



NFI GROUP INC.

Annual Information Form

March 16, 2023

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NFI GROUP INC.

General

The information, including any financial information, disclosed in this Annual Information Form is stated as at January 1, 2023 or for the year ended January 1, 2023, as applicable, unless otherwise indicated. Unless otherwise indicated, all dollar amounts are expressed in U.S. dollars and references to “\$”, “US\$” and “U.S. dollars” are to the lawful currency of the United States. References to “C\$” are to the lawful currency of Canada. References in this Annual Information Form to “we”, “us”, “our” or the “Company” refer to NFI Group Inc. (“NFI”) and all of its direct or indirect subsidiaries, including New Flyer Industries Canada ULC (“NFI ULC”), New Flyer of America Inc. (“NFAI”), The Aftermarket Parts Company, LLC (“TAPC”), ARBOC Specialty Vehicles, LLC (“ARBOC”), KMG Fabrication, Inc. (“KMG”), Carfair Composites Inc. and Carfair Composites USA, Inc. (together, “Carfair”), Motor Coach Industries International, Inc. and its affiliated entities engaged in the motor coach and related parts and service businesses (collectively, “MCI”) and NFI International Limited, Alexander Dennis Limited and its affiliated entities engaged in the single and double deck buses and related parts and service businesses (collectively, “ADL”). References to “New Flyer” generally refer collectively to NFI ULC, NFAI, and Carfair. References to “NFI Parts” generally refer to TAPC. References to “NFI” refer to NFI Group Inc. References in this Annual Information Form to “management” are to management of the Company.

Certain statements in this Annual Information Form are “forward-looking statements”, which reflect the expectations of management regarding the Company’s future growth, results of operations, performance and business prospects and opportunities. The words “believes”, “views”, “anticipates”, “plans”, “expects”, “intends”, “projects”, “forecasts”, “estimates”, “guidance”, “targets” and similar expressions are intended to identify forward-looking statements. In addition, forward-looking statements can be identified by statements to the effect that certain actions “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved. These forward-looking statements reflect management’s current expectations regarding future events and operating performance and speak only as of the date of this Annual Information Form. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not or the times at or by which such performance or results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under “Risk Factors”. Although the forward-looking statements contained in this Annual Information Form are based upon what management believes to be reasonable assumptions, investors cannot be assured that actual results will be consistent with these forward-looking statements, and the differences may be material. These forward-looking statements are made as of the date of this Annual Information Form and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by applicable securities law.

Buses manufactured by New Flyer and ADL’s single and double deck buses are classified as “transit buses”. ARBOC manufactures body on-chassis or “cutaway” and “medium-duty” buses that service transit, paratransit, and shuttle applications. Collectively, transit buses, medium-duty buses and cutaways, are referred to as “buses”. A “motor coach” or “coach” is a 35-foot to 45-foot over-the-highway bus typically used for intercity transportation and travel over longer distances than heavy-duty transit buses, but is typically characterized by (i) high deck floor, (ii) baggage compartment under the floor, (iii) high-backed seats with a coach-style interior (often including a lavatory and underfloor baggage compartments), and (iv) no room for standing passengers.

All of the data presented in this Annual Information Form with respect to market share, the number of transit buses, medium-duty buses, low-floor cutaway buses and motor coaches delivered and in service is measured in, or based on, “equivalent units”. One equivalent unit (or EU) represents one production slot, being one 30-foot, 35-foot, 40-foot or 45-foot heavy-duty transit bus, one double deck bus, one medium-duty bus, one low-floor cutaway bus or one motor coach. One articulated transit bus represents two equivalent units. An articulated transit bus is an extra-long bus (approximately 60-feet in length), composed

of two passenger compartments connected by a joint mechanism. The joint mechanism allows the vehicle to bend when the bus turns a corner yet have a continuous interior.

As used herein, “North America” refers to Canada and the United States (or “U.S.”) and the “UK” refers to England, Scotland, Wales and Northern Ireland.

Throughout this Annual Information Form all references to “IFRS” are to International Financial Reporting Standards.

Use of Market and Industry Data

This Annual Information Form includes market and industry data that has been obtained from third-party sources, including industry publications, industry associations and customers, as well as industry data prepared by management on the basis of its knowledge of and experience in the industry in which the Company operates (including management’s estimates and assumptions relating to the industry based on that knowledge). Management’s knowledge of the industry has been developed through its experience and lengthy participation in the industry. Management believes that its industry data is accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness of this data. Third-party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. Although management believes it to be reliable, neither the Company, nor management have independently verified any of the data from third-party sources referred to in this Annual Information Form or ascertained the underlying economic assumptions relied upon by such sources.

BUSINESS OF THE COMPANY

NFI, together with its subsidiaries, is a leader in zero-emission electric mobility. NFI is a solutions provider with an offering that includes zero-emission vehicles, charging infrastructure installation, telematics, vehicle financing and full parts and service aftermarket support. This approach best positions the Company to serve customers and drive growth as the Company’s core markets transition to electric vehicles. NFI saw growth in demand for zero-emission vehicles in 2022 and it expects that there will continue to be growing adoption of zero-emission vehicles over the next 10 to 15 years as operators in North America, the UK, Europe and Asia Pacific markets transition their fleets to zero-emission vehicles. Management believes that, based on 2022 product sales measured in EUs, the Company is the market leader in the following areas:

- United States and Canada zero-emission buses (“ZEBs”);
- UK ZEBs;
- United States and Canadian heavy-duty transit bus deliveries (New Flyer);
- United States and Canadian deliveries of low-floor cutaway buses (ARBOC);
- United States and Canadian deliveries of motor coaches (MCI); and
- UK’s single deck body market and global double deck body market (ADL).

From its production facilities in Canada, the United States and the UK, the Company has the broadest and most advanced product offering in the North American bus and motor coach markets, plus the leading offering in the UK and Hong Kong, with a growing presence in New Zealand, Singapore, Australia, Ireland and Western Europe. NFI’s broad offering includes battery-electric buses and coaches, hydrogen fuel cell-electric buses and electric trolleys. Management anticipates that, based on the Company’s leadership

position in core markets, broad product offering, historic experience and deep customer relationships, it is well positioned to capitalize on the long-term transition to ZEBs in both core and new markets.

New Flyer designs and manufactures a variety of transit buses from 35-feet to 60-feet in length with diverse propulsion systems, including clean diesel, diesel-electric hybrid, compressed natural gas (“CNG”), battery-electric, electric trolley and hydrogen fuel cell-electric. ADL designs and manufactures lightweight single and double deck buses from 25-feet to 45-feet in length with a range of low- and zero-emission propulsions, including clean diesel, diesel-electric hybrid, biogas, battery-electric, and hydrogen fuel cell-electric. ARBOC designs and manufactures a variety of low-floor cutaway and medium-duty buses from 20-feet to 35-feet in length with diesel, natural gas and battery-electric propulsion systems. MCI designs and manufactures a variety of motor coaches, primarily in 35-foot, 40-foot and 45-foot lengths, with clean diesel and battery-electric propulsion systems. Under ADL’s Plaxton brand, the Company designs and manufactures a full range of motor coaches for the UK, Irish and international markets. In addition to its engineering, manufacturing and field service capabilities, the Company maintains the industry’s leading aftermarket parts organizations, which are responsible for supporting an extensive range of post-sale activities, including parts distribution, support documentation and training.

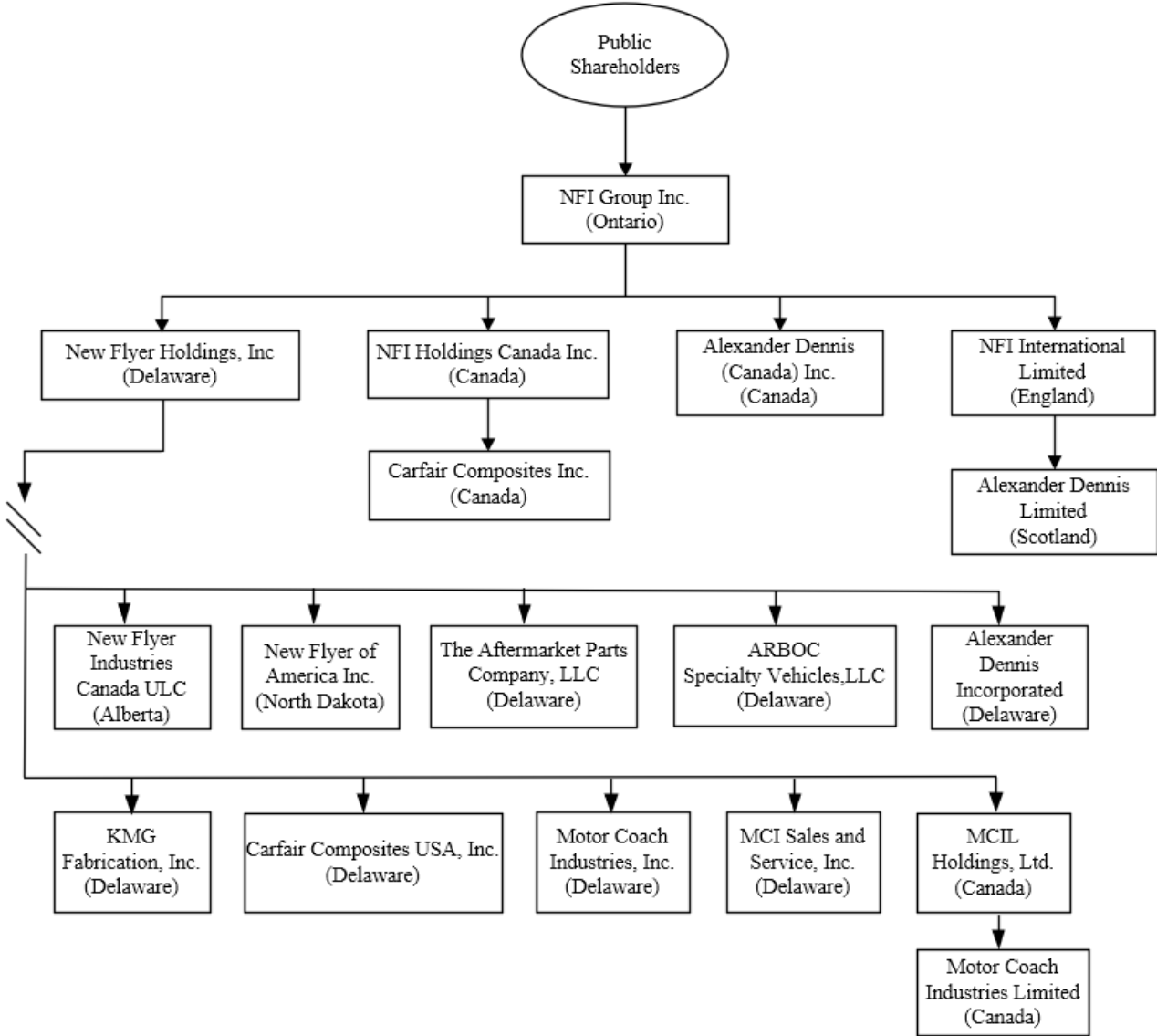
NFI’s 2022 financial results were significantly impacted by global supply chain challenges, primarily stemming from impacts of the COVID-19 pandemic, and the impact of heightened inflation and surcharges and rapid foreign exchange movements on legacy contracts. For fiscal 2022, the Company generated revenue of approximately \$2.1 billion.

The common shares of NFI (the “Shares”) and the 5.0% unsecured convertible debentures of NFI (the “Debentures”) are listed and posted for trading on the Toronto Stock Exchange (the “TSX”) under the symbols “NFI” and “NFI.DB”, respectively.

CORPORATE STRUCTURE

NFI is a corporation established under the *Business Corporations Act* (Ontario) on June 16, 2005. The registered office of NFI is located at Suite 3000, 79 Wellington Street West, Toronto, Ontario, M5K 1N2.

The chart below shows NFI and its principal subsidiaries, all of which are wholly-owned. The principal operating subsidiaries of the Company are: NFI ULC, NFAI, MCI, ADL, ARBOC and TAPC.



GENERAL DEVELOPMENT OF THE BUSINESS

Recent Developments

Fiscal 2020

On January 20, 2020, the Company announced that it was expanding its partnership with the Transportation Diversity Council (“TDC”), a nonprofit organization providing world class education and development programs that promote diversity in the transportation and construction industries, to announce the release of a national Community Benefits Framework (“CBF”). The objective of the national CBF is to build upon New Flyer’s existing workforce diversity and workforce development model, and to administer local agreements with transit agencies, community partners, and local agencies, all focused on unique community needs.

In March 2020, in response to the impacts of the COVID-19 pandemic, the Company idled nearly all of its bus and coach production facilities to help ensure the safety of its employees, customers, and suppliers. In April, it amended its \$1.25 billion unsecured revolving senior credit facility (the “Credit Facility”), providing covenant relief, and simultaneously entered into a new \$250 million unsecured, one-year facility (the “Sidecar”). The Company’s banking partners waived compliance with the total leverage ratio and interest coverage ratio covenants under the Credit Facility and the Sidecar for the fiscal periods up to September 28, 2020. As of that date, compliance with relaxed covenants resumed for the term of the facilities. On May 4, 2020, the Company entered into a new £50 million unsecured, revolving credit facility (the “UK Facility”) to support ADL’s UK operations. The terms and covenants of the UK Facility are similar to the Company’s existing credit facilities, with some specific modifications for local UK laws and regulations.

On June 16, 2020, the Company announced that Mr. Colin Robertson would be stepping down as CEO of ADL at the end of September 2020 and would be joining the board of directors of NFI (the “Board”), to serve in the role as Vice Chairperson. It was announced that Mr. Robertson would be succeeded by Mr. Paul Davies as ADL’s new President and Managing Director.

On June 22, 2020, the Company announced it was named as a partner of choice by 12 major U.S. transit agencies across America for their successful project awards through the U.S. Federal Transit Administration (“FTA”) Low or No Emission (“Low-No”) Grant Program. The 2020 Low-No program selections resulted in New Flyer’s best ever showing as an electric bus manufacturing partner of choice.

On June 22, 2020, the Company announced that it will deploy North America’s first automated heavy-duty transit bus with the Connecticut Department of Transportation (“CTDOT”). The automated driving demonstration project will include the deployment of three 40-foot battery-electric, Xcelsior CHARGE™ heavy-duty transit buses. The zero-emission deployment supports CTDOT’s demonstration project, funded by the FTA’s Integrated Mobility Innovation (“IMI”) initiative, which supports projects demonstrating innovative and effective practices to enhance public transportation effectiveness, efficiency, quality, safety and transit rider experience. This marked the first time an automated heavy-duty transit bus would be deployed in revenue service in North America. The project team is led by the CTDOT and consists of New Flyer, New Flyer’s technology partner Robotic Research, LLC (“Robotic Research”), and the Center for Transportation and Environment, a nonprofit with extensive experience supporting FTA projects.

On July 13, 2020, ADL and BYD Europe jointly announced that their electric vehicle (“EV”) partnership, the UK’s leading electric bus producer, has supplied the first of 29 BYD ADL Enviro400EV double deck buses to National Express West Midlands, where they are charged entirely by renewable energy and utilize a stationery battery system to balance the load on the electricity grid.

On July 27, 2020, the Company announced “NFI Forward”, a transformational initiative expected to generate more than \$75 million in annualized cost savings. The target in annualized cost savings is expected to come primarily from the combination of the MCI and New Flyer business units and facility rationalization. NFI Forward is expected to achieve these targeted savings from the following projects: (a) optimize capacity and consolidate operations (combine the New Flyer and MCI business units into one North American bus and coach business, integrate and standardize all NFI part fabrication capabilities (including Carfair and KMG) and consolidate NFI Parts and the North American parts business of ADL into one aftermarket parts company, allowing for the reduction of certain warehouse and stocking locations and providing enhanced opportunity for freight savings); (b) rationalize facilities (restructure at ADL’s UK manufacturing sites to become leaner and more efficient, with a corresponding expected overhead and headcount reduction across the wider ADL business, and launch a dedicated team to assess the capacity and costs of all NFI’s North America facilities with a plan to commence rationalizing certain facilities starting in 2021); and (c) drive operational excellence (streamline administrative and back-office functions into an integrated shared services model and formalize a Company-wide strategic sourcing program to leverage purchasing scale and optimize product designs across vehicle models and supply chains).

On August 24, 2020, NFI Parts announced it had partnered with Eagle Disinfection Group, global distributor of Puradigm, LLC, to be the exclusive distributor of the Puradigm FLOW 100 system in the bus and motor coach market. The FLOW 100 is a Buy America Compliant Proactive Air and Surface Purification (“PASP”) system. It uses proprietary technology to create advanced purification by producing High Energy Clusters that are distributed throughout the interior of the vehicle safely sanitizing both air and surfaces, leaving behind no harmful residue. Puradigm had announced successful testing at the University of Florida showing its technology deactivates SARS-CoV-2, the virus that causes COVID-19.

On September 25, 2020, ADL welcomed the Scottish Government’s announcement of the award of £7.4 million in funding to bus operators through the first round of the Scottish Ultra-Low Emission Bus Scheme. Funding was awarded following a competitive bidding process. Three of the winning proposals were made with ADL as the intended supplier, and ADL will now work with successful bidders to finalize contracts for 35 ZEBs.

On September 28, 2020, NFAI announced the launch of its Anniston Workforce Development Program (“AWDP”), a local program coming to life under the CBF. The AWDP includes the execution of a workforce development program, including training and development, skill gap assessments, wage and benefit commitments, fulfillment of diversity and hiring objectives, and pre-apprenticeship and apprenticeship programs; the launch of an employee engagement committee; the execution of partnerships and alliances with community-based organizations; and the continued procurement commitment to Disadvantaged Business Enterprises and others. As a result of the AWDP, New Flyer has strengthened its local community outreach and recruitment capacity, committing to the placement of groups of people not traditionally employed in the manufacturing industry, including those considered underrepresented, underserved, and/or disadvantaged.

On October 21, 2020, ADL announced that the first two Enviro500 buses had been unveiled by Berliner Verkehrsbetriebe (“BVG”), ahead of a new fleet of double deck buses for the transport operator of Berlin, Germany. The first two ADL double deck buses for BVG are part of a framework contract signed in 2018 for up to 430 Enviro500 buses. In addition to the two buses delivered, an order was placed for 198 units following the successful completion of a testing program with the initial pair of vehicles.

On December 23, 2020, NFI announced certain amendments to the Credit Facility and the UK Facility, including the following:

- The amended facilities provide the Company with relaxed covenants as it recovers from the impacts of the COVID-19 pandemic.

- In addition to amending the Credit Facility and the UK Facility, NFI terminated the Sidecar. The Sidecar was intended to provide additional liquidity, if required, which the Company believed it no longer required.

Fiscal 2021

On January 11, 2021, NFI held its virtual Investor Day 2021, where NFI's senior leadership team and Board provided detailed presentations regarding NFI's business and strategy, with a focus on NFI's vision to drive the increased adoption of ZEBs, what NFI is calling the **ZE**volution™. The event also featured an informative discussion by a panel made up of mobility experts from Canada, the United States, and the United Kingdom.

On January 29, 2021, New Flyer unveiled the Xcelsior AV™ – North America's first automated transit bus, following New Flyer's launch of its Automated Technology Program first announced in May 2019, and the subsequent announcement of partnership with artificial intelligence and automation leader Robotic Research also announced in May 2019. New Flyer and Robotic Research developed the Xcelsior AV™ – North America's first fully operational heavy-duty automated transit bus – to harness the zero-emission power of New Flyer's Xcelsior CHARGE™ battery-electric propulsion while integrating advanced driver-assistance systems ("ADAS") technology to meet Society of Automotive Engineers ("SAE") Standard J3016 Level 4 technology with the automated vehicle.

On March 1, 2021, NFI completed a bought deal offering of 8,446,000 Shares at a price of C\$29.60 per Share, for gross proceeds to NFI of approximately C\$250 million. NFI used the net proceeds of the offering to reduce the outstanding balances under the credit facilities.

On March 15, 2021, NFI unveiled its next generation battery-electric Xcelsior CHARGE NG™ heavy-duty transit bus, built on the proven Xcelsior® platform. Having surpassed 4.5 million service miles with its battery-electric Xcelsior CHARGE™ and fuel cell-electric Xcelsior CHARGE H2™ buses, New Flyer applied the best of zero-emission design, performance, research, and ingenuity to develop its newest electric bus. The Xcelsior CHARGE NG™ incorporates three distinct technology advancements to deliver a high-performance bus, including next generation high energy batteries that extend range up to 13%, advanced protective battery packaging designed for easy install and simpler serviceability, and a new lightweight electric traction drive system with up to 90% energy recovery. It includes a streamlined design that reduces maintenance, increases energy density, and improves energy recovery while significantly reducing weight – offering a lighter, more energy efficient, and longer-range electric bus.

On March 22, 2021, ADL welcomed the Scottish Government's announcement of £40.5 million of additional funding for bus operators through a second round of the Scottish Ultra Low Emission Bus Scheme.

On March 22, 2021, NFI formally issued a human rights statement recognizing the Company's commitment to respecting the human rights and dignity of individuals within its operations, supply chain, and communities in which it does business, and to promoting and protecting the human rights of its team and communities.

On April 21, 2021, NFI announced that ADL would build two electric buses in New Zealand, as NFI continues to expand its international presence in zero-emission electric mobility. This new order built on NFI's growing EV presence in New Zealand, where the Company had previously delivered 16 battery-electric buses. The three-axle single-deck buses were assembled locally in New Zealand by ADL's partner Kiwi Bus Builders.

On April 22, 2021, NFI announced that NFI Infrastructure Solutions™ had installed more than 200 EV chargers.

In May 2021, MCI unveiled its new zero-emission, battery-electric J4500 CHARGE™ coach. The J4500 CHARGE™ – a zero-emission version of the industry’s best-selling J series tour and charter luxury coaches – leverages EV technology from New Flyer and delivers over 200 miles of range, while also delivering enhanced safety features. MCI also unveiled its new zero-emission commuter coach, the D45 CRT LE CHARGE™, and launched its new D series of coaches. Leveraging high-torque electric drive systems for operation at highway speeds and plug-in battery charging to 100 percent in less than three hours, the battery-electric D45 CRT LE CHARGE™ builds on MCI’s legacy of reliable mobility and harnesses three major innovations. It exhibits design advancements of the next generation D series, introduces MCI’s innovative low entry vestibule, and integrates proven CHARGE technology propulsion from New Flyer.

In June 2021, NFI unveiled its first zero-emission, three-axle double deck bus. The Enviro500EV CHARGE, manufactured by ADL, is the North American all-electric version of the world’s best-selling double deck bus. The Enviro500EV CHARGE forms part of NFI’s industry leading range of zero-emission buses and coaches.

On July 19, 2021, BYD UK and ADL EV partnership signed a framework agreement with the National Transport Authority of Ireland (NTA) for the delivery of up to 200 BYD ADL Enviro200EV zero-emission battery-electric buses. The agreement has started with an initial firm order for 45 buses, with delivery commencing in 2022. The single supplier framework agreement with the NTA will run for up to five years and covers the delivery of single deck long length battery-electric buses. The BYD ADL partnership, represented by ADL as primary contractor, was selected in a comprehensive and rigorous procurement process in which the company provided the strongest offer. It is the BYD ADL partnership’s first contract in Ireland.

In July 2021, ADL entered into a supply agreement to provide a range of ZEBs to the Australian market. Under the agreement, Nexport (“Nexport”), an Australian owned supplier and producer of electric buses, will assemble bodies from the ADL Enviro family on a BYD chassis for the local Australian transit market. Nexport will also lead the customer sales and service relationship. The supply agreement will bring a range of new locally-assembled electric bus products that are currently not available to local bus operators in Australia.

On July 30, 2021, the Company announced it was named as a partner of choice by 9 major transit agencies across the United States for their successful project awards totaling over \$40 million in grants through the FTA 2021 Low or No Emission Grant Program.

On August 12, 2021, NFAI announced an agreement with Robotic Research to increase the deployment of ADAS in transit agency fleets across North America. The agreement expands the partnership originally announced in 2019 and builds on the unveiling of North America’s first automated transit bus, the Xcelsior AV™, to pursue integration of Robotic Research’s AutoDrive® technology into new and existing public transit vehicles. The technology, which will incorporate SAE Standard J3016 capabilities up to Level 4, will add ADAS features to help prevent pedestrian and cyclist collisions.

On November 1, 2021, the Company announced that its EVs had collectively travelled more than 50 million zero-emission miles.

On November 2, 2021, the Company announced that dignitaries from around the world, including UK Prime Minister Boris Johnson and United Nations (“UN”) Secretary-General António Guterres, were transported in BYD ADL Enviro400EV electric double deck buses during the 26th UN Climate Change Conference of the Parties (COP26) in Glasgow, Scotland.

In November 2021, NFI attended the APTA TRANSform Conference and EXPO with a 100% zero-emission EV lineup, each equipped with the innovative, proven, and highly effective Clean and Protect PASP air purification technology from NFI Parts.

On December 2, 2021, NFI completed a bought deal offering of 6,110,000 Shares at a price of C\$24.55 per share and C\$300 million aggregate principal amount of convertible senior unsecured debentures (the “Debentures”). The Debentures have a coupon of 5.0% per annum, and a conversion price of C\$33.15 per Share, subject to adjustments in certain circumstances. The Debentures will mature on January 15, 2027. On December 14, 2021, NFI issued an additional C\$38,000,000 aggregate principal amount of Debentures pursuant to the partial exercise of the over-allotment option granted by NFI to the syndicate of underwriters of the bought deal financing. The gross proceeds from the offering, including the proceeds from the exercise of the Debenture over-allotment option, were approximately C\$488 million. Concurrent with the bought-deal financing, on December 2, 2021, the Company amended its senior credit facilities to, among other things, provide flexibility with respect to key financial covenants (total leverage ratio and interest coverage ratio) for fiscal 2022 and 2023. The net proceeds of the offering were used to reduce the outstanding balances under NFI’s senior credit facilities.

Fiscal 2022 and Year-to-date

On May 5, 2022, at NFI’s annual general meeting of the shareholders, John Marinucci retired from the Board and Wendy Kei was elected as a new director of the Board.

On May 19, 2022, the Company announced an update regarding “NFI Forward 2.0”, a series of new projects that are part of the Company’s business optimization and cost reduction initiatives, including the anticipated closure of the Motor Coach Industries (“MCI”) coach manufacturing facility in Pembina, North Dakota.

On July 29, 2022, NFI announced certain amendments to the Credit Facility and the UK Facility to provide the Company with relaxed covenants as it navigates supply chain disruptions, heightened inflation, and other impacts of the COVID19 pandemic.

On August 24, 2022, ADL announced that it was expanding its zero-emission bus portfolio with the addition of new electric bus products fully designed and integrated in-house using its own expertise. Available for customer delivery starting in late 2023, the new small medium-duty bus and new electric double deck bus will complement the highly successful products of the BYD ADL partnership, which will continue to be sold and supported.

On September 8, 2022, New Flyer unveiled its next generation, zero-emission hydrogen fuel cell-electric Xcelsior CHARGE FC™ heavy-duty transit bus. The Xcelsior CHARGE FC™ uses environmentally friendly hydrogen and fuel-cell technology to create electricity and to charge batteries for zero-emission extended-range, saving 85-175 tons of greenhouse gas per year from tailpipe emissions compared to a traditional diesel bus. With a range of over 370 miles, the bus can be refueled in 6-20 minutes depending on the model and operating conditions and requires no overnight plug-in electrical re-charging.

On September 28, 2022, MCI unveiled its new zero-emission, battery-electric high-floor commuter coach – the D45 CRT CHARGE™. The D45 CRT CHARGE™ - a zero-emission version of the best-selling D45 Commuter Rapid Transit (“CRT”) series public transit coach - integrates proven CHARGE propulsion from New Flyer, including regenerative braking, and features design advancements of MCI’s next generation D45 CRT commuter transit coaches, including enhanced reliability, efficiency, and high performance.

On November 1, 2022, ADL unveiled the first two vehicles as part of its next generation zero-emission bus portfolio with the Enviro400EV and the Enviro100EV at the UK's largest trade show Euro Bus Expo in Birmingham, England. Along with a next-generation electric driveline and the new ADL battery system, the new battery-electric buses introduce a striking design language that enhances their curb appeal and makes a bold statement of investment in cleaner transport.

On November 3, 2022, NFI announced that it was named partner of choice by a total of 15 major transit agencies across the United States for its successful project awards from the FTA 2022 Low-No and Buses and Bus Facilities Grant Programs. New Flyer supported the successful applications for almost \$200 million in grants awarded to 15 U.S. public transit agencies and was the named partner for two individual agency awards of over \$25 million each.

On December 23, 2022, NFI announced proposed amendments to its credit facilities, including relief from existing covenants, and the receipt of non-binding commitments for a financial support package of approximately \$187 million from the Government of Manitoba and Export Development Canada ("EDC"), a Canadian federal financial Crown corporation. On December 29, 2022, NFI completed the amendments to the Credit Facility and the UK Facility.

On January 20, 2023, NFI announced that it finalized agreements for the previously announced financial support package of approximately \$187 million with the Manitoba Development Corporation ("MDC"), an entity that provides financial services and financial instruments on behalf of the Province of Manitoba, and EDC. The financial support package includes (i) a C\$50 million (approximately US\$37 million) debt facility from MDC to support investments in working capital and general corporate purposes (the "Manitoba Facility"), and (ii) a \$50 million debt facility to support supply chain financing (the "EDC Facility") and an up to \$100 million surety reinsurance support arrangement for NFI's surety and performance bonding requirements for new contracts (the "EDC Bonding Support"), both provided by EDC.

DESCRIPTION OF THE BUSINESS

NFI is a leading independent global bus manufacturer providing a comprehensive suite of mass transportation solutions in nine countries under the brands: New Flyer® (heavy-duty transit buses), ADL (single and double-deck buses), Plaxton (motor coaches), MCI® (motor coaches), ARBOC® (low-floor cutaway and medium-duty buses), and NFI Parts™. NFI vehicles incorporate the widest range of drive systems available including: clean diesel, natural gas, diesel-electric hybrid, and zero-emission electric (trolley, battery, and fuel cell). In total, the Company now supports over 100,000 buses and coaches currently in service around the world.

Leveraging 450 years of combined experience, NFI is leading the battery-electric transition of mass mobility around the world. With zero-emission buses and coaches, infrastructure, and technology, NFI meets today's urban demands for scalable smart mobility solutions. NFI has the largest ZEB production capacity in North America and the UK. NFI is growing its presence in Asia and Europe through a leadership position in Hong Kong double deck buses and cornerstone contracts in Ireland and Germany.

In addition to expertise in manufacturing, NFI also operates bus and motor coach aftermarket parts businesses that provide a recurring revenue stream that supports all of the largest transit agencies and operators in North America and the UK, and NFI's vehicles around the world.

The COVID-19 pandemic has had and continues to have a significant impact on the Company's business, its end markets, customers and suppliers. On July 27, 2020, NFI responded to the impacts of COVID-19 by launching its transformative cost reduction initiative, "NFI Forward", to significantly reduce manufacturing overhead and selling, general and administration ("SG&A") from 2019 levels. In 2022, the

Company announced that it is implementing a series of additional projects called “NFI Forward 2.0”, that are expected to generate additional annualized Adjusted EBITDA savings in 2023 and beyond. Within NFI Forward 2.0, the Company completed a detailed review of its remaining North American footprint with a view to match production capacity and facility investments to customer demand, local labor availability and zero-emission fleet investment plans. From this review, NFI made the decision to integrate its Delaware parts distribution facility (a legacy parts warehouse of NABI that NFI acquired in 2013) into its existing NFI Parts™ footprint, and to close an MCI coach manufacturing facility in Pembina, North Dakota.

Industry Overview

Heavy-Duty Transit Buses (New Flyer and ADL)

The Company is the leading manufacturer of heavy-duty transit buses (sometimes referred to in the industry as intra-city buses) in the United States, Canada and the UK and the leading manufacturer of double-deck buses in Hong Kong. Heavy-duty transit buses are the backbone of intra-city urban public transportation systems. They consist of vehicles that are generally between 30 and 60 feet in length, in single-deck or double-deck variations and with seating capacity for up to 90 passengers. These transit buses operate in arduous stop and go conditions, often for up to 16 hours a day, seven days a week. Heavy-duty transit buses use a variety of propulsion systems in addition to clean diesel, including diesel-electric hybrid, CNG, battery-electric, electric trolley, biogas and hydrogen fuel cell-electric.

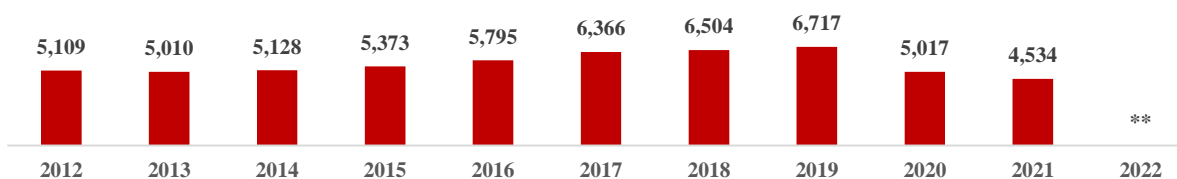
Customer funding models vary significantly by geographic region. In the United States, there are well-established federal funding programs for transit fleet replacements that typically fund approximately 80% of the total purchase, with the remaining 20% coming from local funding contributions. There can be significant pressure on local funding as a result of the effect of general economic conditions on local tax revenues. In Canada, funding is primarily generated from local and provincial governments, with some federal funding provided through specific programs.

The bus market in the UK is dominated by private companies working in a deregulated environment or on franchised contracts with local governments. Traditionally, there has been no general grant funding mechanism for the purchase of new buses, resulting in orders being placed on a purely commercial basis and on short lead times to delivery. In light of COVID-19, the market dynamics are changing, with more government involvement and subsidies materializing to facilitate and accelerate the shift to ZEBs with the decarbonisation agenda taking a more central role in policy. There have been ongoing detailed discussions with the UK and Scottish Governments regarding funding support mechanisms to incentivize the purchase of zero-emission buses. Both the UK and Scottish Governments have completed the first tranches of their respective capital funding programs, the second round of Scottish funding is expected in spring 2023, and the second round of UK government funding is expected to coincide with the legislative ban to stop the sale of non-new ZEBs. ADL provides leasing and financing solutions to customers through third parties. Funding mechanisms in other geographical markets in which ADL operates vary.

Global macro focus on environmental concerns and climate change continues to grow, and the pressure placed on public transit services to expand and transition to zero-emission vehicles has heightened over the past few years. Within numerous jurisdictions government grants have been made available to organizations and transit agencies to develop or test new technologies, including alternative zero-emission propulsion systems such as battery-electric/hydrogen fuel cell-electric systems.

Management’s estimates of total heavy-duty transit deliveries, presented in equivalent units, to customers in North America and the UK are presented in the charts below.

Annual Heavy-Duty Bus Deliveries in Canada and the United States (EUs)

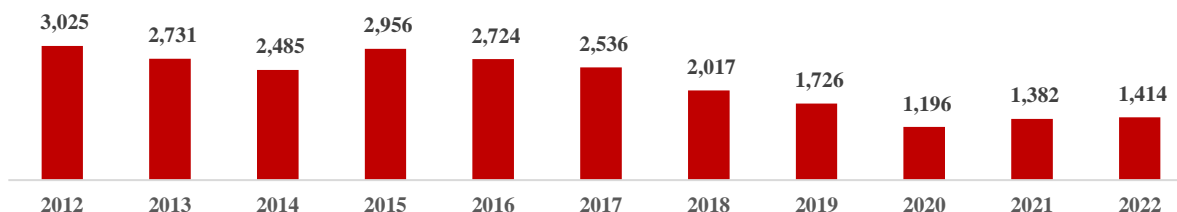


Source: Third-party estimates. 2022 estimates are not yet available.

Notes: Deliveries indicated in number of equivalent units.

As no precise public data source exists regarding industry deliveries in Canada and the United States, management relies on third-party estimates that are typically compiled within the first quarter of the year. At the date of this Annual Information Form, the third-party estimates for 2022 heavy-duty transit industry deliveries have not yet been published. Management, however, expects a further decrease in industry deliveries compared to the estimated total number of equivalent units delivered by the industry in 2021. The decrease is primarily the result of critical supply disruption related to the pandemic.

Annual Bus Registrations in the United Kingdom



Sources: Transport Resources International Ltd. for 2008 to 2018 data; Bus Lists website (www.buslistsontheweb.co.uk) for 2019, 2020, 2021 and 2022 data; and management estimates.

Note: Registrations indicated in number of buses.

In Europe, the market for transit buses is dominated by municipal companies or international transport groups under contract to transport authorities. Procurement by customers of new vehicles on an annual basis is typical with little provision for option purchases in future years. In addition to direct or indirect government funding for the purchase of new transit vehicles in most European countries, additional funding is available from the European Union, primarily through the European Regional Development Fund mechanism.

Low-floor Cutaway and Medium-Duty Buses (ARBOC)

The Company is also the leading manufacturer of low-floor cutaway buses in the United States and Canada, as well as a leader in medium-duty buses. These buses generally range between 21 and 34 feet in length and have average seating capacities from 10 and 37 passengers. The principal purchasers of these buses are municipal transit agencies, universities, entities in the healthcare sector (e.g., nursing homes and assisted living homes), and airport shuttle operators. Buses manufactured by ARBOC are sold through its network of approximately 10 dealers. Commercial terms with the dealers typically require the dealer to pay for the bus in full prior to picking the vehicle up at ARBOC. ARBOC’s largest end-user customers are

municipal transit agencies who obtain rolling stock funding in the same manner as described for heavy-duty transit buses. For private market sales, the ARBOC dealer, and not ARBOC, may offer leasing or financing options.

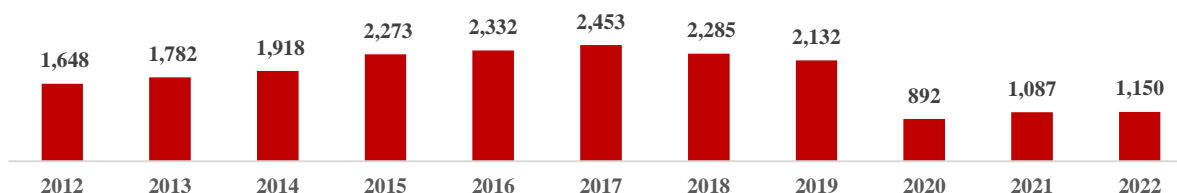
Motor Coaches (MCI) and Plaxton

The Company is also the leading manufacturer of motor coaches (sometimes referred to in the industry as over-the-highway, inter-city or long-haul buses) in the United States and Canada. Coaches generally range between 35 and 45 feet in length and have a seating capacity of approximately 40 to 60 passengers. Most coaches have clean diesel propulsion systems, but the Company also manufactures coaches with diesel-electric hybrid, CNG and battery-electric propulsion systems. The principal purchasers of motor coaches are private tour and charter operators, limousine/livery operators, inter-city line-haul operators, employee shuttle operators, private and public fleet operators and municipal and other local transit agencies.

Funding for public fleet operators follows the same pattern as for heavy-duty transit buses. New coach funding for private fleet operators is provided from their operations or by their financial institutions, with a significant portion of private fleet operators choosing to finance new coach purchases. In some cases, MCI assists in arranging third party financing. Pre-owned coaches are purchased in the same manner by private customers, with a lower percentage of coaches being financed.

Coaches built by Plaxton are assembled in the UK on chassis supplied by Volvo, with clean diesel propulsion systems. Plaxton coaches are sold predominantly in the UK and Irish markets.

Annual Motor Coach Deliveries in Canada and the United States (EUs)



Source: Management estimates.

Notes: Deliveries indicated in number of equivalent units.

As is the case with heavy-duty transit buses, no precise public data exists regarding total deliveries of motor coaches in the United States and Canada. Management, however, estimates the motor coach industry delivered approximately 1,150 coaches in 2022, which was approximately a 6% increase from 2021 levels.

Aftermarket Parts and Support

NFI Parts is North America’s most comprehensive bus and motor coach parts organization, providing replacement parts, technical publications, training, service, and support.

Outside of North America, ADL, through its “AD24” aftermarket platform, utilizes its global service network to supply parts to customers, ensuring availability and quick delivery. This network is comprised of global part centers and service workshops to provide maintenance and warranty repairs to customers.

Company History

The Company’s predecessor was founded in 1930 as a manufacturer of motor coaches and school buses. The name “Flyer Industries Limited” was adopted in 1971, at which time the company began to focus

exclusively on heavy-duty transit buses. With its acquisition in 1986 by Den Oudsten, B.V. (“Den Oudsten”), Holland’s largest transit bus manufacturer, the company became “New Flyer Industries Limited”. Den Oudsten was an innovation leader in the European transit bus manufacturing industry, having been the first manufacturer to introduce the low-floor transit bus concept. Den Oudsten brought the low-floor transit bus to North America in 1988, and it eventually became the transit industry standard.

In 2002, a private investor group acquired a controlling interest in the Company and the Company was sold to another private investor group in 2004. In 2005, NFI and NFI ULC completed their initial public offering (the “IPO”).

In 2013, Marcopolo S.A. (“Marcopolo”), a Brazilian manufacturer of transit buses and motor coaches, made a strategic investment to acquire newly issued Shares, representing at that time, a 19.99% stake in NFI. In 2016, Marcopolo sold 4.5 million Shares and continued to own, at that time, 10.8% of the outstanding Shares of NFI.

In 2013, NFI ULC acquired certain assets from Daimler Buses North America relating to its Orion aftermarket parts business and shortly thereafter acquired North American Bus Industries, Inc. (“NABI”) from an affiliate of Cerberus Capital Management, L.P. In 2015, NFI acquired MCI from KPS Capital Partners, L.P.

On December 1, 2017, NFI acquired ARBOC.

In May 2018, NFI changed its name from “New Flyer Industries Inc.” to “NFI Group Inc.” to better reflect the multi-platform nature of NFI’s business that includes buses and motor coaches built by New Flyer, MCI and ARBOC and parts sold by NFI Parts.

On May 28, 2019, NFI acquired ADL. ADL is the world’s leading manufacturer of double deck transit buses, and a significant manufacturer of lightweight single deck transit buses. ADL is also the UK’s leading bus and coach manufacturer. ADL offers single and double deck buses under the ADL brand as well as Plaxton coaches, with vehicles in service in the UK, North America, Ireland, Europe, Hong Kong, Singapore, New Zealand, Australia, and Mexico.

Business Strengths

NFI is Leading the ZEvolution™

At its January 2021 Investor Day, the Company unveiled its vision to drive the increased adoption of ZEBs, what it is calling the **ZEvolution™**, or the evolution to zero-emission mobility. NFI envisions a consistent adoption of zero-emission vehicles over the next decade as transit agencies and motor coach operators in North America, the UK, Europe and Asia Pacific markets transition their fleets to EVs. NFI has been building electric since 1969 and offers the broadest offering of zero-emission vehicles, including battery-electric buses and coaches, hydrogen fuel cell-electric buses and electric trolleys.

In 2022, the Company delivered 693 ZEBs, which represents approximately 23% of the Company’s total vehicle deliveries.

A critical component of NFI’s strategy is to provide complete mobility solutions, including vehicle manufacturing, infrastructure installation, telematics, vehicle financing, technical installation and aftermarket support. NFI has the largest vehicle production capacity in North America and the UK, and can manufacture ZEBs at all of its production facilities. NFI has EVs in service or on order with 22 of the top 25 transit agencies in North America, and the Company’s battery-electric and fuel-cell electric vehicles have completed over 100 million miles of zero-emission service in North America, the UK and New

Zealand. The Company has also installed infrastructure with numerous agencies that saw the Company grow its Infrastructure Solutions™ revenue. Management anticipates that based on the Company's leadership position, product offering, experience and customer relationships it is well positioned to capitalize on the long-term transition to ZEBs in both core and new markets. Management believes the Company possesses the following key business strengths that allow it to maintain its strong competitive position in its industry.

Leading Market Position

The Company has built its leading market position through its broad product offering, innovation, extensive in-house engineering capabilities, timely delivery of buses and motor coaches to specifications, product reliability, high quality and aftermarket parts and service support capabilities.

- **New Flyer** – As at the date hereof, the industry results for 2022 heavy-duty transit deliveries have not yet been published. Given the unprecedented nature of supply shortages impacting heavy-duty transit bus manufacturing in 2022, management is unable to predict the Company's market share based on usual indicators such as contract awards. Although the Company's market share may fluctuate year-to-year, management believes that the Company has consistently maintained its leading market share from 2000 through 2021. Management estimates there are approximately 32,000 New Flyer transit buses (of the approximately 51,000 transit buses New Flyer has delivered) and approximately 4,000 NABI transit buses (of the approximately 10,500 transit buses NABI has delivered) currently in service in the United States and Canada.
- **MCI** - Management estimates that MCI had the leading market share of the combined United States and Canadian public and private coach market based on the number of coach deliveries in 2022. Although the coach industry is more cyclical and dependent on economic factors than the heavy-duty transit bus industry and the Company's market share may fluctuate year-to-year, management believes that MCI has consistently maintained its leading market share since 2003. Management estimates that in 2022, there were approximately 15,000 MCI coaches in service in the United States and Canada. This represents approximately 43% of the estimated 35,000 active coaches in the United States and Canada in 2022.
- **ADL** - Management estimates that ADL had the leading market share in UK in respect of buses built on an ADL chassis and third-party chassis in 2022, resulting in a leading market share in the single deck body market and double deck body market in UK. Although ADL's market share may fluctuate year-to-year, ADL has consistently maintained UK market leadership for more than a decade. In addition to being leader in the UK, ADL is a market leader in Hong Kong double-deck buses and strong presence in growth markets including New Zealand, Australia and Singapore. ADL continues to expand its international markets, most recently in Ireland and Germany. Management estimates that there are over 40,000 ADL and Plaxton vehicles in service throughout the UK and international markets.
- **ARBOC** - Management estimates that ARBOC had the leading market share of the combined United States and Canadian low-floor cutaway sector based on the number of equivalent unit deliveries in 2021. Although ARBOC's market share may fluctuate year-to-year, management believes that ARBOC has consistently maintained its leading market share of the combined United States and Canadian low-floor cutaway transit bus sector since 2008. Management estimates there are approximately 3,500 ARBOC low-floor cutaway transit buses currently in service in the United States and Canada.

- **NFI Parts** - NFI Parts is North America's most comprehensive bus and motor coach parts organization, providing replacement parts, technical publications, training, service and support.

Broadest Product Portfolio and Innovation Leader

In North America, the Company has the broadest product and most advanced propulsion systems offering in the industry with the engineering capabilities to meet the diverse needs of its customers. The Company is recognized in the industry for product innovation and has consistently been at the forefront of developing and integrating new technologies. Examples of the Company's innovation include products such as the low-floor transit bus, which has become the industry standard, on-board telematics, bus styling, hybrid drive systems, battery-electric and fuel-cell electric propulsion, driver assistance technology, articulated transit buses, low-floor cutaways and double-deck buses. The Company's leadership in innovation is a result of its extensive in-house engineering capabilities that involve many disciplines, such as structural design, powertrain, hydraulic, electrical, HVAC systems, energy storage enclosures and power electronics packaging.

The Company's breadth of product offerings and its demonstrated product development capability allow it to bid on almost any transit bus or motor coach contract in North America.

MCI offers North America's best-selling public and private motor coaches. The D-model coach comprises the largest installed base of motor coaches with public transit agencies in the industry. In 2017, MCI unveiled the new D45 CRT LE which improves accessibility through ground level entry via a vestibule design that permits passengers to self-secure wheelchairs and other mobility devices. MCI's 45-foot coach, commonly known as the J4500, comprises the largest installed fleet of private motor coaches in North America and has undergone several styling refreshes to maintain a market leading appearance. In 2019, MCI began delivering the J4500 and the D45 CRT LE to customers. MCI expanded its zero-emission offering with the 2022 launches of the D45 CRT CHARGE battery-electric coach.

The Company's product range outside of North America boasts the widest range of low- and zero-emission technology on ADL's Enviro family of low-floor buses, including the Enviro100 single-deck midibus, the Enviro200 single deck, Enviro400 two-axle double deck and Enviro500 three-axle double deck models. The Enviro's modular design allows it to be tailored to the requirements of transit agencies and bus operators in various jurisdictions.

ARBOC offers innovative low-floor cutaway vehicles, with industry leading mobility and accessibility. In 2017, it introduced the Spirit of Equess[®], its low-floor, medium-duty transit bus, commonly referred to as the Equess[™]. In February 2021, ARBOC launched a battery-electric variant of the Equess[™], called the Equess CHARGE[™].

High Quality and Large Customer Base

The Company sells buses to all of the 25 largest transit authorities in North America. These agencies operate either New Flyer, Orion or NABI buses, or a combination thereof. New Flyer has active business relationships (which includes the sale of aftermarket parts) with over 500 transit authorities in North America. MCI delivers coaches to the top private motor coach operators in the industry and also sells coaches to certain public transit agencies. Through sales to dealers, ARBOC delivered cutaway and medium-duty transit buses to a diverse end-user base of public transit agencies, universities, airports and other private operators in 2022. ADL leads the bus market in the UK with the majority of new buses produced partly or in full by ADL in 2022. The Company has active business relationships for new vehicles or aftermarket parts sales with all large operators and the majority of smaller bus companies in the United Kingdom and Ireland. The Company also leads the Hong Kong market where it enjoys strong relationships with both major transport companies and is the leading supplier of city buses in New Zealand.

Aftermarket Parts and Support Capability

Aftermarket parts and support is an important element in the purchase criteria of transit bus and coach operators. The Company's leading share of all buses and motor coaches currently in service provides recurring demand for and an opportunity to grow its aftermarket parts business. In North America, the Company provides aftermarket parts and support for products manufactured by New Flyer, NABI, Orion, MCI, ARBOC, ADL as well as other manufacturers through the NFI Parts brand. Outside of North America, ADL provides aftermarket parts and support for its products, including the AD24 digital aftermarket portal offering 24/7 access with a personalized user experience for customers and access to all manuals and service bulletins. The cost of aftermarket support (including warranty and training requirements) is typically included in the customer's transit bus or coach purchase contract, while aftermarket parts are sold separately when required after the initial transit bus or coach purchase. Management believes that the Company provides the most comprehensive aftermarket service and support of all manufacturers in the industry in North America. Aftermarket operations represented approximately 24% of the Company's 2022 revenue.

Experienced and Committed Management Team

The Company's senior management team consists of experienced and committed individuals who have implemented robust processes to manage bidding, contracts management, engineering, strategic sourcing, manufacturing, quality assurance and aftermarket parts and service which have resulted in the Company's growth and profitability. Management brings expertise from a wide range of transportation manufacturing industries, including bus, motor coach, railcar, automotive and aerospace. The Company's management team also has extensive experience in LEAN manufacturing and "Operational Excellence" initiatives and processes. The Company's executive leadership teams participate in NFI's performance unit plan, restricted share unit plan and share option plan, and all of the Company's management and sales teams participate in some form of incentive plan. See "Risk Factors — Risks Related to Operations — The Company's ability to execute its strategy and conduct operations is dependent upon its ability to attract, train and retain qualified personnel, including its ability to retain and attract executives, senior management and key employees".

Vertical Integration and Parts Fabrication Capabilities

In North America, the Company has strong parts fabrication capabilities, with the goal of controlling costs, delivery time and quality. Nearly all of the Company's North American production facilities also manufacture certain parts for installation on the Company's vehicles. Carfair produces fibreglass reinforced parts for certain of the Company's subsidiaries. KMG fabricates certain parts for New Flyer and ARBOC vehicles and for NFI Parts.

Corporate Mission, Vision and Strategy

NFI is a leading independent bus and motor coach manufacturer and a leader in electric mass mobility solutions.

The Company's vision is to lead the evolution of sustainable on-road mass transportation and mobility. NFI is leading the **ZE**volution™ to zero-emission mobility.

The Company's mission statement is – "To design, deliver and support market leading innovative on-road transportation solutions that are safe, accessible, efficient and reliable."

The Company's business strategy is to seek long-term success through industry-leading transportation solutions and commit to continuous investment in our people and processes to optimize, defend, diversify and grow our business.

Sustainability Focus

As one of the world's leading independent global bus and coach manufacturers, a strong sustainability focus is integral to how the Company conducts business. *Our Better Product, Better Workplace, Better World* Sustainability Pledge was formalized in 2006, and guides our daily actions and long-term planning. Understanding the sustainability considerations are driving global economic activity, having a robust sustainability strategy is crucial for the Company to create long-term and sustainable value for all of its stakeholders. The Company's sustainability focus covers all aspects of its business, including environmental, health and safety, governance and standards of business conduct, risk management, shared mobility principles, diversity, equity and inclusion ("DEI"), workplace culture advancement and commitment to the communities where we work. In 2022, the Company undertook an in-depth stakeholder materiality and benchmarking assessment. As a result of these sustainability assessments, the Company has deepened its focus on social impact, specifically around its commitment to DEI and talent acquisition and retention by building strong collaborative relationships with underserved and underrepresented population groups and creating strategies to help attract and retain top talent. As the economy continues to move towards zero-emission mobility, the Company is focused on ensuring its products have significant positive impact on the communities in which they operate, including with respect to emissions, gridlock reduction, accessibility, and economic enablement. NFI's impact in these areas was highlighted by Corporate Knights naming the Company as one of Canada's Best 50 Corporate Citizens. The Company's Environmental, Social and Governance ("ESG") report can be found at its website, www.nfigroup.com.

Operational Excellence

One of the core operating principles of the Company is developing and implementing strategies and tactics to support LEAN manufacturing and operational efficiencies. New Flyer's and MCI's "Operational Excellence" program, for example, is focused on providing and maintaining for all employees a safe, clean and efficient working environment to enable them to be the most efficient bus and coach manufacturers and achieve the highest level of first-time quality in its products through the implementation of well-defined and robust processes and procedures that are sustainable for future growth. Management believes that Operational Excellence improves employee safety and morale, reduces the cost of manufacturing, improves quality, and improves overall customer satisfaction.

Products and Services

The Company derives its revenue and cash flows from the following two segments:

- *OEM Manufacturing Operations* — design, manufacture and sales of transit buses, motor coaches (including the sale of pre-owned coaches), medium-duty buses and cutaways of various body lengths with diverse propulsion systems. Original equipment manufacturers ("OEMs") manufacturing operations, represented approximately 83%, 80% and 76% of the Company's revenue in 2020, 2021 and 2022, respectively.
- *Aftermarket Operations* — support of all post-sale activities, including parts distribution, field services, support documentation, training and special projects. Aftermarket operations represented approximately 17%, 20% and 24% of the Company's revenue in 2020, 2021 and 2022, respectively.

Transit Bus and Motor Coach Manufacturing Operations

The Company has the broadest and most advanced product offering in the North American and UK transit bus and motor coach markets. The Company's sales, reputation, product range, engineering capabilities and product quality position it as the leading manufacturer in the transit bus, coach and low-floor cutaway markets and in specialty transit bus areas such as bus rapid transit vehicles, electric trolleys,

hydrogen fuel cell-electric, and battery-electric propulsion system buses. The Company offers the following primary vehicle types, all of which can be modified to meet a wide range of customer specifications:

Model	Lengths	Propulsion System(s)
New Flyer Xcelsior® (heavy-duty transit bus)	35', 40', 60'	Clean diesel, CNG, diesel-electric hybrid, battery-electric, trolley-electric and hydrogen fuel cell-electric
ADL Enviro100	29'	Battery-electric
ADL Enviro200	30', 35', 40'	Clean diesel, battery-electric
ADL Enviro400	35'	Clean diesel, CNG, diesel-electric hybrid, battery-electric and hydrogen fuel cell-electric
ADL Enviro500	40', 45'	Clean diesel, battery-electric
MCI D-model coaches	40', 45'	Clean diesel, battery-electric
MCI J-model coaches	45', 35'	Clean diesel, battery-electric
Plaxton coaches	40', 45', 50' and double deck coaches	Clean diesel
ARBOC Spirit of Equestrian® (medium-duty bus)	29', 32', 35'	Clean diesel, CNG, battery-electric
ARBOC Spirit of Liberty® (medium-duty bus)	30', 34'	Clean diesel, CNG
ARBOC Spirit of America® (medium-duty bus)	30', 34'	Clean diesel, CNG
ARBOC Spirit of Mobility® (cutaway bus)	23', 26', 28'	Gas, clean diesel, CNG
ARBOC Spirit of Freedom® (cutaway bus)	24', 27', 29'	Gas, clean diesel
ARBOC Spirit of Independence® (cutaway bus)	21', 23'	Gas, clean diesel

Public transit agencies and commercial operators require transit buses and motor coaches to be highly customized to meet specific customer needs and preferences based on geographic and local factors. Each customer contract includes a precise set of technical specifications for the transit buses or motor coaches being ordered. The Company's sales and engineering departments work directly with the customer to ensure that all specifications are met and that any changes to the specifications are incorporated into the component sourcing and production process.

Motor coaches for private or commercial customers tend to be more standardized than for public customers but may be customized for certain commercial customers. Private customers have fewer options and, for the most part, customizations typically entail exterior livery, interior seats, trim and interior colors.

Medium-duty and cutaway buses typically offer a standard listing of configurations and customer options with fewer customizations than with transit buses or motor coaches sold to public customers.

Product Development and Innovation

The Company continually seeks new solutions and incorporates next generation technology in order to meet the needs of its customers, and many of its product innovations have become the industry standard. The sales group tests design criteria and concepts. The Company ensures that its engineering capacity is appropriately balanced between new product development and ongoing manufacturing operations. Innovation concepts are directed to the Company's new product development groups ("NPD") for development and prototyping. NPD's primary objectives are to implement product design concepts, fabricate, test and certify engineering prototypes, and develop practical solutions to problems identified by the engineering and marketing departments and customers.

Throughout its history, the Company has introduced a variety of product innovations that have driven the transit bus, medium duty bus, motor coach, and low-floor cutaway markets in North America, the UK, Hong Kong and in other international markets in which the Company operates. These innovations include the introduction of the first low-floor bus and the first 60-foot articulated bus in North America, the development of hydrogen fuel cell-electric transit buses and the development of battery-electric variants of its single-deck, double-deck and motor coach products.

The Company's track record of innovation was on display with the launch of North America's first automated transit bus on the New Flyer Xcelsior CHARGE platform on January 29, 2021. The battery-electric vehicle integrates ADAS technology to meet SAE Standard J3016 Level 4 technology.

Aftermarket Parts and Support Services

Aftermarket parts and support have become increasingly important to transit bus and coach operators in their purchase decisions. The increasing complexity of the technologies of transit buses and coaches, combined with operators' increasingly constrained operating budgets and high transit bus and coach utilization levels, have driven demand for aftermarket parts and support. The Company's leading share of transit buses, and motor coaches currently in service provides recurring demand for and an opportunity to continue to grow its aftermarket parts and service business. The Company, under the brand NFI Parts, provides parts and support not only for products manufactured by the Company, but for products manufactured by competitors. Management believes that NFI Parts provides the most comprehensive aftermarket parts support of all manufacturers in the industry. Internationally, ADL's aftermarket division supports the UK, Ireland, Hong Kong, Singapore, New Zealand, Australia, and specific customers in a number of markets that are being developed by ADL (i.e., Mexico and Germany).

The Company performs commercial work on MCI coaches and New Flyer buses, as well as on competitors' coaches and buses, from seven service centers in North America. These centers also support the sale of motor coaches providing locations for new coach acceptance and warranty work. In addition, these service centers hold pre-owned coach inventory and perform work on these pre-owned coaches to ready them for resale into the market. ADL operates two service centers in the UK that perform commercial and warranty work on ADL and Plaxton vehicles and one service center in Mexico that provides service work on ADL vehicles.

Aftermarket parts and support services consist of the following components:

Parts

The aftermarket parts team is recognized as a leader in its area, both in size, variety of parts and service quality. From its many parts distribution centers, the Company distributes a wide assortment of service parts for a variety of models of transit buses, coaches and cutaway vehicles including products built by other manufacturers. The Company provides the following competitive advantages over its competition: widest original equipment product assortment, a wide network of distribution centers in North America, robust industry knowledge and the ability to cross reference products to create solutions for customers.

Part of the Company's strategy is to have warehousing and distribution capability to provide industry-leading response times to all of the Company's customers in North America. This network of strategically located parts distribution centers has significantly improved the response times to the customers and minimizes transportation costs. This industry-leading network also provides a solid logistics infrastructure to facilitate planned growth in the new and additional areas of customer life cycle support. Beyond North America, ADL's aftermarket division sells body and chassis parts to bus and coach operators in the UK and in the Asia-Pacific markets with over 35,000 active parts lines held in stock for immediate delivery. ADL supplies an all makes parts line permitting a larger number of operators to be targeted. ADL also offers an online platform (AD24) offering a full range of spare parts, training videos, service bulletins, customer forum, and chat functionality.

Infrastructure Solutions™

In early 2019, the Company introduced NFI Infrastructure Solutions™, a service dedicated to providing safe, reliable, smart, and sustainable charging solutions that will support mobility projects from start to finish and will focus on energy management optimization as well as infrastructure planning and development, providing a cohesive transition of bus fleets to ZEB technology. The Infrastructure Solutions™ team is based at the Company's Vehicle Innovation Center ("VIC") in Anniston, Alabama, which is the first innovation lab in North America dedicated to the advancement of bus and coach technology. New Flyer is the first North American bus manufacturer to offer a comprehensive infrastructure service to its customers. Since its inception, the Company's Infrastructure Solutions™ has installed over 340 chargers and 58 Megawatts of charging capacity.

Service Support

The customer service team is responsible for product acceptance, field support, field engineering and warranty management. Management believes the Company has the highest density of service representatives per transit bus or coach in the field, to help ensure a timely and complete response to each customer request throughout the operating life of the transit bus or coach.

New Flyer and MCI have service centers in North America to provide warranty, technical and integrated supply chain services and commercial repair work for their products and, in the case of MCI, to provide pre-owned coach sales. There is also a large team of mobile field service representatives who can address issues in the field across North America. In the UK, ADL has two dedicated facilities to provide minor and major commercial repair work, as well as warranty support for bus and coach operators and a team of mobile engineers to address issues in the field.

Product Training

Operator and maintenance training is a key area of focus for the Company and can be provided as part of a purchase contract or separately as an aftermarket service. While New Flyer and ARBOC offer a variety of training programs, MCI and ADL deliver comprehensive training programs through their respective training academies. MCI also offers technical certificate programs.

Workforce Development and e-Learning

The Company is focused on workforce development and training, including in-person and virtual training programs. Special focus is placed on creating opportunities for a diverse, equitable and inclusive workforce through the Company's internal programs and external partnerships. The Company offers significant training and development through the VIC.

New Flyer offers in person and internet-based training modules, or e-learning, to its heavy-duty transit customers using a web hosted learning management system that stores and provides courses and maintains the training records of the students. This technology allows students to be trained using consistent course content and delivery methods. In addition, courses are taken on an individual basis and on a schedule that fits the student's needs. Course offerings can include topics ranging from bus maintenance to driver self-defence training.

MCI's in-person training is supplemented by an industry leading internet-based Learning Management System ("LMS"). More than 400 training classes are available online with thousands of coach technicians already enrolled in the program. Students can achieve the MCI certified technician status with LMS. To ensure the integrity of MCI's training, a portion of the training is also hands-on training. Management plans to expand the LMS program to include inventory management, parts ordering and other workshop management topics.

ADL customers receive product familiarization upon vehicle acceptance and can access additional training material in the video library on AD24. ADL also offers technician and apprenticeship training plus in-person training at its Farnborough training center.

New Flyer Connect®

The New Flyer Connect® system is an on-board telematics system licensed by the Company and integrated into New Flyer and MCI vehicles that includes a modem, GPS unit and a driver interface. The system permits real-time monitoring of the driver and vehicle performance on an individual vehicle basis and on a fleet-wide basis through a web-based portal that customers can access. New Flyer Connect® integrates this data and provides monitoring and prognostic performance information to the customer which can be used to improve driver safety, improve driving and fuel efficiency and predict maintenance events.

In January 2019, New Flyer introduced Connect 360™, a real-time, cloud-based business analytics dashboard for the Xcelsior CHARGE™ battery-electric buses. Connect 360™ is an enhanced and added feature, specifically engineered to track battery-electric, ZEB performance using secure cloud-based technology. Connect 360™ analytics can be retrieved 24 hours a day, seven days a week. In November 2021, NFI introduced its all new, enhanced connected technology, NFI Connect™, a 5G-capable and secure telematics solution that provides real-time oversight of fleets, ultimately improving bus uptime, driver safety, and operational costs.

ADL offers connected technology on its vehicles through the AD24 and NFI Connect platforms.

Customers

Heavy-Duty Transit Buses

Management has divided the North American heavy-duty transit bus industry into three customer segments: the Metropolitan segment (represented by 22 of the largest transit agencies), the Urban segment (represented by mid-size transit agencies, comprising approximately 100 agencies) and the Municipal segment (represented by smaller transit agencies, comprising over 975 agencies).

The Company sells buses to all of the 25 largest transit authorities in North America. These agencies operate New Flyer, Orion and NABI transit buses and MCI motor coaches. The Company has active business relationships (which include the sale of parts) with over 500 transit authorities in North America. The Company's leading share of all heavy-duty transit buses currently in service gives it an advantage in bidding for new contracts, as operators are increasingly seeking to standardize fleets to minimize the cost of parts and maintenance.

Management has divided the UK market for single and double deck buses into customer segments: Groups (five major groups representing approximately 48% of ADL's volume), London (bus companies providing services under contract to Transport for London) and the retail market (including major independent operators and smaller companies). ADL leads the market in each of these customer segments, being the top supplier to each of the five major groups and regularly supplying the companies providing bus services to Transport for London. ADL has business relationships for new vehicles with all but one of the major independent companies and leads the retail market for smaller bus companies. In Hong Kong, ADL has close business relationships with both major bus companies.

Cutaway and Medium-Duty Transit Buses

Cutaway and medium-duty buses are sold by ARBOC dealers to end-user public and private market customers. ARBOC's dealer network in 2022 comprised of approximately 10 dealers, each of whom are assigned a territory within North America to sell ARBOC buses. The ARBOC dealer network maintains over 40 locations across North America, providing a broad reach for sales opportunities and customer support.

ARBOC dealers delivered buses to customers in the Municipal, Urban and Metropolitan heavy-duty transit bus segments, as well as various institutions, airports, shuttle operators and healthcare providers. ARBOC, however, is not always aware of the identity of the end-user customer as the sale of stock and demonstration buses are made through dealers.

Motor Coaches

Management has divided the motor coach market into six segments: the Tour and Charter segment, the Fixed-Route/Line-Haul segment, the Transit segment, Limousine/Livery Segment, Employee Shuttle and the Conversion segment.

MCI has long-standing relationships with most of the major public and private coach operators in the United States and Canada. MCI's motor coaches have a reputation for reliability and durability that make them the preferred motor coaches across the industry. In addition to the motor coach product, MCI's reputation for technical support, field service and aftermarket parts help to build customer loyalty. One significant difference between the heavy-duty transit bus and motor coach industries is the importance of the residual value of a coach and a secondary market for its sale. Private operators typically sell or trade in motor coaches after 5 to 10 years of ownership in an effort to keep their product fresh. The residual value of the coach thus becomes an important factor in the total cost of a new motor coach purchase. MCI accepts coaches in trade for between 50% to 60% of new coach sales in the private sector. Vehicle financing is also important to the selling process as the vast majority of all new motor coach sales to private operators are financed by the customer.

Forward Visibility of Orders and Backlog

The Company has some forward order visibility in its public markets in North America due to the fleet planning, budgeting and funding application processes its transit customers undertake in order to purchase transit buses and motor coaches. Public and private orders of heavy-duty transit buses and public motor coach orders are often made six months to one year in advance of delivery, due to the customized nature of the vehicles and the sophisticated procurement processes.

Forward visibility into the new private coach industry is rather limited. Management, however, is in constant contact with motor coach operators to discuss their fleet replenishment and growth plans. Management also uses trend analysis to predict medium- to long-term demand and to set production rates. Visibility with respect to pre-owned coach sales is more limited, with purchases often being initiated and completed within a very short period of time. MCI also manufactures some “stock” units to enable it to sell coaches to private customers who require quick delivery.

The bus market in the UK is led by private companies working in a deregulated environment or on franchised contracts with local governments. Traditionally, there is no general grant funding mechanism for the purchase of new buses, resulting in orders being placed on a purely commercial basis and on short lead times to delivery. Customers place orders with manufacturers frequently, instead of making provisions for future purchase options under the purchase agreements. Changing market dynamics in light of COVID-19 has resulted in greater government subsidies being made available to operators to drive a ZEB-led recovery, and as a result, there may be greater forward visibility over time.

Sales of ARBOC buses are to a mix of public and private customers. The sales cycle for cutaway and medium-duty buses is typically shorter than heavy-duty transit buses and motor coaches. Through its dealer network and internal sales team, ARBOC works closely with end-user public transit agencies to understand their fleet replacement needs and forecast demand. As with private coach sales, forward visibility into end-user private cutaway and medium-duty buses is limited. In addition to setting annual sales targets with its dealers, ARBOC also requires dealers to maintain minimum levels of demonstration and stock vehicles in inventory, which are replenished with new vehicles upon dealers’ sales to end-users.

Many public customer purchase contracts, and some private customer contracts, include options to purchase additional transit buses or coaches in the future. These purchase options are typically exercisable over a period of three to five years and, in certain situations, are transferable to other transit authorities, provided the assignee of the options meets certain federal criteria for funding.

The assignment of options is however limited by FTA rules such that an option is applicable to a specific transit bus or coach length and fuel type. Minor changes to the transit bus or coach specification under an option may be made by the assignee agency, but “cardinal” changes are not permitted by the FTA.

New Flyer has also entered into contracts where the customer is a state or consortium of buyers and the contract is a “standing offer” under which any U.S. transit agency may purchase transit buses. As these types of contracts are not for a specific stated amount of transit buses and represent a “standing offer”, the Company does not record any of the buses available under these contracts in its backlog until actual purchase orders are received.

Bus and Motor Coach Sales and Marketing

New Flyer, MCI and ADL sell and market their products primarily through their experienced internal sales forces. These individuals have geographic coverage responsibilities in North America, the UK and other international markets. The Company's senior leadership team is also responsible for developing and maintaining sales strategies and relationships with key contacts at certain of the Company's major customers. Further, the Company's sales teams regularly discuss customers and their needs to ensure that cross-selling opportunities for all of the Company's products are acted upon, as appropriate. As part of NFI Forward, the New Flyer and the MCI Public Sector sales teams have merged to enable single account ownership for North America public transit customers.

The majority of the Company's North American vehicles are sold through public solicitations, including an invitation for bid or request for proposal process, while in the UK and Hong Kong markets procurements are completed on a mix of public solicitations and private tenders. Private coach sales are generally completed through private negotiations and purchases and transactional contracts.

Public Agency Bid Stage and Contract Award

There are generally two types of solicitation processes that public agencies use to purchase transit buses or coaches. An invitation for bid ("IFB" or "low bid") requires manufacturers to submit a bid and the contract is awarded to the lowest priced bidder who has met the bid specifications. The second type of solicitation is the request for proposal ("RFP" or "negotiated bid") process in which manufacturers submit proposals that address specific criteria for evaluation such as past history, financial capability, quality, reliability, maintenance, aftermarket parts and service and price. Bids are negotiated on the basis of all relevant criteria, which allows manufacturers to win contracts on factors other than price alone.

Management believes that public customers prefer the RFP process because it enables them to factor the lifetime cost of the transit bus or motor coach into their purchase decision, taking into account maintenance costs, aftermarket support and warranties and fleet standardization objectives, rather than merely the initial capital purchase cost. While proposals are evaluated on many of the factors described above under the RFP process, customers still place a significant emphasis on price.

In preparing its bid, the Company will cost most elements of the product, factoring in labour, component and conversion costs and production slot availability and targeting a minimum dollar contribution to margins. The Company seeks to obtain cost and delivery commitments from suppliers for major components and systems in order to lock in as much of the cost as possible.

As the transit industry continues to migrate to electric bus fleets, special programs and grants have increased over the past few years. In North America, various federal, provincial and state programs have provided special funding for ZEB acquisition. Many of these grants are administered through the grant application process. New Flyer, MCI and ADL have worked to partner with North American customers with respect to various grant applications that have yielded orders which have introduced the first ZEB vehicles into many North American transit fleets.

Issuance of Purchase Order

Once a bid has been awarded, there is usually a one- to three-month period of documentation negotiation prior to a purchase order being issued by the transit customer. In the case of most United States public customers, a purchase order is issued once all required funding is arranged, a "Buy America" audit is complete and applicable insurance and bonding are in place. See "Legal and Regulatory Matters — Rules of Origin (Buy-America) Legislation".

Pre-Production

Once a transit bus or motor coach contract is signed or a commitment expressed, the Company initiates the pre-production process that ideally begins between four to six months prior to production of the bus or coach. This period is often compressed, as transit agencies continue to face pressures in obtaining funding on time for the production build of their transit buses or coaches. Over the course of the pre-production period, the Company and the customer review the specifications in the contract to confirm their mutual understanding and expectations. Typically, this process yields changes to the original specifications, but permits customers to independently make changes at their own expense.

Private New Motor Coach Sales

The sale of motor coaches to private customers is a much less complex process than the sale process to public customers. Private customers will not generally request complex customizations to be made to the coach. Private customers typically purchase coaches on MCI's standard terms and conditions. MCI will enter the coach into its schedule for delivery a few months later. In some cases, customers will purchase coaches that have already been manufactured as "stock" or "fast track" units. In a majority of cases, new motor coach sales are financed by the customer and in some cases, MCI will assist in arranging the financing as a broker.

Private Pre-owned Motor Coach Sales

The pre-owned motor coach market operates on a compressed timeline. Coaches are procured exclusively as trade-ins as part of the sale of new coaches. These pre-owned motor coaches may be MCI branded coaches or may be a competitor's brand. The pre-owned coaches are then resold by MCI. Typically, once a customer for the pre-owned motor coach is identified, the sales team works with the customer to decide what type of refurbishment the customer requires to the coach. MCI will complete the refurbishment to the pre-owned coach before it is delivered to the customer. Similar to private new motor coach sales, some of these units are financed. See "Risk Factors – Risks Related to Operations – The Company may have difficulty selling pre-owned coaches and realizing expected values".

Cutaway and Medium-Duty Bus Sales

All ARBOC cutaway and medium-duty buses are sold through dealers. ARBOC's products are configured with a limited number of customer options and customization by customers is minimal. For sales to public transit agencies, the ARBOC dealer, assisted by ARBOC's internal sales team, will respond to solicitations in a similar manner as described for heavy-duty buses. If a solicitation is awarded to an ARBOC dealer, a purchase order is placed by the dealer to ARBOC and is entered into backlog and production scheduling. The public agency contract between the public transit agency and ARBOC dealer may contain optional purchase quantities. Since ARBOC is not a party to the purchase contract, the ARBOC backlog does not reflect any options and only reflects orders which have been placed through a firm purchase order from a dealer.

Sales of cutaway and medium-duty buses to private end-user customers typically occur in lower order quantities than to public transit agencies. If a dealer is not able to satisfy the order with stock on hand, a purchase order is placed with ARBOC and the unit is scheduled for production. If the dealer is able to satisfy the order with their existing inventory, the dealer will sell to the customer from their inventory and then issue a purchase order to ARBOC for replacement inventory to maintain required stock levels.

Aftermarket Sales and Marketing

The sales and marketing of the Aftermarket parts group for the public market is primarily driven by customer requests for parts quotation. These requests are either sent directly to NFI Parts and ADL by the customer or placed in the public domain via the internet for NFI Parts and other bidders to access. These requests range from one-time opportunities for small quantities of parts to long-term commitments for large volumes of parts. Each public customer's approach to procuring parts is typically driven by their local purchasing policies and guidelines. In addition to responding to customer requests for quotation, the Company employs parts sales managers who visit customers on a regular basis, marketing products and collecting feedback on performance. NFI Parts and ADL also utilize e-commerce websites to sell aftermarket parts to customers.

Private market customers typically buy parts using annually negotiated pricing or a discount from the list price. Customers can place parts orders via the online store, by phone via the call center or through email.

Facilities and Manufacturing Process

Facilities

The Company's production facilities are well-equipped and are regularly upgraded in terms of safety systems, paint, lighting and the removal of waste and scrap. The Company is continuing to streamline the ARBOC facilities to bring them to a standard consistent with the New Flyer facilities.

The Company's heavy-duty and medium-duty transit bus and motor coach manufacturing facilities, in North America have been registered to the ISO 9001 (quality) certification. New Flyer's heavy-duty transit bus manufacturing facilities have also been registered to ISO 14001 (environmental) and ISO 45001 (safety) certifications¹. The Company is the only North American bus or coach manufacturer to achieve all three ISO certifications and has been recognized for outstanding occupational health and safety management.

The graphics on the next two pages indicate the locations of the Company's major facilities:

¹ ISO 9001 (Quality), ISO 14001 (Environmental) and ISO 45001 (Health & Safety) certifications confirm that New Flyer's manufacturing management system has been assessed by accredited bodies, which found the Quality, Environmental, and Health and Safety components of the system to be in conformance with applicable standards.

Our Communities



- **Anniston, AL**
NF Bus Manufacturing
☆ Vehicle Innovation Center
- **Crookston, MN**
Bus Completion
- **Jamestown, NY**
Parts Manufacturing
- **St. Cloud, MN**
NF Bus Manufacturing
Part Fabrication
- **Winnipeg, MB**
Parts Fabrication
Bus Shell Assembly
New Product Development



- **Crookston, MN**
MCI D-Series Shell Completion
- **Pembina, ND**
MCI Coach Completion
- **Winnipeg, MB**
Part Fabrication
MCI D-Series Shell Assembly
Complete J-Series Manufacturing
New Product Development



- **Brampton, ON**
NFI Parts Distribution Center
- **Delaware, OH**
NFI Parts Customer Service
- **East Brunswick, NJ**
NFI Parts Distribution Center
Customer Training
- **Fresno, CA**
NFI Parts Distribution Center
- **Louisville, KY**
NFI Parts Distribution Center
Customer Training
- **Winnipeg, MB**
NFI Parts Distribution Center
Publications
Customer Training



- **Ciudad de Mexico, Mexico**
Commercial, Parts Distribution and
Service Center



- **Arnprior, ON**
Collision and Refurbishment Center
- **Blackwood, NJ**
MCI/NF Service Center
- **Dallas, TX**
MCI/NF Service Center
- **Des Plaines, IL**
MCI/NF Service Center
- **Montreal, QC**
MCI/NF Service Center
- **Renton, WA**
NF Service Center
(MCI coming soon)
- **San Francisco, CA**
MCI/NF Service Center



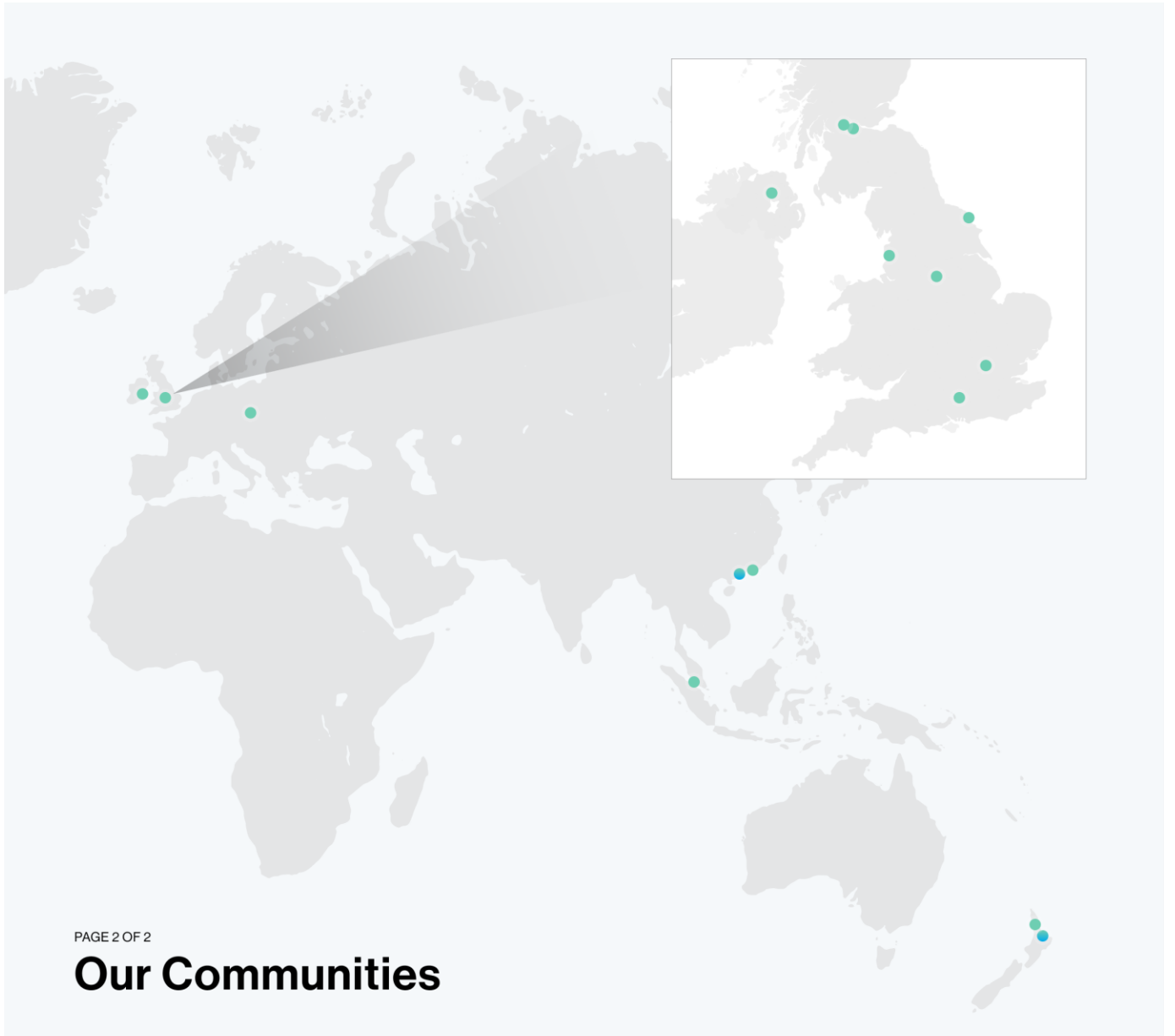
- **Shepherdsville, KY**
Part Fabrication



- **Middlebury, IN**
Cutaway & Medium Duty
Bus Manufacturing



- **Anniston, AL**
Fiberglass Fabrication
- **St. Cloud, MN**
Fiberglass Fabrication
- **Wausaukee & Gillett, WI**
Fiberglass Fabrication
- **Winnipeg, MB**
Fiberglass Fabrication



PAGE 2 OF 2

Our Communities



- **Auckland, New Zealand**
Commercial, Parts Distribution and Service Center
- **Anston, England**
Parts Distribution and Service Center
- **Ballymena, Northern Ireland**
Engineering Hub
- **Berlin, Germany**
Commercial, Parts Distribution and Service Center
- **Dublin, Ireland**
Parts Distribution Center
- **Falkirk, Scotland**
Bus Manufacturing
- **Farnborough, England**
Design and Engineering
- **Harlow, England**
Service Center
- **Hong Kong**
APAC Head Office
Commercial, Parts Distribution and Service Center
- **Larbert, Scotland**
Head Office
- **Skelmersdale, England**
Parts Distribution and Service Center
- **Scarborough, England**
Bus and Coach Manufacturing
- **Singapore**
Commercial, Parts Distribution and Service Center
- **Tauranga, New Zealand**
Build Partner Manufacturing Plant
- **Zhuhai, China**
Build Partner Manufacturing Plant

Manufacturing Process

The manufacturing planning process begins well in advance of actual fabrication or assembly.

The New Flyer Winnipeg production facility operates one production line with a number of off-line component and small parts assembly stations and a pre-production fabricating group that creates materials for assembly on the production line. In Winnipeg, a transit bus goes through the structure weld, shell assembly and painting phases of production. The partially completed shell is then shipped to New Flyer's Crookston facility for final assembly.

The New Flyer Crookston production facility is a final assembly plant. Running two identical production lines in parallel, the facility completes transit bus and motor coach shells delivered from the New Flyer and MCI Winnipeg facilities and tests the finished products. In order to facilitate compliance with "Buy America" legislation, New Flyer installs most major components such as the engine, axles, transmission, driver and passenger seating and air conditioning systems at the Crookston facility.

The New Flyer St. Cloud, MN and Anniston, AL production facilities produce complete transit buses, from frame welding to final assembly.

MCI's Winnipeg coach facility produces the J-model coach, from the initial weld of the chassis to completion ready for sale. In addition to the J-model coach, the Winnipeg facility produces the D-model coach shell, starting from weld to the completion of shell assembly and paint. The shell is then shipped to the Company's Crookston facility for final assembly.

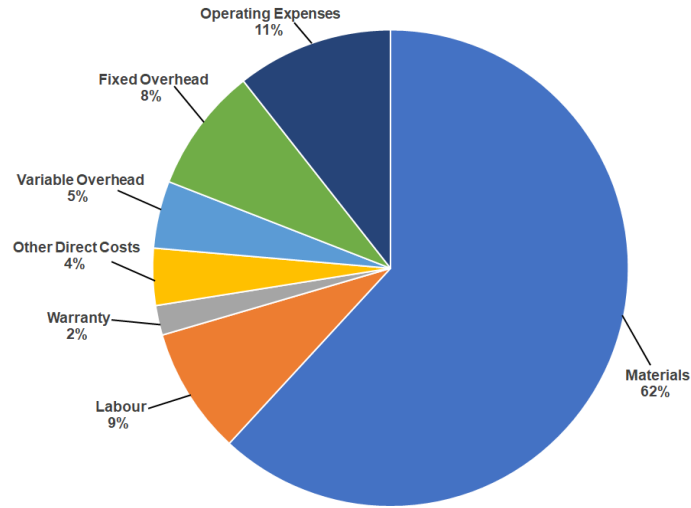
The MCI Crookston production facility is a final assembly plant for the D-model coach. The plant completes the production process of the shell that was started in the Winnipeg coach facility and tests the finished product. In order to comply with the "Buy America" requirements for public customers, MCI installs most major components such as the engine, axles, transmission, driver and passenger seating and air conditioning systems at the Crookston facility.

The ARBOC Middlebury manufacturing facility produces the ARBOC products. All ARBOC cutaway bodies are bolted and bonded (as opposed to welded) onto chassis that are manufactured by third-party suppliers. The Spirit of Equess[®] chassis, however, is a proprietary chassis that is welded by the Company.

ADL has several production facilities. After consolidation of its manufacturing footprint in 2020 and 2022, ADL now manufactures out of its facilities in Scarborough, England and Falkirk, Scotland. Its head office and prototype area for NPD are located in Larbert, Scotland, and it also has a design and engineering center in Farnborough, England. In addition to its own facilities, ADL uses third-party manufacturers for bus manufacturing in China and in New Zealand. This global manufacturing footprint was developed by ADL in seeking to capitalize on multiple efficiencies by manufacturing in closer proximity to its major customers.

Due to the assembly nature of the Company's manufacturing process and the high cost of the major components incorporated into transit buses and motor coaches, approximately 81% of the total cost structure of its transit bus and coach manufacturing operations is variable, based on the Company's 2022 financial results. The chart on the following page provides a breakdown of the Company's cost structure for bus and coach manufacturing operations:

Cost Structure: 2022 Bus and Coach Manufacturing Operations



Delivery and Acceptance

Once the vehicles have been manufactured, customers often conduct a final inspection of the vehicle. The public customer generally sends a representative to the Company's facilities to inspect and test the vehicles before taking delivery. Third-party drivers then deliver the transit buses or coaches to public customers who are then given a final opportunity to inspect and accept the vehicle.

Public agency contracts often contain holdback or retainage provisions for a defined period following acceptance to ensure that any minor deficiencies are corrected. The Company is also subject to holdback arrangements with some of its customers in lieu of providing warranty bonds. In many cases, the holdback typically is in the amount of the expected warranty provision, less any extended warranties purchased, for the warranty period. The customer will often then charge any warranty claims against the holdback account once such claims are approved by the Company. Any money remaining from the holdback or retainage is returned to the Company.

Product Warranty and Other Contractual Provisions

Transit Buses and Public Motor Coaches

For all United States federally funded contracts, the FTA stipulates certain warranty levels for the transit bus or coach and their structure and major subsystems. In addition to a base bumper-to-bumper warranty (typically for a one- to two-year period), New Flyer generally provides its customers with a 12-year corrosion warranty on the transit bus structure. MCI generally provides a seven- to 12-year structural warranty on the coach (depending on the customer specification). With the introduction of battery-electric transit buses, New Flyer has offered its customers battery warranties ranging from six to 12 years.

ADL provides a base two-year bumper-to-bumper warranty on buses and coaches, as well as a 12-year structural warranty. Battery and hybrid system warranties are provided on a back-to-back basis with the relevant suppliers. Typically, ADL's base hybrid warranty is for three years and an electric-battery warranty for seven years in the UK (which is provided by BYD, the manufacturer of the battery propulsion system).

Transit agencies will often request additional coverage as part of the initial capital purchase to minimize their operational costs. The Company prices extended warranty costs into its bids. Extended warranties for major subsystems such as engines, transmissions, axles and air conditioning, are normally purchased for the customer from the component supplier. For certain other extended warranties, including those covering brake systems, lower level components, fleet defect provisions and engine-related components, the Company is responsible for warranty costs during a warranty period of approximately one to five years, depending on the contract. The Company also frequently provides a parts supply guarantee in its transit bus or motor coach purchase contracts, under which the Company guarantees that parts will be available to the customer for a certain period of time, usually 15 years following delivery of the vehicle.

See “Risk Factors — Risks Related to Operations — The Company may incur material losses and costs as a result of product warranty costs, recalls and remediation of transit buses and motor coaches”.

Private Motor Coaches

For private customers, the typical warranty period is 24 to 30 months, depending on the model, which covers most items, excluding “wear” items. Most private customer coach warranties do not have a maximum mileage threshold, because motor coaches typically accumulate significantly more miles than heavy-duty transit buses and mileage varies depending on the use of the motor coach. There is no structural warranty beyond the base warranty.

See “Risk Factors — Risks Related to Operations — The Company may incur material losses and costs as a result of product warranty costs, recalls and remediation of transit buses and motor coaches”.

Cutaway and Medium-Duty Buses

The typical warranty period for cutaway and medium-duty buses is the lesser of 36 months or 50,000 miles, which is consistent with the chassis manufacturer’s warranty. The administration and servicing of warranty claims is the responsibility of the ARBOC dealer.

See “Risk Factors — Risks Related to Operations — The Company may incur material losses and costs as a result of product warranty costs, recalls and remediation of transit buses and motor coaches”.

Liquidated Damages and Suspensions and Termination for Convenience

Public customer transit bus and motor coach manufacturing contracts typically include liquidated damages provisions, which result in monetary penalties on a per vehicle per day basis when the transit buses or coaches are not delivered to the customer by the deadline specified in the contract. The Company actively manages these terms with its customers in the event of specification changes that impact production timing. The Company does not expect to incur material liquidated damages penalties in the normal course of its operations and liquidated damages incurred by the Company in fiscal 2022 were not material. See “Risk Factors — Risks Related to Operations — Production delays may result in liquidated damages under the Company’s contracts with its customers”.

In addition, public customer purchase contracts typically include rights of the customer to suspend or terminate the contract for convenience. Although the exercise of these rights have been rarely used, the Company’s customers may, with notice, suspend the contract or terminate their relationship with the Company. See “Risk Factors — Risks Related to the Business Environment — Absence of fixed term customer contracts, exercise of options and customer suspension on termination for convenience”.

Bonding Requirements

Most municipalities, transit authorities, and some international customers, require suppliers to obtain performance bonds from surety companies or letters of credit to protect against non-performance by suppliers. Management believes that the Company's current surety and letter of credit capacity is sufficient to meet such requirements.

Performance guarantees are generally valid from contract award to completion of the contract. Contract completion is generally defined as customer acceptance of all transit buses or coaches in a given contract and generally excludes warranty obligations. Contracts can stipulate single- or multi-year procurements, and performance guarantee requirements are structured accordingly. Where contracts include options to acquire additional transit buses or coaches, performance bonds and letters of credit are issued as the options are exercised.

The surety bonding market does not provide for committed bonding facilities. Surety companies issue bonds on an as-needed basis and take into account current financial performance and the state of the surety market in making their credit decisions. Surety companies provide limits on the maximum coverage they will provide. Management believes the Company currently has sufficient capacity to meet the performance guarantee needs of its business through both its arrangements with its primary surety provider and its letter of credit facility. See "Risk Factors — Risks Related to Operations — The Company may not be able to maintain performance bonds or letters of credit required by its contracts or obtain performance bonds or letters of credit required for new contracts".

Bonding is not required by customers in the cutaway, medium-duty bus and private motor coach markets.

Materials and Suppliers

Materials represented 62% of the cost structure of the Company's transit and motor coach manufacturing operations in 2022. The Company has long-standing relationships with a diverse group of established suppliers and generally has a number of sources of supply for many of its raw materials and components. For many components, however, supply is dependent upon a single supplier or a limited number of suppliers either to meet unique customer specifications under a contract or as a result of the Company selecting, validating and engineering a component into a particular bus or coach model. In addition, for certain components, such as engines for transit buses, the Company and the other manufacturers in the heavy-duty and medium-duty transit industry are dependent on a single source of supply that is certified to industry requirements and standards. The Company has established strategic relationships with its suppliers and actively monitors and manages the risks associated with supply continuity. Management believes the Company can continue to leverage these relationships through its market leadership position. See "Risk Factors — Risks Related to Operations — Dependence on limited sources or unique sources of supply" and "Risk Factors — Risks Related to the Business of the Company — A disruption, termination or alteration of the supply of vehicle chassis or other critical components from third-party suppliers could materially adversely affect the sales of certain of the Company's products".

The Company has attempted to negotiate fixed price contracts on an annual or multi-year basis with many of its suppliers. Additionally, the Company seeks to negotiate fixed prices and contractual requirements for the supply of special customer specified materials and parts at the time of the bid. As a result of the pandemic and impacts of inflation on the price of components however, most of these fixed price contracts have been terminated (or subject to additional surcharges) as suppliers seek to be compensated for the increase in prices of their components. See "Risk Factors — Risks Related to Operations — The Company's profitability can be adversely affected by increases in raw material and component costs".

Capital Expenditures

The Company generally has predictable ongoing maintenance capital expenditure requirements related to its assembly operations. Capital expenditure requirements for new tooling, machinery and equipment may fluctuate from period to period depending on the Company's requirements for in-house fabrication and manufacturing of parts instead of outsourcing them from third parties. Management will also consider capital expenditures where there is an opportunity to grow or diversify the business. ADL's business is generally less capital intensive than New Flyer and MCI due to lower levels of insourcing.

In 2022, the Company incurred capital expenditures of approximately \$32 million related to investments for new tooling to support continuous improvement initiatives, investments in information technology, maintenance of facilities and equipment and new product development. The Company funded all capital expenditures from operating cash flows.

People and Labour Relations

As at January 1, 2023, the Company had a total of approximately 7,700 employees, of which approximately 5,300 were paid hourly and approximately 2,400 were salaried.

Occupational Health and Safety

The Company's focus on occupational health and safety has resulted in strong and continuous improvements over the past decade. Management believes that the Company's dedicated commitment to safety and health improvements is not only a competitive advantage for the organization and is essential to the creation of a safe and healthy working environment for the Company's employees and its operations.

Workplace Environment and Training and Development

In order to fully support the Company's commitment to its employee-focused workplace culture, the Company has enhanced its organizational development function and has developed a robust training framework that will enable it to meet the needs of the business and its team members. The NFI Learning Institute is dedicated to implementing the best training, learning and development practices across the Company, including forming partnerships with local, regional and national organizations to support learning and workforce readiness initiatives, as well as working with educational institutions and government agencies to recognize and give credit for NFI certifications, pre-apprenticeship and apprenticeship development. ADL has well-established apprenticeship and graduate development programs. The Company also focuses on leadership and professional development of all of its employees with managerial and specialized responsibilities. Additionally, there is outreach and engagement with students at various levels in local schools and national universities through hosting visits, career fairs, all to develop an interest in the Company and a sustainable pipeline of future employees.

NFI conducts comprehensive employee surveys in order to provide all employees with an opportunity to present feedback on their jobs, work environment and views of the Company. Management believes that this information is essential to improving business performance and is a critical enabler to its workplace strategy. The results are a means to guide action planning and measure improvements to support the Company's overall business performance through initiated organizational action planning and improvement measurement processes.

Workforce Development and DEI Strategies

The Company is committed to supporting workforce development efforts across the organization. With the creation of its Community Benefits Framework in 2020, a foundation was laid that supports the

initiatives taken in various jurisdictions. The main goal of this framework is to support individuals from underrepresented and underserved populations in finding employment in advanced manufacturing. By building meaningful relationships within the communities in which the Company's employees work, the Company remains committed to identifying and reducing the many barriers to employment which are faced by these underrepresented and underserved groups. DEI efforts continue to be a focus throughout the organization. By tracking employee demographics, the Company is able to identify areas in which it can focus efforts to improve overall diversity in relation to the regions in which the Company operates.

Pensions

The Company sponsors retirement plans for employees in North America and the UK, which include a combination of defined contribution, group registered retirement savings plans and defined benefit plans with varying contribution formulas.

Competition

The business segments in which the Company is active are highly competitive. Although the Company believes it has a leading position all the segments in which it competes, it is subject to competitive pressures from a wide range of large and small competitors.

At its January 2021 Investor Day, the Company unveiled its vision to drive the increased adoption of ZEBs, what it is calling the ***ZE***volution™, or the evolution to zero-emission mobility. NFI envisions a consistent adoption of zero-emission vehicles over the next decade as transit agencies and motor coach operators in North America, the UK, Europe and Asia Pacific markets transition their fleets to EVs. NFI has been building electric vehicles since 1969 and offers the broadest offering of zero-emission vehicles, including battery-electric buses and coaches, hydrogen fuel cell-electric buses and electric trolleys. NFI is the leader in North America and the UK for ZEBs and is expected to be a significant beneficiary from the acceleration to ZEBs.

Heavy-Duty Transit Buses

Price, custom engineering to customer specification, product quality, on-time delivery, established track record, strong customer relationships and experience are key factors in winning manufacturing contracts in the heavy-duty transit bus industry globally. The Company differentiates itself by having a broad and diverse product offering in North America and the UK, a strong reputation for quality and innovation globally, a history of on-time delivery and by being a leading provider of aftermarket parts and support. It also actively engages in industry advocacy, focusing on battery-electric bus interoperability, bus quality and safety, and adhering to local and national operating regulations. Due to these factors and overall market conditions, management believes that New Flyer and ADL are both well positioned to continue to compete successfully and maintain their leading market positions in North America and the UK.

The Company's competitors in North America include El Dorado (part of REV Group, Inc.), Vicinity Motor Corp., Gillig LLC, NOVA Bus Inc. (owned by Volvo Bus Corporation), BYD and Proterra. In the UK, ADL's primary competitors are Switch Mobility (previously called Optare PLC), part of Ashok Leyland, the Hinduja Group, and Wrightbus. Management believes the market dynamics in its international markets are changing as a result of the shift to ZEBs and new entrants, such as Yutong and Caetano, are beginning to emerge and gain market share. This has particularly been the case in the UK where Yutong has begun to secure additional contracts.

Medium-Duty Transit Buses

In addition to competing with heavy-duty transit bus and large cutaway manufacturers, competitors to the Company offering comparable medium-duty buses include Vicinity Motor Corp. and REV Group Inc.

Cutaways

The cutaway bus segment has one primary competitor, Forest River Inc.

Motor Coaches

Motor coach customers have diverse needs and criteria that they use to decide on motor coach purchases. Public transit authorities procure coaches in a similar manner as they procure heavy-duty transit buses.

MCI distinguishes itself from its competitors primarily through its products and history of supporting customers and its products on the road. MCI products are known as reliable coaches with well-established residual values. Management believes that the Company's ownership of MCI and its values and processes enhance the attractiveness of MCI's products.

Competitors to MCI include Prevost (owned by Volvo Bus Corporation), Van Hool, Tamsa, Irizar, CAIO and BYD.

Aftermarket Parts

NFI Parts and ADL Parts both compete in their respective geographic regions in highly competitive parts markets, which are comprised of other bus and coach OEMs and a number of non-OEM aftermarket parts companies. The Company sells aftermarket parts and components primarily for the Company's vehicle platforms, but also sells aftermarket parts for vehicles that are not made by the Company. While the majority of the parts on the Company's vehicles can be sold by competitors, a small portion of parts are "proprietary" to the Company's vehicles, where design or scale makes it impractical for other companies to sell such parts.

The Company's parts customers generally make sourcing decisions based upon pricing and availability, but management believes that recent supply chain issues resulting from the pandemic have made availability the primary decision metric for customers over pricing.

Legal and Regulatory Matters

In North America, government regulation has had a significant impact upon the transit bus and coach manufacturing industry. These legislative and regulatory requirements continue to affect the structure of the industry, the location of manufacturing facilities, the sourcing of parts and materials and the source of funding for public transit bus and motor coach purchases. Regulation represents a barrier to entry in the industry. A description of each of the major areas of regulation follows.

Funding for New Transit Bus and Motor Coach Purchases

Public transit infrastructure is considered an "essential service" by, and is a key priority of, governments and public authorities due to the significant population base that is highly dependent on public transportation and the importance of reducing inner city and suburban traffic congestion.

United States

The United States federal government has provided funding for the purchase of new heavy-duty transit buses since 1964. Purchases are now largely funded through the FTA funding allocations derived from gasoline taxes. Under these programs, municipal and local transit authorities in the United States receive up to 80% of the funding for new bus purchases from the federal government for (i) the replacement of buses that have operated for the FTA minimum service life, and (ii) new buses to support fleet growth based on population and ridership trends. In order to receive federal funding for new bus purchases, a minimum 20% contribution commitment from local transit authorities must be in place and the new bus purchase must comply with “Buy-America” legislation. See — “Rules of Origin (Buy-America) Legislation”.

Federal funding for public transit in the United States is provided under surface transportation legislation covering highway, rail and marine transport.

In January 2021, U.S. President Biden took office and during his campaign had promised to rebuild a cleaner and more resilient economy through investments in zero-emission and low-carbon public transportation. A specific campaign priority of the new Biden Administration was to “provide every American city with 100,000 or more residents with high-quality zero-emission public transportation options through flexible federal investments.” In November 2021, U.S. President Joe Biden signed the \$1.2 trillion bipartisan Infrastructure Investment and Jobs Act (“IIJA”). The IIJA provides \$91.2 billion in funding for the FTA over five years, and also authorizes an additional \$15.8 billion in supplemental appropriations from general revenues, for a total of \$107 billion. The increases in the size and scale of FTA funding is aimed at addressing the backlog in U.S. transit that has identified more than 24,000 buses and over 200 stations for upgrades and replacement. The IIJA replaces the Fixing America's Surface Transportation Act (“FAST Act”), which had previously been the primary federal funding mechanism for transportation programs. Under the new IIJA, baseline transit funding levels have increased by 43% over the FAST Act, and when combined with supplemental appropriations, the IIJA provides up to an 83% increase for transit.

In March 2022, Vice President Kamala Harris, U.S. Transportation Secretary Pete Buttigieg and FTA Administrator Nuria Fernandez announced the availability of approximately \$1.47 billion in competitive grant funds under the IIJA to help modernize bus fleets and facilities across the U.S. The grant funds included approximately \$1.1 billion under the FTA's Low or No Emission (Low-No) Grant Program and \$372 million under the FTA's Buses and Bus Facilities Program. Eligible FTA grantees were invited to submit grant applications for consideration. In August 2022, after a competitive grant evaluation and award process, FTA announced the award of \$1.66 billion in 2022 Low- and No-Emission and Bus and Bus Facilities grants, supporting 150 projects for people and communities in 48 states and territories.

The Company's Bid Universe metric estimates active public competitions in Canada and the United States and attempts to provide an overall indication of anticipated heavy-duty transit bus and motor coach public sector market demand. It is a point-in-time snapshot of: (i) EUs in active competitions, defined as all requests for proposals received by the Company and in process of review plus bids submitted by the Company and awaiting customer action, and (ii) management's forecast of expected EUs to be placed out for competition over the next five years. See “Risk Factors — Risks Related to General Economic and Market Factors — The Company's business is affected by economic factors and adverse developments in economic conditions which could have an adverse effect on the demand for the Company's products and the results of its operations”.

APTA reports that the average fleet age of transit buses in the U.S. was approximately seven years in 2020, a decrease from 7.6 years in 2019². Management believes that other than the Company's Bid Universe (discussed above), and lack of reduction in fleet age, there are no reliable high-level indicators of the health of funding for transit bus purchases.

While procurement of transit buses and coaches by the public sector is typically accomplished through formal multi-year contracts, procurement of transit buses and coaches by the private sector is typically accomplished through transactional sales of small orders of vehicles. As a result, the Company is unable to develop longer range forecasts for private sector transit buses and motor coaches.

Canada

Historically, purchases of new transit buses in Canada have been funded primarily by provincial and municipal governments. Unlike in the U.S., in Canada there is no central source of funding for transit bus or motor coach procurements. Instead, funding of bus purchases comes largely from a patchwork of provincial funding, municipal funding, fare box revenue, various federal programs, and other smaller sources. Across Canada the funding approach varies widely from province to province and even from city to city within a single province.

Recognizing, however, the infrastructure deficit in Canadian cities and the role transit can play to fight climate change, reduce congestion and increase quality of life, successive federal governments have funded transit capital projects. Some cost share funding for public transit projects and new bus purchases has been provided by federal programs such as the Canadian Strategic Infrastructure Fund, the Infrastructure Canada Program and the federal Gas Tax Fund.

On October 1, 2020, the federal government announced C\$1.5 billion in financing through the Canada Infrastructure Bank, to support the adoption of ZEBs and charging infrastructure; the financing is expected to be delivered over a 24- to 36-month period. In addition, the federal government also announced Canada's strengthened climate plan which includes the government's plan to help electrify public transit systems, and to provide permanent public transit funding.

The Canadian government followed this with a landmark announcement in February 2021 that will see C\$14.9 billion invested in Canadian public transit. The program includes C\$5.9 billion in dedicated project funds starting in 2021, and ongoing permanent funding of C\$3 billion per year beginning in 2026-2027. On March 4, 2021, it was announced that C\$2.75 billion of the C\$14.9 billion in transit funding would be dedicated to zero-emission transit and school buses, to help electrify fleets from 2021 through 2026.

In February 2022, the Government of Canada announced an investment of up to C\$750 million to support municipalities facing transit operating shortfalls, in collaboration with provinces and territories. This investment was a one-time payment intended to help cities maintain service levels despite decreased ridership as a result of the pandemic.

There continues to be significant lobbying efforts by the industry to provide longer-term Canadian federal funding for public transit, including new transit bus purchases and development of alternative fuel technologies.

The Canadian Urban Transportation Association had reported an increase in average fleet age of heavy-duty transit buses from 8.3 years in 2020 to 8.6 years in 2021. Management believes that there is no high-level indicator of the health of funding for the industry other than fleet age statistics.

² APTA, Public Transportation Fact Book, 2021

Other Geographic Markets

ADL's customer base (outside of Canada and the United States) varies by territory and by type of customer (which are a mix of private, public and government-supported businesses) and the funding mechanisms vary across all sectors. In the UK, transit bus operators do not typically receive direct government funding, other than grant funding for cleaner vehicles awarded on a competitive basis (similar to the Low-No program in the U.S.). Hong Kong has private operators which do not receive government funding. In Singapore, vehicles are procured by the transport authority and assigned to contracted operators to operate them (this differs from North America where agencies typically buy, own and run their fleets). This approach is also adopted in Republic of Ireland. In addition, UK customers generally pay upon delivery of a product, while in international markets milestone payments are customary.

The UK, despite numerous headwinds faced in 2020, saw an increase in government support and more subsidies available to bus operators than ever before. The UK government's Ten Point Plan for a Green Industrial Revolution, announced on November 18, 2020, is a follow-up to the UK government's original plan to invest £5 billion for buses, cycling and walking, including a commitment to introduce 4,000 more British-built ZEBs into service. The UK Zero Emission Bus Regional Areas (ZEBRA) scheme distributed £295 million in 2021 and 2022, and 2022-2023 financial years. The 4,000 bus commitment has been amended from "build" to "fund" by early 2024.

In March 2021, the Scottish Government awarded £40.5 million in funding to bus operators through a second round of the Scottish Ultra-Low Emission Bus Scheme ("SULEBS"). Successful SULEBS proposals for 172 ZEBs were made with ADL as the intended supplier. This is in addition to successful proposals for 35 ZEBs as part of the first round of funding in September 2020. As a follow-up and to replace previous funding streams, in July 2021 the Scottish Government announced the first £50 million phase of a new Scottish Zero Emission Bus Challenge Fund ("ScotZEB"). The ScotZEB fund is designed to encourage the market to implement new and innovative ways to finance and deploy ZEBs.

In April 2022, the UK Government announced a £7 billion funding target to overhaul and level-up major transport routes that would cover thirty-one counties, city regions and unitary authorities outside of London. The funding is aimed at supporting both operations and capital expenditures.

In Asia Pacific markets, the New Zealand government provided an election pledge that only ZEBs will be purchased by 2025 and that they will target decarbonizing their entire public transit fleet by 2035. ADL's partnership with BYD has a solid position in the New Zealand market and management expects it will be a beneficiary of this transition.

The Hong Kong government continues to advance trials and applications for electric commercial vehicles.

Environmental and Emissions Legislation

The Company is subject to numerous environmental and health and safety laws, including statutes, regulations, bylaws and legal requirements contained in approvals or that arise under common law. These laws relate to the generation, use, handling, storage, transportation and disposal of regulated substances, including hazardous substances, dangerous goods and waste, emissions or discharges into soil, water and air, including noise and odours (which could result in remediation obligations), and occupational health and safety matters, including indoor air quality. These legal requirements vary by location and can arise under federal, provincial, state or municipal laws.

The Company believes that it is in substantial compliance with all material environmental and health and safety legal requirements. The Company is not aware of any breach of such requirements or other similar liabilities the resolution of which would have a material adverse effect on the Company and its operations.

The Environmental Protection Agency (the “EPA”) mandates compliance with United States emissions standards for engines and Environment Canada mandates such compliance in Canada. To the knowledge of management, only one engine manufacturer sells engines for use in heavy-duty transit buses in North America.

The California Air Resources Board (“CARB”) requires a dual certification for emission compliance for engines used in a hybrid configuration. This requires separate annual certifications from the engine supplier as well as the hybrid system supplier, but not the transit bus or coach manufacturer, such as New Flyer. These certifications are required to supply transit buses or motor coaches with a diesel-hybrid electric engine configuration to agencies operating in California and in certain states that follow the CARB regulations. Both of the Company’s suppliers of hybrid propulsion systems have received certification from CARB. The EPA does not require this dual certification and, therefore, these regulations only affect transit buses purchased by transit agencies in states that follow CARB regulations. See “Risk Factors — Risks Related to Operations — Dependence on supply of engines that comply with emission regulations”.

The European Union defines emissions standards for engines installed into heavy-duty vehicles, the latest standard being “Euro VI”. Current jurisdictions in which ADL operates mandate compliance with “EPA” or “Euro” requirements. Most heavy-duty vehicles manufactured by ADL for supply outside of North America comply with “Euro VI” requirements, although “Euro V” and earlier engine series have been installed into vehicles supplied in small volumes to regions where fuel infrastructure does not meet the diesel quality required for “Euro VI” engines.

Rules of Origin/Final Assembly (Buy America) Legislation

Buy America regulations require that heavy-duty transit buses and motor coaches meet the following fundamental requirements to be eligible for United States FTA funding: (i) final assembly/manufacture must occur within the United States, and (ii) the bus or coach must contain a minimum of 70% United States content, calculated by cost of components. The Company is compliant with the current 70% Buy America content requirement. Customers regularly conduct audits to validate such compliance for buses and coaches purchased with federal funds. To date, the Company has not failed a Buy America compliance audit.

See “Risk Factors — Risks Related to the Business Environment — Current requirements under ‘Buy America’ regulations may change and/or become more onerous or suppliers’ ‘Buy America’ content may change”.

Policies Regarding Canadian Content

The Ontario provincial government has implemented a policy requiring that all transit vehicles procured by Ontario municipalities using sources of provincial funding must contain a minimum 25% Canadian content by cost. Transit buses sold by the Company to these Ontario municipalities comply with this policy.

Solicitations originating from certain Quebec transit agencies also have a Canadian content requirement. In March 2021, Quebec provincial legislation went into effect requiring contracts for the acquisition of public transit vehicles that involve an expenditure equal to or greater than the threshold decreed by the province to require that the contractor subcontract up to 25% of the total value of the contract to Canada and that this subcontracting include the final assembly of these vehicles. See “Risk Factors — Risks Related to the Business Environment — Requirements under Canadian Content policies may change and become more onerous”.

U.S. Disadvantaged Business Enterprise Program

The goal of the Disadvantaged Business Enterprise (“DBE”) Program, overseen by the United States Department of Transportation, is to provide small businesses owned and controlled by socially and economically disadvantaged individuals a fair opportunity to compete for federally-funded transportation contracts. In accordance with the DBE program requirements, the FTA, which funds rolling stock procurements for transit agencies, requires its grantees to establish goals for the participation of DBEs in their transit vehicle procurements and also requires transit vehicle manufacturers (which includes both transit bus and motor coach manufacturers) that bid on federally-assisted vehicle procurements to submit annual goals to support qualified DBEs (as defined in the DBE program regulations) and to certify that they have complied with the requirements of the DBE program. The FTA reviews and approves transit vehicle manufacturers’ DBE goals on an annual basis and maintains a certified list of transit vehicle manufacturers that are eligible to bid on federally-assisted vehicle procurements. See “Risk Factors — Risks Related to the Business Environment — Failure of the Company to comply with the DBE program requirements or the failure to have its DBE goals approved by the FTA”.

Motor Vehicle Safety Standards

All heavy-duty transit buses and motor coaches sold in the United States and Canada must comply with federal, state and provincial motor vehicle safety standards. In both the United States and Canada, vehicles that meet or exceed all federally mandated safety standards are certified under the federal regulations. Rigorous testing and the use of approved materials and equipment are among the requirements for achieving federal certification. The Company’s entire product offering has been certified under applicable federal standards in both the United States and Canada and the Company certifies each new transit bus and motor coach model before its market launch. The Company also agrees to comply with state and provincial motor vehicle safety regulations in its customer contracts. Management believes that the Company is in material compliance with all current federal, state and provincial motor vehicle safety regulations.

All heavy-duty passenger service vehicles sold in the European Union must comply with the European Whole Vehicle Type Approval (“ECWVTA”) framework. Vehicles that meet or exceed mandated UN ECE Regulations and EU Regulations are issued with approval certificates by a national body responsible for ongoing conformity assessment, allowing sale in unlimited series across Europe, or in limited series to a specific EU Member State under a national scheme which gives allowances to suit national infrastructures. ADL’s products sold in the UK and Ireland are approved to the national scheme, whereas those sold into mainland Europe are fully ECWVTA compliant so far as customer specification and local certification requirements permit. Management believes that ADL is in material compliance with all applicable European safety regulations.

All heavy-duty passenger service vehicles sold in Hong Kong, Singapore and New Zealand must comply with National Construction and Use requirements, with reference to UN ECE Regulations. All of ADL’s products for these markets have been certified to these requirements before being introduced in the regions, and are inspected by national bodies as part of product introduction and on an ongoing basis. Management believes that ADL is in material compliance with all applicable national safety standards for these regions.

Motor Vehicle Road Use Standards

Transit bus and coach operators are subject to federal, state/provincial and/or local government motor vehicle road use regulations. Although it is the responsibility of the transit bus or coach operator to comply with such regulations, the Company is typically required to comply with applicable regulatory requirements under its customer contracts. The Company must also comply with regulatory requirements whenever it drives its transit buses or coaches over the roadways from its facilities to its customers. Management believes that the Company's buses and coaches are in material compliance with such motor vehicle regulations. However, there are some heavy-duty transit buses in the industry, including certain types of transit buses manufactured by New Flyer that do not currently comply with regulations governing maximum axle weight or length in certain jurisdictions. Transit bus operators often obtain waivers from the applicable regulator for vehicles that do not comply with the applicable requirements. However, such waivers are discretionary and as such, there is no assurance that transit operators will continue to be able to obtain them in the future. Management believes that this is an industry-wide problem related, in part, to industry trends including evolving environmental, disabled-access and other regulations which have resulted in the production of heavier or longer transit buses throughout the industry. Management believes that many of the governmental weight or length regulations have not yet caught up with the other aspects of the overall regulatory regime applicable to buses and coaches and that such regulations need to be re-examined in light of developments in the industry. Management intends to address axle weight or length restrictions with its customers on a contract-by-contract basis, and expects that the industry and transit operators will lobby the government for changes to these regulations. See "Risk Factors — Risks Related to Operations — The Company may incur costs in connection with regulations relating to axle weight restrictions and vehicle lengths".

Outside of North America, ADL ensures that vehicles transported between its facilities and its customers are in material compliance with applicable motor vehicle regulations and applicable certificates of conformity or equivalent. Where vehicles are transported through regions or via non-road delivery services, transport logistics specialists are engaged to ensure compliance with all applicable legislations. Vehicles moved between facilities for test and not yet validated against regulations are subject to risk assessment, and where applicable, vehicles are transported by means other than driving.

United States Bus and Motor Coach Testing

All applicants for United States federal funding must certify to the FTA that any heavy-duty transit bus or motor coach acquired with such funding has been tested in accordance with an endurance test conducted at Altoona, Pennsylvania ("Altoona"), to simulate 500,000 miles or 12 years of operation. The following tests are conducted at Altoona: safety, structural integrity and durability, reliability, performance, maintainability, noise and fuel economy. The Company's entire heavy-duty transit bus and motor coach product offering for the North American market has been tested at Altoona, and additional testing occurs regularly with the introduction of new products, or in the case of substantial changes to existing products. Medium-duty and cutaway buses undergo endurance testing to lower thresholds than heavy-duty transit buses and motor coaches.

In 2016, U.S. federal legislation included major changes to the transit bus and motor coach testing requirements performed at Altoona to include pass/fail criteria for all new bus model testing. Most of the New Flyer Xcelsior bus models completed baseline New Bus Model Testing prior to the introduction of the "Pass/Fail" Bus Testing Final Rule, which became effective on October 31, 2016. Partial testing requirements have been grandfathered, as applicable under the rule. The Company needs to meet "Pass/Fail" testing on a go-forward basis, as required.

The U.S. National Highway Transportation Safety Administration has indicated it will introduce roll-over testing requirements for most types of motor coaches and for certain transit buses sold to private

customers and to U.S. federal government entities (not typical U.S. transit agencies), effective December 2024. The Company is assessing the requirements and will test the types of motor coaches and transit buses to which the new regulations apply.

Certain major cities in Canada and the United States require a 500,000 mile/12-year shaker table test. This static test simulates revenue service life under challenging conditions to test durability.

Private bus and motor coach customers typically do not require any testing of coaches and leave structural design decisions to the bus and motor coach manufacturers and to applicable governmental regulations.

Disability Access Legislation

The Americans with Disabilities Act (the “ADA”) prescribes certain minimum accessibility standards for vehicles that are purchased with United States federal funding. All of the Company’s transit buses and motor coaches have been designed and/or tested to be compliant with the ADA. Although there is currently no equivalent federal legislation in Canada, most transit buses and motor coaches in Canada are also manufactured to provide access to persons with disabilities.

Outside of North America, UN ECE Regulations define vehicle interior layout and safety requirements and ADL products comply with applicable requirements. In regions that do not apply UN ECE regulations, ADL products comply with the National Construction and Use requirements (or equivalent) for accessibility, including Public Service Vehicle Accessibility Regulations (PSVAR) in the UK.

Vehicle Cyber Security

UN ECE Regulations 155 and 156 set out provisions for vehicle cybersecurity and software updates as well as management systems for both. The Regulations will be mandatory for all ADL vehicles in the EU by July 2024. ADL Management is currently working towards compliance with these regulations.

Litigation

The Company is subject to litigation from time to time in the ordinary course of its business. The Company is not aware of any pending or threatened litigation that would have a material adverse effect on the Company and its operations. See “Risk Factors — Risks Related to Operations — The Company is subject to litigation in the ordinary course of business and may incur material losses and costs as a result of product liability claims”.

DESCRIPTION OF CAPITAL STRUCTURE

Share Capital

The authorized share capital of NFI consists of an unlimited number of Shares. As at January 1, 2023, 77,155,016 Shares were issued and outstanding.

Holders of Shares are entitled to receive dividends as and when declared by the Board and are entitled to one vote per Share on all matters to be voted on at all meetings of shareholders. Upon the voluntary or involuntary liquidation, dissolution or winding-up of NFI, the holders of Shares are entitled to share ratably in the remaining assets available for distribution, after payment of liabilities.

Shareholder Rights Plan

The shareholder rights plan of NFI (the “Amended and Restated SRP”), approved by the shareholders of NFI at the annual meeting of shareholders held on May 7, 2020, confirms the issuance of one right in respect of each Share outstanding at the close of business on August 29, 2011 and one right in respect of each Share issued thereafter. The rights will separate from the Shares to which they are attached and will become exercisable upon the occurrence of certain events in accordance with the terms of the Amended and Restated SRP. Generally, if a person, or a group acting jointly or in concert, acquires (other than pursuant to an exemption available under the Amended and Restated SRP) beneficial ownership of 20% or more of the Shares (except, among other exceptions, pursuant to a permitted bid under the Amended and Restated SRP), the rights will separate from the Shares and permit holders of rights (other than the acquiring person) to purchase Shares at a substantial discount to market price. At any time prior to the rights becoming exercisable, the Board may waive the operation of the Amended and Restated SRP with respect to certain events before they occur. The Amended and Restated SRP is designed to provide the Board additional time to assess an unsolicited take-over bid for NFI and, where appropriate, to give the Board additional time to pursue alternatives for maximizing shareholder value. The Amended and Restated SRP also encourages fair treatment of all shareholders by providing shareholders with an equal opportunity to participate in a take-over bid. A copy of the Amended and Restated SRP is available on SEDAR at www.sedar.com.

Debentures

General

As at January 1, 2023, C\$338,000,000 aggregate principal amount of Debentures were issued and outstanding. The Debentures were issued under a trust indenture dated December 2, 2021 (the “Indenture”) between NFI and Computershare Trust Company of Canada, as trustee (the “Trustee”). The following summary of certain provisions of the Indenture is subject to, and is qualified in its entirety by reference to all the provisions of the Indenture. A copy of the Indenture is available on SEDAR at www.sedar.com.

Interest Rate

The Debentures bear interest at a rate of 5.0% per annum.

Maturity Date

The Debentures will mature on January 15, 2027.

Conversion Privilege

The Debentures are convertible at the holder’s option into Shares at any time prior to the close of business on the earliest of (i) the business day immediately preceding the maturity date; (ii) if called for redemption, the business day immediately preceding the date specified by NFI for redemption of the Debentures; or (iii) if called for repurchase pursuant to a Change of Control (described below), the business day immediately preceding the payment date, at the conversion price of C\$33.15 per Share. Holders converting their Debentures will receive all accrued and unpaid interest to the date immediately prior to the date of conversion.

Upon conversion of the Debentures, in lieu of delivering Shares, NFI may elect, in its sole discretion, by written notice delivered to the Trustee within one business day of the of the conversion date, to exercise the Cash Conversion Option. Pursuant to the Cash Conversion Option, NFI will pay cash to the holders that converted their Debentures as soon as practicable and, in any event, no later than the third business day following the last day of the applicable Observation Period (as described in the Indenture).

Principal Repayment

On maturity, NFI will repay the indebtedness represented by the Debentures by paying the Trustee, on behalf of the holders, an amount equal to the principal amount of the outstanding Debentures, together with accrued and unpaid interest.

NFI may, at its option, on not more than 60 and not less than 40 days' prior notice and subject to applicable regulatory approval and provided that no event of default has occurred and is continuing and certain other conditions are satisfied, elect to satisfy its obligation to pay the principal amount of the Debentures which are due on the maturity date by issuing freely-tradeable Shares to the holders of the Debentures. The number of Shares to be issued will be determined by dividing the principal amount of the outstanding Debentures which have matured by 95% of the Current Market Price (as described in the Indenture) on the fifth trading day preceding the maturity date. No fractional Shares will be issued on maturity but, in lieu thereof, NFI shall satisfy fractional interests by a cash payment.

Optional Redemption

On and after January 15, 2025 and prior to the maturity date, NFI may redeem the Debentures, in whole or in part from time to time, at its option on not more than 60 days' and not less than 30 days' prior written notice at a price equal to the principal amount of the Debentures plus accrued and unpaid interest to, but excluding, the date of redemption, provided that the Current Market Price on the date on which the notice of redemption is given is not less than 125% of the conversion price.

Change of Control

Within 30 days following the occurrence of a Change of Control (as defined in the Indenture), NFI will be required to make an offer to purchase the Debentures at a price equal to 100% of the principal amount of the Debentures plus all accrued and unpaid interest thereon up to, but excluding, the date of purchase. Holders of Debentures may accept this offer in whole or in part.

If holders of 90% or more in aggregate principal amount of the Debentures outstanding on the date NFI gives notice of the Change of Control to the Trustee accept the offer to purchase, NFI will have the right to redeem all the remaining Debentures at the same price. Notice of such redemption must be given to the Trustee within 10 days following the date of purchase, and promptly thereafter, by the Trustee to the holders of the Debentures not tendered pursuant to the offer to purchase.

Cash Change of Control

Upon the occurrence of Cash Change of Control (as defined in the Indenture), then, during the period beginning 10 trading days before the anticipated date on which the Cash Change of Control becomes effective and ending 30 days after NFI delivers notice to the Trustee of the occurrence of a Cash Change of Control, holders of Debentures are entitled to convert their Debentures and receive, in addition to the number of Shares they would otherwise be entitled to receive as set forth under "— Conversion Privilege" above, an additional number of Shares per \$1,000 principal amount of Debentures as set forth under the Indenture.

Interest Payment Election

Unless an Event of Default (as defined in the Indenture) has occurred and is continuing, NFI may elect to satisfy all or part of its obligation to pay interest on the Debentures, (i) in cash; (ii) by delivering Shares to the Trustee, for sale, to satisfy the interest obligations in accordance with the Indenture in which event holders of the Debentures will be entitled to receive a cash payment equal to the interest payable from the proceeds of the sale of such Shares; or (iii) any combination of (i) and (ii) above.

Rank and Subordination

The Debentures are general unsecured obligations of NFI and rank equally with one another and subordinate to all other existing and future senior secured and senior unsecured indebtedness of NFI and rank senior to all existing and future subordinated unsecured indebtedness of NFI. The Debentures do not restrict NFI or its subsidiaries from incurring additional indebtedness or from mortgaging, pledging or charging its properties to secure any indebtedness or liabilities.

Book-Entry Settlement and Clearance

CDS acts as securities depository for the Shares and the Debentures, which are referred to collectively as the “Securities”. The Securities are represented by one or more global certificates (each, a “Global Certificate”), some of which are in electronic form. The Global Certificates for the Securities are issued as fully-registered in book-entry only form in the name of CDS or its nominee, CDS & Co.

If an investor intends to purchase or sell Securities, an investor must do so through direct and indirect CDS participants. All interests in the Securities are subject to the operations and procedures of CDS. NFI is responsible for and makes payments on the Shares to CDS and the Trustee makes payments on the Debentures to CDS. CDS is responsible for the disbursement of those payments to its participants, and the participants are responsible for disbursements of those payments to beneficial owners.

Dividend Policy

NFI intends to have a dividend policy that is consistent with its financial performance and the desire to retain certain cash flows to support the ongoing requirements of the business and to provide the financial flexibility to pursue revenue diversification and growth opportunities. In December 2022, the Board made the decision to suspend the payment of dividends given credit agreement constraints and to support the Company’s focus on improving its liquidity and financial position. Under the terms of NFI’s credit facilities, the Company is not permitted to declare or pay dividends.

Previously, in March 2020, given the impact of the pandemic on the Company’s operating businesses, the Board reduced the Company’s quarterly dividend to C\$0.2125 per Share. In March 2022, given the continuing supply and logistics disruptions affecting the Company, the Board reduced the Company’s quarterly dividend to C\$0.0531 per Share, which was payable until the third quarter of 2022.

Future decisions on the resumption of dividend payments will be made by the Board and depend on the Company’s financial performance and compliance with credit facility covenants, among other considerations. There can be no assurance that dividend payment will resume.

Dividends on the Shares

The following tables illustrate the quarterly dividends paid on the Shares for the period from January 1, 2020 to December 31, 2022. All dollar amounts in the table below are in Canadian currency.

2020 Record Dates	Dividend per Share (\$)	2021 Record Dates	Dividend per Share (\$)	2022 Record Dates	Dividend per Share (\$)
March 31, 2020	0.2125	March 31, 2021	0.2125	March 31, 2022	0.0531
June 30, 2020	0.2125	June 30, 2021	0.2125	June 30, 2022	0.0531
September 30, 2020	0.2125	September 30, 2021	0.2125	September 30, 2022	0.0531
December 31, 2020	0.2125	December 31, 2021	0.2125		
Total Dividends	0.85	Total Dividends	0.85	Total Dividends	0.1593

Credit Facilities

Credit Facility and UK Facility

On October 25, 2018, NFI and certain of its subsidiaries (collectively, the “Borrower”) entered into the Credit Facility with a syndicate of financial institutions with a maturity date of October 25, 2023. On May 4, 2020, the Company entered into the UK Facility. The terms and covenants of the UK Facility are similar to those of the Credit Facility, with some specific modifications for local UK laws and regulations. A copy of the Credit Facility can be found on SEDAR at www.sedar.com.

Each of the Credit Facility and UK Facility is guaranteed by certain subsidiaries of NFI, and the obligations in respect of the Credit Facility and the UK Facility are currently secured by certain of the assets of the borrowers and those guarantors. NFI receives its cash distributions from the borrowers (other than NFI) and the guarantors of the Credit Facility and the UK Facility, and as a result (among other requirements), the amounts owing under the Credit Facility and any interest thereon will be payable in priority to any cash distributions to holders of Shares and Debentures.

In 2022, the Company made various amendments to the Credit Facility and the UK Facility. The terms of the amended facilities provide relief from previous key financial covenants (Total Leverage Ratio (“TLR”), Minimum Adjusted EBITDA and Interest Coverage Ratio (“ICR”)) for the fourth quarter of 2022 and the first two quarters of 2023 – the period ending June 30, 2023 (the “Waiver Period”). During the Waiver Period, the Company is subject to a Total Net Debt to Capitalization (“TNDC”) ratio, starting in January 2023, and a minimum Adjusted EBITDA covenant starting in March 2023. Under the amendments, NFI has lowered the Credit Facility capacity from \$1.25 billion to \$1.0 billion, and the UK Facility from £50 million to £40 million. The Credit Facility now has a \$25 million minimum liquidity requirement and matures on August 2, 2024. Through the amendments, the UK Facility now matures on June 30, 2023. The Debentures are not considered indebtedness for the purposes of calculating the financial covenants under the amended facilities.

Loans under the Credit Facility bear interest at a rate equal to LIBOR or a U.S. base rate for loans denominated in U.S. dollars and a Canadian prime rate or bankers’ acceptance rate for loans denominated in Canadian dollars, plus an applicable margin to those rates.

Manitoba Facility and EDC Facilities

In January 2023, the Company entered the Manitoba Facility with MDC to support investments in working capital and general corporate purposes. The Manitoba Facility has a one-year term, with options to extend for up to an additional 24 months, subject to approval by NFI and the Government of Manitoba.

In addition, the Company entered into the EDC Facility to support supply chain financing and the EDC Bonding Support to support NFI’s surety and performance bonding requirements for new contracts, both provided by EDC. The EDC Facility has a one-year term with options to extend for up to an additional 24 months, subject to approval by NFI and EDC. The EDC Bonding Support is for a one-year term for each new contract, subject to annual renewals.

Interest payments under the facilities are based on a base rate plus applicable margin structure. While the Manitoba Facility is in place, NFI must maintain its headquarters and senior management in Manitoba, and, while the EDC Facility and Manitoba Facility are in place, NFI cannot pay a dividend.

DIRECTORS AND OFFICERS

Directors and Officers

NFI's articles of incorporation provide for a minimum of three and a maximum of 20 directors. NFI's Board consists of ten individuals and is comprised as follows:

- The Honourable Brian Tobin, Paul Soubry, Krystyna Hoeg and Wendy Kei, each of whom is a Canadian resident. The Honourable Brian Tobin serves as the chairman of the Board;
- Colin Robertson, who is a UK resident, serves as vice chairperson of the Board;
- Larry Edwards, Adam Gray, Phyllis Cochran and Katherine Winter, each of whom is a U.S. resident; and
- Paulo Cezar da Silva Nunes, who is a Brazilian resident.

The following table sets out the name, municipality of residence, position(s) with the Company and principal occupation of the directors of NFI.

Name and Municipality of Residence	Position(s)	Director Since	Principal Occupation If not with the Company
The Honourable Brian Tobin Ottawa, Ontario, Canada	Director (Chairperson of the Board)	2005	Vice-Chair, BMO Financial Group (2018 – present) Vice-Chair, BMO Capital Markets (2013 – 2018)
Larry Edwards Tulsa, Oklahoma, USA	Director (Chairperson of the human resources, compensation and corporate governance committee)	2008	Corporate Director
Paul Soubry Winnipeg, Manitoba, Canada	Director	2009	President and Chief Executive Officer of the Company
Adam Gray Greenwich, Connecticut, USA	Director	2012	Managing Partner, Coliseum Capital Management, LLC
Phyllis Cochran Bluffton, South Carolina, USA	Director (Chairperson of the audit committee)	2015	Corporate Director
Krystyna Hoeg Toronto, Ontario, Canada	Director	2015	Corporate Director
Paulo Cezar da Silva Nunes..... Porto Alegre, Rio Grande do Sul, Brazil	Director	2015	Corporate Director
Katherine Winter..... Palatine, Illinois, USA	Director	2019	Chief Operating Officer, May Mobility (2022-Present) Vice President and General Manager, Autonomous Transportation & Infrastructure Division, Intel Corporation (2020 – 2022) Vice President and General Manager, Automated Driving Solutions Division, Intel Corporation (2016 – 2020)
Colin Robertson, CBE..... Edinburgh, Scotland, UK	Director (Vice Chairperson of the Board)	2020	Corporate Director CEO, ADL (2007 - 2020)

Name and Municipality of Residence	Position(s)	Director Since	Principal Occupation If not with the Company
Wendy Kei Toronto, Ontario, Canada	Director	2022	Corporate Director

Each of the directors has had the principal occupation referred to opposite his or her name during the past five years, except for Mr. Tobin, Ms. Winter and Mr. Robertson.

The term of office for each of the directors of NFI expires at the time of the next annual meeting of shareholders of NFI. Directors will be elected at each annual meeting of shareholders of NFI.

A director may be removed by a resolution passed by a majority of the shareholders or may resign. The vacancy created by the removal of a director must be filled at the shareholder meeting at which he or she was removed. A vacancy not so filled at a shareholder meeting, or created by the resignation of a director, may be filled by a quorum of the remaining directors. A quorum for meetings of directors is a majority of the directors, provided that a majority of directors present (or one director, where a quorum is two directors) must be residents of Canada. If there is no quorum of directors, a special shareholder meeting must be called to fill vacancies.

The directors supervise the activities and manage the affairs of NFI.

Audit Committee

NFI's audit committee is comprised of a minimum of three directors. The audit committee is comprised of four members, being Phyllis Cochran (Chair), Larry Edwards, Adam Gray, Krystyna Hoeg and Wendy Kei. All of the members of the audit committee are independent within the meaning of National Instrument 52-110 *Audit Committees* ("NI 52-110").

The audit committee is responsible for the oversight and supervision of the accounting and financial reporting practices and procedures of NFI, the adequacy of internal accounting controls and procedures, the quality and integrity of financial statements of NFI and the oversight of NFI's enterprise risk management framework. In addition, the audit committee is responsible for directing the auditors' examination of specific areas and for recommending to the Board the selection of independent auditors of NFI. The committee annually reviews the Chief Financial Officer's goals and objectives for the upcoming year and conducts regular reviews of the Chief Financial Officer's performance.

Human Resources, Compensation and Corporate Governance Committee

NFI has a human resources, compensation and corporate governance committee comprised of four directors. The members of the committee are Larry Edwards (Chair), The Honourable Brian Tobin, Paulo Nunes, Katherine Winter and Wendy Kei. All of the members of the human resources, compensation and corporate governance committee are independent within the meaning of NI 52-110. The committee reviews and makes recommendations to the directors concerning the appointment of officers of NFI and its subsidiaries and the hiring, compensation, benefits and termination of officers of NFI and its subsidiaries. The committee annually reviews the Chief Executive Officer's goals and objectives for the upcoming year and conducts quarterly reviews of the Chief Executive Officer's performance. The committee also makes recommendations concerning the remuneration of directors of NFI and its subsidiaries. The committee administers and makes recommendations regarding the operation of any employee bonus or incentive plans, including the performance and restricted share unit plan and the stock option plan, and administers the deferred share unit plan and restricted share unit plan for non-management directors. The committee is also responsible for developing NFI's approach to corporate governance issues, advising NFI's Board on filling vacancies on the Board and the boards of NFI's subsidiaries and periodically reviewing the composition and effectiveness of each board and the contribution of individual directors, considering questions of

management succession and considering and approving proposals by the directors of NFI to engage outside advisors on their behalf. The committee also reviews and recommends to the Board the Company's health, safety and environmental guidelines and practices and monitors the Company's performance against those practices and guidelines, and oversees the Company's approach to ESG related issues, including corporate social responsibility, for which the Board has ultimate authority.

Executive Officers

Paul Soubry is the President and Chief Executive Officer, Pipasu Soni is the Chief Financial Officer and Colin Pewarchuk is Executive Vice President, General Counsel and Corporate Secretary of NFI.

Each of the executive officers has had the principal occupation referred to above during the past five years, except for Mr. Soni who prior to his appointment in December 2019 was Executive Vice President, Finance of the Company and then, in March 2020, became Chief Financial Officer of the Company. Mr. Soni served as an officer of United States Steel Corporation from 2016 through 2019 in a variety of financial leadership roles including Vice President, Performance Management and Analytics, Vice President, Finance, and Interim CFO. From 2010 to 2016, Mr. Soni served in various capacities with Pentair plc, including Vice President, Corporate Finance.

As at January 1, 2023, the directors and executive officers of NFI as a group beneficially owned, directly or indirectly, or exercised control or direction over, approximately 10.4 million Shares, representing approximately 13% of all issued and outstanding Shares. The executive officers of NFI's subsidiaries, together with the directors and executive officers of NFI, as a group, beneficially owned, directly or indirectly, or exercised control or direction over, approximately 10.7 million Shares, representing approximately 14% of all issued and outstanding Shares as at January 1, 2023.

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

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.

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 recapitalization 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.

Mr. Robertson was a director of Custom Coaches Pty Ltd. and Custom Coaches (Sales) Pty Ltd., two Australian corporations which were purchased by ADL 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.

Except as described above, to the knowledge of NFI, no director or executive officer of NFI or a shareholder holding a sufficient number of securities of NFI to affect materially the control of NFI is, or within the ten years prior to the date hereof has been, a director or executive officer of any company (including NFI) that, while that person was acting in that capacity, (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days; (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days; or (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of NFI, no director or executive officer of NFI or a shareholder holding a sufficient number of securities of NFI to affect materially the control of NFI has, within the ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or shareholder.

Insurance Coverage and Indemnification

Insurance policies have been obtained for directors and officers of NFI and for the directors and officers of its subsidiaries. Under the policies, each entity has reimbursement coverage to the extent that it has indemnified directors and officers. The policies include securities claims coverage, insuring against any legal obligation to pay on account of any securities claims brought against NFI and its subsidiaries. The total limit of liability will be shared among NFI and its subsidiaries and their respective directors and officers so that the limit of liability will not be exclusive to any one of the entities or their respective directors and officers.

The by-laws of NFI provide for the indemnification of its 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, subject to certain limitations.

AUDIT COMMITTEE AND AUDITOR'S FEES

NFI has an audit committee consisting of four directors: Phyllis Cochran (Chair), Larry Edwards, Adam Gray, Krystyna Hoeg and Wendy Kei, each of whom is independent of NFI and “financially literate” within the meaning of NI 52-110. The audit committee is responsible for the oversight and supervision of the accounting and financial reporting practices and procedures of NFI, monitoring the adequacy of internal accounting controls and procedures, reviewing the quality and integrity of financial statements of NFI and the oversight of NFI’s enterprise risk management framework. The independent auditors of NFI report directly to the audit committee. In addition, the audit committee is responsible for reviewing and approving the auditors’ audit plan and for recommending to the Board the selection of independent auditors of NFI. The charter of the audit committee is attached hereto as Appendix “A”.

Relevant Education and Experience of Audit Committee Members

The following is a brief summary of the education and experience of each member of the audit committee that is relevant to the performance of his or her responsibilities as a member of the audit committee, including any education and experience that has provided the member with an understanding of the accounting principles used by NFI to prepare its annual and interim financial statements:

Name of Audit Committee Member	Relevant Education and Experience
Phyllis Cochran (Chair)	Ms. Cochran is a CPA and has worked as an auditor in an international accounting firm. Ms. Cochran worked as the Controller and Vice President, and prior to that, the Assistant Controller of Navistar Financial Corporation. She was also the President, Parts Group of Navistar International Corporation. Ms. Cochran also served on the audit committee of the board of directors of The Mosaic Company for seven years.
Larry Edwards	Mr. Edwards holds an MBA and was the President and CEO of a NYSE-listed public company.
Adam Gray	Mr. Gray has an undergraduate business school education with a major in finance. He has worked in several investment banks, has served as Investment Manager for several investment funds and has served on other audit committees.
Krystyna Hoeg	Ms. Hoeg is a CPA and has worked in senior financial positions, including Vice President, Finance, for a number of organizations. Ms. Hoeg was also the President and CEO of Corby Distilleries Limited. Ms. Hoeg has served on, and has chaired, a number of audit committees of both private and publicly-traded corporations.
Wendy Kei	Ms. Kei is a FCPA and has previously served as CFO of Dominion Diamond Corporation. Ms. Kei has served on, and has chaired, a number of publicly-traded corporations. She also serves on a number of advisory committees for CPA Canada.

Non-Audit Services

The audit committee has adopted specific policies and procedures for the engagement of external auditors for all services, including non-audit services. In particular, the audit committee is required to pre-approve the appointment of the auditor for any permitted non-audit service to be provided to NFI or any of its subsidiaries. Before the appointment of the auditor for any non-audit service, the audit committee will consider the compatibility of the service with the auditor’s independence.

The audit committee may delegate to one or more members the authority to pre-approve the appointment of the auditor for any non-audit service to the extent permitted by applicable law. The pre-approval of non-audit services by any member to whom authority has been delegated must be reported to the full audit committee at its first scheduled meeting following such pre-approval.

External Auditor Service Fees

The following table summarizes the Audit, Audit Related, Tax Related and Other Fees (excluding expenses and taxes) of NFI’s external auditor for the last two fiscal years:

	<u>Fiscal 2022</u>	<u>Fiscal 2021</u>
Audit Fees	C\$2,701,288	C\$2,831,459
Audit-Related Fees	C\$0	C\$0
Taxation Fees	C\$311,544	C\$222,932
All Other Fees	C\$50,997	C\$0

Audit Committee Oversight

At no time since the commencement of NFI’s most recently completed fiscal year has a recommendation of the audit committee to nominate or compensate an external auditor not been adopted by the Board.

Risk Management

Risk management practices are a part of the Company's regular business operations to help enhance decision-making and resource allocation. The Company's risk management process focuses on the identification of risks associated with the Company's business and its operational and strategic objectives, and the assessment and mitigation of those risks. The alignment of risk mitigation efforts has been enhanced across the Company while taking into account both internal and external risk factors. The Company continues to evaluate its risk tolerances for specific strategies and objectives. In order to support management's commitment to enhancing risk management practices and enhanced accountability, the Company continues to deploy risk assessment education to employees involved in the risk management processes. The Company has embedded risk management practices within the annual budget and annual operating planning process and determination of management objectives. The Company's risk management program is managed by an enterprise-wide risk committee in conjunction with the Company's Director of the Audit and Risk Management Services ("ARMS") department, and with executive level participation. The Company retains independent contractors and consultants to assist the ARMS department from time to time, as requested by management or the Audit Committee, in performing audits of various functions or processes within the Company's operating departments in order to assess whether their processes and procedures take into account significant risks and whether such risks have been adequately mitigated. See "Risk Factors — Risks Related to Operations — The Company's risk management policies and procedures may not be fully effective in achieving their intended purposes".

Information Security Systems and Risks

One of the many areas for which the Company's Information Technology group is responsible is the design and implementation of appropriate information security protocols and procedures to protect the Company's IT infrastructure, networks, edge devices and data. The IT group is also responsible for monitoring the Company's IT systems for information security issues and, in the event any information security incident occurs, for responding to and mitigating such incident in accordance with the Company's Privacy and Data Security Incident Response Plan. As part of its information security posture, the Company maintains appropriate network security and privacy liability insurance, which includes coverage to assist the Company in defraying the costs of responding to an information security incident. The IT group also provides general information security awareness training to employees at least twice a year, specialized information security training for certain functional groups, such as the Finance and Human Resources organizations, and regularly conducts phishing email tests of employees.

The Company's executive level risk committee regularly reviews, monitors and discusses any material information security issues and the ARMS department regularly performs audits of various information technology processes, procedures and controls within the IT group to assess whether any significant risks exist and whether they have been adequately mitigated. At the Board level, the Audit Committee is responsible for oversight of IT information security matters and related risk and senior management reports to the Audit Committee with respect to information security issues at least semi-annually, and more frequently, if required.

RISK FACTORS

An investment in the Shares and the Debentures involves a number of risks. The risks described below are not the only risks facing the Company. Additional risks and uncertainties not currently known or that are currently considered to be immaterial may also materially and adversely affect the Company. If any of these risks actually occur, the business, financial condition, liquidity and operating results of the Company could be materially and adversely affected, in which case the amount of cash available for dividends and the trading prices of the Shares and the Debentures may materially decline.

The Company's business, operating results, financial condition and liquidity may be materially adversely impacted by the ongoing COVID-19 pandemic and related supply chain challenges, inflationary effects, and labour supply challenges.

The COVID-19 pandemic has had a significant impact on the Company's business, its end markets, customers and suppliers. In response to government actions taken to control the spread of the virus, including lockdowns, travel restrictions and border closures, the Company idled the majority of its new vehicle production facilities for two months during the second quarter of 2020. During the third quarter of 2020, all of the facilities resumed production while maintaining a primary focus on the health and safety of employees. The second half of 2021 saw quickly escalating supply chain and logistics challenges that continued into 2022 and 2023. These challenges have created bottlenecks and significant disruptions to NFI's operations. In response to these issues, NFI has taken steps (some of which remain in effect) to reduce new vehicle input rates, temporarily idle certain facilities and adjust production rates in others, and expects to continue to take such steps from time to time as circumstances change. In addition, as a result of the supply-constrained environment and the general economic conditions, the Company has experienced pricing pressure from suppliers and inflationary price increases of parts and components, as well as increases in the costs of freight, energy and other consumables used in the manufacturing processes, as well as an increase in the cost of labour. These inflationary increases are expected to continue into the foreseeable future as supply remains constrained, demand remains elevated and the supply of labour is tight. The Company has been working closely with its suppliers and customers but there is no guarantee that the Company will be able to recover some or any increased costs. These pandemic related factors together had a significantly negative impact on the Company's business, operating results, financial condition and liquidity during 2020, 2021 and 2022, and are expected to continue into 2023.

As the global response to the pandemic and its impact on global and local economies continues, the Company's operations may be materially adversely affected by shortages of labour (resulting from a general shortage of labour in the markets in which the Company operates, employee sickness and absences, compliance with local health and government mandates or general turnover), ongoing and future supply delays, inflationary cost increases, facility closures, reduction of production, as well as deferrals or cancellations of orders (which may lead to lower production and delivery rates). The Company cautions that it is not possible to predict the future impact that the pandemic will continue to have on the Company's business, operating performance, financial condition and ability to generate sufficient cash flow and maintain adequate liquidity. The adverse effects of the pandemic could very well be rapid, unexpected and may continue for an extended and unknown period of time. Impacts of the pandemic may significantly reduce the Company's cashflow, liquidity and its ability to maintain compliance with covenants under the credit facilities and could potentially expose the Company to liquidated damages penalties under certain transit bus and motor coach purchase contracts if it is unable to meet the applicable delivery deadlines under such contracts. The consequences of the pandemic could have a further material adverse effect on the Company's business, operating results, financial condition and liquidity.

While management expects that the Company will have sufficient liquidity to continue operations in the ordinary course, it is possible that unexpected events (such as delayed customer payments, supply chain issues, product recalls, warranty claims, etc.) could significantly impair the Company's liquidity and there can be no assurance that the Company would be able to obtain additional liquidity when required in such circumstances.

Risks Related to General Economic and Market Factors

Funding may not continue to be available to the Company's customers at current levels or at all

The Company's principal customers in North America are municipal and other local transit authorities that rely on funding from various levels of government to purchase heavy-duty transit buses, medium-duty

transit buses and motor coaches. There can be no assurance that this funding will continue to be available at current levels, on the same terms or at all. Generally, 80% of the total eligible funding for purchases of new transit buses and coaches by municipal and other local transit authorities in the United States is provided by the federal government through allocations to the FTA.

The Company also has exposure to the private market as the majority of ADL's products, MCI's motor coaches, and, to a lesser extent, ARBOC's cutaways, are predominantly sold to private customers. The private market is likely to be more adversely affected during periods of recession or slower economic growth due to the buying cycle being much shorter than the public market cycle. Private customers also have different buying habits on bus replacement than the public market.

Any decline in or changes in the terms of governmental and local funding for purchases of new heavy-duty transit buses, medium-duty buses, coaches and/or purchases of aftermarket parts or services and any decrease in access to financing for private bus, cutaway and coach customers could have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

The Company's business is affected by economic factors and adverse developments in economic conditions which could have an adverse effect on the demand for the Company's products and the results of its operations

In addition, management's estimates have not been independently verified (e.g. Bid Universe) and are based on certain assumptions that may not prove to be accurate. As a result, these estimates could differ materially from actual demand and future sales may lag behind improvements in general economic conditions.

A decrease in employment levels, consumer confidence or other adverse economic events, or the failure of actual demand for the Company's products to meet management's estimates, could negatively affect the demand for the Company's products. In addition, as transit authorities and other customers transition from internal combustion propulsion system buses and coaches to ZEBs, there may be a reduced demand for aftermarket parts that form part of and support buses and coaches that have those traditional internal combustion engine propulsion systems. Any decline in overall customer demand in markets in which the Company operates could have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

Currency fluctuations could adversely affect the Company's financial results or competitive position

The Company reports its results in United States dollars. The Company generates cash flows and earns income in U.S. dollars, pounds sterling and Canadian dollars, and to a lesser extent, currencies of other countries in which it does business internationally. The currency mix of cash flows and earnings depends on the geographic source of orders for buses, motor coaches and parts, as well as production and other costs and other factors which vary from period to period. As a result, the Company is exposed to fluctuations in the exchange rates between these currencies and the U.S. dollar and such fluctuations will have an effect on the Company's reported results. However, the impact of changes in foreign exchange rates on the Company's reported results differs over time depending on whether the Company is generating a net cash inflow or outflow of those different currencies.

The Company implements an active hedging strategy to minimize the effects of these fluctuations during this period. However, there can be no assurance that the Company will be able to successfully implement this hedging strategy and actual revenues, expenses and resulting cash flows may vary from management's estimates and such variance may be material. The Company reviews its currency hedging policy on an ongoing basis.

In addition, the Company competes with American manufacturers and may be less competitive in the event foreign currencies strengthen relative to the United States dollar. To the extent the Company has borrowings that are denominated in Canadian dollars or in pounds sterling, its results of operations are also negatively affected by a strengthening in the Canadian dollar or pounds sterling, or both compared to the United States dollar.

Interest rates could change substantially, materially impacting the Company's revenue and profitability

The Company's borrowings under its credit facilities are at variable rates of interest and expose the Company to interest rate risk. The Company's attempts to mitigate this risk through interest rate hedges or swaps could become materially more expensive if interest rates increase or become more volatile. If the cost of hedging interest rates increases, the Company's debt service obligations on its variable rate indebtedness would increase even though the amount borrowed remained the same, and the Company's net income and cash available for servicing its other indebtedness would decrease. In addition, the use of interest rate hedges or swaps may not be sufficient to mitigate interest rate risk.

A significant portion of the private sales of new and pre-owned motor coaches is financed. An increase in interest rates would increase the cost of financing and the effective total purchase price of coaches and buses to the customer. This effective increase in the cost of the coach or bus may decrease the size of the private motor coach and bus market and as a result, may reduce the volume of motor coaches and buses sold by the Company.

An active, liquid trading market for the Shares and/or the Debentures may cease to exist, which may limit the ability of securityholders to trade Shares and/or Debentures

Although the Shares and the Debentures are listed on the TSX under the symbol "NFI" and "NFI.DB", respectively, an active trading market for such securities may not be sustained. A public trading market having the desirable characteristics of depth, liquidity and orderliness depends upon the existence of willing buyers and sellers at any given time, such existence being dependent upon the individual decisions of buyers and sellers over which neither the Company, its management, its Board nor any market maker has control. The failure of an active and liquid trading market to continue would likely have a material adverse effect on the value of the Shares and/or the Debentures. An inactive market may also impair the ability to raise capital to continue to fund operations by issuing Shares and/or Debentures and may impair the Company's ability to acquire other companies or technologies by using securities as consideration for such acquisition.

The market price for the Shares and/or the Debentures may be volatile

The market price of the Shares and/or the Debentures may change in response to fluctuations in the Company's operating results in future periods and may also change in response to other factors, many of which are beyond the control of management, the Board or the Company. As a result, the price of the Shares and/or the Debentures may experience significant volatility and may not necessarily reflect the value of management's expected performance. Other factors that could affect the prices of the Shares and/or the Debentures, include, but are not limited to, the following:

- market conditions in the broader stock market;
- actual or anticipated fluctuations in the Company's quarterly or annual financial and operating results;
- introduction of new products or services by the Company or its competitors;
- issuance of new or changed securities analysts' reports or recommendations;
- sales, or anticipated sales, of large blocks of Shares and/or Debentures;
- additions or departures of key personnel;

- legal, regulatory, political or geo-political developments;
- litigation and governmental investigations;
- market and industry perception of the Company’s success, or lack thereof, in pursuing management’s growth strategy;
- changing economic conditions; and
- exchange rate fluctuations.

In addition, future sales or the availability for sale of substantial amounts of Shares and/or Debentures in the public market could adversely affect the prevailing market price of such securities and could impair NFI’s ability to raise capital through future sales of its securities.

The perceived creditworthiness of the Company may affect the market price or value and the liquidity of the Shares and/or the Debentures.

If securities or industry analysts do not publish research or reports about the Company and its business, if they adversely change their recommendations regarding the Shares or if the Company’s results of operations do not meet their expectations, the Share price and trading volume could decline. In addition, if securities or industry analysts publish inaccurate or unfavorable research about the Company or its business, the Share price and trading volume of the Shares could decline

Management believes the trading market for the Shares has been and will continue to be influenced by the research and reports that industry or securities analysts publish about the Company or its business. Management and the Board do not have any control over these analysts. If one or more of these analysts cease coverage of the Company or fail to publish regular reports regarding the Company, the Company could lose visibility in the financial markets and demand for the Shares could decrease, which could cause the Share price and trading volume of the Shares to decline. Moreover, if one or more of the analysts who cover the Company downgrade the Shares or issue “sell” recommendations, or if the Company’s results of operations do not meet their expectations, the Share price could decline.

Risks Related to the Business Environment

Competition in the industry and entrance of new competitors

There is significant competition in the public transit bus markets in Canada, the United States and the UK. Although the Company is the current market leader, its principal competitors may gain market share. New competitors may also emerge in the industry. There can be no assurance that the Company will maintain its current leading position. There is also strong competition in the aftermarket parts and service markets where the Company sells parts and services to transit agencies. New Flyer is one of few publicly-traded companies selling transit buses in the United States and Canada and is subject to certain legal disclosure requirements. These disclosure requirements may put the Company at a competitive disadvantage. In addition, funding pressures on public agencies for capital purchases and operating funds have increased the importance of price in the evaluation criteria for replacement buses and aftermarket parts and services and have resulted in aggressive pricing among competitors in the heavy-duty transit bus industry.

There is a high-level of competition in both the medium-duty bus and cutaway bus sectors and the Company also faces indirect competition from heavy-duty transit competitors.

There is also significant competition in the private motor coach industry. Manufacturers from China and Mexico have recently shown increased interest in the North American market.

There can be no assurance that the Company will be able to compete successfully against its current or future competitors or that such competition will not have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

Current requirements under "Buy America" regulations may change and/or become more onerous or suppliers' "Buy America" content may change

Manufacturers of new transit buses and motor coaches must comply with "Buy America" requirements in order for new transit bus and coach purchases to qualify for United States federal funding. "Buy America" regulations currently require that transit buses and motor coaches purchased with federal funds contain a minimum of 70% United States content by component cost and that "final assembly" take place in the United States. There can be no assurance that the "Buy America" regulations will not change and/or become more onerous or that the Company will continue to meet the "Buy America" requirements.

In addition, should "Buy America" requirements become less stringent, foreign competitors without significant U.S. operations may be able to penetrate the United States market and gain market share. Also, suppliers may change the source of the components or subcomponents comprising their products thereby potentially reducing the "Buy America" content of their products. Any changes in U.S. Buy America legislation or the reduction of "Buy America" content of suppliers' products may have a material adverse effect on the Company's business, financial condition, liquidity and operating results. See "Description of the Business — Legal and Regulatory Matters — Rules of Origin (Buy America) Legislation".

Failure of the Company to comply with the DBE program requirements or the failure to have its DBE goals approved by the FTA

In accordance with the DBE program requirements, the FTA requires vehicle manufacturers (which includes both transit bus and motor coach manufacturers) that bid on federally-assisted vehicle procurements to submit annual goals to support qualified DBEs (as defined in the DBE program regulations) and to certify that they have complied with the requirements of the DBE program. The FTA reviews and approves transit vehicle manufacturers' DBE goals for the upcoming year and maintains a certified list of transit vehicle manufacturers that are eligible to bid on federally-assisted vehicle procurements. The Company's failure to comply with the DBE program requirements or the failure to have its DBE goals approved by the FTA would result in the Company being ineligible to bid on federally assisted transit vehicle procurements. The inability to bid on U.S. federally assisted procurements would have a material adverse effect on the Company's business, financial condition, liquidity and operating results. See "Description of the Business – Legal and Regulatory Matters – U.S. Disadvantaged Business Enterprise Program".

Absence of fixed term customer contracts, exercise of options and customer suspension or termination for convenience

As is general industry practice, the Company does not typically enter into long term supply agreements with its customers. Transit authorities typically undertake significant procurement of new transit buses and coaches once every few years. Customers may, without notice or penalty, suspend or terminate their relationship with the Company at any time. Even if customers should decide to continue their relationship with the Company, there can be no guarantee that they will purchase the same volume of products as in the past or that they will pay the same price for those products as they have in the past. Moreover, many public customer contracts include options to purchase transit buses and motor coaches in the future and a large portion of the Company's order book is represented by options as opposed to firm orders. Although the Company actively seeks to grow its North America option backlog as options represent a significant source of potential orders for the Company, there can be no assurance that customers will continue to exercise such options at the same rate or at all in the future. In addition, customer contracts in the heavy-duty transit bus

and public sector coach industries generally give transit authorities the right to suspend the contract or terminate the contract for convenience (or without any reason). As such, customers may, without notice and for no reason, suspend or terminate their relationship with the Company during the term of the contract. Any loss of customers, or decrease in the volume purchased or price paid by them for products, could have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

Local content bidding preferences in the United States may create a competitive disadvantage

Certain locally-funded transit agencies in the United States have implemented procurement rules which increase the valuation scores of bids submitted by bidders based on the amount of local state content by cost that the vehicle contains. Any changes in legislation or procurement rules that mandate giving preference to bidders based on the amount of local content their vehicles contain may put the Company at a competitive disadvantage if it is unable to include a sufficient number of components that are sourced locally. The proliferation of these types of procurement rules may also increase the costs of the Company conducting business. To the extent that this prevents the Company from winning a material number of solicitations, or materially increases the cost of doing business, these procurement rules may have a material adverse effect on the Company's business, financial condition, liquidity and operating results. See "Description of the Business – Legal and Regulatory Matters – Local Content Bidding Preference in the United States".

Requirements under Canadian content policies may change and/or become more onerous

Manufacturers selling new buses to municipalities in Ontario, Canada that use provincial funding to purchase the buses or to certain transit agencies in Quebec, Canada, must comply with certain policies that require the buses to contain a minimum percentage of Canadian content by cost and/or to be manufactured using a minimum percentage of Canadian labour costs. There can be no assurance that these "Canadian content" requirements will not change and/or become more onerous or that other provinces or municipalities will adopt or enact similar or more onerous policies or legislation that have similar effect. Many major and/or high-cost components such as engines, axles, transmissions, heating and air conditioning units and seats are not manufactured in Canada and are not considered "Canadian content" under these policies. In the event that the "Canadian content" requirement increases or additional components or subcomponents cannot be sourced in Canada or the Canadian labour content requirement increases to such a level where the Company is not able to manufacture the bus primarily or solely in Canada, the Company may not be able to comply with these policy requirements and will not be able to sell buses to customers to which these policies apply. This may have a material adverse effect on the Company's business, financial condition, liquidity and operating results. See "Description of the Business – Legal and Regulatory Matters – Policies Regarding Canadian Content".

The Company's business may be materially impacted by climate change matters, including risks related to the transition to a lower-carbon economy

Generally, the promulgation of climate change laws or regulations restricting or regulating greenhouse gas ("GHG") emissions increases the costs to operate the Company's businesses. Certain jurisdictions have promulgated laws and regulations to limit GHG emissions through requirements of specific controls, carbon levies, cap and trade programs or other measures. Comprehensive GHG legislation or regulation, including carbon pricing, may affect not only the Company and its businesses, but also its customers and suppliers. Complying with such GHG laws and regulations and related bid requirements has added and will continue to add to the Company's operating costs and, while the Company believes that it is in compliance in all material respects with such current GHG laws and regulations, there can be no assurance that the Company and its businesses will not be materially impacted by the increase in costs and resources required to manage and comply with any such laws and regulations that may be adopted in the future.

Risks Related to Operations

Operational Risk

The Company is exposed to many types of operational risks that affect all companies. Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and/or systems or from external events. Operational risk is present in all of the Company's business activities, and incorporates exposure relating to fiduciary breaches, regulatory compliance failures, legal disputes, business disruption, pandemics, floods, technology failures, processing errors, business integration, damage to physical assets, employee safety and insurance coverage. Such risks also include the risk of misconduct, theft or fraud by employees or others, unauthorized transactions by employees, operational or human error or not having sufficient levels or quality of staffing resources to successfully achieve the Company's strategic or operational objectives. The occurrence of an event caused by an operational risk that is material could have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

International operations subject the Company to additional risks and costs and may cause profitability to decline.

As of January 1, 2023, the Company's revenues from operations outside of North America represented 24% of total revenue. As a result, the business is exposed to risks inherent in foreign operations. These risks, which can vary substantially by market, include the following:

- the effects of legal and regulatory changes (including tax reforms) and the burdens and costs of compliance with a variety of foreign laws;
- governmental laws, regulations and policies adopted to manage national economic conditions, such as increases in taxes, austerity measures that impact government or consumer spending, monetary policies that may impact inflation rates and currency fluctuations;
- trade regulations and procedures and actions affecting production, pricing and marketing of products, including policies adopted by countries that may champion or otherwise favour domestic companies and technologies over foreign competitors;
- import, export or other business licensing requirements or requirements relating to making foreign direct investments, which could increase the cost of doing business in certain jurisdictions, prevent the shipping of products to particular countries or markets, affect the ability to obtain favorable terms for components, increase operating costs or lead to penalties or restrictions;
- the risks of operating in developing or emerging markets in which there are significant uncertainties regarding the interpretation, application and enforceability of laws and regulations and the enforceability of contract rights and intellectual property rights;
- risks arising from the significant and rapid fluctuations in currency exchange markets and the decisions and positions that the Company takes to hedge such volatility; and
- changing labour costs and conditions and difficulties in staffing international operations and managing a geographically dispersed workforce as well as labour issues in developing or emerging markets (e.g., relating to forced labour, labour unrest and child labour).

Compliance with international trade regulations, tariffs and duties

The Company's business involves operating, obtaining materials and components and selling finished and partially completed products in multiple jurisdictions and across borders, which requires compliance with various laws and regulations relating to international trade, tariffs and duties. These laws and regulations are numerous, complex and involve detailed compliance and reporting requirements. There is a risk that from time to time the Company may not be in full compliance with these requirements. The Company's subsidiaries MCI and New Flyer have filed disclosures with the U.S. customs authorities that

are seeking information to verify the accuracy of their respective declarations in respect of the import into the United States from Canada of completed and partially completed motor coaches and transit buses for the period 2014-2019 and 2016-2021, respectively. U.S. customs have not yet responded to the disclosures. An adverse determination could potentially lead to significant duties and/or compliance penalties being owed by the Company. Failure to comply with international trade regulations, tariffs, duties and compliance requirements could have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

Dependence on limited sources or unique sources of supply

The Company only enters into long-term agreements with certain of its suppliers, and typically purchases supplies on an order-by-order basis depending on the material requirements to build customers' buses and coaches. Certain raw materials and components used in the bus and coach manufacturing industries are obtained from a limited group of suppliers. In some cases, there is only a single source of supply of components to the industry, such as engines. In other cases, for example, the supply of transmissions, batteries for battery-electric buses, axles, heating and air conditioning units, doors, brakes or structural steel tubing, the Company's raw materials and components are not readily available from alternative sources of supply, may be available in limited supply, a particular component may be specified by a customer, the Company's products have been engineered or designed with a component unique to one supplier or a supplier may have limited or no supply of such raw materials or components or sells such raw materials or components to the Company on less than favourable commercial terms.

In addition, the Company's vehicles and certain other products contain electrical components, electronics, microprocessors control modules, and other computer chips. During the COVID-19 pandemic, there has been a surge in demand for these components, which has led to a worldwide supply shortage in the transportation industry. The Company is dependent on its suppliers to deliver many components that contain these electrical components, electronics and microchips, and a shortage of these items can materially disrupt Company's operations and its ability to deliver products to customers. The Company is closely monitoring the availability of these components and assessing any potential supply chain and production impacts.

The Company's reliance on a sole supplier, limited groups of suppliers or raw materials and components that may be available in limited supply and purchasing components from suppliers that have been specifically named by customers involves several risks, including increased risk of inability to obtain adequate supplies (for example, due to pandemics, accidents, catastrophic events, strikes, shortage of raw materials or components or other events affecting a supplier or its sub-suppliers, including a supplier in the supply chain having financial or operational issues or discontinuing to supply a product, component or subcomponent), costs arising from poor quality of the materials or components supplied, increased risk of being forced to suspend production of certain of its products, and reduced control over pricing and timely delivery. Although the availability, timeliness, quality and pricing of deliveries from the Company's suppliers have historically been acceptable and although management believes that additional sources of supply for most components and materials should be available on an acceptable basis, there are no assurances that this dependence on a sole supplier or a limited group of suppliers or on certain raw materials and components that may be available in limited supply will not have a materially adverse effect on the Company's business, financial condition, liquidity and operating results.

Dependence on supply of engines that comply with emission regulations

The United States EPA and other countries' emissions regulations mandate stringent emission standards in respect of engines. To the knowledge of management, only one engine manufacturer sells engines that comply with these emissions requirements for use in buses and motor coaches in North America. There can be no assurance that engine suppliers will continue to be able to meet current or future emissions

requirements. If the Company was unable to procure such engines, that will have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

A disruption, termination or alteration of the supply of vehicle chassis or other critical components from third-party suppliers could materially adversely affect the sales of certain of the Company's products

ARBOC's products depend on the supply of manufactured vehicle chassis and other critical components such as engines, transmissions and axles from OEMs, including Cummins, Allison Transmission, Chrysler, Ford, Freightliner and General Motors, among others. ARBOC converts the vehicle chassis purchased from OEMs into cutaway buses that it then sells to its dealers and end customers. ARBOC is therefore reliant on a consistent supply of chassis from OEMs in order to maintain its sales. In the event these OEMs experience production delays or otherwise determine to lower or restrict the supply of chassis to ARBOC, ARBOC may receive a lower allocation of chassis than anticipated. ARBOC could incur significant costs or disruptions to its business, which may have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

The Company's profitability can be adversely affected by increases in raw material and component costs

Raw materials and components represent a significant majority of the Company's production cost structure. The Company's operating results may be affected by the cost of carbon and stainless steel, aluminum, copper, palladium, resins and oil-based products that are the primary raw material and component inputs for its products. Although certain raw material and component prices may be fixed on a quarterly basis, or for longer periods if possible, if raw material or component prices increase significantly, there may be a resulting increase in the Company's supply costs and it may not be able to pass on these higher costs to its customers. Since the end of 2021, the Company has been experiencing pricing pressure from suppliers (including those with fixed price arrangements) and inflationary price increases and surcharges in respect of materials and components. In addition, with the ongoing conflict between Russia and Ukraine, global supply chain challenges brought on by the pandemic have been further exacerbated and there have been general industry-wide price increases for components and raw materials used in vehicle production. Further, the conflict between Russia and Ukraine has led to the imposition of broad economic sanctions and various other actions by governments, including increases in tariffs on certain raw materials and components that may be necessary for the Company's operations. The geo-political crisis has caused additional delays in deliveries of certain materials and components by the Company's suppliers.

Increases in the prices paid for raw materials and components that are not recoverable by the Company, particularly in situations where prices under multi-year bus purchase contracts have been quoted to customers as firm and fixed, could materially adversely affect the Company's profit margins and impair the Company's ability to compete. The Company is continuing to work closely with its suppliers and customers, but there is no guarantee that the Company will be able to recover some or any increased costs. These matters could have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

The Company may incur material losses and costs as a result of product warranty costs, recalls, failure to comply with motor vehicle manufacturing regulations and standards and the remediation of transit buses and motor coaches

The Company is subject to product warranty claims in the ordinary course of its business. The Company provides what management believes are reasonable warranties in respect of its products and attempts to adequately price ongoing warranty costs into its purchase contracts. If the Company produces products with defects or deficiencies, develops new products with deficiencies or receives defective materials or

components, it may incur material unforeseen costs in excess of what it has provided for in its contracts or reserved in its financial statements. In addition, the Company may not be able to enforce warranties and extended warranties received or purchased from its suppliers if such suppliers refuse to honour such warranties or go out of business. Also, a customer may choose to pursue remedies directly under its contract with the Company over enforcing such supplier warranties. In such a case, the Company may not be able to recover its losses from the supplier.

The Company is also potentially subject to recalls of its products to cure design or manufacturing defects or in the event of a failure to comply with customers' order specifications or applicable regulatory standards. The Company is also potentially subject to recalls made by the suppliers of components or parts which the Company purchased and incorporated into transit buses and coaches. The Company may also have to remedy or retrofit transit buses and coaches in the event that an order is not built to a customer's specifications or where a design or manufacturing error occurs or where failure to comply with applicable legislation or regulation has been made. Significant warranty claims, retrofit and remediation costs or product recalls and regulatory fines and penalties could have a material adverse effect on the Company's business, financial condition, liquidity and operating results. Moreover, the adverse publicity or damage to reputation that may result from a product warranty claim, product remediation or retrofit or product recall or perceived or actual defect with the Company's products could have a material adverse effect on the Company's ability to successfully market and sell its products. See "Description of the Business — Product Warranty and Other Contractual Provisions".

Production delays may result in liquidated damages under the Company's contracts with its customers

Transit bus and motor coach purchase contracts in the public sector transit bus and public sector coach industries typically include liquidated damages provisions that result in monetary penalties on a per vehicle per day basis when vehicles are not delivered to the customer by the deadline specified in the contract. Although the Company actively manages such deadlines, the Company may incur monetary penalties as a result of production delays or interruptions or otherwise, and such monetary penalties may have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

Catastrophic events, including those related to impacts of climate change, may lead to production curtailments or shutdowns

The Company's facilities are subject to the risk of catastrophic loss due to unanticipated events and natural disasters, such as earthquakes, hurricanes, floods, droughts or water shortages, fires, explosions, pandemics or other violent weather conditions, and other potential events, risks and costs that may be exacerbated by or associated with the potential effects of climate change. Unexpected interruptions in the Company's production capabilities would adversely affect its productivity and results of operations. Some customer contracts do not have force majeure provisions and if there are unexpected interruptions or long-term disruptions to the production and delivery of transit buses or coaches due to catastrophic losses or unanticipated events, liquidated damages payable to customers may be significant. Moreover, any interruption in production capability may require the Company to make significant capital expenditures to remedy the problem, which would reduce the amount of cash available for its operations. The Company's insurance may not cover its losses. In addition, longer-term business disruption could harm the Company's reputation and result in a loss of customers. The occurrence of any of these events could materially adversely affect the Company's business, financial condition, liquidity and operating results.

The Company may not be able to successfully renegotiate collective bargaining agreements when they expire and may be adversely affected by labour disruptions and shortages of labour

The Company is subject to the risk of work stoppages and other potential labour relations issues because a significant portion of its production workforce is unionized. Approximately 48% of the Company's total employees in North America and the UK are represented by unions under collective bargaining agreements. The Company may be unable to successfully negotiate new collective bargaining agreements for these employees. Any labour disruption could, depending on the operations affected and the length of the disruption, have a material adverse effect on the Company's business, financial condition, liquidity and operating results. Labour relations problems and work stoppages could also occur at other companies upon which the Company is dependent for raw materials, components or services. The Company is also subject to the risk that sufficient skilled and unskilled labour may not exist in and around its locations. Such occurrences could result in a significant loss of production and revenue and have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

The Company's operations are subject to risks and hazards that may result in monetary losses and liabilities not covered by insurance or which exceed its insurance coverage

The Company's business is generally subject to a number of risks and hazards, including pollution and other environmental risks and changes in the regulatory environment. Although the Company maintains general liability insurance and property and business interruption insurance, including insurance for certain extreme weather conditions, it is possible that liabilities for occurrences such as pollution and other environmental risks, property and equipment damage or injury or loss of life arising from a major or unforeseen occurrence, including claims resulting from natural disasters or extreme weather conditions, claims for breach of contract, fraud or employee or corporate theft may not be covered by the Company's insurance policies or could be limited by large deductibles or exceed insurance coverages or policy limits. Any significant losses which are not covered or are not adequately covered by insurance could materially adversely affect the Company's business, financial condition, liquidity and operating results.

The Company may be adversely affected by rising insurance costs

The Company's cost of maintaining liability, personal injury, property damage, workers' compensation and other types of insurance is significant. The Company could experience materially higher insurance premiums as a result of adverse claims experience or because of general increases in premiums by insurance carriers for reasons unrelated to its own claims experience. Generally, the Company's insurance policies must be renewed annually. The Company's ability to continue to obtain insurance at affordable premiums and reasonable deductibles or self-insured retentions also depends upon its ability to continue to operate with an acceptable safety record and claims history. A significant increase in the number or value of claims against the Company, the assertion of one or more claims in excess of its policy limits or the inability to obtain adequate insurance coverage for reasonable premiums, with reasonable deductibles or self-insured retentions or at acceptable levels, or at all, could have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

The Company may not be able to maintain performance bonds or letters of credit required by its contracts or obtain performance bonds and letters of credit required for new contracts

Many municipalities and local transit authorities require suppliers to obtain performance bonds from surety companies or letters of credit to ensure that suppliers will perform under purchase agreements. The surety bonding market does not provide for committed bonding facilities. Surety companies provide limits on the maximum facility they will provide. Surety companies issue bonds on an as-needed basis and take into account the Company's current financial performance and the state of the surety market in making their credit decisions. In order to ensure continued performance guarantee availability, the Company has entered

into a letter of credit sub-facility as part of its Credit Facility in order to have letters of credit issued to either backstop surety bonds or to directly secure obligations with municipalities and local transit authorities.

There can be no assurance that the Company's customers will not require additional performance security in the future or that either letters of credit or performance bonds will continue to be available to the Company as security for performance of its contracts or, if available, on favourable terms (including cost) to the Company. If the amount of performance security the Company is required to provide significantly increases or if adequate performance security is not available or if the terms or costs of such security are too onerous, the Company may lose existing contracts and may not be able to bid on new contracts, which could result in a material adverse effect on the Company's business, financial condition, liquidity and operating results. See "Description of the Business — Bonding Requirements".

The Company is subject to litigation in the ordinary course of business and may incur material losses and costs as a result of product liability and other claims

In the ordinary course of business, the Company is subject to various claims and litigation. Any such claims, whether with or without merit, could be time consuming and expensive to defend, could divert management's attention and resources and damage the Company's reputation. In addition, the Company faces an inherent risk of exposure to product liability claims if the use of its products result, or are alleged to result, in personal injury and/or property damage. If the Company manufactures a defective product or if component failures or component fires result in damages that are not covered by warranty provisions or insurance policies, it may experience material product liability losses in the future. In addition, the Company may incur significant costs to defend product liability claims. The Company could also incur damages and significant costs in correcting any defects, lose sales and suffer damage to its reputation. The Company's product liability insurance coverage may not be adequate for any liabilities it could incur and may not continue to be available on terms acceptable to it. The Company may elect not to obtain insurance if it believes that the cost of available insurance is excessive relative to the risks presented. If any significant accident, judgment, claim or other event is not or cannot be fully insured or indemnified against, it could have a material adverse effect on the Company's business, financial condition, liquidity and operating results. Moreover, the adverse publicity that may result from any claims and litigation, a product liability claim or perceived or actual defect with the Company's products could have a material adverse effect on the Company's ability to market and sell its products.

The Company may have difficulty selling pre-owned coaches and realizing expected resale values

Pre-owned motor coaches are procured as trade-ins as part of the sale of new coaches and then resold by MCI and ADL. The resale values of any coaches returned to the Company may be lower than the Company's estimates, which are based on a limited secondary market for such coaches. If the Company incorrectly estimates the resale values of those pre-owned motor coaches, is not able to resell them on a timely basis or at all, or resells them at a price that is lower than projected, the Company's business, financial condition, liquidity and operating results could be adversely affected. See "Description of the Business — Transit Bus and Motor Coach Manufacturing Operations — Private Pre-Owned Motor Coach Sales".

The Company may incur costs in connection with regulations relating to axle weight restrictions and vehicle lengths

The Company is required, in its customer contracts, to comply with applicable regulatory requirements. Certain models and types of the Company's transit buses and motor coaches do not currently comply with regulations governing maximum axle weight or maximum length in certain jurisdictions. The Company may incur material costs as a result of product warranty or contractual claims as a result of existing transit buses or coaches or new transit buses or coaches that are manufactured and that do not comply with local

axle weight or length standards. The Company may incur material costs in the future if it is required to redesign new transit buses or coaches to comply with axle weight or length standards.

There can also be no assurance that government weight regulations or restrictions will not change and/or become more onerous such that the Company's vehicles would not comply with such more onerous regulations. If the Company is unable to design vehicles that comply with such new weight requirements it will not be able to sell transit buses and/or coaches to customers whose vehicles are governed by such laws, which depending on the volume of transit buses and/or coaches typically sold by the Company in that area, may have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

The Company may be subject to claims and liabilities under environmental, health and safety laws

The Company operates in a highly regulated environment. Its facilities and operations are subject to extensive and constantly evolving federal, provincial, state and local environmental and health and safety laws, including laws governing emissions or discharges into soil, water and air, including noise and odours, which could result in remediation obligations, the generation, use, handling, storage, transportation and disposal of regulated substances, and health and safety matters.

The Company is required to have and make certain governmental permits, approvals and registrations related to environmental and health and safety matters. Permits or approvals may be subject to denial, revocation or modification depending on the particular circumstances. Failure to obtain or comply with the conditions of such permits or approvals may adversely affect operations and may also subject the Company to penalties. In addition, the Company may be required to obtain additional permits or approvals, which may result in material costs, including capital expenditures. There can be no assurance that the Company will be able to meet all applicable regulatory requirements without incurring significant additional costs.

The Company may incur substantial costs to comply with environmental and health and safety law requirements. The Company may also incur substantial costs for liabilities arising from past releases of, or exposure to regulated substances. In addition, the Company may discover currently unknown environmental problems or conditions. There can be no assurance that the Company's continued compliance with environmental and health and safety laws, the discovery of currently unknown environmental problems or conditions, changes in environmental and health and safety laws or increased enforcement of same, or other unanticipated events, will not give rise to requirements or claims that may involve material expenditures by or liabilities for the Company.

Complying with environmental and health and safety laws has added and will continue to add to the Company's operating costs. While the Company believes that it is in compliance in all material respects with such laws, there can be no assurance that it will not be materially impacted by costs, liabilities or claims with respect to its operations under existing laws or those that may be adopted in the future, or increased enforcement of same. It may become increasingly difficult for the Company and other manufacturers of buses and motor coaches to recover such costs and, accordingly, lower margins may result.

Dependence on management information systems and cyber security risks

The Company depends on its management information systems in each stage of the manufacture and sale of its products, including entering the customer's order, setting the production schedule, planning material and supply requirements, controlling manufacturing activities and providing aftermarket parts and support. In addition, its management information systems form the basis of its financial reporting. If irreparable damage were to be caused to the Company's information systems and databases (including to its archives and back-up systems), information contained in its management information systems were lost

or could not be accessed in a timely manner or at all or such management information systems were not implemented properly or effectively or were not upgraded as required from time to time, there could be a material adverse effect on the Company's business, financial condition, liquidity and operating results.

Although the Company has instituted certain protective measures, unauthorized third parties may be able to penetrate the Company's network security and compromise, misappropriate, destroy or exfiltrate its confidential information, create system disruptions or cause machinery or plant shutdowns. This may include deployment of viruses, trojans, worms, ransomware and other malware or successful social engineering attempts against the Company's employees that would exploit any security vulnerabilities in the Company's management information systems. The costs to eliminate or alleviate cyber or other security problems, including bugs, viruses, trojans, worms, ransomware and other malware and other security vulnerabilities, could be significant, and management's efforts to address these problems may not be successful and could result in interruptions, loss of proprietary data, and negative impact on the Company's manufacturing, distribution or other critical functions.

Various proprietary, sensitive and confidential data relating to the Company's business and that of its customers and suppliers is stored on the Company's networks. Breaches of the Company's security measures or the exfiltration, accidental loss, destruction, inadvertent disclosure or unapproved dissemination of proprietary, sensitive or confidential data could expose the Company to risk of loss or misuse of this information, result in litigation and potential liability, damage the Company's brand and reputation or otherwise harm its business.

The occurrence of any such events could result in material costs for remedial measures and could materially and adversely affect the Company's relationships with customers and suppliers, its ability to operate and result in significant liabilities.

The Company's ability to execute its strategy and conduct operations is dependent upon its ability to attract, train and retain qualified personnel, including its ability to retain and attract executives, senior management and key employees

The Company's continued success depends, in part, on its ability to identify, attract, motivate, train and retain qualified personnel in key functions and geographic areas, including the members of our executive and senior management teams. In particular, the Company is dependent on its ability to identify, attract, motivate, train and retain qualified engineers and skilled labour (for example, welders, painters and electricians) with the requisite education, background and industry experience to assist in the development, enhancement, introduction and manufacture of the Company's products and technology solutions.

Failure to identify, attract, motivate, train and retain qualified personnel, whether as a result of an insufficient number of qualified local residents or the allocation of inadequate resources to training, integration and retention, or the reduction of available labour as a result of the pandemic, could impair the ability of the Company to execute its business strategy and could have a material adverse effect on the Company's business, financial condition, liquidity and operating results. The loss of the services of one or more key employees could have a material adverse effect on the Company's business, financial condition, liquidity and operating results, including the ability to manage the business effectively and to successfully execute its strategies. In the event certain of these employees decide to resign unexpectedly, the Company could incur disruptions to the completion of certain initiatives and the Company could incur significant costs in hiring, training, developing and retaining their replacements or successors.

Risks related to the "NFI Forward" initiatives

In July 2020, NFI responded to the impacts of COVID-19 by launching its transformative cost reduction initiative, "NFI Forward", to significantly reduce manufacturing overhead and SG&A from 2019 levels. In

2022, the Company announced an update regarding “NFI Forward 2.0”, a series of new projects that are part of the Company’s business optimization and cost reduction initiatives. There can be no assurance that the Company will be able to successfully execute the initiatives and to generate the planned savings in the expected time frame or at all. There is a risk that management may have overestimated the amount of savings and production efficiencies that can be generated or may have underestimated the amount of costs to be expended via the initiatives. In addition, the implementation of the initiatives may take longer than planned to achieve the expected savings and further restructuring and cost-cutting may be required in order to achieve the objectives of the initiatives. The estimated amount of savings generated under the initiatives may not be sufficient to achieve the planned benefits. Combining business units and/or reducing the number of production or parts facilities may not achieve the efficiencies anticipated. The continuing impacts of the global COVID-19 pandemic may further jeopardize the ability of the Company to implement the initiatives. There can be no assurance that the Company will be able to achieve the anticipated financial and operational benefits, cost savings or other benefits of the initiatives.

The Company may be exposed to liabilities under applicable anti-corruption laws and any determination that it violated these laws could have a material adverse effect on its business

The Company is subject to various anti-corruption laws that prohibit improper payments or offers of payments to governments and their officials for the purpose of obtaining or retaining business. The Company’s activities create the risk of unauthorized payments or offers of payments by its employees or agents that could be in violation of various anti-corruption laws, including the Canadian Corruption of Foreign Public Officials Act, the United States Foreign Corrupt Practices Act and The UK Bribery Act 2010. The Company has implemented policies to discourage these practices by its employees and agents and provides training through online courses.

However, the Company’s existing policies and procedures and any future improvements may prove to be less than effective and the Company’s employees or its agents may engage in conduct for which the Company might be held responsible. If employees and agents violate the Company’s policies or the Company fails to maintain adequate record-keeping and internal accounting practices to accurately record its transactions, the Company may be subject to regulatory sanctions. Violations of the applicable anti-corruption laws may result in severe criminal or civil sanctions and penalties and other liabilities which could have a material adverse effect on the Company’s reputation, business, financial condition, liquidity and operating results.

The Company’s risk management policies and procedures may not be fully effective in achieving their intended purposes

The Company’s policies, procedures, controls and oversight to monitor and manage enterprise risks may not be fully effective in achieving their intended purpose and may leave the Company exposed to identified or unidentified risks. Past or future misconduct by the Company’s employees, suppliers or agents could result in the Company’s violation of laws, regulatory sanctions and/or serious reputational harm or financial harm. While management monitors the Company’s policies, procedures and controls, it cannot provide assurance that the Company’s policies, procedures and controls will be sufficient to prevent all forms of misconduct. Management and the Board review the Company’s compensation policies and practices as part of its risk management program, but it is possible that the compensation policies could incentivize management and other employees to subject the Company to inappropriate risk or to engage in misconduct. If such inappropriate risks or misconduct occurs, it is possible that it could have a material adverse effect on the Company’s business, financial condition, liquidity and operating results.

Internal controls over financial reporting

Management is responsible for establishing and maintaining internal controls over financial reporting (“ICFR”), as defined under rules adopted by the Canadian Securities Administrators. ICFR were designed under the supervision of, and with the participation of, the Company’s President and Chief Executive Officer (“CEO”) and the Company’s Chief Financial Officer (“CFO”). The Company’s ICFR are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Management, under the supervision of the CEO and CFO, evaluated the design and operational effectiveness of the Company’s ICFR as of January 1, 2023 in accordance with the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and concluded that the Company’s ICFR is effective.

ICFR, no matter how well designed, have inherent limitations. Therefore, ICFR can provide only reasonable assurance with respect to financial statement preparation and may not prevent or detect all misstatements.

Disclosure controls and procedures

Management is responsible for establishing and maintaining disclosure controls and procedures in order to provide reasonable assurance that material information relating to the Company is made known to them in a timely manner and that information required to be disclosed is reported within time periods prescribed by applicable securities legislation. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. The CEO and CFO have concluded that the Company’s disclosure controls and procedures as at January 1, 2023 were effective.

Risks Related to Strategy

Ability to successfully execute strategic plans and maintain profitability

The Company’s future operating results will depend on a number of factors, including its ability to successfully execute its strategic plans. The Company’s past results may not be indicative of its future prospects and there is no assurance that the Company will sustain or grow profitability in future periods.

In addition, the successful execution of the Company’s strategic plans may require additional employees, additional operating and financial systems and additional financial resources. There is no assurance that the Company will be able to hire and train qualified employees (or do so on a timely basis), that the Company will be able to expand operations and systems to the extent, and in the time required, or that the Company will be able to fund such strategic plans, either internally through operations, through the use of available credit or through the capital markets. There is no assurance that the Company will be able to effectively execute and manage its strategic plans and any future growth, and any failure to do so could have a material adverse effect on the Company’s business, financial condition, liquidity and operating results.

Development of competitive or disruptive products, services or technology

The Company may not be able to prevent a competitor from copying its products or technologies. If a competitor copies the Company’s products or develops an equivalent or superior product or technology, there could be a material adverse effect on the Company’s business, financial condition, liquidity and operating results. If a competitor develops a superior product or technology, there can be no assurance that

the Company would be able to manufacture a similar or competitive new product or technology and/or effectively compete with manufacturers developing such products or technologies. The development and competitive landscape of the transportation industry is increasingly subject to changes resulting from disruptive technologies such as autonomous or driverless vehicles, advances in propulsion systems and battery technology and the development of new materials. There can be no assurance that the Company will be able to successfully integrate such technologies into its products and services or compete with other companies with superior innovation and technology capabilities. The introduction of disruptive and competing alternatives to public transit services, such as Uber, Via or Lyft ride-sharing services, may adversely affect the demand for public transit services and consequently the demand for certain of the Company's products. Failure to effectively innovate or compete with companies who have successfully developed or harnessed such technologies or to address disruptive or competing products or services may have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

Development and testing of new products or model variants

The Company may not be able to successfully design, develop or test new products or improvements to existing products (e.g., Xcelsior®, Xcelsior CHARGE™, the J-model and D-model motor coaches, the Spirit of Equest®, or the Enviro) in order to effectively compete with competitors. There may be no demand by customers to purchase newly developed or improved products, there may be risks and unbudgeted costs associated with launching a new product into the market place and the Company may not be able to recoup research and development costs, all of which may be material. In addition, there may be material and unforeseen warranty costs related to new products that management did not foresee or adequately price into the bus purchase contracts for such products. Further, there may be no testing facilities available to test the Company's new products to certain governmental or customer requirements, standards or specifications.

Acquisition risk

The Company intends to continue to identify, develop and acquire suitable acquisition targets in pursuit of its strategic plans and to diversify and grow. While management intends to be careful in selecting businesses to acquire, acquisitions inherently involve a number of risks, including, but not limited to, the possibility that the Company pays more than the acquired assets are worth; the additional expense associated with completing an acquisition; the difficulty of assimilating the operations and personnel of the acquired business; the challenge of implementing uniform standards, controls procedures and policies throughout the acquired business; the inability to integrate, train, retain and motivate key personnel of the acquired business; the potential disruption to the Company's ongoing business and the distraction of management from the Company's day-to-day operations; the inability to incorporate acquired businesses successfully into the Company's existing operations; and the potential impairment of relationships with the Company's employees, suppliers and customers. If any one or more of such risks materialize, they could have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

In addition, the Company may not be able to maintain the levels of operating efficiency that the acquired company had achieved or might have achieved had it not been acquired by the Company. Successful integration of the acquired company's operations would depend upon the Company's ability to manage those operations and to eliminate redundant and excess costs. As a result of difficulties associated with combining operations, the Company may not be able to achieve the cost savings and other benefits that it would hope to achieve with the acquisition. Any difficulties in this process could disrupt the Company's ongoing business, distract its management, result in the loss of key personnel or customers, increase its expenses and otherwise materially adversely affect the Company's business, financial condition, liquidity and operating results.

Further, inherent in any acquisition there is risk of liabilities and contingencies that the Company may not discover in its due diligence prior to the consummation of a particular acquisition, and the Company may not be indemnified for some or all of these liabilities and contingencies. The discovery of any material liabilities or contingencies in any acquisition could also have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

All of the risks described above are applicable to the Company's acquisitions of MCI in 2015, the acquisition of Carlson Engineered Composites Inc., the assets of Sintex-Wausaukee and ARBOC in 2017 and the acquisition of ADL in 2019.

Reliance on third-party manufacturers

The Company's reliance on third-party manufacturers exposes it to a number of risks. These risks include a manufacturer not performing on its contractual obligations, encountering difficulties in manufacturing its products in required volumes and quality levels to meet the Company's needs or failing to establish and follow good manufacturing practices and to document its adherence to such practices. There is also a risk that long lead times for critical components may affect production lead times. Third-party manufacturers may also experience negative impacts on parts and component supply, the supply and cost of labour and the effects of loss of or reduction in production as a result of the continuing pandemic, which may in turn adversely affect the availability and cost of products to the Company. If any of the Company's third-party manufacturers needs to be replaced, the Company will have to identify and select acceptable alternative manufacturers from among a limited number of potential manufacturers, which could be time consuming and costly. In addition, an alternate source may not be available to the Company or may not be in the position to satisfy the Company's production requirements at commercially reasonable prices and quality. Therefore, any significant interruption in contract manufacturing may result in the Company being unable to deliver the affected products to meet its customer orders and deprive the Company of product revenues, which could have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

Third-Party Distribution/Dealer Agreements

The Company has entered into agreements with third-party distributors and dealers to market and sell its buses and to provide after sales service in respect of those buses in certain geographic areas and/or with respect to certain types of customers (e.g., private operators). The Company may, in the future, enter into similar agreements. The Company is subject to the risks normally associated with such distribution and dealer arrangements. The Company is dependent on its distributors and dealers to supplement its direct marketing and sales efforts. The Company does not control the activities of its distributors and dealers with respect to the marketing, sale and service of the Company's products, and they may make decisions that may be contrary to the Company's interests. Some of these agreements may be non-exclusive and permit the distributors and dealers to offer competitors' products. If any significant distributor or dealer terminated their relationship with the Company for any reason, decided to focus on marketing competitors' products over the Company's products or decided not to market the Company's products at all, the Company's ability to bring its products to market may be impacted. If the Company is unable to manage the risks related to the use of third-party distributors or dealers, maintain the relationships with them or offer the appropriate incentives to focus them on the sale of the Company's products, the Company's sales and revenues may be materially adversely affected.

Risks Related to Financing

Availability to the Company of future financing

Management expects that the Company's principal sources of funds will be cash generated from its operating activities and borrowing capacity remaining under its credit facilities and/or from future securities offerings. Management believes that these funds will provide the Company with sufficient liquidity and capital resources to meet its current and future financial obligations, as well as to provide funds for its financing requirements, capital expenditures and other needs for the foreseeable future. Despite management's expectations, however, the Company may require additional equity or debt financing to meet its financing requirements. This financing may not be available when required or may not be available on commercially favorable terms or on terms that are otherwise satisfactory to the Company. While the Company expects to be able to refinance its credit facilities prior to their maturities, if the Company is unable to successfully refinance its credit facilities, the Company may not have sufficient liquidity and capital resources to meet its financial obligations. The Company will also need to repay in cash the principal amount of any Debentures that are not converted into Shares prior to the maturity of the Debentures, subject to the ability of the Company to make such repayment in the form of Shares in certain circumstances.

The Company may not be able to generate the necessary amount of cash to service its existing debt, which may require the Company to refinance its debt

The Company's ability to pay principal and interest on its credit facilities, the Debentures and other debt obligations will depend on its future financial performance. The Company's ability to generate cash will depend on many factors, some of which may be beyond its control, including general economic, financial and regulatory conditions. Other factors may also cause a lower amount of cash to be generated such as an increase in work in process as a result of production or supply issues and delays by customers in accepting buses or coaches delivered to them for inspection and acceptance. If the Company cannot generate enough cash flow in the future to service its debt, it may need to refinance all or a portion of its debt, obtain additional financing (on terms that may be less favourable than existing financing terms) or sell assets. The Company might not be able to implement any of these strategies on satisfactory terms or on a timely basis, if at all. If the Company is unable to meet its debt service obligations or comply with its covenants, a default under its debt agreements would result.

The Company's substantial consolidated indebtedness could negatively impact the business.

The Company has a substantial amount of indebtedness under its credit facilities, the Debentures and other agreements with third parties. As at January 1, 2023, the Company had total third-party indebtedness of approximately \$1.2 billion. In addition, the credit facilities and the Indenture permits future further indebtedness provided that certain covenants are satisfied.

The degree to which the Company is leveraged on a consolidated basis could have important consequences to the holders of Securities, including:

- the Company's ability in the future to obtain trade credit from vendors, performance bonds from surety companies or additional financing for working capital, capital expenditures, acquisitions or other purposes may be limited;
- a significant portion of the Company's cash flow (on a consolidated basis) is likely to be dedicated to the payment of the principal of and interest on the Company's indebtedness, including its credit facilities and the Debentures, thereby reducing funds available for future operations, capital expenditures and/or dividends on the Shares;
- the Company may be more vulnerable to economic downturns and be limited in its ability to withstand competitive pressures;

- the Company may be limited in its ability to plan for or react to changes in its business or the industry in which it operates; and
- the Company may be at a competitive disadvantage to its competitors that have less indebtedness.

The Company's ability to make scheduled payments of principal and interest on, or to refinance, its indebtedness will depend on its future operating performance and cash flow, which are subject to prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond its control. These factors might inhibit the Company from refinancing the indebtedness under its credit facilities, the Debentures and other agreements at maturity.

The restrictive covenants in the Company's credit facilities could impact the Company's business and affect its ability to pursue its business strategies

The credit facilities feature restrictive covenants that limit the Company's ability, among other things, to:

- incur additional indebtedness;
- pay dividends and make distributions in respect of equity interests or to make certain other restricted payments or investments;
- consolidate, merge or dissolve;
- sell or otherwise dispose of the Company's assets;
- enter into transactions with the Company's affiliates;
- create liens;
- enter into new lines of businesses;
- make certain investments and acquisitions; and
- participate in certain syndicates or partnerships.

In addition, the credit facilities also require the Company to comply with positive covenants, including maintaining compliance with specified financial ratios. The Company's ability to comply with these covenants and ratios may be affected by events beyond its control.

Risks Related to Capital Structure and Tax

Payment of dividends

In December 2022, the Board made the decision to suspend the payment of dividends given credit agreement constraints and to support the Company's focus on improving its liquidity and financial position. Under the terms of NFI's credit facilities, the Company is not permitted to declare or pay dividends. Future decisions on the resumption of dividend payments will be made by the Board and depend on the Company's financial performance and compliance with credit facility covenants, among other considerations. There can be no assurance that dividend payment will resume.

NFI is dependent on its subsidiaries for all cash available for distributions

NFI is dependent on the operations and assets of its subsidiaries. Cash distributions to the holders of Shares and interest payments to the holders of the Debentures will be dependent on the ability of NFI's subsidiaries to make dividend payments on their shares. The actual amount of cash available for distribution to holders of Shares and Debentures will depend upon numerous factors relating to the business of the Company, including profitability, changes in revenue, fluctuations in working capital, capital expenditure levels, applicable laws, compliance with contracts and contractual restrictions contained in the instruments governing any indebtedness. Any reduction in the amount of cash available for distribution, or actually

distributed, by NFI's subsidiaries will reduce the amount of cash available to NFI to pay dividends on the Shares and make payments to holders of Debentures. While NFI is contractually obligated to make interest payments on the Debentures, cash dividends by NFI on the Shares are not guaranteed and, if declared, will fluctuate with the performance of the business of NFI's subsidiaries.

NFI may not be able to make principal payments on the Debentures

The Debentures will mature in January 2027. NFI may not be able to repay the principal outstanding from new financing, cash flows or other sources. There is no guarantee that NFI will be able to repay the outstanding principal amount upon maturity of the Debentures.

Redemption by NFI of the Debentures for Shares will result in dilution to holders of Shares

NFI may determine to redeem outstanding Debentures for Shares or to repay outstanding principal amounts and interest owing thereunder at maturity of the Debentures by issuing additional Shares. Accordingly, holders of Shares may suffer dilution.

Debentures may be redeemed by NFI prior to maturity

The Debentures may be redeemed, at the option of NFI, on and after January 15, 2025 and prior to maturity at any time and from time to time subject to certain conditions. Holders of Debentures should assume that this redemption option will be exercised if NFI is able to refinance at a lower interest rate or it is otherwise in the interest of NFI to redeem the Debentures.

NFI may not be able to repurchase the Debentures upon a change of control as required by the Indenture

Upon the occurrence of certain specific kinds of change of control events, NFI will be required to offer to purchase outstanding Debentures at their principal amount plus accrued and unpaid interest, if any, to the date of purchase. However, it is possible that NFI will not have sufficient funds at the time of the change of control to make the required purchase or that restrictions contained in other indebtedness will restrict those purchases. Failure to make an offer to purchase the Debentures would constitute a default under the Indenture, which might constitute a default under the terms of NFI's other indebtedness at that time.

If a holder of Debentures converts its Debentures in connection with a Cash Change of Control that occurs, NFI may, in certain circumstances, be required to increase the conversion rate pursuant to the terms of the Indenture. While the increased conversion rate is designed to compensate a holder of Debentures for the lost option time value of its Debentures as a result of a Cash Change of Control in certain circumstances, the increased conversion rate amount is only an approximation of such lost value and may not adequately compensate the holder for such loss. In addition, in some circumstances as described in the Indenture, no adjustment will be made.

Conversion of the Debentures following certain transactions could lessen or eliminate the value of the conversion privilege associated with the Debentures

In the case of certain transactions, each Debenture may (i) become convertible into the securities, cash or property receivable by a holder of Shares based on the number of Shares into which the Debenture was convertible immediately prior to the transaction, or (ii) become convertible into certain prescribed securities with limited liquidity. These changes could substantially lessen or eliminate the value of the conversion privilege associated with the Debentures in the future and result in the receipt of illiquid securities and thereby have a material adverse effect on the value of the Debentures.

Future sales or the possibility of future sales of a substantial number of Shares or Debentures may impact the price of the Shares and/or the Debentures and could result in dilution

Future sales, or the possibility of future sales, of a substantial number of Shares or Debentures in the public market could adversely affect the prevailing market price of the Shares and/or the Debentures and could impair NFI's ability to raise capital through future sales of those securities. Additionally, the issuance of additional Shares or Debentures may dilute an investor's investment in NFI and reduce distributable cash per Share.

NFI may issue Shares or other securities from time to time in order to raise capital or as consideration for future acquisitions and investments. If an acquisition or investment is significant, the number of Shares or the number or aggregate principal amount, as the case may be, of other securities that may be issued may in turn be significant. In addition, NFI may also grant registration rights covering those Shares or other securities in connection with any acquisitions or investments.

Payments to holders of the Debentures are subordinated in right of payment to existing and future Senior Indebtedness and will depend on the financial health of NFI and its creditworthiness

The likelihood that holders of the Debentures will receive payments owing to them under the terms of the Debentures will depend on the financial health of NFI and its creditworthiness. In addition, the Debentures are unsecured obligations of NFI and are subordinate in right of payment to all NFI's existing and future Senior Indebtedness (as defined under the Indenture). Therefore, if NFI becomes bankrupt, liquidates its assets, reorganizes or enters into certain other transactions, NFI's assets will be available to pay its obligations with respect to the Debentures only after it has paid all of its Senior Indebtedness in full. There may be insufficient assets remaining following such payments to pay amounts due on any or all of the Debentures then outstanding. The Indenture does not prohibit or limit the ability of NFI or its subsidiaries to incur additional debt or liabilities (including Senior Indebtedness) or to make distributions on the Shares. The Indenture does not contain any provision specifically intended to protect holders of Debentures in the event of a future leveraged transaction involving NFI.

If the Company is required to write down goodwill or other intangible assets, its financial condition and operating results would be negatively affected

The Company has a substantial amount of goodwill and other finite and indefinite-lived intangible assets on its balance sheet as a result of equity transactions and acquisitions that have occurred during previous financial periods. If management determines goodwill and other intangible assets are impaired, the Company will be required to write down all or a portion of these assets. Any significant write-downs would have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

The method to compute the amount of impairment incorporates quantitative data and qualitative criteria, including new information and highly subjective judgments that could dramatically change the determination of the valuation of goodwill and an intangible asset in a very short period of time. These determinations are sensitive to minor changes in underlying assumptions as management's assumptions change with more information becoming available. Any resulting impairment loss could have a material adverse effect on the Company's business, financial condition, liquidity and operating results for a particular quarterly or annual period.

Income and Other Tax Risks

The Company is subject to income tax laws in various jurisdictions. In addition, the business and operations of the Company are complex and the Company has, over the course of its history, undertaken a

number of significant acquisitions, financings, reorganizations and other material transactions. The computation of income and other taxes payable in respect of the Company's business and a result of these transactions involves many complex factors, including the Company's interpretation of relevant tax legislation and regulations. The income tax interpretations, legislation and regulations that pertain to the Company's activities are subject to continual change (whether by legislative or judicial action or decision), retroactively or for the future, which could adversely affect the Company's tax positions. While management believes the provision for income and other taxes is adequate and in accordance with IFRS and applicable legislation and regulations, tax filing positions are subject to review and adjustment by taxation authorities who may challenge the Company's interpretation of the applicable tax legislation and regulations. If any challenge to the Company's tax filing positions were to succeed, it could result in a reassessment of taxes or otherwise have a material adverse effect on the Company's tax obligations.

Deferred income tax assets and liabilities are recorded based on expected future income tax rates and management's assumptions regarding the expected timing of the reversal of temporary differences. The Company has substantial deferred income tax assets and liabilities. The recognition of deferred income tax assets depends on management's assumption that future earnings will be sufficient to realize the deferred benefit. The amount of the asset recorded is based on management's best estimate of the timing of the reversal of the asset.

The audit and review activities of the Canada Revenue Agency, the U.S. Internal Revenue Service, Her Majesty's Revenue and Customs in the UK and other jurisdictions' tax authorities affect the ultimate determination of the amounts of income and other taxes payable or receivable, deferred income tax assets or liabilities and income tax expense. Therefore, there can be no assurance that income and other taxes will be payable as anticipated and/or the amount and timing of receipt or use of the tax related assets will be as currently expected. Management's experience indicates the taxation authorities are more aggressively pursuing perceived income and other tax issues and have increased the resources they put to these efforts.

U.S. tax legislation and regulations impose limitations on intercompany debt incurred by the Company's U.S. subsidiaries. These regulations treat related party debt as equity for U.S. federal income tax purposes in certain circumstances – including, for example, in certain circumstances in which a debtor corporation makes a distribution exceeding certain current and accumulated earnings and profits. If any debt issued by the Company's U.S. subsidiaries were recharacterized as equity under the regulations, then the otherwise deductible interest paid on such debt could be recharacterized as a non-deductible distribution subject to U.S. federal withholding tax. Such withholding tax, as well as the loss of the deduction by the U.S. subsidiary, could increase the U.S. federal income tax liability and adversely affect the Company's financial position, cash flow and liquidity.

MARKET FOR SECURITIES

Common Shares

The Shares are listed and posted for trading on the TSX under the trading symbol “NFI”. The total monthly volume of trading and the closing price ranges of the Shares on the TSX in each month of 2022 are set forth in the following table ⁽¹⁾:

	CLOSING HIGH (C\$)	CLOSING LOW (C\$)	TOTAL VOLUME
January 2022	20.71	17.98	6,759,699
February 2022	20.14	18.28	5,469,356
March 2022	19.33	13.76	14,910,546
April 2022	15.74	11.79	8,300,663
May 2022	13.50	10.97	9,029,047
June 2022	13.79	12.05	5,482,539
July 2022	13.81	12.33	3,360,005
August 2022	14.46	13.20	3,437,419
September 2022	14.09	12.14	3,172,553
October 2022	13.08	8.80	6,547,345
November 2022	10.30	8.88	6,304,385
December 2022	9.87	8.64	7,716,081

⁽¹⁾ Source: Historical data from the TSX.

Debentures

The Debentures are listed and posted for trading on the TSX under the trading symbol “NFI.DB”. The monthly volume of trading and the closing price ranges of the Debentures on the TSX in each month of 2022 are set forth in the following table ⁽¹⁾:

	CLOSING HIGH (C\$)	CLOSING LOW (C\$)	TOTAL VOLUME
January 2022	100.50	98.75	62,850
February 2022	99.70	98.40	141,470
March 2022	98.77	85.13	150,240
April 2022	90.75	84.75	107,230
May 2022	85.50	82.62	157,450
June 2022	87.00	82.00	118,030
July 2022	86.50	83.75	14,270
August 2022	91.50	84.00	7,670
September 2022	91.50	87.00	11,200
October 2022	86.18	76.00	34,650
November 2022	80.00	76.15	23,740
December 2022	82.87	77.52	156,480

⁽¹⁾ Source: Historical data from the TSX.

AUDITORS, TRANSFER AGENT, REGISTRAR AND TRUSTEE

The auditors of the Company are Deloitte LLP at its office in Winnipeg, Manitoba, Canada.

The transfer agent and registrar for the Shares is Computershare Investor Services Inc. at its principal office in Toronto, Ontario, Canada.

The trustee for the Debentures is Computershare Trust Company of Canada at its principal office in Toronto, Ontario.

MATERIAL CONTRACTS

In addition to contracts entered into in the ordinary course of business, the following material contracts have been entered into by NFI within the most recently completed financial year, or before the most recently completed financial year but are still in effect. The long-term incentive plans listed below, with the exception of the 2020 Share Option Plan, have awards outstanding (either under the current or a prior version).

- the Indenture dated December 2, 2021 referred to under “Description of Capital Structure – Debentures”;
- the Credit Facility, as may be amended, referred to under “Description of Capital Structure – Credit Facilities”;
- the Amended and Restated SRP dated May 7, 2020 and referred to under “Description of Capital Structure – Shareholder Rights Plan”;
- the Amended and Restated 2020 Share Option Plan effective March 12, 2020 and amended and restated effective August 5, 2020;
- the agreement for the sale and purchase of certain of the issued share capital of ADL dated May 28, 2019 among NFI International Limited and the sellers named thereto;
- the Amended and Restated Restricted Share Unit Plan for Non-Employee Directors effective May 8, 2014 and amended and restated effective December 8, 2015, December 18, 2017, March 14, 2019 and September 14, 2020;
- the Amended Performance and Restricted Share Unit Plan effective December 16, 2013 and amended effective December 18, 2018 and August 5, 2020;
- the Amended and Restated Share Option Plan amended and effective March 21, 2013 and amended and restated effective December 8, 2015, December 31, 2018 and August 5, 2020;
- the investment agreement dated January 23, 2013 between Marcopolo S.A. and NFI;
- the investor representation agreement dated March 21, 2012 between Coliseum Capital Management, LLC and NFI; and

- the Amended and Restated Deferred Share Unit Plan for Non-Employee Directors adopted November 7, 2011 and amended and restated effective June 30, 2014, December 8, 2015, December 18, 2015, March 14, 2019 and September 14, 2020.

Each of the above material contracts is available for review on SEDAR at www.sedar.com.

LEGAL PROCEEDINGS

In the ordinary course of business, the Company may, from time to time, be subject to various pending and threatened lawsuits in which claims for monetary damages are asserted. The Company is not involved in any legal proceedings that management expects will have a material effect on the Company. To management's knowledge, no legal proceedings of a material nature involving the Company are pending or threatened by any individuals, entities or governmental authorities.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

To the knowledge of the directors of NFI, as of the date of this Annual Information Form, no director nor officer and no person or company beneficially owning, directly or indirectly, or exercising control or direction over, Shares carrying more than 10% of the voting rights attached to the Shares, nor any associates or affiliates of the foregoing, had any material interest in any transactions involving NFI.

INTERESTS OF EXPERTS

Deloitte LLP, NFI's auditors, has been named as having prepared a certified statement, report or valuation described or included in a filing, or referred to in a filing, made under National Instrument 51-102 - *Continuous Disclosure Obligations* by NFI during, or relating to NFI's fiscal year ended January 1, 2023. To the knowledge of NFI, Deloitte LLP holds no beneficial interest, directly or indirectly, in any securities or other property of NFI or any of its affiliates.

ADDITIONAL INFORMATION

Additional information is provided in NFI's financial statements and management's discussion and analysis of NFI's financial condition and results of operations for its most recently completed fiscal year. Copies of such documents and any additional information related to NFI may be found on SEDAR at www.sedar.com. In the alternative, copies may be obtained from NFI, upon written request.

Additional information, including directors' and officers' remuneration and indebtedness, the principal holders of NFI's securities and securities authorized for issuance under equity compensation plans is contained in NFI's Management Information Circular filed with Canadian securities regulatory authorities in connection with the annual meeting of shareholders of NFI held in 2022.

APPENDIX “A”

NFI GROUP INC. (the “Issuer”)

AUDIT COMMITTEE CHARTER

1. RESPONSIBILITY

The Audit Committee (the “Committee”) is responsible for assisting the Board of Directors of the Issuer (the “Board”) in fulfilling its oversight responsibilities in relation to:

- (i) the integrity of the Issuer’s financial statements;
- (ii) the Issuer’s compliance with legal and regulatory requirements related to financial reporting;
- (iii) the qualifications, independence and performance of the Issuer’s auditor;
- (iv) the design and implementation of internal controls and disclosure controls;
- (v) the review and identification of the principal risks facing the Issuer and development of appropriate procedures to monitor and mitigate such risks;
- (vi) the development, implementation and administration of the Issuer’s Whistleblower Policy; and
- (vii) any additional matters delegated to the Committee by the Board.

2. MEMBERS

The members of the Committee will be selected by the Board on the recommendation of the Issuer’s Human Resources, Compensation and Corporate Governance Committee (the “HR Committee”). The Committee will initially be comprised of three directors of the Issuer and its size may be increased if so determined by the Board.

Each member of the Committee will be both “independent” and “financially literate” within the meaning of applicable securities laws, including without limitation, National Instrument 52-110 - *Audit Committees*.

3. DUTIES

The Committee is responsible for performing the duties set out below as well as any other duties at any time required by law to be performed by the Committee or otherwise delegated to the Committee by the Board.

- (a) Appointment and Review of the Auditor

The auditor is ultimately accountable to the Committee and reports directly to the Committee. Accordingly, the Committee will evaluate and be responsible for the Issuer’s relationship with the auditor. Specifically, the Committee will:

- (i) select, evaluate and recommend an auditor to the Board for appointment or reappointment, as the case may be, by the shareholders of the Issuer and make recommendations with respect to the auditor's compensation;
 - (ii) review and approve the auditor's engagement letter;
 - (iii) review, after seeking and taking into account the opinions of senior management, the experience, qualifications, performance and independence (including considering whether the auditor's provision of any permitted non-audit services is compatible with maintaining its independence) of the auditor, its engagement and lead partners, with a view to recommending its appointment or reappointment;
 - (iv) resolve any disagreements between senior management and the auditor regarding financial reporting;
 - (v) at least annually, obtain and review a report by the auditor describing:
 - the auditor's internal quality-control procedures, including the safeguarding of confidential information;
 - any material issues raised by (i) the most recent internal quality control review, or peer review, of the auditor, which relates to services provided to the Issuer or its subsidiaries by the auditor, or (ii) the review of the auditor by any independent oversight body, such as the Canadian Public Accountability Board, or governmental or professional authorities within the preceding year respecting one or more independent audits carried out by the auditor, and, in the case of each of (i) and (ii), the steps taken to deal with any issues raised in any such review;
 - (vi) meet with senior management not less than quarterly without the auditor present for the purpose of discussing, among other things, the performance of the auditor and any issues that may have arisen during the quarter; and
 - (vii) where appropriate, recommend to the Board that the auditor be terminated.
- (b) Confirmation of the Auditor's Independence

At least annually, and in any event before the auditor issues its report on the annual financial statements, the Committee will:

- (i) review a formal written statement from the auditor describing all of its relationships with the Issuer;
- (ii) discuss with the auditor any relationships or services that may affect its objectivity and independence (including considering whether the auditor's provision of any permitted non-audit services is compatible with maintaining its independence);
- (iii) obtain written confirmation from the auditor that it is objective within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of Chartered Accountants to which it belongs and is an independent public accountant within the meaning of the Independence Standards of the Canadian Institute of Chartered Accountants; and

- (iv) confirm that the auditor has complied with applicable rules, if any, with respect to the rotation of certain members of the audit engagement team.

(c) Pre-Approval of Non-Audit Services

The Committee will pre-approve the appointment of the auditor for any non-audit service to be provided to the Issuer or to any subsidiary of the Issuer; provided that it will not approve any service that is prohibited under the rules of the Canadian Public Accountability Board or the Independence Standards of the Canadian Institute of Chartered Accountants. Before the appointment of the auditor for any non-audit service, the Committee will consider the compatibility of the service with the auditor's independence. The Committee may pre-approve the appointment of the auditor for any non-audit services by adopting specific policies and procedures, from time to time, for the engagement of the auditor for non-audit services. Such policies and procedures will be detailed as to the particular service, and the Committee must be informed of each service, and the procedures may not include delegation of the Committee's responsibilities to management. In addition, the Committee may delegate to one or more members the authority to pre-approve the appointment of the auditor for any non-audit service to the extent permitted by applicable law provided that any pre-approvals granted pursuant to such delegation shall be reported to the full Committee at its next scheduled meeting.

(d) Communications with the Auditor

The Committee has the authority to communicate directly with the auditor and will meet privately with the auditor periodically to discuss any items of concern to the Committee or the auditor, such as:

- (i) the scope, planning and staffing of the audit;
- (ii) the auditor's materiality threshold for the audit;
- (iii) the assessment by the auditor of significant audit risk;
- (iv) any material written communications between the auditor and senior management, such as any management letter or schedule of unadjusted differences;
- (v) whether or not the auditor is satisfied with the quality and effectiveness of financial recording procedures and systems;
- (vi) the extent to which the auditor is satisfied with the nature and scope of its examination;
- (vii) whether or not the auditor has received the full co-operation of senior management and other employees of the Issuer;
- (viii) the auditor's opinion of the competence and performance of the Chief Financial Officer and other key financial personnel;
- (ix) the items required to be communicated to the Committee under the Canadian authoritative guidance;
- (x) critical accounting policies and practices to be used by the Issuer and its subsidiaries;

- (xi) key audit matters;
- (xii) alternative treatments of financial information within international financial reporting standards (“IFRS”) that have been discussed with senior management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the auditor;
- (xiii) any difficulties encountered in the course of the audit work, including any unresolved issues, any restrictions imposed on the scope of activities or access to requested information, any significant disagreements with senior management and their response; and
- (xiv) any illegal act that may have occurred.

(e) Review of the Audit Plan

The Committee will discuss with the auditor the nature of an audit and the responsibility assumed by the auditor when conducting an audit under generally accepted auditing standards. The Committee will review a summary of the auditor’s audit plan for each audit and approve the audit plan with such amendments as it may agree with the auditor.

(f) Review of Audit Fees

The Committee will review and make recommendations to the board regarding the auditor’s fee and the terms of the auditor’s engagement. In determining the auditor’s fee, the Committee will consider, among other things, the number and nature of reports to be issued by the auditor, the quality of the internal controls of the Issuer, the size, complexity and financial condition of the Issuer and the extent of support to be provided to the auditor by the Issuer.

(g) Review of Financial Statements and MD&A

The Committee will review and discuss with senior management and the auditor the annual audited financial statements, together with the auditor’s report thereon, the interim financial statements, and Management’s Discussion and Analysis relating to the annual and interim financial statements before recommending them for approval by the Board. The Committee will also engage the auditor to review the interim financial statements prior to the Committee’s review of such financial statements.

In conducting its review of the financial statements and related management’s discussion and analysis, the Committee will:

- (i) consider the quality of, and not just the acceptability of, the accounting principles, the reasonableness of senior management’s judgments and estimates that have a significant effect upon the financial statements, and the clarity of the disclosures in the financial statements;
- (ii) discuss any analyses prepared by senior management or the auditor that set out significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative IFRS treatment;

- (iii) discuss the effect of off-balance sheet transactions, arrangements, obligations (including contingent liabilities) and other relationships with unconsolidated entities or other persons that may have a material current or future effect on the Issuer's financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues and expenses;
 - (iv) consider any proposed changes in accounting practices or policies and their impact on financial statements of the Issuer;
 - (v) discuss with senior management, the auditor and, if necessary, legal counsel, a report from senior management describing any litigation, claim or other contingency, including tax assessments, that could have a material effect upon the financial position of the Issuer, and the manner in which these matters have been disclosed in the financial statements;
 - (vi) discuss with senior management and the auditor any correspondence with regulators or governmental agencies, employee complaints or published reports that raise material issues regarding the Issuer's financial statements or accounting policies;
 - (vii) discuss with the auditor any special audit steps taken in light of material weaknesses in internal control;
 - (viii) review the results of the audit, including any reservations or qualifications in the auditor's opinion;
 - (ix) discuss with senior management all significant variances between comparative reporting periods;
 - (x) discuss with the auditor any difficulties encountered in the course of the audit work, including any restrictions on the scope of their procedures and access to requested information, accounting adjustments proposed by the auditor which were "passed" (as immaterial or otherwise), and significant disagreements with senior management and the method of resolution;
 - (xi) discuss with the auditor any material issues on which the audit team consulted the auditor's national office; and
 - (xii) consider any other matter which in its judgment should be taken into account in reaching its recommendation to the Board concerning the approval of the financial statements.
- (h) Review of Other Financial Information

The Committee will review:

- (i) all earnings press releases and other press releases disclosing financial information, as well as financial information and written earnings guidance provided to analysts and rating agencies. The Committee will also review the use of "pro forma", "adjusted" or other non-IFRS information in such press releases and financial information. Such review may consist of a general discussion of the types of information to be disclosed or the types of presentations to be made;

- (ii) all other financial statements of the Issuer that require approval by the Board before they are released to the public, including, without limitation, financial statements for use in prospectuses or other offering or public disclosure documents and financial statements required by regulatory authorities;
- (iii) the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Issuer's financial statements; and
- (iv) disclosures made to the Committee by the Chief Executive Officer and Chief Financial Officer during their certification process for applicable securities law filings about any significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the ability to record, process, summarize and report financial information, and any fraud involving senior management or other employees who have a significant role in internal control over financial reporting.

(i) Oversight of Internal Controls and Disclosure Controls

The Committee will review periodically with senior management the adequacy of the internal controls and procedures that have been adopted by the Issuer and its subsidiaries to safeguard assets from loss and unauthorized use and to verify the accuracy of the financial records. The Committee will review any special audit steps adopted in light of material control deficiencies or identified weaknesses.

The Committee will review with senior management the controls and procedures that have been adopted by the Issuer to confirm that material information about the Issuer and its subsidiaries that is required to be disclosed under applicable law or stock exchange rules is disclosed.

(j) Internal Audit Function

The Committee will review the mandate, budget, planned activities, staffing and organizational structure of the internal audit function and the Audit and Risk Management Services ("ARMS") department, which may be outsourced to a firm other than the auditor, to confirm that the internal audit function is independent of management and has sufficient resources to carry out its mandate. The Committee will discuss this mandate with the auditor.

The Committee will review the appointment and replacement of the senior manager-employee of the ARMS department ("ARMS Manager") and will review the significant reports to senior management prepared by the ARMS Manager and senior management's responses thereto.

With respect to the internal audit function, the ARMS Manager and any external advisor to which internal audit work has been outsourced shall report to both the Committee and senior management. As frequently as it deems necessary to fulfill its responsibilities, but not less often than annually, the Committee will meet privately with the ARMS Manager and any external advisor to which internal audit work has been outsourced to discuss any areas of concern the Committee, the ARMS Manager or the external advisor may have.

(k) Legal Compliance

The Committee will review any legal matters that could have a significant effect on the Issuer's financial statements. It will also review with legal counsel material inquiries received from regulators and governmental agencies and advise the Board accordingly.

(l) Enterprise Risk Management

The Issuer has developed an enterprise risk management framework by which management is able to focus on the identification of risks, the assessment of those risks and the mitigation of risks associated with the achievement of the Issuer's strategic objectives. The Issuer's risk management program is managed through an executive level risk committee in conjunction with the ARMS department.

The Committee will oversee the Issuer's risk management function and the enterprise risk management framework and, on a quarterly basis, will review a report from senior management describing the major financial, legal, operational and reputational risk exposures of the Issuer and the steps senior management has taken to monitor and control such exposures, including the Issuer's policies with respect to risk assessment and management. The Committee will review environmental, insurance and other liability issues, risk management and information technology issues and review policies and procedures in respect thereof and report to the Board on such matters. The Committee will also review and approve management's information technology strategic plan, business continuity plans and major technology capital investments consistent with the Issuer's capital budget recommended by the Committee and approved by the Board.

The Committee will oversee the Issuer's Subsidiary and Business Unit Governance Policy.

(m) Taxation Matters

The Committee will review with senior management the status of taxation matters of the Issuer and its subsidiaries. The Committee will also review a report from senior management confirming that the Issuer and its subsidiaries have withheld or collected and remitted all amounts required to be withheld or collected and remitted by them in respect of any taxes, levies, assessments, reassessments and other charges payable to any governmental authority.

(n) Employees of the Auditor

The Committee will establish, review and approve policies for the hiring by the Issuer of any partners and employees and former partners and former employees of the present or former auditor.

(o) Evaluation of Financial and Accounting Personnel

The Committee will have direct responsibility to:

- (i) develop a position description for the Chief Financial Officer and ARMS Manager, setting out the authority and responsibilities of the Chief Financial Officer and ARMS Manager, respectively, and present the same to the HR Committee and Board for approval;

- (ii) review and approve the goals and objectives that are relevant to the Chief Financial Officer's compensation and present the same to the HR Committee;
 - (iii) evaluate the performance of the Chief Financial Officer and ARMS Manager, in meeting their respective goals and objectives;
 - (iv) make specific recommendations to the HR Committee and Board with respect to the compensation of the Chief Financial Officer and the ARMS Manager based on the evaluation referred to above;
 - (v) review and assess, with the input of senior management and, if required by the Committee, the external auditor, the performance of the Issuer's financial, accounting and ARMS department personnel; and
 - (vi) recommend to the HR Committee and Board remedial action where necessary.
- (p) Signing Authority and Approval of Expenses

The Committee will determine the signing authority of officers and directors in connection with the expenditure and release of funds. The Committee will also review the Chief Executive Officer and Chief Financial Officer's expense statements. Director expense statements will be reviewed by the Chief Executive Officer. Where the Chief Executive Officer thinks it advisable, he or she may request that the Committee review director expense statements.

4. COMPLAINTS PROCEDURE

The Committee will establish a Whistleblower Policy for the receipt, retention and follow-up of complaints received by the Issuer regarding accounting, internal controls, disclosure controls or auditing matters and any violation of the Issuer's Code of Business Conduct and Ethics and a procedure for the confidential, anonymous submission of concerns by employees of the Issuer regarding such matters.

5. REPORTING

The Committee will regularly report to the Board on:

- (i) the auditor's independence, engagement and fees;
- (ii) the performance of the auditor and the Committee's recommendations regarding its reappointment or termination;
- (iii) the adequacy of the Issuer's internal controls and disclosure controls;
- (iv) the Issuer's risk management procedures and the reports prepared by the ARMS department;
- (v) its recommendations regarding the annual and interim financial statements of the Issuer, including any issues with respect to the quality or integrity of the financial statements;
- (vi) its review of the annual and interim management's discussion and analysis;

- (vii) any complaints made under and the effectiveness of the Issuer's Whistleblower Policy;
- (viii) the Issuer's compliance with legal and regulatory requirements related to financial reporting; and
- (ix) all other significant matters it has addressed or reviewed and with respect to such other matters that are within its responsibilities, together with any associated recommendations.

6. AUDIT COMMITTEE MEETINGS

(a) Scheduling

The Committee will meet as often as it determines is necessary to fulfill its responsibilities, which in any event will be not less than quarterly. A meeting of the Committee may be called by the auditor, the chairperson of the Committee (the "Committee Chair"), the chairperson of the Board, the Chief Executive Officer, the Chief Financial Officer or any Committee member.

Meetings will be held at a location determined by the Committee Chair and notice shall be given in accordance with the provisions of the Issuer's by-laws.

(b) Notice to Auditor

The auditor is entitled to receive notice of every meeting of the Committee and, at the expense of the Issuer, to attend and be heard thereat and, if so requested by a member of the Committee, shall attend any meeting of the Committee held during the term of office of the auditor.

(c) Agenda

The Committee Chair will establish the agenda for each meeting. Any member may propose the inclusion of items on the agenda, request the presence of or a report by any member of senior management, or at any meeting raise subjects that are not on the agenda for the meeting.

(d) Distribution of Information

The Committee Chair will distribute, or cause the officers of the Issuer to distribute, an agenda and meeting materials in advance of each meeting to allow members sufficient time to review and consider the matters to be discussed.

(e) Attendance and Participation

Each member is expected to attend all meetings. A member who is unable to attend a meeting in person may participate by telephone or teleconference.

(f) Quorum

Two members will constitute a quorum for any meeting of the Committee.

(g) Voting and Approval

At meetings of the Committee, each member will be entitled to one vote and questions will be decided by a majority of votes. In case of an equality of votes, the Committee Chair will not have a second or casting vote in addition to his or her original vote.

(h) Procedures

Procedures for Committee meetings will be determined by the Committee Chair unless otherwise determined by the by-laws of the Issuer or a resolution of the Committee or the Board.

(i) Transaction of Business

The powers of the Committee may be exercised at a meeting where a quorum is present in person or by telephone or other electronic means, or by resolution in writing signed by all members entitled to vote on that resolution at a meeting of the Committee.

(j) Absence of the Committee Chair

In the absence of the Committee Chair at a meeting of the Committee, the members in attendance must select one of them to act as chairperson of that meeting.

(k) Secretary

The Committee may appoint one of its members or any other person to act as secretary.

(l) Minutes of Meetings

A person designated by the Committee Chair at each meeting will keep minutes of the proceedings of the Committee and the Committee Chair will cause an officer of the Issuer to circulate copies of the minutes to each member on a timely basis.

7. COMMITTEE CHAIR

Each year, the Board will appoint one member who is qualified for such purpose to be the Committee Chair. If, in any year, the Board does not appoint a Committee Chair, the incumbent Committee Chair will continue in office until a successor is appointed.

8. REMOVAL AND VACANCIES

Any member may be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to meet the qualifications set out above. The Board will fill vacancies on the Committee by appointment from among qualified members of the Board. If a vacancy exists on the Committee, the remaining members will exercise all of its powers so long as a quorum remains in office.

9. ASSESSMENT

At least annually, the HR Committee will review the effectiveness of the Committee in fulfilling its responsibilities and duties as set out in this Charter and in a manner consistent with the mandate adopted by the Board.

10. REVIEW AND DISCLOSURE

The Committee will review this Charter at least annually and submit it to the HR Committee together with any proposed amendments. The HR Committee will review the Charter and submit it to the Board for approval with such further proposed amendments as it deems necessary and appropriate.

This Charter will be posted on the Issuer's Web site and the annual report of the Issuer will state that this Charter is available on the Web site or is available in print to any securityholder who requests a copy.

11. ACCESS TO OUTSIDE ADVISORS AND RECORDS

The Committee may, subject to advising the chairperson of the Board, retain independent counsel and any outside advisor at the expense of the Issuer at any time and has the authority to determine any such advisors' fees and other retention terms.

The Committee, and any outside advisors retained by it, will have access to all records and information relating to the Issuer and its subsidiaries and all their respective officers, employees and agents which it deems relevant to the performance of its duties.