetings of the Board and of the committees on which they serve. When meetings are scheduled in advance, directors should determine whether they have conflicts and bring these to the attention of the chairperson of the Board (the "Board Chair") or the chairperson of the particular committee and the Secretary of the Corporation. Directors are expected to use best efforts to attend all special meetings of the Board, which are usually called on shorter notice, in person or by telephone.

## 5. **CONFLICTS OF INTEREST**

Directors are expected to identify in advance any conflict of interest regarding a matter coming before the Board or its committees and to refrain from voting on such matters. If a director is uncertain of the nature or extent of a potential conflict, he or she should seek a ruling on the matter in advance with the Board Chair or, at the time of the meeting with the chairman of the meeting.

## 6. **CHANGE OF CIRCUMSTANCES**

Directors are responsible for informing the Board Chair of any change in their personal or professional circumstances that may impact their continued ability to serve the Corporation effectively, or if they have been determined by the Board to be independent, that may impact their continued standing as independent directors. The Human Resources, Compensation and Corporate Governance Committee (the "Governance Committee") will review such changes and consider the appropriateness of a director's continued membership on the Board and its committees.

## 7. **TERM AND AGE LIMITS**

The Board believes there should be a balance between having experienced directors who have served on the Board for an appropriate length of time so as to understand the Corporation, its business environment and the issues facing the Corporation and renewing the Board to ensure new insights are considered to reflect and address changing business environments and strategies. In order to assist in achieving this balance, a member of the Board will generally not be nominated for election or re-election at an annual

meeting after the earlier of the following occurs: (i) the director attains the age of 75, and (ii) the director has served a 15-year term on the Board, provided however, the Board will ultimately rely upon its robust self-assessment process to determine Board renewal needs. Where the Board determines it would be in the best interests of the Corporation, the Board is entitled to nominate any person for election to the Board, regardless of age or tenure.

## 8. RESIGNATION EVENTS

If any of the following events occur, a director agrees to submit his or her resignation from the Board to the Board Chair, to be effective when accepted by the Board:

- (a) the director becomes unable to attend at least 75% of the regularly scheduled meetings of the Board,
- (b) the director becomes involved in a legal dispute, regulatory or similar proceeding that could materially impact his or her ability to serve as a director and negatively impact the reputation of the Corporation,
- (c) the director takes on new responsibilities in business, politics or the community which may conflict with the goals of the Corporation and materially reduce his or her ability to serve as a director,
- (d) there is any other change in the director's personal or professional circumstances that impacts the Corporation or such director's ability to serve the Corporation, or
- (e) in connection with the annual director assessment conducted by the Governance Committee, which includes a peer and self-evaluation and a one-on-one discussion between the Board Chair and each director, and after discussion between the chairperson of the Governance Committee and the Board Chair regarding the results of a director's assessment, the Board Chair requests the director to submit his or her resignation.

The Governance Committee will consider whether to accept the resignation and will make a recommendation to the Board regarding the resignation. If a resignation is accepted, the Board may appoint a new director to fill the vacancy.

## 9. MAJORITY VOTING POLICY

The Board has adopted a policy (included in the Mandate of the Board of Directors) which provides, if the total number of shares voted in favor of the election of a director nominee at a shareholders' meeting represents less than a majority of the total shares voted for and withheld with respect to that director, the director must submit his or her resignation to the Board Chair, to be effective when accepted by the Board. The Governance Committee will consider and make a recommendation to the Board regarding the resignation, and the Board's decision to accept or reject the resignation will be disclosed to the public within 90 days of the shareholders' meeting. Absent exceptional circumstances, the Board will accept the director's resignation. If a resignation is accepted, the Board may appoint a new director to fill the vacancy. This policy applies only to uncontested elections — that is, elections in which the number of nominees for director is equal to the number of directors to be elected.