



NFI GROUP INC.

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

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 9, 2025**

March 21, 2025

NFI GROUP INC.

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

NOTICE IS HEREBY GIVEN that the annual and special meeting of the shareholders (the “**Meeting**”) of NFI Group Inc. (“**NFI**”) will be held on Friday, May 9, 2025 at 11:00 am (Central time) as a hybrid meeting with a physical location at The Fairmont Winnipeg, 2 Lombard Place, Winnipeg, Manitoba and the option to participate virtually, by way of a live webcast at <http://meetnow.global/MFFJTDD> for the following purposes:

1. **TO RECEIVE** the consolidated financial statements of NFI for the fiscal year ended December 29, 2024, together with the report of the auditors thereon (see section Matters To Be Considered At The Meeting – Financial Statements in the Management Information Circular (the “**Information Circular**”));
2. **TO APPOINT** the auditors and authorize the board of directors of NFI to fix the remuneration of the auditors (see section Matters To Be Considered At The Meeting – Appointment of Auditors in the Information Circular);
3. **TO ELECT** eleven members of the board of directors of NFI (see section Matters To Be Considered At The Meeting – Election of Directors in the Information Circular);
4. **TO CONSIDER** and, if deemed appropriate, **TO PASS**, with or without variation, an ordinary resolution in the form set out in Schedule “A” to the Information Circular approving the adoption of the 2025 Restricted Share Unit Plan for Non-Employee Directors (see section Matters To Be Considered At The Meeting – Resolution to Approve Adoption of 2025 Restricted Share Unit Plan for Non-Employee Directors);
5. **TO CONSIDER** and, if deemed appropriate, **TO PASS** an advisory resolution in the form set in Schedule “B” to the Information Circular on the approach to executive compensation (“**Say on Pay Resolution**”) (see section Matters To Be Considered At The Meeting – Advisory Resolution on Approach to Executive Compensation in the Information Circular); and
6. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournment or postponement thereof.

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

You have the right to receive notice of, and to vote at, the Meeting if you were a shareholder of NFI as of 5:00 p.m. (Toronto time) on Monday, March 10, 2025.

Notice and Access

NFI is using the notice and access procedure (Notice and Access) adopted by the Canadian Securities Administrators for the delivery of the Information Circular, the consolidated financial statements of NFI for the fiscal year ended December 29, 2024 and related management’s discussion and analysis (collectively, the “**Meeting Materials**”). Under Notice and Access, you are still entitled to receive a form of proxy (or voting instruction form) enabling you to vote at the Meeting. However, instead of receiving paper copies of the Meeting Materials, shareholders receive this notice of meeting which contains information about how to access the Meeting Materials electronically. The principal benefit of Notice and Access is to reduce costs and the environmental impact of producing and distributing large quantities of paper documents.

Shareholders who have consented to electronic delivery of materials may receive this notice of meeting in an electronic format.

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

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

Websites Where Meeting Materials Are Posted

The Meeting Materials are available on NFI's website, www.nfigroup.com and under NFI's profile on the System for Electronic Data Analysis and Retrieval+ (SEDAR+) at www.sedarplus.ca.

Non-Registered and Registered Shareholders

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

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

How to Obtain Paper Copies of Meeting Materials

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

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

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

Requests must be received by 11:00 am (Central time) on Thursday, April 24, 2025 if you would like to receive the Meeting Materials in advance of the voting deadline and date of the Meeting.

Voting

Beneficial Owners

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

If You Do Not Wish to Vote at the Meeting.

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

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

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

To register a proxyholder, a Beneficial Owner MUST visit <https://www.computershare.com/NFIGroup> by no later than 11:00 am (Central time) on May 7, 2025 and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an Invite Code via email after the deadline for depositing proxies has passed.

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

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

Registered shareholders

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

Computershare must receive completed proxies no later than 11:00 am (Central time) on May 7, 2025 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) before the date of the adjourned or postponed Meeting.

DATED this 21st day of March, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

By: "Chan Galbato"

Chan Galbato
Chair of the Board of Directors

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NFI GROUP INC.

INFORMATION CIRCULAR

This Management Information Circular (the “Information Circular”) is provided in connection with the solicitation of proxies by or on behalf of management of NFI Group Inc. (“NFI” and, together with its subsidiaries, the “Company”) for use at the annual and special meeting (the “Meeting”) of shareholders (the “Shareholders”) of NFI to be held on Friday May 9, 2025 at 11:00 am (Central time) as a hybrid meeting with a physical location The Fairmont Winnipeg, 2 Lombard Place, Winnipeg, Manitoba and the option to participate virtually, by way of a live webcast at <http://meetnow.global/MFFJTDD> and at all postponements or adjournments thereof, for the purposes set forth in the accompanying Notice of Meeting.

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

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

The information contained in this Information Circular is given as at March 21, 2025, except where otherwise noted.

INFORMATION FOR OWNERS OF COMMON SHARES

Notice and Access

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

Request for Voting Instructions

Beneficial Owners

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

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

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

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

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

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

To register a proxyholder, a Beneficial Owner MUST visit <https://www.computershare.com/NFIGroup> by no later than 11:00 am (Central time) on May 7, 2025 and provide Computershare with their proxyholder’s contact information, so that Computershare may provide the proxyholder with an Invite Code via email after the deadline for depositing proxies (as described below in “Solicitation of Proxies and Voting Instructions –Deposit of Proxies”) has passed.

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

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

Registered Holders

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

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

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

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

If you **wish to participate and vote** your Common Shares at the Meeting, you are not required to complete or return the form of proxy sent to you. Your vote will be taken and counted at the Meeting. If

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

To register a proxyholder, a Registered Holder MUST visit <https://www.computershare.com/NFIGroup> by no later than 11:00 am (Central time) on May 7, 2025 and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an Invite Code via email after the deadline for depositing proxies (as described below in "Solicitation of Proxies and Voting Instructions –Deposit of Proxies") has passed.

SOLICITATION OF PROXIES AND VOTING INSTRUCTIONS

Solicitation of Proxies

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

Participation at the Meeting

The physical meeting will take place on Friday May 9, 2025 at 11:00 am (Central time) at The Fairmont Winnipeg, 2 Lombard Place, Winnipeg, Manitoba. Registered shareholders and duly appointed proxyholders may attend, ask questions and vote at the Meeting.

The virtual meeting will take place on Friday May 9, 2025 at 11:00 am (Central time) by way of a live webcast at <http://meetnow.global/MFFJTDD>. A summary of the information Shareholders will need to attend the virtual meeting is provided below.

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

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

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

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

Voting of Proxies

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

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

If a Beneficial Owner who receives a form of proxy wishes to participate and vote at the Meeting (or have another person participate and vote on the Beneficial Owner's behalf), the Beneficial Owner must strike out the names of the persons named in the proxy and insert the Beneficial Owner's (or such other person's) name in the blank space provided and deposit it with Computershare, as described below in "Deposit of Proxies" or otherwise follow the instructions provided by the intermediary. In addition, the Beneficial Owner must complete the additional step of registering such proxyholder with Computershare at <https://www.computershare.com/NFIGroup> by no later than 11:00 am (Central time) on May 7, 2025 as described in this Information Circular. **Failure to register the proxyholder with Computershare will result in the proxyholder not receiving an Invite Code to participate in the virtual meeting and such proxyholder will only be able to attend the virtual meeting as a guest and ask questions. Without an Invite Code, proxyholders will not be able to vote at the virtual meeting.**

United States Beneficial Owners: To participate and vote at the virtual meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to participate in the virtual meeting. Follow the instructions from your broker or bank or contact your broker or bank to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to participate in the virtual meeting, you must submit a copy of your legal proxy to Computershare. Requests for registration should be directed to: Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 or by email to: uslegalproxy@computershare.com. Requests for registration must be labeled as "Legal Proxy" and be received no later than 11:00 am (Central time) on May 7, 2025. You will receive a confirmation of your registration by email after Computershare receives your registration materials. You may attend the virtual meeting and vote your Common Shares at <http://meetnow.global/MFFJTDD> during the virtual meeting. Please note that you are required to register your appointment at <https://www.computershare.com/NFIGroup>.

A Beneficial Owner who has appointed themselves or a third-party proxyholder to represent them at the virtual meeting will appear on a list of Shareholders prepared by Computershare, the transfer agent and registrar for the Meeting. To have their Common Shares voted at the virtual meeting, each proxyholder will be required to enter their Invite Code provided by Computershare at <http://meetnow.global/MFFJTDD> prior to the start of the virtual meeting. In order to vote, Beneficial Owners MUST register their proxyholder with Computershare at <https://www.computershare.com/NFIGroup> after submitting their voting instruction form in order to receive an Invite Code.

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

Appointment of Proxies

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

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

- (a) **FOR** the appointment of Deloitte LLP as auditors of NFI and that the board of directors of NFI be authorized to fix the remuneration of the auditors;
- (b) **FOR** the election of each of the eleven nominees to the board of directors listed under the heading “Matters to be Considered at the Meeting - Election of Directors”; and
- (c) **FOR** the adoption of the 2025 Restricted Share Unit Plan for Non-Employee Directors; and
- (d) **FOR** the Say on Pay Resolution.

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

Deposit of Proxies

To be valid, proxies must be deposited with Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Fax: 1-866-249-7775 or 416-263-9524, Attention: Proxy Department, in accordance with the instructions therein, by no later than 11:00 am (Central time) on May 7, 2025 or if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned or postponed meeting. Failure to properly complete or deposit a proxy may result in its invalidation. The time limit for the deposit of proxies may be waived by NFI in its discretion without notice.

Revocation of Proxies

Proxies may be revoked by:

- (a) completing and signing a proxy bearing a later date and depositing it with Computershare, as described above; or
- (b) depositing an instrument in writing executed by the Shareholder or by the Shareholder’s attorney authorized in writing at the registered office of NFI at any time up to and including the last business day preceding the date of the Meeting, or any adjournment or postponement of the Meeting; or
- (c) in any other manner permitted by law, including pursuant to your right to revoke a proxy under subsection 110(4) of the *Business Corporations Act* (Ontario).

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

Meeting Format, Questions and Related Matters

NFI will be holding a hybrid Meeting with a physical location at The Fairmont Winnipeg, 2 Lombard Place, Winnipeg, Manitoba and the option to participate virtually, by way of a live webcast at <http://meetnow.global/MFFJTDD>. During the webcast, shareholders and duly appointed proxyholders will be able to listen to, participate in, ask questions, and vote at the Meeting in real time through a web-based platform instead of attending the Meeting in person. NFI hopes that hosting a hybrid Meeting will help enable greater participation by allowing Shareholders from all geographical locations (including those who might not otherwise be able to travel to the physical meeting) to attend the Meeting online.

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

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

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

VOTING SECURITIES OF NFI AND PRINCIPAL HOLDERS THEREOF

NFI is authorized to issue an unlimited number of Common Shares. As of the date of this Information Circular, there were 119,043,817 Common Shares issued and outstanding.

At the Meeting, each Shareholder of record at the close of business on March 10, 2025, the record date established for notice of the Meeting (the "**Record Date**"), will be entitled to one vote for each Common Share held on all matters proposed to come before the Meeting.

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

Name	Number of Common Shares beneficially owned, or controlled or directed, directly or indirectly ⁽¹⁾	Approximate percentage of total Common Shares
Coliseum Capital Management, LLC	23,727,728	19.9%

(1) Based on publicly available filings.

MATTERS TO BE CONSIDERED AT THE MEETING

1. Financial Statements

The consolidated financial statements of NFI for the fiscal year ended December 29, 2024, together with the report of the auditors thereon will be placed before the Shareholders at the Meeting for their consideration. No formal action will be taken at the Meeting to approve the financial statements. If any Shareholder has questions regarding the financial statements, the questions may be brought forward at the Meeting. These financial statements are also available on the internet under NFI's SEDAR+ profile at www.sedarplus.ca.

2. Appointment of Auditors

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

At NFI's 2024 annual general meeting of shareholders held on May 3, 2024, Deloitte LLP received 96.05% of the votes in favour of their re-appointment.

Auditor Appointment Results: 2024 Annual General Meeting	
For:	84,222,538
Withheld:	3,463,611
Total:	87,686,149
% in favour:	96.05%

3. Election of Directors

The articles of NFI provide that NFI will have a minimum of three and a maximum of twenty directors. The board of directors of NFI (the "**Board**") is currently comprised of twelve Directors. All of the Directors are being nominated for re-election, except for Ms. Hoeg who will be retiring from the Board at the Meeting. The Board and management of the Company wish to thank Ms. Hoeg for her contributions, dedication and leadership as a member of the Board. Upon the retirement of Ms. Hoeg from the Board, and the appointment of the Directors nominated at the meeting, the size of the Board will be reduced to eleven Directors.

Mr. Edwards was due to retire from the Board in May 2024, after serving on the Board for 15 years. However, in March 2024, the Board (without Mr. Edwards participating in the deliberations) unanimously determined that it was in the best interest of NFI to extend his term limit by an additional year. In March 2025, the Board (without Mr. Edwards participating in the deliberations) unanimously determined that it was in the best interest of NFI to further extend his term by an additional year. The decision of the Board was driven by a number of factors, including the importance of maintaining continuity of Board representation and leadership, and the need to support and oversee the business as it continues to recover from supply and operational challenges. Mr. Edwards has a very important skill set and has been providing and continues to provide outstanding contributions to NFI.

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

At the 2024 annual meeting of shareholders held on May 3, 2024, the ten individuals who were nominated to be elected as Directors of NFI at the time received the following votes regarding their appointment from voting Shareholders.

Director Election Results: 2024 Annual Meeting					
Director:	Edwards	Gray	Hoeg	Kei	Da Silva Nunes
For:	85,755,107	71,620,203	86,036,717	86,033,030	86,032,450
Withheld:	1,016,167	15,151,071	734,557	738,244	738,824
Total:	86,771,274	86,771,274	86,771,274	86,771,274	86,771,274
% in Favour:	98.83%	82.54%	99.15%	99.15%	99.15%

Director:	O'Donovan	Robertson	Soubry	Walker-Ford	Winter
For:	86,178,941	86,175,102	85,961,705	86,104,461	86,042,104
Withheld:	592,333	596,172	809,569	666,813	729,170
Total:	86,771,274	86,771,274	86,771,274	86,771,274	86,771,274
% in Favour:	99.32%	99.31%	99.07%	99.23%	99.16%

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

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

4. Resolution to Approve Adoption of 2025 Restricted Share Unit Plan for Non-Employee Directors

NFI's use of non-employee director restricted share units ("**Director RSUs**") is an important component of its director compensation arrangements. The purposes are to: (i) attract, retain and motivate highly qualified and experienced individuals to act as directors of NFI and certain of its affiliates; and (ii) promote a greater alignment of interests between such non-employee directors and the shareholders of NFI.

NFI's 2014 Restricted Share Unit Plan for Non-Employee Directors ("**2014 Director RSU Plan**") was adopted on March 20, 2014 and was amended and restated effective December 8, 2015, December 18, 2017, March 14, 2019 and September 14, 2020. A maximum of 500,000 Common Shares are available for issuance under the plan. As at March 21, 2025, there were 414,648 Director RSUs granted under the 2014 Director RSU Plan, leaving 85,352 available for further grants.

On March 17, 2025, the Board adopted a new 2025 Restricted Share Unit Plan for Non-Employee Directors (the “**2025 Director RSU Plan**”). In accordance with the requirements of the Toronto Stock Exchange (the “**TSX**”), NFI is required to submit the 2025 Director RSU Plan for approval by NFI shareholders at the Meeting. If approved at the Meeting, the 2025 Director RSU Plan will become effective as of that date, and a maximum of 500,000 Common Shares will be available for issuance under the 2025 Director RSU Plan. The purpose of establishing the 2025 Director RSU Plan is to ensure that there remains a sufficient number of Director RSUs to be granted to non-employee directors to acquire Common Shares. The 2025 Director RSU Plan has substantially the same material terms as the 2014 Director RSU Plan. See Schedule “D” – Description of Restricted Share Unit Plans for Non-Employee Directors for a summary of the terms of the 2014 Director RSU Plan and the 2025 Director RSU Plan and Schedule “E” for the full text of the 2025 Director RSU Plan.

In the absence of contrary instruction, the persons designated by management of NFI in the enclosed form of proxy intend to vote **FOR** approval of the 2025 Director RSU Plan.

The Board reserves the right to alter any terms of, or not proceed with, the 2025 Director RSU Plan at any time prior to the Meeting if the Board determines that it would be in the best interest of NFI and its shareholders to do so, in light of subsequent developments.

5. Advisory Resolution on Approach to Executive Compensation

The Board has adopted a policy of giving Shareholders the opportunity to cast an advisory vote on NFI’s approach to executive compensation. NFI believes it is important for Shareholders to understand what it pays its named executive officers (“**NEOs**”) and the rationale for these decisions. The 2024 Report on Executive Compensation in this Information Circular has been developed to help Shareholders understand NFI’s compensation philosophy and practices, the objectives of its executive compensation program, and the principles and process used by the Governance Committee in making its compensation recommendations and the decisions ultimately made by the Board.

Please read the 2024 Report on Executive Compensation beginning on page 30 of this Information Circular, including the discussion about compensation governance for details about executive compensation at NFI.

As a Shareholder you have the opportunity to vote **FOR** or **AGAINST** NFI’s approach to executive compensation through the resolution in the form set in Schedule “B”.

This is an advisory vote and your vote is non-binding on the Board. However, the Board and the Governance Committee will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures and decisions and the level of Shareholder engagement on compensation and related matters. The results of the vote will be disclosed in NFI’s 2024 report on voting results, which will be available on SEDAR+ at www.sedarplus.ca.

Approach to Executive Compensation Results: 2024 Annual General Meeting	
For:	85,478,948
Against:	1,292,326
Total:	86,771,274
% in favour:	98.51%

DIRECTOR NOMINEES

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

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

This information also includes the Director's equity ownership in NFI at the end of the last two fiscal years, consisting of Common Shares, DSUs and Director RSUs (which is described under "Director Compensation" in this Information Circular). The value of the Common Shares was calculated using the closing price of Common Shares on the TSX on December 29, 2023, which was \$13.69 per Common Share and on December 27, 2024, which was \$13.76 per Common Share. The value of the DSUs and Director RSUs was calculated using the volume weighted average trading price per Common Share for the five (5) trading days ending on December 29, 2023, which was \$13.64 per Common Share and for the five (5) trading days ending on December 27, 2024, which was \$13.84 per Common Share.

Following the fiscal year end, in March 2025, certain changes were made to NFI's Board committee memberships. The below table shows the composition of the various committees as of the date of this Information Circular. It also denotes the independence of the Board members within the meaning of applicable Canadian securities laws.

Name	Audit Committee	Governance Committee	Operations and Technology Committee
Aziz Aghili <i>Independent</i>	■		■
Larry Edwards <i>(Vice-Chair of the Board)</i> <i>Independent</i>	■	■	
Chan Galbato <i>(Chair of the Board)</i> <i>Independent</i>			
Adam Gray <i>Independent</i>			■
Krystyna Hoeg ¹ <i>Independent</i>			
Paulo Nunes <i>Independent</i>		■	
Maryse Saint-Laurent <i>(Chair of the Governance Committee)</i> <i>Independent</i>	■	■	
Anne Marie O'Donovan <i>(Chair of the Audit Committee)</i> <i>Independent</i>	■	■	
Colin Robertson, CBE <i>(Vice-Chair of the Board and Chair of the Operations and Technology Committee)</i> <i>Non-independent</i>			■
Paul Soubry <i>Non-independent</i>			
Jannet Walker-Ford <i>Independent</i>			■
Katherine S. Winter <i>Independent</i>			■

⁽¹⁾ Ms. Hoeg will be retiring from the Board at the Meeting, but was a member of the Audit Committee in 2024.



Aziz Aghili

66
Corporate Director
 Naples, Florida
Director since Jan. 2025
Independent

2024 Board/Committee Membership ¹	Meeting Attendance	
Not applicable	N/A	N/A

Mr. Aghili was most recently the Executive Vice President of Dana, a publicly traded, worldwide supplier of drivetrain, sealing and thermal-management technologies for vehicle manufacturers. Over his 15-year tenure at Dana he held numerous leadership positions, including President, Dana Europe and President, Dana Asia Pacific. He also spent 20 years at Meritor with leadership roles in manufacturing, procurement, business development and commercial marketing. Mr. Aghili currently serves on the board of Graphic Packaging Holding Company and Columbus McKinnon Corporation.

Securities held as at fiscal year end ¹										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value	% of Share ^{1,2} Ownership Requirement 2024: N/A
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)	(\$)	
2024	0	0	0	0	N/A	N/A	N/A	N/A	N/A	N/A

⁽¹⁾ Mr. Aghili was not a member of the Board in 2024.
⁽²⁾ Mr. Aghili has until 2030 to fulfill the directors' share ownership guideline.



Larry Edwards¹

75
 Corporate Director
 Tulsa, Oklahoma
 Director since Sept. 2008
 Independent

2024 Board/Committee Membership ²	Meeting Attendance	
Board of Directors	14 of 14	100%
Governance Committee	5 of 5	100%
Audit Committee	4 of 4	100%

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

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ³ Ownership Requirement 2024: \$612,680 2023: \$529,840
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2024	35,156	42,500	77,656	1,068,547	69,231	958,157	-	-	2,026,704	Exceeds
2023	35,156	42,500	77,656	1,063,111	59,264	808,361	-	-	1,871,472	Exceeds

⁽¹⁾ Mr. Edwards was a director of Red Fork Energy Limited (“RFE”) from May 2013 to April 2015. In December 2014, KordaMentha Pty Ltd. was appointed as receivers and managers over the assets of RFE under the terms of the security provided to Guggenheim Corporate Funding LLC. As a consequence of this appointment, the directors of RFE appointed Ferrier Hodgson as joint and several voluntary administrators and the powers of RFE’s directors were suspended. In March 2015, Ferrier Hodgson concluded that RFE was not insolvent for a material time leading to their appointment and that the directors had a reasonable expectation they would be able to refinance the Guggenheim facility. In April 2015, the creditors of RFE resolved that the company execute a deed of company arrangement for purposes of reconstruction and recapitalisation of RFE (to be renamed Brookside Energy Limited). In July 2015, the deed was effectuated and control of Brookside Energy Limited reverted to a new board of directors. See “Directors, Officers and Management - Cease Trade Orders, Bankruptcies, Penalties and Sanctions” in NFI’s Annual Information Form for the fiscal year ended December 29, 2024 (the “AIF”).

⁽²⁾ Mr. Edwards was Chair of the Governance Committee in 2024 and was appointed a Vice-Chair of the Board in March 2025.

⁽³⁾ Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.4416 in 2024 and 1.3246 in 2023.



Chan Galbato

62
*Corporate Director
 New York, New York
 Director since Jan. 2025
 Independent*

2024 Board/Committee Membership ^{1 2}

Not applicable

Meeting Attendance

N/A

N/A

Mr. Galbato was most recently the CEO of Cerberus Operations and Advisory Company where he oversaw the platform’s operating executives and functional experts focusing on the integration of operating expertise within Cerberus’ portfolio of companies and investment strategies. While at Cerberus, he served as Executive Chair of five different businesses, including Blue Bird and businesses in the auto sector. Prior to joining Cerberus in 2009, Mr. Galbato was president and CEO of the Controls Division of Invensys PLC and separately, was the president of services at The Home Depot. Mr. Galbato also held the position of president and CEO of Armstrong Floor Products and prior to that, was the CEO of Choice Parts. He also spent 14 years with General Electric, holding several operating and GE Finance leadership positions as well as holding the role of president and CEO of Coregis, a GE Capital company. His board experience includes various Cerberus portfolio companies, including Chairman of Avon Products, Chairman of YP, Chairman of North American Bus Industries, Chairman of Guilford Mills, Director of New Avon, Director of Tower International, and Director of DynCorp International. He also served as Co-Chair of Albertsons and Lead Director for Brady, a publicly traded manufacturing company.

Securities held as at fiscal year end ¹

Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ^{1,3} Ownership Requirement 2024: N/A
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2024	0	0	0	0	N/A	N/A	N/A	N/A	N/A	N/A

⁽¹⁾ Mr. Galbato was not a member of the Board in 2024.

⁽²⁾ Mr. Galbato is Chair of the Board in 2025.

⁽³⁾ Mr. Galbato has until 2030 to fulfill the directors’ share ownership guideline.



Adam Gray ^{1,2}

⁵⁹
*Managing Partner,
 Coliseum Capital
 Management, LLC
 Greenwich, Connecticut
 Director since May 2012
 Independent*

2024 Board/Committee Membership	Meeting Attendance ³	
Board of Directors	12 of 12	100%
Operations and Technology Committee	4 of 4	100%

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

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ⁴ Ownership Requirement 2024: \$612,680 2023: \$529,840
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2024	-	23,722,117	23,722,117	326,416,330	15,051	208,306	1	14	326,624,650	Exceeds
2023	-	31,204,448	31,204,448	427,188,893	15,051	205,296	1	14	427,394,203	Exceeds

- (1) As at the date of this Information Circular, Coliseum or its affiliates beneficially own or control, directly or indirectly 23,727,728 Common Shares, representing approximately 19.9% of the issued and outstanding Common Shares as at the date of this Information Circular. Mr. Gray is a Managing Partner of Coliseum and thus can exert shared control or direction over these Common Shares.
- (2) Mr. Gray was a director of APP Winddown, LLC (formerly known as American Apparel, LLC) ("AA") from February 1, 2016, when AA exited bankruptcy through a plan of conversion with its former creditors, until his resignation from the board on March 31, 2017. AA was an apparel manufacturer and retailer. On November 14, 2016, AA (along with certain related entities) filed a second voluntary petition for relief under chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court in Wilmington, Delaware and subsequently agreed to sell its intellectual property and other assets to Gildan Activewear. Since then, AA has been in wind down and the majority of its estate has been distributed to creditors. See "Directors, Officers and Management - Cease Trade Orders, Bankruptcies, Penalties and Sanctions" in the AIF.
- (3) Mr. Gray recused himself from two Board meetings in 2024 due to a conflict of interest. Mr. Gray attended 100% of all of the other Board meetings held in 2024.
- (4) Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.4416 in 2024 and 1.3246 in 2023.



Paulo Cezar da Silva Nunes

72
*Corporate Director
 Porto Alegre, Rio
 Grande do Sul, Brazil
 Director since Aug.
 2015
 Independent*

2024 Board/Committee Membership	Meeting Attendance	
Board of Directors	13 of 14	93%
Governance Committee	5 of 5	100%

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

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ¹ Ownership Requirement 2024: \$612,680 2023: \$529,840
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2024	3,200	-	3,200	44,032	-	-	48,653	673,358	717,390	Exceeds
2023	10,200	-	10,200	139,638	-	-	38,686	527,677	667,315	Exceeds

⁽¹⁾ Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.4416 in 2024 and 1.3246 in 2023.



Anne Marie O'Donovan

66
 Corporate Director
 Oakville, Ontario
 Director since May 2024
 Independent

2024 Board/Committee Membership ¹	Meeting Attendance ¹	
Board of Directors	7 of 7	100%
Audit Committee (Chair)	2 of 2	100%
Governance Committee	2 of 2	100%

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

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ^{2,3} Ownership Requirement 2024: \$612,680 2023: N/A
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2024	-	-	-	-	-	-	11,613	160,724	160,724	26%
2023	0	0	0	0	N/A	N/A	N/A	N/A	N/A	N/A

⁽¹⁾ Ms. O'Donovan was appointed to the Board and to the Audit Committee (as Chair) and Governance Committee on May 3, 2024, and attended 100% of the Board and committee meetings held in 2024 thereafter.

⁽²⁾ Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.4416 in 2024 and 1.3246 in 2023.

⁽²⁾ Ms. O'Donovan has until 2029 to fulfill the directors' share ownership guideline.



**Colin
Robertson, CBE**

60
Corporate Director
Edinburgh, Scotland
Director since October
2020
Non-independent

2024 Board/Committee Membership	Meeting Attendance	
Board of Directors	14 of 14	100%
Operations and Technology Committee (Chair)	4 of 4	100%

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

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ¹ Ownership Requirement 2024: \$612,680 2023: \$529,840
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2024	303,783	-	303,783	4,180,054	-	-	42,366	586,345	4,766,400	Exceeds
2023	253,783	-	253,783	3,471,751	-	-	32,399	441,922	3,913,673	Exceeds

⁽¹⁾ Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.4416 in 2024 and 1.3246 in 2023.



Maryse Saint-Laurent

65
 Corporate Director
 Calgary, Alberta
 Director since Jan. 2025
 Independent

2024 Board/Committee Membership ^{1, 2}	Meeting Attendance	
Not applicable	N/A	N/A

Ms. Saint-Laurent currently serves on the boards of ATB Financial, BBA Consultants and North American Construction Group, where she chairs the Governance and Sustainability Committee. She has previously served on the Boards of the Alberta Securities Commission, Turquoise Hill Resources, Pretium Resources, and Guyana Goldfields. During her career she also held senior leadership roles in the energy sector.

Securities held as at fiscal year end ¹										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ^{1, 3} Ownership Requirement 2024: N/A
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2024	0	0	0	0	N/A	N/A	N/A	N/A	N/A	N/A

(1) Ms. Saint-Laurent was not a member of the Board in 2024.
 (2) Ms. Saint-Laurent was appointed Chair of the Governance Committee in March 2025.
 (3) Ms. Saint-Laurent has until 2030 to fulfill the directors' share ownership guideline.



Paul Soubry¹

62
*President & CEO, NFI
 Winnipeg, Manitoba
 Director since May
 2009
 Non-independent*

2024 Board/Committee Membership	Meeting Attendance	
Board of Directors	14 of 14	100%

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

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs ¹		Director RSUs ¹		Total Value (\$)	% of Share ² Ownership Requirement 2024: \$4,571,875 2023: \$4,571,875
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2024	359,000	-	359,000	4,939,840	N/A	N/A	N/A	N/A	4,939,840	See page 36
2023	356,440	-	356,440	4,879,664	N/A	N/A	N/A	N/A	4,879,664	See page 36

⁽¹⁾ As a member of management, Mr. Soubry is not permitted to be a participant in the DSU Plan or the 2014 Director RSU Plan and therefore no DSUs or Director RSUs have been awarded to him. For the determination of the value of the share-based awards and option-based awards granted to Mr. Soubry, refer to the Summary Compensation Table on page 49 of this Information Circular.

⁽²⁾ Mr. Soubry’s share ownership requirement in 2023 and 2024 was set at five times his base salary (see page 35). For the determination of the value of Mr. Soubry’s share ownership requirement, see page 36 of this Information Circular.



Jannet Walker-Ford

59
 Corporate Director
 Jacksonville, FL
 Director since May 2023
 Independent

2024 Board/Committee Membership	Meeting Attendance	
Board of Directors	13 of 14	93%
Operations and Technology Committee	4 of 4	100%

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

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share Ownership Requirement 2024: \$612,680 2023: \$529,840
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2024	19,261	-	19,261	265,031	-	-	-	-	265,031	43%
2023	9,604	-	9,604	131,479	-	-	-	-	131,479	25%

(1) Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.4416 in 2024 and 1.3246 in 2023.

(2) Ms. Walker-Ford has until 2028 to fulfill the directors' share ownership guideline.



Katherine S. Winter

62
*Corporate Director
 Palatine, Illinois
 Director since May 2019
 Independent*

2024 Board/Committee Membership	Meeting Attendance	
Board of Directors	14 of 14	100%
Governance Committee	5 of 5	100%
Operations and Technology Committee	4 of 4	100%

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

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ¹ Ownership Requirement 2024: \$612,680 2023: \$529,840
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2024	13,000	-	13,000	178,880	47,642	659,365	-	-	838,245	Exceeds
2023	6,000	-	6,000	82,140	37,675	513,887	-	-	596,027	Exceeds

⁽¹⁾ Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.4416 in 2024 and 1.3246 in 2023.

DIRECTOR COMPENSATION

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

	2024 Structure (USD)	2025 Structure (USD)
Total annual retainer for Board membership	\$195,000	\$215,000
• Maximum amount paid in cash	\$85,000	\$90,000
• Minimum amount paid in DSUs / Director RSUs	\$110,000	\$125,000
Additional retainers:		
Board Chair	\$120,000	\$131,000
o Maximum amount paid in cash	\$60,000	\$65,500
o Minimum paid in DSUs / Director RSUs	\$60,000	\$65,500
Vice Chair (also Chair of Operations and Technology Committee)	\$20,000	\$20,000
Audit Committee Chair	\$20,000	\$25,000
Governance Committee Chair	\$20,000	\$20,000

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

Director compensation is reviewed for market competitiveness on a regular basis and was last reviewed in 2024. The comparator group used was the same comparator group used for executive compensation benchmarking. Director compensation was last adjusted in 2018.

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

Director Fee Repayment Policy

DSU Plan and 2014 Director RSU Plan

The DSU Plan and 2014 Director RSU Plan help NFI attract, retain and motivate highly qualified and experienced individuals to serve as Directors of NFI and promote alignment of interests between the non-employee members of the Board and the stakeholders of NFI.

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

Deferred Share Unit Plan for Non-Employee Directors

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

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

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

Restricted Share Unit Plan for the Non-Employee Directors

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

When dividends are paid on a Common Share, additional Director RSUs equivalent to the aggregate number of Director RSUs held by a Director on the dividend record date multiplied by the amount of dividend paid by NFI on each Common Share, and then divided by the fair market value of the Common Shares on the dividend payment date, will automatically be credited to the Director’s account. Under the 2014 Director RSU Plan, Director RSUs vest immediately as at each applicable award date. A Director (other than a U.S. Director) is permitted to exercise the Director RSUs credited to his or her account at any time prior to December 15 of the year following the year in which the Director ceases to be a non-employee Director of NFI or one of its affiliates, at which time any remaining Director RSUs will be automatically redeemed. A U.S. Director will be required to specify the exercise date in an annual election form in accordance with Section 409A of the U.S. Internal Revenue Code.

See Schedule “D” for further details of the 2014 Director RSU Plan.

Director Compensation Table

The following table sets forth the compensation earned by each Director for the year ended December 29, 2024. All values are reported in Canadian dollars.

Name ⁽¹⁾	Fees earned ⁽²⁾	Share-based awards ⁽³⁾	All other compensation	Total
Phyllis Cochran ⁽⁴⁾ <i>Bluffton, South Carolina, USA</i>	75,684	79,288	-	154,972
Larry Edwards <i>Tulsa, Oklahoma, USA</i>	151,368	158,576	-	309,944
Adam Gray ⁽⁵⁾ <i>Greenwich, Connecticut, USA</i>	-	281,112	-	281,112
Krystyna Hoeg <i>Toronto, Ontario, Canada</i>	-	281,112	-	281,112
Wendy Kei ⁽⁶⁾ <i>Toronto, Ontario, Canada</i>	122,536	331,568	-	454,104
Paulo Nunes <i>Porto Alegre, Rio Grande do Sul, Brazil</i>	122,536	158,576	-	281,112
Anne Marie O'Donovan ⁽⁷⁾ <i>Oakville, Ontario, Canada</i>	-	205,210	-	205,210
Colin Robertson, CBE <i>Edinburgh, Scotland</i>	151,368	158,576	-	309,944
Jannet Walker-Ford <i>Jacksonville, Florida, USA</i>	122,536	158,576	-	281,112
Katherine S. Winter <i>Palatine, Illinois, USA</i>	122,536	158,576	-	281,112

⁽¹⁾ Messrs. Galbato and Aghili and Ms. Saint-Laurent were not members of the Board in 2024.

⁽²⁾ Compensation was earned in United States dollars, but the amounts reflected in this table have been converted to Canadian dollars at the exchange rate of 1.4416.

⁽³⁾ Amounts reflect the grant date fair value of DSUs/Director RSUs based on the volume weighted average trading price of the Common Shares on the TSX for the five trading days prior to the date of the award, in accordance with the DSU Plan and the 2014 Director RSU Plan.

⁽⁴⁾ Ms. Cochran retired from the Board on May 3, 2024.

⁽⁵⁾ Mr. Gray has assigned his compensation, including any future amounts to be paid upon the redemption of the DSUs and Director RSUs, to Coliseum Capital Partners, LP.

⁽⁶⁾ Ms. Kei retired from the Board on January 6, 2025.

⁽⁷⁾ Ms. O'Donovan joined the Board on May 3, 2024.

Common Share Ownership Guideline

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

Any DSUs granted under the Company's DSU Plan and any Director RSUs granted under the 2014 Director RSU Plan that are held by a Director shall be included in determining that Director's share ownership level. For the current Common Share ownership of each Director, refer to the table of securities held under the biography of each Director nominee, starting on page 11 of this Information Circular.

Outstanding Share-Based Awards

The following table sets forth information concerning all outstanding share-based awards granted by NFI to the Directors on or before December 29, 2024. All values are reported in Canadian dollars.

Name of Director ⁽¹⁾	Share-based Awards		
	Number of shares or units that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed ^{(2) (3)}
Phyllis Cochran ⁽⁴⁾ <i>Bluffton, South Carolina, USA</i>	-	-	-
Larry Edwards <i>Tulsa, Oklahoma, USA</i>	-	-	958,157
Adam Gray ⁽⁵⁾ <i>Greenwich, Connecticut, USA</i>	-	-	208,306
Krystyna Hoeg <i>Toronto, Ontario, Canada</i>	-	-	1,509,252
Wendy Kei ⁽⁶⁾ <i>Toronto, Ontario, Canada</i>	-	-	515,000
Paulo Nunes <i>Porto Alegre, Rio Grande do Sul, Brazil</i>	-	-	673,358
Anne Marie O'Donovan ⁽⁷⁾ <i>Oakville, Ontario, Canada</i>	-	-	160,724
Colin Robertson, CBE <i>Edinburgh, Scotland</i>	-	-	586,345
Jannet Walker-Ford <i>Jacksonville, Florida, USA</i>	-	-	-
Katherine S. Winter <i>Palatine, Illinois, USA</i>	-	-	659,365

⁽¹⁾ Messrs. Galbato and Aghili and Ms. Saint-Laurent were not members of the Board in 2024.

⁽²⁾ Compensation was earned in United States dollars, but the amounts reflected in this table have been converted to Canadian dollars at the exchange rate of 1.4416.

⁽³⁾ Represents the aggregate value of the DSUs and Director RSUs, calculated based on the volume weighted average trading price of the Common Shares on the TSX for the five (5) trading days ending on December 27, 2024 of \$13.84.

⁽⁴⁾ Ms. Cochran retired from the Board on May 3, 2024.

⁽⁵⁾ Mr. Gray has assigned his compensation, including any future amounts to be paid upon the redemption of the DSUs and Director RSUs, to Coliseum Capital Partners, LP.

⁽⁶⁾ Ms. Kei retired from the Board on January 6, 2025.

⁽⁷⁾ Ms. O'Donovan joined the Board on May 3, 2024.

Value Vested or Earned During the Year

The following table sets forth the value of share-based awards of the Directors that vested on or before December 29, 2024. All values are reported in Canadian dollars.

Name of Director ⁽¹⁾	Share-based awards - Value vested during the year ^{(2) (3)}
Phyllis Cochran ⁽⁴⁾ <i>Bluffton, South Carolina, USA</i>	79,288
Larry Edwards <i>Tulsa, Oklahoma, USA</i>	158,576
Adam Gray ⁽⁵⁾ <i>Greenwich, Connecticut, USA</i>	281,112
Krystyna Hoeg <i>Toronto, Ontario, Canada</i>	281,112
Wendy Kei ⁽⁶⁾ <i>Toronto, Ontario, Canada</i>	331,568
Paulo Nunes <i>Porto Alegre, Rio Grande do Sul, Brazil</i>	158,576
Anne Marie O'Donovan ⁽⁷⁾ <i>Oakville, Ontario, Canada</i>	205,210
Colin Robertson, CBE <i>Edinburgh, Scotland</i>	158,576
Jannet Walker-Ford <i>Jacksonville, Florida, USA</i>	158,576
Katherine S. Winter <i>Palatine, Illinois, USA</i>	158,576

⁽¹⁾ Messrs. Galbato and Aghili and Ms. Saint-Laurent were not members of the Board in 2024.

⁽²⁾ Compensation was earned in United States dollars, but the amounts reflected in this table have been converted to Canadian dollars at the exchange rate of 1.4416.

⁽³⁾ Based on the volume weighted average trading price of the Common Shares on the TSX for the five trading days prior to the applicable grant dates for DSUs and/or Director RSUs. Directors are immediately vested in their Director RSUs which are redeemable immediately upon vesting. Directors are also immediately vested in their DSUs, but do not receive payment in respect of their DSUs until they cease to be Directors.

⁽⁴⁾ Ms. Cochran retired from the Board on May 3, 2024.

⁽⁵⁾ Mr. Gray has assigned his compensation, including any future amounts to be paid upon the redemption of the DSUs and Director RSUs, to Coliseum Capital Partners, LP.

⁽⁶⁾ Ms. Kei retired from the Board on January 6, 2025.

⁽⁷⁾ Ms. O'Donovan joined the Board on May 3, 2024.

KEY THINGS TO KNOW ABOUT 2024

Resiliency and Recovery

- Fiscal 2024 results saw sequential year-over-year improvement, with increases in vehicle deliveries, revenue, and net earnings. Deliveries of 4,547 EUs, revenue of \$3.1 billion, and Adjusted EBITDA of \$214 million.
- NFI achieved several major milestones including record zero-emission bus deliveries, record aftermarket segment financial results, and the Company's highest ever annual awards driving a record \$12.8 billion backlog.
- NFI continued to see significant recovery in production and vehicle deliveries although it did experience significant supply chain disruptions in the second half of 2024 due to a seating supply shortage. The Company helped to implement a recovery plan for the affected supplier but ultimately saw reduced deliveries in 2024 because of the shortage.
- NFI maintained one of the leading market positions in the bus sector and the leading market positions in coach and low-floor cutaway sectors in North America. The competitive environment in North America improved with the exit of several players.
- NFI's business outlook remains strong based on its record backlog of almost \$12.8 billion, continued high demand for its products, and robust government funding in core markets.

Executive Compensation

- Moderate salary increase for CFO to address competitive market gaps.
- Moderate base salary increases for executives to address competitive market gaps and scope of responsibilities.
- STIP continues to emphasize Adjusted EBITDA and Working Capital Days, given the importance of these metrics.
- LTIP continues to be a mix of PSUs (50%), RSUs (25%) and Options (25%).
- In 2024, introduced a new Strategic Measure based upon completion of a Zero Emission Bus "ZEB" readiness annual workplan.

GOVERNANCE COMMITTEE LETTER TO SHAREHOLDERS

Dear fellow shareholders,

Throughout 2024, NFI continued momentum from 2023 to drive business recovery to deliver for our employees, customers, shareholders, and communities, truly living up to NFI's purpose: To Move People.

The Company achieved several major milestones during the year, including record new orders, the highest zero-emission bus deliveries in Company history and another record year within the aftermarket segment. NFI also advanced several key activities related to its Sustainability workplan, all overseen by the Company's Sustainability Council and the Governance Committee.

NFI's focus on providing propulsion agnostic mobility solutions for the bus and coach industry remains a key tenet of its strategy and has supported the Company in gaining leadership positions in North America and the U.K. By offering a wide range of buses and coaches alongside aftermarket parts, service, training, infrastructure solutions and workforce development NFI is supporting customers at all stages of their journey to low and zero-emission transportation. NFI's electric vehicles have travelled over 240 million zero-emission miles, and the Infrastructure Solutions team has delivered more than 570 EV chargers since 2018.

NFI ended 2024 with a total backlog of over 15,100 equivalent units ("EUs") valued at nearly \$12.8 billion, our highest level ever, with ZEBs representing 40% of that backlog. In 2024, NFI secured new orders in British Columbia, Ottawa, Boston, California, Ontario, New York, Virginia, Washington, London (UK), Scotland, Hong Kong, and in other regions.

We believe sustainability-related corporate and individual objectives are critical to our success and long-term growth. To advance sustainable growth, we prioritize continual improvement strategies and practices to drive innovation forward, maximize operational efficiencies and reduce social and environmental impacts across our value chain. To ensure alignment, our executive performance share unit element of the long-term incentive plan includes a combination of ROIC, ESG, and Strategic performance targets. Individual objectives, or MBOs, comprise 25% of annual incentive eligibility. These objectives are developed from the Company's annual operating plan and long-range strategic objectives with an expanding focus on sustainability objectives.

Board renewal was an especially important component of NFI's 2024 activities, with a thorough review completed by the Governance Committee, supported by a leading third-party search firm. Through this process we identified several new board members and in early January, announced that Chan Galbato, a respected industry veteran, was appointed as the new Board Chair, succeeding the outgoing Wendy Kei who provided steadfast leadership during her tenure. We also welcomed two other distinguished new members: Aziz Aghili, known for his manufacturing and supply chain expertise, and Maryse Saint-Laurent, who brings extensive experience in corporate governance and capital markets. These strategic appointments enhance the Board's collective capabilities in critical areas that will drive NFI's next phase of growth and innovation.

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

As we begin 2025, we are closely monitoring policy and trade issues that may impact our industry and have taken numerous actions to prepare for their potential effects. While these broader conditions create risks, our strategic focus on a propulsion agnostic product offering, localized manufacturing and improved contract structures provide us the tools to respond to changing market dynamics.

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

"Larry Edwards"

Larry Edwards
Vice Chair of the Board and
Chairperson of the Human Resources,
Compensation and Corporate Governance
Committee (until March 2025)

Compensation Discussion And Analysis

Introduction

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

Name	Title
Paul Soubry	President and Chief Executive Officer, NFI
Brian Dewsnpup ⁽¹⁾	Executive Vice President and Chief Financial Officer, NFI
Chris Stoddart	President, North American Bus and Coach, New Flyer
Paul Davies	President and Managing Director, ADL
Margaret Lewis	Senior Vice President, Quality & Continuous Improvement, New Flyer
Pipasu Soni ⁽¹⁾	Former Executive Vice President and Chief Financial Officer, NFI

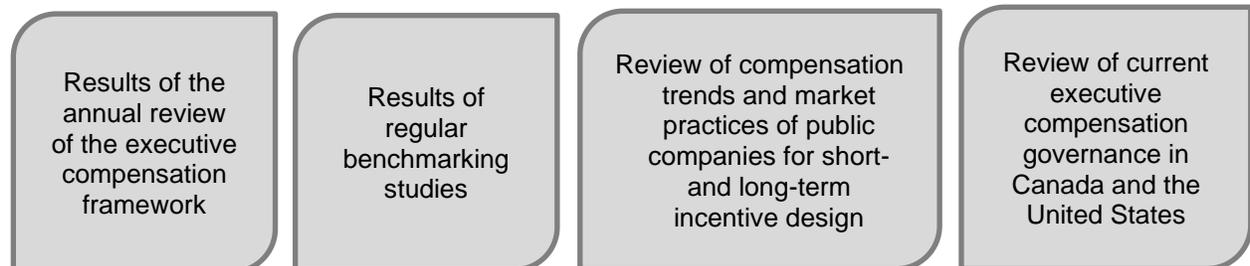
⁽¹⁾ On March 1, 2024, Mr. Dewsnpup succeeded Mr. Soni as Executive Vice President and Chief Financial Officer of NFI.

Compensation Philosophy and Guiding Principles

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

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

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



Compensation Process and Benchmarking

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

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

- Same or similar industry to NFI,
- Between one-third and three times NFI's revenue, including comparable assets and market capitalization, and
- Generally headquartered in Canada or the United States, however consideration is also given to other international companies with comparable business operations.

The comparator group criteria and comparators were reviewed in 2024 and the Governance Committee determined that the majority of comparators continued to be appropriate to assess the competitiveness of executive pay. As a result of this review, Alamo Group and Wajax Corporation, which were previously included, were replaced with Ag Growth International Inc. and Boyd Group Services Inc.

The 2024 comparator group includes 23 companies – (15 U.S. companies and 8 Canadian companies) - with median revenue of \$4.3 billion.

2024 Compensation Comparator Group		
Ag Growth International Inc.	LCI Industries	Russel Metals Inc.
Astec Industries, Inc.	Linamar Corporation	Terex Corporation
Boyd Group Services Inc.		
Blue Bird Corporation	The Manitowoc Company, Inc.	Titan International, Inc.
CAE Inc.	Martinrea International Inc.	Toromont Industries Ltd.
Federal Signal Corporation	Modine Manufacturing Company	Wabash National Corporation
Finning International Inc.	Oshkosh Corporation	
The Greenbrier Companies, Inc.	REV Group, Inc.	Winnebago Industries, Inc.
ITT Inc.	Rush Enterprises, Inc.	

COMPENSATION GOVERNANCE

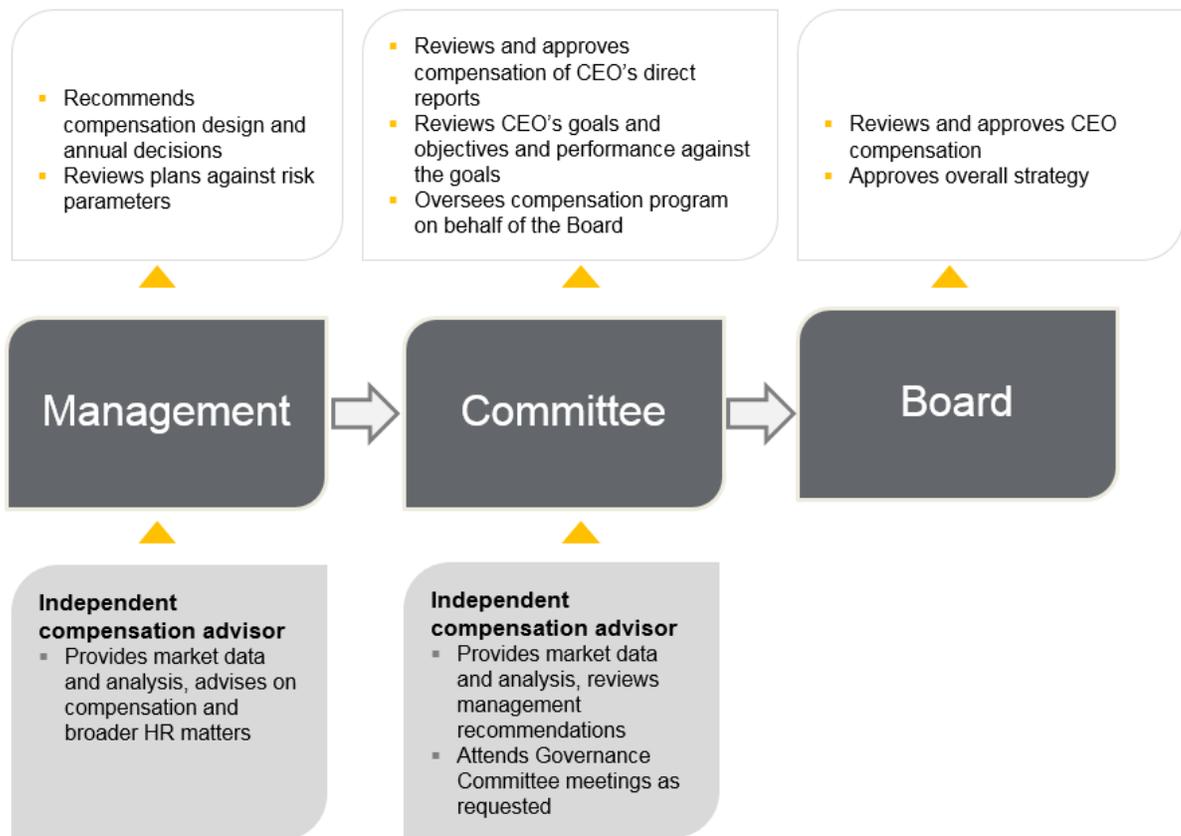
Compensation Oversight

In 2024, the Governance Committee was comprised of four Directors (the current members of the Governance Committee are described on page 10 of this Information Circular):

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

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

NFI follows the following process each year:



Role of Compensation Consultant

The Governance Committee has retained Meridian Compensation Partners as its independent compensation consultant since 2012. In 2024, Meridian provided advice to the Governance Committee with respect to Director and executive compensation and related governance matters and assisted with a review of director and executive compensation. As a result of this review, recommendations to increase base salaries were implemented.

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

Executive Compensation-Related Fees

Services Provided	Meridian Compensation Partners		WTW	
	2024	2023	2024	2023
Compensation Consulting for the Governance Committee	\$179,464	\$74,583	\$0	\$0
Compensation Consulting for Management	\$0	\$0	\$77,957	\$15,762
Other Services	\$0	\$0	\$0	\$0
Total	\$179,464	\$74,583	\$77,957	\$15,762

Talent and Succession Planning and Governance Committee

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

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

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

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

Brian Dewsnap was replaced by John Proven as President, NFI Parts and ARBOC effective June 3, 2024, after an extensive internal and external search process focused on building leadership capacity and capability within the organization.

RISK MANAGEMENT

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

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

What We Do

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

What We Don't Do

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

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

Trading Restrictions

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

Hedging Policy

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

Clawback Policy

The Board approved a Clawback Policy on January 25, 2016, that is applicable to all incentive compensation awards granted after that date. The Clawback Policy assists NFI in maintaining a culture that emphasizes integrity and accountability and reinforces NFI's pay-for-performance compensation philosophy. In the event NFI is required to file a restatement of its annual audited financial statements as a result of a correction of a material error, the Clawback Policy allows NFI to recover certain incentive compensation that was granted,

vested or earned during the three most recently completed fiscal years prior to the restatement. Individuals covered by the Clawback Policy include current and former executives of NFI or its subsidiaries who were eligible or received incentive compensation from NFI that was granted, vested or earned based on the Company's achievement of any specified financial reporting measure or NFI's share price or total shareholder return ("**TSR**") under the Company's incentive compensation plans. No misconduct on the part of a covered individual is required for NFI to trigger a clawback. The amount that is recoverable is limited to the amount that is in excess of the incentive compensation which ought to have been granted, vested or earned in the three-year look-back period based on the restatement. The Clawback Policy was amended in 2024 to allow NFI to recover incentive compensation in the event a covered individual engages in theft, fraud, embezzlement, willful misconduct or material and intentional non-compliance with law or NFI's policies that results in serious harm to NFI. The Clawback Policy allows the Board to not pay or grant future compensation or equity awards, cause the forfeiture or cancellation of unpaid or unvested incentive compensation and offset against any amounts otherwise payable to covered individuals, to the extent permitted by law.

Common Share Ownership Guidelines

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

Level	2024 Guideline
Chief Executive Officer (CEO)	5x base salary
CFO/Business Unit Presidents	2x base salary
Vice Presidents	1x base salary

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

The table below sets out the value of the current NEOs shareholdings as of December 29, 2024:

Name	Share Ownership Guideline	Number of Common Shares Owned	Number of RSUs Outstanding	Value of Common Shares ⁽¹⁾ CAD (\$)	Value of RSUs ⁽²⁾ CAD (\$)	Total Value of Common Shares and RSUs CAD (\$)	Multiple of Base Salary / Multiple of Total Direct Comp.
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	5x base 2024 salary \$4,571,875	359,000	77,438	11,781,188	1,071,742	12,852,930	14 x base salary / 3 x target total direct comp.
Brian Dewnsup ⁽³⁾ <i>Executive Vice President and Chief Financial Officer, NFI</i>	2x base 2024 salary USD \$960,000 or CAD \$1,383,936	55,460	17,849	1,893,825	356,119	2,249,944	3 x base salary / 1 x target total direct comp.
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	2x base 2024 salary \$934,648	97,505	18,967	1,715,709	262,503	1,978,212	4 x base salary / 1.5 x target total direct comp.
Paul Davies ⁽⁴⁾ <i>President and Managing Director, ADL</i>	2x base 2024 salary GBP £669,240 or CAD \$1,213,466	2,570	13,095	35,363	328,615	363,978	0.6 x base salary / 0.2 x target total direct comp.
Margaret Lewis ⁽³⁾ <i>Senior Vice President, Quality & Continuous Improvement, New Flyer</i>	1x base 2024 salary USD \$325,000 or CAD \$468,520	50,500	8,094	2,235,635	161,489	2,397,124	5 x base salary / 2 x target total direct comp.
Pipasu Soni <i>Former Executive Vice President and Chief Financial Officer, NFI</i>	2x base 2024 salary \$1,385,500	30,700	5,415	428,615	74,944	503,559	3 x base salary / 1 x target total direct comp.

⁽¹⁾ Based on the greater of closing price of \$13.76 for the Common Shares on the Toronto Stock Exchange on December 27, 2024, and NEO's investment cost (or adjusted cost base).

⁽²⁾ The value of the RSU was \$13.84, based on the weighted average closing price of the Common Shares for the last five trading days of 2024.

⁽³⁾ Mr. Dewnsup and Ms. Lewis are compensated in U.S. dollars and their ownership guideline has been converted into Canadian dollars at an exchange rate of 1.4416.

⁽⁴⁾ Mr. Davies is compensated in GBP (British pound sterling) and his ownership guideline has been converted into Canadian dollars at an exchange rate of 1.8132.

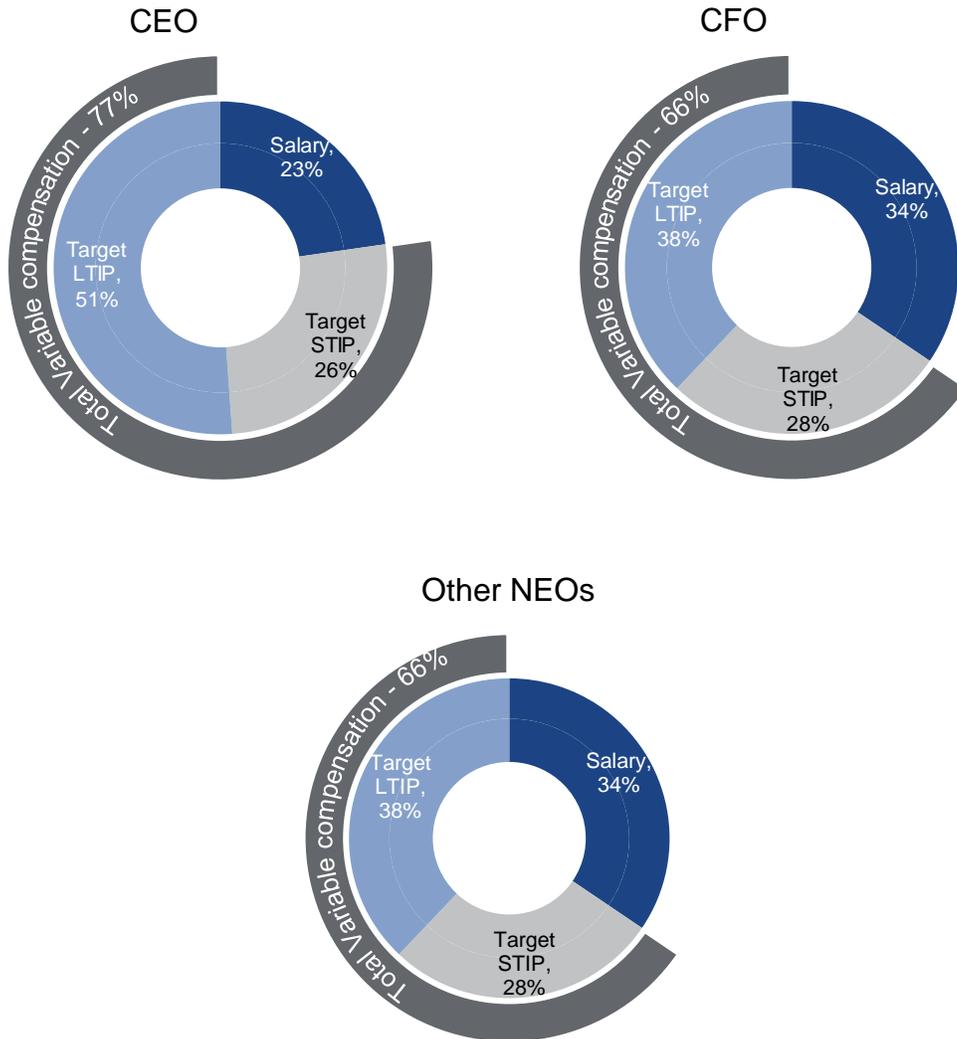
COMPENSATION ELEMENTS

The Company's 2024 executive compensation program was comprised of the following elements:

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

Target Pay Mix for NEOs

To align with NFI's pay for performance compensation philosophy and emphasis on the longer-term value creation of the organization, a significant portion of the executives' pay is variable. In determining the pay mix, the Governance Committee considers market practice, level of pay, and line-of-sight to the overall Company performance. The graphs below show the approximate target compensation mix for the NEOs for 2024.



Base Salary

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

The Board reviewed the competitiveness of compensation in November 2023, and approved compensation increases for the CFO and select NEOs and executives effective January 1, 2024, to address competitive market gaps and changes in scope of responsibilities. The CEO's salary has not increased since July 2020.

Currency

For reporting purposes, NFI prepares its financial statements in United States dollars and in conformity with International Financial Reporting Standards, or IFRS. All amounts in this Compensation Discussion and Analysis are expressed in Canadian dollars, except where otherwise indicated. Compensation provided to Paul Soubry and Chris Stoddart was earned and paid in Canadian dollars. Compensation paid to Brian Dewsnap and Margaret Lewis was earned and paid in U.S. dollars and compensation to Paul Davies was earned and paid in British pounds sterling. The exchange rates on December 27, 2024 used were USD \$1.00 = \$1.4416 and GBP £1.00 = \$1.8132.

Name	Currency ⁽¹⁾	July 1, 2023 Salary (\$,£)	2024 Salary (\$,£)	% Change July 1, 2023 - 2024	2025 Salary (\$,£)	% Change 2024 - 2025
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	CAD	914,375	914,375	0%	914,375	0%
Brian Dewsnap ⁽²⁾ <i>Executive Vice President and Chief Financial Officer, NFI</i>	USD	385,200	480,000	25%	496,800	3.5%
Chris Stoddart ⁽³⁾ <i>President, North American Bus and Coach, New Flyer</i>	CAD	449,350	467,324	4.0%	467,324	0%
Paul Davies ⁽³⁾ <i>President and Managing Director, ADL</i>	GBP	321,750	334,620	4.0%	334,620	0%
Margaret Lewis ⁽³⁾ <i>Senior Vice President, Quality and Continuous Improvement, New Flyer</i>	USD	325,000	325,000	0%	325,000	0%
Pipasu Soni <i>Former Executive Vice President and Chief Financial Officer</i>	CAD	550,000	569,250	3.5%	-	-

⁽¹⁾ Disclosed in the currency in which the compensation was earned and paid.

⁽²⁾ The 2024 increase reflects the appointment to CFO and the 2025 increase reflects an alignment to market.

⁽³⁾ The 2024 and/or 2025 increases in the salaries reflect an alignment to market.

Financial Statement Definitions

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

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

“Working Capital Days” as the calculated number of days to convert working capital to cash. It is calculated by the number of days in the last twelve months (Fiscal 2024 - 364 days) divided by the working capital turnover ratio (total sales for the last twelve months divided by average working capital for the last thirteen months).

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

Adjusted EBITDA, Working Capital Days, and ROIC are non-IFRS measures. For a reconciliation of those measures to the corresponding IFRS measures, see NFI’s management’s discussion and analysis of financial condition and results of operations for the 13-weeks and 52-weeks ended December 29, 2024.

Short-Term Incentive Plan (STIP)

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

Corporate performance represents 75% and MBOs represent 25% of the target award. Payouts may range between 0% and 200% of target depending on actual performance against the pre-determined objectives. No changes have been made to the STIP structure for 2024.

Corporate Performance

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

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

Performance Measure	Threshold	Target	Maximum	2024 Actual Achieved
Adjusted EBITDA ⁽¹⁾ (millions in USD)	\$225.0	\$260.4	\$282.5	\$214.4
Working Capital Days ⁽²⁾	65	54	47	52

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

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

In Fiscal 2024, the Company achieved several major milestones and saw significant performance improvement over Fiscal 2023 in numerous financial performance measurements. The Company achieved Adjusted EBITDA of \$214.4 million, a \$145.2 million improvement from 2023 and Working Capital Days of 52 days, exceeding the Target of 54 Working Capital Days. However, as 2024 Adjusted EBITDA was below the Threshold for Adjusted EBITDA of \$225 million, the Company did not achieve Threshold financial performance for this measure in respect of the STIP for Fiscal 2024.

In 2025, the Company anticipates further growth in revenue and Adjusted EBITDA as it meets the increased demand for its buses and coaches, and continued strong performance of its aftermarket segment. Working Capital remains a focus and is expected to benefit from the Company’s focus on securing additional pre- or advance payments and milestone billings wherever possible.

Individual Objectives (MBOs)

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

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

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

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

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

The Governance Committee exercised discretion in assessing the MBO element of the 2024 STIP (which represents 25% of the STIP at target) by awarding target level performance. Based on the objective of MBOs being to acknowledge and recognize the efforts of executives in improving business performance and creating shareholder value, the Governance Committee took into account the 210% growth in the Company's Adjusted EBITDA for 2024 compared to 2023 and the performance of the executives against their respective individual objectives in helping drive business enhancement and competitive positioning, significant improvement in profitability metrics, growth in zero emission bus deliveries and achieving a record level backlog, the management of liquidity and the unexpected seat supply disruption that impacted the Company's North American transit bus business and the implementation of strategies and processes to manage and improve overall supply chain and operational risk.

The recognition of target level performance for the MBO portion of the STIP as per the assessments of the individuals against their objectives by the Governance Committee, resulted in the incremental payment of approximately CAD \$579,000 in the aggregate for the NEOs.

Based on the Governance Committee's assessment of economic and financial performance and considering the CEO's recommendations for the other NEOs, STIP payouts for 2024 were generally below target.

For 2024, the total (combined corporate and individual) actual STIP awards for the NEOs were as follows:

Name	Target STIP Opportunity (% of salary)	Currency ⁽¹⁾	Corporate Performance Award (\$,£)	MBO Award (\$,£)	Total Actual STIP Award (\$,£)	Actual STIP (% of salary)
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	115%	CAD	337,992	218,193	565,185	61%
Brian Dewsnap <i>Executive Vice President and Chief Financial Officer, NFI</i>	80%	USD	120,051	84,970	205,021	44%
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	80%	CAD	120,169	82,249	202,418	43%
Paul Davies <i>President and Managing Director, ADL</i>	80%	GBP	86,045	58,893	144,938	43%
Margaret Lewis <i>Senior Vice President, Quality and Continuous Improvement, New Flyer</i>	50%	USD	39,966	34,531	74,497	23%
Pipasu Soni <i>Former Executive Vice President and Chief Financial Officer, NFI</i>	80%	CAD	73,189	-	73,189	26%

⁽¹⁾ Disclosed in the currency in which the compensation was earned.

2025 STIP

For 2025, NFI is maintaining the same relative weighting between Corporate and individual performance (75% and 25% respectively). Corporate metrics will continue to be Adjusted EBITDA (50% weight) and Working Capital Days (25% weight).

For 2025, STIP target opportunities (as a percentage of salary) for the NEOs will also remain the same.

Long-Term Incentives

The long-term incentives are designed to align executive and shareholder interests and to reward long-term sustainable performance. Long-term incentives at NFI include PSUs, RSUs, and Options. For 2024, executive long-term incentive awards were comprised of 50% PSUs, 25% RSUs, and 25% Options. Included in the determination of the executive's new long-term incentive grants are any RSUs and PSUs granted under the PRSU Plan that are held by an executive. In respect of 2024, the NEOs long-term incentive targets and number of awards granted were as follows:

Name	LTI Target (% of base salary)	Number of PSUs granted	Number of RSUs granted	Number of options granted
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	225%	75,413	37,706	72,238
Brian Dewsnap <i>Executive Vice President and Chief Financial Officer, NFI</i>	110%	19,333	9,666	18,390
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	110%	18,843	9,421	18,050
Paul Davies <i>President and Managing Director, ADL</i>	110%	13,492	6,746	12,924
Margaret Lewis <i>Senior Vice President, Quality and Continuous Improvement, New Flyer</i>	65%	7,743	3,872	7,417
Pipasu Soni <i>Former Executive Vice President and Chief Financial Officer, NFI</i>	110%	22,953	11,476	21,986 ⁽¹⁾

⁽¹⁾ Mr. Soni's RSUs and PSUs are prorated to June 30, 2024. Granted Options continued to vest through to December 31, 2024.

Performance Share Units ("PSUs")

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

The 2024 grant under the PRSU Plan will vest at the end of 2026 based on performance against a financial goal, an ESG goal and a strategic goal, each weighted equally (33%). The financial performance measure (ROIC) has established threshold, target and maximum levels of performance to determine the actual payout. The ESG measure is assessed based upon completion of an annual sustainability workplan with performance leverage recommended by the CEO and assessed

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

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

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

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

by the Board in accordance with workplan achievement over a three-year performance period. In 2024, the Company adopted a similar workplan approach for the Strategic measure. The Strategic measure is assessed based upon completion of a Zero Emission Bus (“ZEB”) readiness annual workplan with performance leverage recommended by the CEO and assessed by the Board in accordance with workplan achievement over a three-year performance period. At threshold performance, 50% of the grant will vest and at maximum performance, 200% of the grant will vest. No PSUs will vest if threshold performance is not met.

The number of PSUs granted to each of the NEOs for fiscal 2024 were determined based on the weighted average closing price of Common Shares for the first five trading days of 2024 and the desired target compensation value. When dividends are paid on a Common Share, additional units equivalent to the amount of the dividends multiplied by the number of PSUs held (and determined based on the then fair market value of the Common Shares) will be credited to the participant’s account. The actual value of a PSU on the settlement date is contingent on the Common Share price and NFI’s actual performance over a three-year period relative to the established objectives.

Restricted Share Units (“RSUs”)

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

An RSU is a right to receive a cash payment based on the fair market value of a Common Share, subject to a vesting period of three years. The number of RSUs granted to each of the NEOs for fiscal 2023 were determined based on the closing weighted average trading price of the Common Shares for the first five trading days of 2024 and the desired compensation value. The actual value of an RSU on the settlement date is contingent on the Common Share price. The Governance Committee sets the vesting applicable to each grant. The 2024 grants will vest and settle one-third on or about each of the first, second and third anniversaries of the grant date.

See page 55 under “Termination and Change of Control Benefits-Paul Soubry”, for further details regarding the PRSU Plan.

Share Options

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

NFI maintains an Amended and Restated Share Option Plan (the “**2013 Option Plan**”), which provides for Option grants to officers and senior managers of the Company, including the NEOs. No further Options may be granted under the 2013 Option Plan.

On March 12, 2020, the Board approved a new share option plan, which was subsequently amended and restated on August 5, 2020, to accommodate grants to participants in the United Kingdom (the “**2020 Option Plan**” and collectively with the 2013 Option Plan, the “**Option Plans**”). The purpose of establishing the 2020 Option Plan was to ensure that there remained a sufficient number of Options to acquire Common Shares available for future grants in order to support the achievement of NFI’s performance objectives and to ensure that executives’ interests are aligned with the success of NFI and its shareholders. Options for 2024 will vest 25% per year starting on or about the first anniversary date of the grant and have an eight-year term. The 2020 Option Plan has substantially the same material terms as the 2013 Option Plan.

See Schedule “C” for a summary of the terms of the Option Plans.

In 2024, a total of 325,925 options were granted to participants under the 2020 Option Plan, representing approximately 0.3% of the weighted average issued and outstanding Common Shares for the 2024 fiscal year.

Payment of the 2022 – 2024 PSU Award

In 2022, NFI granted PSUs under the PRSU Plan to executives that vested at the end of 2024. Vesting at the end of the period was based on NFI's performance against the established three-year average annual ROIC target and performance range. The table below provides the actual ROIC and target and performance range.

2022-2024 Performance Range Three-Year Average Annual ROIC ⁽¹⁾			Actual 2022-2024 Results Three-Year Average Annual ROIC
Threshold	Target	Maximum	
7.4%	8.2%	9.4%	0.7%

⁽¹⁾ ROIC is defined as disclosed in the side bar on page 40 of this Information Circular.

As a result of the impact of actual performance on vesting, and incorporating the reinvestment of dividends and the ending Common Share price, the actual payout values of the 2022 grant for the NEOs are as follows:

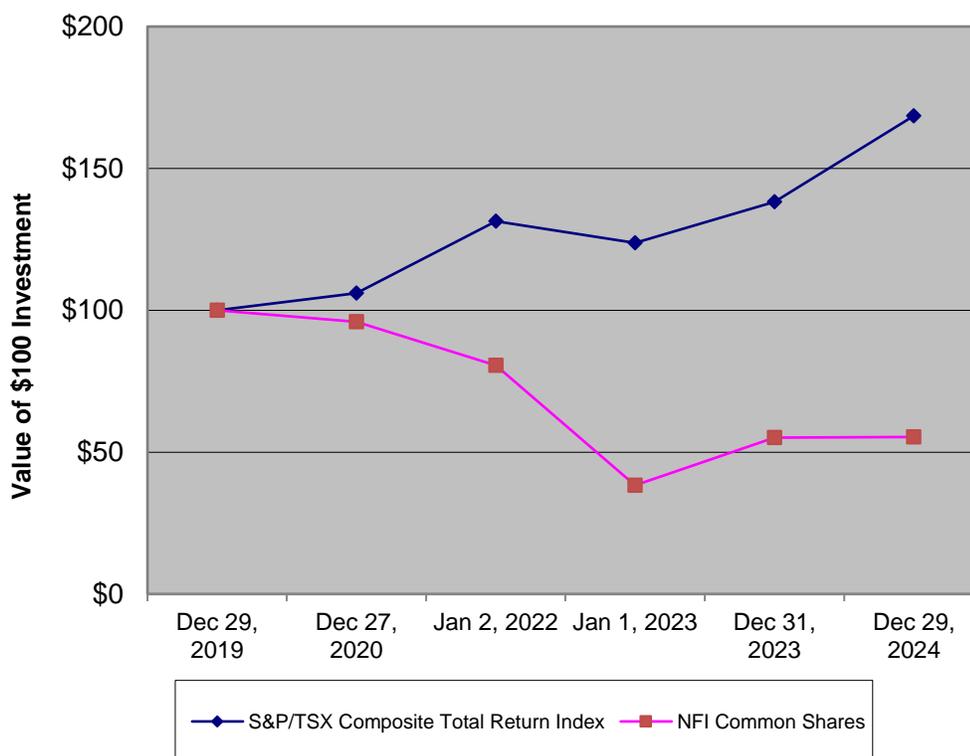
Name	PSUs Granted in 2022		Actual Compensation			
	Number Granted	Value (\$)	Number of PSUs (including reinvested dividends)	Vesting %	Resulting Number of PSUs	Value (\$)
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	49,053	984,375	49,788	0	0	0
Brian Dewsnup ⁽¹⁾ <i>Executive Vice President and Chief Financial Officer, NFI</i>	10,996	220,663	11,161	0	0	0
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	11,785	236,500	11,962	0	0	0
Paul Davies ⁽²⁾ <i>President and Managing Director, ADL</i>	7,838	157,300	7,956	0	0	0
Margaret Lewis ⁽¹⁾ <i>Senior Vice President, Quality and Continuous Improvement, New Flyer</i>	5,020	100,750	5,096	0	0	0
Pipasu Soni <i>Former Executive Vice President and Chief Financial Officer, NFI</i>	15,074	302,500	15,300	0	0	0

⁽¹⁾ Mr. Dewsnup and Ms. Lewis receive their compensation in US dollars. The grant value and actual compensation value is determined based on the Canadian dollar RSU price at a U.S.-Canadian exchange rate of 1.4416.

⁽²⁾ Mr. Davies receives his compensation in GBP. The grant value and actual compensation value is determined based on the Canadian dollar RSU price at a U.S.-Canadian exchange rate of 1.8132.

Performance Graph

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



Total compensation paid to NEOs has been 87% of target over the past five years and has increased by 25% since 2020. Over the same five-year period, Adjusted EBITDA has increased by 36%. See "CEO Performance Compensation During Tenure" on page 47 of this Information Circular for a further discussion of the pay and performance relationship.

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

Year	2022	2023	2024
Total NEO Compensation (millions)	7.5	10.8	9.8
Adjusted EBITDA (millions) ⁽¹⁾	-59.1	69.2	214.4
Working Capital Days ⁽¹⁾	68	61	52
Return on Invested Capital ⁽¹⁾	-4.4%	0%	6.4%
Shareholder Return (annual) ⁽²⁾	-43%	199%	-30%

⁽¹⁾ Adjusted EBITDA, ROIC and Working Capital Days are defined as disclosed in the side bar on page 40 of this Information Circular.

⁽²⁾ Based on \$100 investment made December 31, 2008.

The total cost of compensation of the NEOs in 2024 as a percentage of Adjusted EBITDA was 4.1%.

CEO PERFORMANCE COMPENSATION DURING TENURE

The following table compares the grant date value of compensation awarded to Mr. Soubry in respect of his performance as CEO with the value that he has realized or that is realizable from his compensation awards during his tenure. The compensation he has received includes salary and STIP, as well as the value of PSUs and RSUs and Options that are outstanding (as at December 29, 2024).

Year	Total Direct Compensation Awarded ⁽¹⁾	Total Realized and Realizable Compensation Value as at January 1, 2025 ⁽²⁾	Value of \$100 Mr. Soubry ⁽³⁾		Value of \$100	
			Realized	Realizable	Common Shares Annual Return ⁽⁴⁾	Combined Cumulative Return during CEO Tenure
			(\$)	(\$)	(\$)	(\$)
2022	3,850,000	1,103,310	25	29	48	270
2023	3,936,627	4,585,051	65	116	144	388
2024	4,023,250	3,043,964	41	76	101	390
Total Direct Compensation	11,809,877	8,732,325				
		Weighted Average	44	74	97	349

⁽¹⁾ Includes salary and incentive compensation (STIP, PSUs, RSUs and Options) awarded in respect of performance during the year.

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

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

⁽⁴⁾ Represents the cumulative value of a \$100 investment in Common Shares for the fiscal year indicated if the investment was made on the first day of such period, assuming reinvestment of dividends.

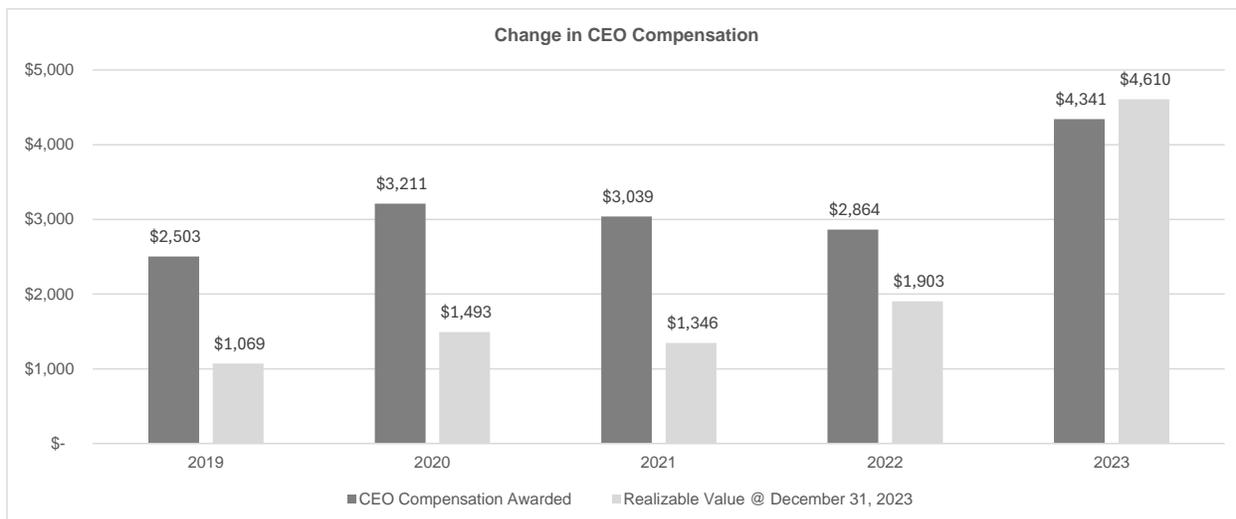
During the tenure of the CEO, the percentage of total realizable direct compensation (salary plus all incentives) to total direct compensation awarded (based on the values disclosed in the Summary Compensation Table) was 41% compared to a TSR of 290% for a shareholder that converted IDs to Common Shares pursuant to a rights offering in 2011. Of the total realizable compensation, 128% has been realized as at January 1, 2025, and realization of the balance depends on future performance relative to performance targets and NFI future share price.

Pay and Performance Alignment

NFI is committed to a pay-for-performance approach to compensation. The Governance Committee reviews pay for performance elements regularly including the mix of at risk pay, performance measures and goals, and the degree of alignment between realizable pay and performance results. Pay mix is formally reviewed every two years with additional review by the Governance Committee and Board annually to ensure appropriate focus on at risk pay and balance of short-term and long-term focus. Performance measures that are linked to strategy and shareholder value are reviewed and considered annually and performance goals, targets and ranges are set considering appropriate stretch performance. The Governance Committee periodically reviews the alignment of the CEO's realizable pay with NFI's performance based on a series of financial measures, relative to the compensation benchmarking comparator group.

In January 2025, the Governance Committee, with the assistance of Meridian, conducted a five-year look-back assessment of the relationship between CEO realizable pay and NFI's performance relative to the comparator group. The assessment considered key financial and shareholder value creation metrics, including cash flow, Adjusted EBITDA, ROIC, and TSR and CEO total cash and realizable total compensation, including equity, and other compensation but excluding pension value, over the 2019-2023 timeframe. The assessment also considered how the returns from the Company's performance is shared between the CEO and shareholders, in relation to the comparator group. The results of this look-back assessment indicated a strong alignment of the CEO's realizable pay and NFI's composite financial performance over the five-year timeframe. The following chart compares the grant date value of compensation awarded, excluding pension, to Mr. Soubry in respect of the five-year timeframe assessed with the value at the end of 2023. In aggregate, the realizable value of the compensation is only 65% of the value awarded, and when compared to peers, the ranking of Mr. Soubry's

realizable value is directly aligned with the Company’s composite performance on cash flow, Adjusted EBITDA, ROIC and TSR. Based on these pay for performance assessments, the Governance Committee considers there to be a strong link between the CEO’s realizable direct compensation and Company performance, and the Governance Committee considers realizable CEO pay to be aligned with performance.



(1) Compensation awarded includes salary and incentive compensation (STIP, PSUs, RSUs and options) awarded in respect of performance during the year, and other compensation (excluding pension).

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

SUMMARY COMPENSATION TABLE

The following table sets forth the compensation earned by and the share-based and Option-based awards granted to the NEOs for the fiscal year ended December 29, 2024. All values are reported in Canadian dollars.

Name and Title	Year	Salary ⁽¹⁾	Share-based Awards ⁽²⁾	Option-based Awards ⁽³⁾	Non-Equity Incentive Plan Compensation	Pension Value ⁽⁵⁾	All Other Compensation	Total Compensation
					Annual Incentive Plans ⁽⁴⁾			
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	2024	914,375	1,543,008	514,336	556,185	32,490	20,505 ⁽⁶⁾	3,580,889 ⁽⁶⁾
	2023	894,688	1,476,563	492,188	1,459,870	31,560	18,186 ⁽⁶⁾	4,373,054 ⁽⁶⁾
	2022	875,000	1,476,563	492,188	0	30,780	20,342 ⁽⁶⁾	2,894,872 ⁽⁶⁾
Brian Dewsnap ⁽⁷⁾ <i>Executive Vice President and Chief Financial Officer, NFI</i>	2024 ⁽⁸⁾	673,035	555,254	185,085	295,559	46,838	0	1,755,570
	2023	493,546	393,406	131,135	572,913	41,804	0	1,632,805
	2022 ⁽⁸⁾	543,151 ⁽⁸⁾	402,079	134,026	0	41,670	2,376 ⁽⁹⁾	1,123,302
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	2024	467,324	385,542	128,514	202,418	32,490	0	1,216,288
	2023	439,675	354,750	118,250	503,766	31,560	0	1,448,001
	2022	430,000	354,750	118,250	0	30,780	0	933,780
Paul Davies <i>President and Managing Director, ADL</i>	2024	606,733	500,555	166,852	262,802	0	21,758 ⁽¹⁰⁾	1,536,941
	2023	513,002	398,331	132,777	621,240	0	0	1,665,350
	2022	467,982	386,085	128,695	0	0	0	982,762
Margaret Lewis <i>Senior Vice President, Quality and Continuous Improvement, New Flyer</i>	2024	468,520	228,404	76,135	107,395	46,838	0	927,290
	2023	430,495	200,180	66,727	194,114	41,804	0	933,321
	2022	419,678	204,593	68,198	0	41,670	0	733,529
Pipasu Soni <i>Former Executive Vice President and Chief Financial Officer, NFI</i>	2024 ⁽¹¹⁾	284,625	469,631	156,544	73,189	32,490	75,000 ⁽¹²⁾	1,091,479
	2023	559,625	453,750	151,250	633,235	31,560	0	1,829,420
	2022	550,000	453,750	151,250	0	30,780	0	1,185,780

⁽¹⁾ With the exception of Mr. Dewsnap, Mr. Davies and Ms. Lewis, executives are paid in Canadian dollars. Mr. Dewsnap and Ms. Lewis' compensation has been converted to Canadian dollars at the exchange rates of 1.4416 for 2024, 1.3246 for 2023 and 1.3538 for 2022. Mr. Davies' compensation has been converted from GBP to Canadian dollars at the exchange rate of 1.8132 for 2024, 1.6882 for 2023 and 1.6363 for 2022.

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

⁽³⁾ The fair value of the options was determined using the Black-Scholes formula as at the effective date of grant of January 2, 2022, January 2, 2023 and January 2, 2025. (see table below for assumptions).

⁽⁴⁾ Represents payments earned under the STIP.

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

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

⁽⁷⁾ Mr. Dewsnap was appointed as CFO effective March 1, 2024. Previously he was President, NFI Parts and ARBOC.

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

⁽⁹⁾ Represents payments in lieu of issuance of PRSU as a result of Mr. Dewsnap's base salary increase during his tenure as Acting President and CEO.

⁽¹⁰⁾ Represents car lease payments.

⁽¹¹⁾ Mr. Soni was compensated until June 30, 2024, when his employment with the Company ceased. Mr. Soni received his base salary to date of termination and pro-rata entitlement to STIP, PSUs, and RSUs. Mr. Soni's granted options continued to vest through to December 31, 2024 and all unexercised vested options will expire March 31, 2025.

⁽¹²⁾ Represents relocation payment.

Key assumptions	Grant date:	January 2, 2024	January 2, 2023	January 2, 2022
	Compensation year:	2024	2023	2022
Share price		\$13.54	\$10.46	20.26
Exercise price		\$13.54	\$10.46	20.26
Dividend yield		0%	0%	3.77%
Expected volatility		52.29%	51.77%	46.01%
Risk-free interest rate		3.01%	3.28%	1.29%
Expected life		5.5 years	5.5 years	5.5 years
Value		\$7.12	\$5.28	\$6.10

INCENTIVE PLAN AWARDS

Outstanding Option-Based and Share-Based Awards

The following table sets forth information concerning all outstanding option-based and share-based awards granted by the Company to the NEOs on or before December 29, 2024.

Name and Title	Option-based Awards				Share-based Awards ⁽¹⁾		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units that have not vested ⁽²⁾	Market or payout value of share-based awards that have not vested ⁽³⁾ (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	41,973	54.00	2-Jan-26	0	210,568	2,914,516	506,280
	78,431	33.43	2-Jan-27	0			
	146,484	26.81	31-Dec-27	0			
	78,374	24.70	28-Dec-28	0			
	80,686	20.26	3-Jan-30	0			
	93,217	10.46	9-Jan-31	307,616			
72,238	13.54	2-Jan-32	15,892				
Brian Dewsnap <i>Executive Vice President and Chief Financial Officer, NFI</i>	9,667	54.00	2-Jan-26	0	47,906	955,744	164,459
	18,064	33.43	2-Jan-27	0			
	27,418	26.81	31-Dec-27	0			
	14,670	24.70	28-Dec-28	0			
	16,230	20.26	3-Jan-30	0			
	18,750	10.46	9-Jan-31	61,875			
	15,496	13.54	2-Jan-32	3,409			
2,894	11.76	5-Mar-32	5,788				
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	5,030	54.00	2-Jan-26	0	51,556	713,484	123,307
	21,569	33.43	2-Jan-27	0			
	32,738	26.81	31-Dec-27	0			
	17,516	24.70	28-Dec-28	0			
	19,385	20.26	3-Jan-30	0			
	22,396	10.46	9-Jan-31	73,907			
	18,050	13.54	2-Jan-32	3,971			

Name and Title	Option-based Awards				Share-based Awards ⁽¹⁾		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units that have not vested ⁽²⁾	Market or payout value of share-based awards that have not vested ⁽³⁾ (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Paul Davies <i>President and Managing Director, ADL</i>	8,599	24.70	28-Dec-28	0	35,570	892,554	152,720
	12,893	20.26	3-Jan-30	0			
	14,896	10.46	9-Jan-31	49,157			
	12,924	13.54	2-Jan-32	2,843			
Margaret Lewis <i>Senior Vice President, Quality and Continuous Improvement, New Flyer</i>	4,348	54.00	2-Jan-26	0	22,130	441,493	76,336
	9,400	33.43	2-Jan-27	0			
	14,267	26.81	31-Dec-27	0			
	7,633	24.70	28-Dec-28	0			
	8,258	20.26	3-Jan-30	0			
	10,002	10.46	9-Jan-31	33,007			
Pipasu Soni <i>Former Executive Vice President and Chief Financial Officer, NFI</i>	45,015	26.81	31-Dec-27	0	17,995	249,027	74,936 ⁽⁴⁾
	24,084	24.70	28-Dec-28	0			
	24,795	20.26	3-Jan-30	0			
	28,646	10.46	9-Jan-31	92,532			
	21,986	13.54	2-Jan-32	4,837			

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

⁽²⁾ Represents the number of notional Common Shares underlying PSUs and RSUs granted under the PRSU Plan, which were invested as at December 29, 2024.

⁽³⁾ Represents the aggregate value of the Common Shares listed in the adjacent column of this Share-Based Awards Table, calculated based on the closing price of the Common Shares on the TSX on December 27, 2024 of \$13.76. Mr. Dewsnup and Ms. Lewis' payout is in U.S. dollars based on a US-Canadian exchange rate of 1.4416, and Mr. Davies' payout is in GBP based on a GBP-CAD exchange rate of 1.8132.

⁽⁴⁾ Mr. Soni's employment with the Company ceased on June 30, 2024, and in connection with such cessation of employment, his options continued to vest through to December 31, 2024, and all unexercised vested options will expire March 31, 2025.

Value Vested or Earned During the Year

The following table sets forth the value of option-based awards and share-based awards of the NEOs that vested during the 2024 fiscal year, as well as the value of non-equity incentive plan compensation that the NEOs earned in respect of the 2024 fiscal year.

Name and Title	Option-based awards – Value vested during the year (\$)	Share-based awards - Value vested during the year (\$) ⁽¹⁾	Non-equity incentive plan compensation - Value earned during the year (\$)
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	76,903	506,280	262,883
Brian Dewsnp ⁽²⁾ <i>Vice President and Chief Financial Officer, NFI</i>	15,467	164,459	134,607
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	18,477	123,307	93,465
Paul Davies ⁽³⁾ <i>President and Managing Director, ADL</i>	12,289	152,720	121,347
Margaret Lewis ⁽²⁾ <i>Senior Vice President, Quality and Continuous Improvement, New Flyer</i>	8,250	76,336	50,579
Pipasu Soni <i>Executive Vice President and Chief Financial Officer, NFI</i>	23,631	74,936	56,925 ⁽⁴⁾

⁽¹⁾ Represents the value of awards granted under the PRSU Plan, which are considered "share-based awards" for the purposes of this table under applicable Canadian securities laws, which vested during fiscal 2024. Only RSUs vested during 2024. RSU valuation is based on the 5-day weighted average closing price for the last five trading days in fiscal year.

⁽²⁾ Mr. Dewsnp and Ms. Lewis receive their compensation in U.S. dollars. The dollar values in this chart are based on a USD – CAD exchange rate of 1.4416.

⁽³⁾ Mr. Davies receives his compensation in GBP. The dollar values in this chart are based on a GBP – CAD exchange rate of 1.8132.

⁽⁴⁾ Mr. Soni's granted options continued to vest through to December 31, 2024. All vested options will expire March 31, 2025.

The chart below summarizes the pay realized by NEOs in 2024 with respect to the exercise of Options and the settlement of RSUs and PSUs.

Name	Gain Realized on Options (\$) ⁽¹⁾	Realized Value on RSUs (\$) ⁽²⁾	Realized Value on PSUs (\$) ⁽³⁾	Total Realized Value on Options and Share-Based Awards (\$)
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	-	506,280	-	506,280
Brian Dewsnap ⁽⁴⁾ <i>Executive Vice President and Chief Financial Officer, NFI</i>	-	164,459	-	164,459
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	-	123,307	-	123,307
Paul Davies ⁽⁵⁾ <i>President and Managing Director, ADL</i>	-	152,720	-	152,720
Margaret Lewis ⁽⁴⁾ <i>Senior Vice President, Quality and Continuous Improvement, New Flyer</i>	-	76,336	-	76,336
Pipasu Soni <i>Former Executive Vice President and Chief Financial Officer, NFI</i>	-	74,936	-	74,936

⁽¹⁾ None of the NEOs exercised Options in 2024.

⁽²⁾ Represents the value of RSUs that vested in 2024.

⁽³⁾ Represents the value of PSUs that vested in 2024.

⁽⁴⁾ Mr. Dewsnap and Ms. Lewis receive their compensation in U.S. dollars. The dollar values in this chart are based on a U.S.-Canadian exchange rate of 1.4416 in 2024.

⁽⁵⁾ Mr. Davies receives his compensation in GBP. The dollar values in this chart are based on a GBP – CAD exchange rate of 1.8132 in 2024.

Equity Compensation Plan Information

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

At December 29, 2024, there were 3,600,000 Options outstanding under the 2013 Option Plan. 1,630,264 of them were exercisable and 237,326 of them expired. At December 29, 2024, there were 343,294 Options outstanding under 2020 Option Plan and all of them are exercisable.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights ⁽²⁾	Number of securities remaining available for future issuance under equity compensation plans (excluding securities included in first column)
Equity compensation plans approved by security holders			
<i>2013 Option Plan</i>	1,630,264	24.25	0
<i>2020 Option Plan</i>	343,294	24.25	2,856,706
<i>2014 Director RSU plan</i>	117,722	13.84	107,404
Total	2,091,280	23.66	2,964,110

⁽¹⁾ Outstanding under the 2013 and 2020 Option Plans and 2014 Director RSU Plan for all participants.

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

RETIREMENT PLAN BENEFITS

Executives based in Canada

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

Executives based in the United States

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

Executives based in UK

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

Investment and Withdrawal

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

Defined Contribution Plan Table

Name	Accumulated value at start of year (\$)	Compensatory (\$)	Accumulated value at year-end (\$)
Paul Soubry <i>President and Chief Executive Officer, NFI</i>	760,239	32,490	944,436
Brian Dewsnp ⁽¹⁾ <i>Vice President and Chief Financial Officer, NFI</i>	1,153,606	46,838	1,625,838
Chris Stoddart <i>President, North American Bus and Coach, New Flyer</i>	733,702	32,490	905,154
Paul Davies ⁽²⁾ <i>President and Managing Director, ADL</i>	0	0	0
Margaret Lewis ⁽¹⁾ <i>Senior Vice President, Quality and Continuous Improvement, New Flyer</i>	1,057,705	46,838	2,577,884
Pipasu Soni <i>Former Executive Vice President and Chief Financial Officer, NFI</i>	139,893	32,490	185,280

⁽¹⁾ The opening balance has been converted from United States dollars to Canadian dollars at an exchange rate of 1.3538 and the compensatory and year-end values have been converted at an exchange rate of 1.4416.

⁽²⁾ Mr. Davies compensatory and year-end values have been converted from GBP at an exchange rate of 1.8132.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Paul Soubry

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

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

The PRSU Plan and the Option Plans set out termination and change of control consequences that are in addition to those described above. The PRSU Plan was amended and adopted by the board on December

18, 2018 to remove the single trigger accelerated vesting of awards in connection with a Change of control and to make other housekeeping changes. In respect of awards granted on or following December 18, 2018, the PRSU Plan now provides that if a participant's employment ceases because of a termination without cause or a resignation for good reason (which is materially similar to "Good Reason" as defined above, but also includes a material reduction in the participant's compensation (other than as a result of not achieving applicable performance targets) and a fifteen day cure period, in each case within a specified time period following a Change of control (between 12 and 24 months depending on the participant's seniority), then all of the participant's unvested RSUs will accelerate and vest on the participant's termination date and a pro-rata portion of the participant's unvested PSUs will accelerate and vest on the participant's termination date (assuming target performance). The PRSU Plan also now provides that in the event of a Change of control whereby the surviving or successor entity does not assume the outstanding awards under the plan or substitute the outstanding awards for similar awards, NFI will give written notice to all participants advising them that the PRSU Plan will be terminated immediately prior to the Change of control and all unvested RSUs and a pro-rata portion of the unvested PSUs (assuming target performance) will accelerate and vest immediately prior to the termination of the plan and will generally be redeemed at or around such time. If the Change of control is not consummated, the awards which vested will be returned to the participants and reinstated as unvested awards and the original terms applicable to such awards will be reinstated. Additional PRSU Plan terms are described in the "Compensation Discussion and Analysis" section above.

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

Pipasu Soni, Chris Stoddart, Brian Dewsnap, Margaret Lewis and Paul Davies

A subsidiary of NFI entered into indefinite term employment agreements with Messrs. Soni, Stoddart, Dewsnap and Davies and Ms. Lewis. These employment agreements provide that upon termination of employment without "Cause" or resignation for "Good Reason", the executive officer is entitled to payment of base salary and continuation of benefits for 12 months and payment of accrued and prorated bonuses. "Cause" and "Good Reason" under each of these employment agreements have the same definitions as described above under the summary of Mr. Soubry's employment terms. Under their respective

employment agreements, each of Messrs. Soni, Stoddart, Dewsnup and Davies and Ms. Lewis are bound by non-competition and non-solicitation covenants during the term of employment and for a period of 12 months, in the case of the non-competition covenant, and 12 to 24 months, in the case of the non-solicitation covenant, following cessation of employment. If employment is terminated without Cause or they resign with Good Reason, the continuing payments and benefits provided will cease immediately if they breach these post-employment non-competition or non-solicitation obligations.

Summary of Termination Payments

The following table describes the incremental payments and benefits that would be payable to each NEO listed below under their respective employment agreements described above, assuming that such NEO's employment had been terminated on December 29, 2024. In certain of the scenarios below, the amount of the incremental payments payable to the NEO under the STIP and PRSU Plan depends on the achievement of performance targets and are not determinable until the end of the relevant performance period, being the end of fiscal 2024 in respect of the STIP and the end of the performance period that relates to each of the grants issued to the NEO under the PRSU Plan.

Termination Scenario	Base Salary	STIP	PRSU Plan	Share Options
Termination Without Cause or Resignation for Good Reason	100% of base salary for 12 months.	Pro rata entitlement to the STIP determined as at end of fiscal 2024.	Pro rata number of units based on number of days that elapsed in performance period prior to date of termination. Will continue to vest as if employment had continued.	Forfeit unvested Options, have 90 days to exercise vested Options.
Termination for Cause	Unpaid base salary to date of termination.	No entitlement to STIP for fiscal period in which employment terminated.	All units will be forfeited.	Forfeit unvested Options, have 30 days to exercise vested Options.
Resignation without Good Reason	Unpaid base salary to date of termination.	No entitlement to STIP for fiscal period in which employment terminated.	All units will be forfeited.	Forfeit unvested Options, have 30 days to exercise vested Options.
Death	Unpaid base salary to date of death.	Pro rata entitlement to the STIP determined as at end of fiscal 2024.	Pro rata portion of units based on number of days that elapsed in performance period prior to date of death vest immediately. Units are redeemed and paid within 60 days of death.	Forfeit unvested Options, have one year to exercise vested Options.

Termination Scenario	Base Salary	STIP	PRSU Plan	Share Options
Disability	<p>Long-term disability = 70% of base salary Canadian executives to a maximum of \$18,000 per month non-evidence maximum and \$25,000 over maximum (for Canadian executives) and USD \$16,000 per month (U.S. executives).</p> <p>75% of base salary for UK executives to a maximum of £29,167 per month (UK executives).</p> <p>Supplemental individual policy for CEO of \$17,000 per month.</p>	Pro rata entitlement to the STIP determined as at end of fiscal 2024.	Pro rata portion of units based on number of days that elapsed in performance period prior to date of termination. Will continue to vest as if employment had continued.	Options continue to vest as scheduled and will be exercisable until the earlier of 3 years after the termination date or the expiry date of the Option.
Retirement	Unpaid base salary to date of retirement.	Pro rata entitlement to the STIP determined as at end of fiscal year 2024.	Continue to vest as scheduled. Board has sole discretion to approve whether a resignation shall be treated as retirement.	All Options continue to vest as scheduled and will be exercisable until the earlier of 3 years after the termination date or the expiry date of the Option. Board has sole discretion to approve whether a resignation shall be treated as retirement.
Termination Without Cause or Resignation for Good Reason and Change of Control	100% of base salary for 12 months.	Pro rata entitlement to the STIP determined as at end of fiscal 2024.	All RSUs will vest and be redeemed and paid within 30 days of termination and a pro-rata portion of the PSUs granted will vest at target and be redeemed within 30 days of termination.	All Options vest immediately prior to termination date and will be exercisable for 90 days after the termination date.
Change of Control and no termination of employment	Base salary paid in accordance with terms set out in employment agreement.	STIP paid in accordance with terms set out in employment agreement and determined as at end of fiscal 2024.	All units granted that are not assumed or substituted will vest upon a change in control.	Options that are not assumed or substituted will vest upon a change of control.

The table below shows the estimated incremental payments or benefits that would be made to the NEOs in the event of different termination events. Amounts have been calculated as if the termination events had occurred on December 29, 2024 and assuming performance at target for the PSUs. All values are reported in Canadian dollars.

Name	Amount Due on Termination						
	Event	Contractual		Long-Term Incentive Plans			Total (\$)
		Base Salary (\$)	STIP (\$)	PSUs (\$) ⁽¹⁾	RSUs (\$)	Option Plans ^{(2) (3)} (\$)	
Paul Soubry	Termination Without Cause or Resignation for Good Reason	914,375	556,185	-	506,280	76,903	2,053,743
	Termination for Cause	-	-	-	-	76,903	76,903
	Resignation without Good Reason	-	-	-	-	76,903	76,903
	Death	-	556,185	-	506,280	76,903	1,139,368
	Disability	-	556,185	-	506,280	76,903	1,139,368
	Retirement	-	556,185	2,335,256	1,068,436	323,508	4,283,385
	Termination Without Cause or Resignation for Good Reason and Change of Control	914,375	556,185	2,335,256	1,068,436	323,508	5,197,760
	Change of Control and no termination of employment	-	556,185	2,335,256	1,068,436	323,508	4,283,385
Brian Dewsnup ⁽⁴⁾	Termination Without Cause or Resignation for Good Reason	673,035	295,559	-	164,459	15,470	1,148,523
	Termination for Cause	-	-	-	-	15,470	15,470
	Resignation without Good Reason	-	-	-	-	15,470	15,470
	Death	-	295,559	-	164,459	15,470	475,488
	Disability	-	295,559	-	164,459	15,470	475,488
	Retirement	-	295,559	759,748	354,994	71,072	1,481,373
	Termination Without Cause or Resignation for Good Reason and Change of Control	673,035	295,559	759,748	354,994	71,072	2,154,408
	Change of Control and no termination of employment	-	295,559	759,748	354,994	71,072	1,481,373
Chris Stoddart	Termination Without Cause or Resignation for Good Reason	467,324	202,418	-	123,307	18,477	811,526
	Termination for Cause	-	-	-	-	18,477	18,477
	Resignation without Good Reason	-	-	-	-	18,477	18,477
	Death	-	202,418	-	123,307	18,477	344,202
	Disability	-	202,418	-	123,307	18,477	344,202
	Retirement	-	202,418	571,024	261,692	77,878	1,113,011
	Termination Without Cause or Resignation for Good Reason and Change of Control	467,324	202,418	571,024	261,692	77,878	1,580,335
	Change of Control and no termination of employment	-	202,418	571,024	261,692	77,878	1,113,011

Name	Amount Due on Termination						Total (\$)
	Event	Contractual		Long-Term Incentive Plans			
		Base Salary (\$)	STIP (\$)	PSUs (\$) ⁽¹⁾	RSUs (\$)	Option Plans ^{(2) (3)} (\$)	
Paul Davies ⁽⁴⁾	Termination Without Cause or Resignation for Good Reason	606,733	262,802	-	152,720	12,289	1,034,544
	Termination for Cause	-	-	-	-	12,289	12,289
	Resignation without Good Reason	-	-	-	-	12,289	12,289
	Death	-	262,802	-	152,720	12,289	427,811
	Disability	-	262,802	-	152,720	12,289	427,811
	Retirement	-	262,802	712,589	327,589	25,935	1,328,915
	Termination Without Cause or Resignation for Good Reason and Change of Control	606,733	262,802	712,589	327,589	25,935	1,935,648
	Change of Control and no termination of employment	-	262,802	712,589	327,589	25,935	1,328,915
Margaret Lewis ⁽⁴⁾	Termination Without Cause or Resignation for Good Reason	468,520	107,395	-	76,336	8,253	660,504
	Termination for Cause	-	-	-	-	8,253	8,253
	Resignation without Good Reason	-	-	-	-	8,253	8,253
	Death	-	107,395	-	76,336	8,253	191,984
	Disability	-	107,395	-	76,336	8,253	191,984
	Retirement	-	107,395	354,315	160,990	34,638	657,337
	Termination Without Cause or Resignation for Good Reason and Change of Control	468,520	107,395	354,315	160,990	34,638	1,125,857
	Change of Control and no termination of employment	-	107,395	354,315	160,990	34,638	657,337

⁽¹⁾ PSU amounts determined based on vesting percentage at target and the fair value, calculated based on the average trading price of the Common Shares on the TSX for the last five trading days of 2024. Actual vesting percentage is dependent on actual results over the future periods, except in the case of death where the target number of units vest (pro-rated for the period).

⁽²⁾ Option amounts determined based on the difference between the closing price of a Common Share on the TSX on December 27, 2024 and the exercise price of the Option.

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

⁽⁴⁾ With the exception of Mr. Dewsnup, Mr. Lewis and Mr. Davies, all executives are paid in Canadian dollars. Mr. Dewsnup and Ms. Lewis' compensation has been converted from U.S. dollars to Canadian dollars at the exchange rate of 1.4416 for 2024. Mr. Davies' compensation has been converted from GBP to Canadian dollars at the exchange rate of 1.8132 for 2024.

CORPORATE GOVERNANCE

Indebtedness of Directors and Officers of the Company

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

Audit Committee

Information regarding NFI's Audit Committee can be found under the section "Audit Committee and Auditor's Fees" in the AIF. A copy of the AIF can be obtained by contacting NFI or can be found at www.sedarplus.ca.

Statement Of Corporate Governance Practices

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

1. Board of Directors

- The independent members of the Board, within the meaning of NI 52-110, are Aziz Aghili, Larry Edwards, Chan Galbato, Adam Gray, Krystyna Hoeg (who is not being nominated for re-election at the Meeting), Anne Marie O'Donovan, Paulo Nunes, Maryse Saint-Laurent, Jannet Walker-Ford and Katherine Winter.
- The non-independent Directors of NFI are (i) Colin Robertson, who is considered to be non-independent by virtue of his previous position as the CEO of ADL from May 28, 2019 (the date ADL was purchased by NFI) to September 30, 2020 when he transitioned as Vice Chair of NFI, and (ii) Paul Soubry, who is considered to be non-independent by virtue of his position as the President and Chief Executive Officer of NFI since January 19, 2009.
- The Board Chair is Chan Galbato, an independent Director. For the role and responsibilities of the Board Chair, please refer to the Appendix to the Mandate of the Board of Directors in Schedule "F".
- During fiscal 2024, there were 14 meetings of the Board (either in person or by teleconference). All directors attended such meetings, except as follows:
 - Adam Gray who was recused for two meetings due to a conflict of interest,
 - Jannet Walker-Ford who was absent for one meeting, and
 - Paulo Nunes who was absent for one meeting.
- During fiscal 2024, there were four meetings of the Audit Committee (either in person or by teleconference). All members of the Audit Committee attended such meetings.

- During fiscal 2024, there were five meetings of the Governance Committee (either in person or by teleconference). All members of the Governance Committee attended such meetings.
- During fiscal 2024, there were four meetings of the Operations and Technology Committee (either in person or by teleconference). All members of the Operations and Technology Committee attended such meetings.
- It is the practice of the Board to hold in-camera sessions without members of management in attendance at each Board and Audit Committee and Governance Committee meetings. During fiscal 2024, there were 14 meetings of the Board, four meetings of the Audit Committee and five meetings of the Governance Committee where independent Directors held meetings without management present. To facilitate open and candid discussion among the Directors, the Board Chair, an independent Director, regularly calls and leads meetings of the Board. In addition, the independent Directors have unfettered access to information regarding NFI's activities and have the ability to engage outside advisors as deemed necessary.

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

Name	Other Public Company Directorships
Mr. Aghili	Columbus McKinnon Corporation (U.S.) Graphics Packaging Holding Company (U.S.)
Mr. Edwards	-
Mr. Galbato	-
Mr. Gray	Purple Innovation, Inc. (U.S.)
Mr. Nunes	Marcopolo S.A. (Brazil)
Ms. O'Donovan	-
Mr. Robertson	-
Ms. Saint-Laurent	North American Construction Group (Canada and U.S.)
Mr. Soubry	-
Ms. Walker-Ford	-
Ms. Winter	-

2. Board Composition

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

Director Skills and Experience Summary

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

Skills and Experience		Aghili	Edwards	Galbato	Gray	Nunes	O'Donovan	Robertson	Saint-Laurent	Soubry	Walker-Ford	Winter
	Senior Leadership and People Resources	■	■	■	■	■	■	■	■	■	■	■
	Public Company Board Service	■	■	■	■	■	■	■	■	■	■	■
	Accounting, Finance and Risk Management	■	■	■	■	■	■	■	■	■	■	■
	Manufacturing and Operations	■	■	■		■		■		■		■
	Public and Private Commercial Vehicle Sector	■		■		■		■		■	■	■
	Government Relations			■		■			■	■	■	
	Sustainability			■			■		■	■	■	■
	Technology and Innovation	■		■			■			■	■	■
	Information Technology Security (Cybersecurity)			■			■				■	■
	Strategic Process	■	■	■	■	■	■	■	■	■	■	■

3. Board of Directors Mandate

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

4. Charter of Expectations for Directors

The Board has adopted a Charter of Expectations for Directors which sets out the Company’s expectations regarding personal and professional competencies and criteria for Directors, share ownership requirements (described on page 24 of this Information Circular), meeting attendance, conflict of interest guidelines, changes of circumstance, resignation events and majority voting policy (described below). The Charter is reviewed annually by the Board and a copy is attached as Schedule “G”.

5. Majority Voting Policy

The Board has adopted a policy which provides that, if the total number of shares voted in favor of the election of a Director nominee at a shareholders’ meeting represents less than a majority of the total shares voted for and withheld with respect to that Director, the Director must submit his or her resignation to the

Board Chair, to be effective when accepted by the Board. The Governance Committee will consider and make a recommendation to the Board regarding the resignation, and the Board's decision to accept or reject the resignation will be disclosed to the public within 90 days of receiving the resignation. Absent exceptional circumstances, the Board will accept the director's resignation. If a resignation is accepted, the Board may appoint a new Director to fill the vacancy. This policy applies only to uncontested elections — that is, elections in which the number of nominees for Director is equal to the number of Directors to be elected.

6. Director Term and Age Limits

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

7. Position Descriptions

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

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

Responsibilities of the CEO

1. Demonstrate leadership values and integrity in all aspects of managing NFI and its subsidiaries in the best interests of its stakeholders.
2. With input from the Board, develop a multi-year strategic plan and an annual business plan.
3. Provide leadership and vision in setting, implementing and achieving NFI's and its subsidiaries' strategic objectives and distribution targets, developing and implementing sound operating and financial plans, designing an effective organizational structure, and determining annual operating budgets and resource levels for NFI and its subsidiaries to meet its short-term and long-term goals and objectives.
4. Identify business opportunities and plan and direct investigations and negotiations pertaining to capital investments, mergers, joint ventures, material acquisitions of businesses or the sale of major assets, and obtain Directors approval of material transactions.
5. Set an operational philosophy that is performance driven and customer focused, while providing leadership to management in support of NFI's commitment to its Code (as defined below).
6. At the discretion of the securityholders of NFI and the Directors, serve on the Board.
7. Communicate in a timely, candid and comprehensive fashion with the Audit Committee, the Governance Committee and the Directors on the progress of NFI towards the achievement of its strategic objectives and business plan.

8. Meet regularly with the Board Chair and other Directors to ensure that Directors are being provided with necessary information and resources to fulfill their responsibilities and statutory obligations.
9. On an ongoing basis, work with the Board Chair to develop schedules and agendas of meetings of the Directors and its committees and verify that all items requiring Directors and/or committee approval are appropriately tabled.
10. Serve as chief spokesperson and liaison for NFI, including effectively managing relations with NFI's external stakeholders, such as securityholders, NFI's employees, customers, suppliers, the investment community, the media, governments and the public generally.
11. Oversee the direction of NFI's tax management and planning.
12. With the CFO and under the supervision of the Audit Committee:
 - establish and maintain NFI's disclosure controls and procedures through appropriate policies and procedures, including NFI's Disclosure and Insider Trading Policy;
 - identify all significant risks to NFI's business and ensure that procedures are established to mitigate the impact of the risks in the best interest of stakeholders;
 - ensure the accuracy, completeness, integrity and appropriate disclosure of NFI's financial statements and other financial information through appropriate policies and procedures; and
 - ensure that NFI has complied with all regulatory requirements for NFI's financial information, reporting, disclosure requirements and internal controls over financial reporting.
13. Provide general supervision and management of the day-to-day business affairs of NFI and its subsidiaries within the guidelines established by the Directors, consistent with decisions requiring prior approval of the Directors and the Directors' expectations of management.
14. With the CFO, direct and monitor the activities and resources of NFI, consistent with the strategic direction, financial limits and operating and financial objectives approved by the Directors.
15. With the Governance Committee:
 - ensure, through supervision and performance assessment, that NFI and its subsidiaries have an effective senior executive leadership team (the "ELT") and that there exists a plan of succession and development for the CEO, CFO and other members of the ELT;
 - directing the selection and retention of the ELT;
 - develop a compensation and benefit plan for the ELT;
 - develop an effective training and development program for NFI's employees;
 - develop effective processes and metrics to track employment satisfaction of NFI's employees;
 - develop effective guidelines and practices with respect to NFI's employee safety practices; and

- develop effective processes and metrics to track customer satisfaction.
16. Provide required regulatory certifications regarding NFI and its activities.
17. Carry out any other appropriate duties and responsibilities assigned by the Directors.

8. Orientation and Continuing Education

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

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

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

All of the Directors, other than Mr. Aghili (who was initially appointed to the Board in January 2025), have attended NFI's corporate headquarters and the New Flyer and MCI production facilities in Winnipeg, Manitoba.

In 2024, all of the Directors (other than Messrs. Galbato and Aghili and Ms. Saint-Laurent who were not, at that time, members of the Board) visited:

- (i) New Flyer's production facilities and Carfair's fiberglass operations in St. Cloud, Minnesota,
- (ii) New Flyer's production facilities and Carfair's fiberglass operations in Anniston, Alabama, and
- (iii) certain of the Alexander Dennis production facilities in England and Scotland.

Ms. Saint-Laurent attended the Winnipeg facilities of New Flyer, MCI and Carfair in February 2025.

In March 2025, all of the Directors (including Messrs. Galbato and Aghili and Ms. Saint-Laurent) visited the MCI training facilities and the NFI Parts operations in Louisville, Kentucky and the KMG parts fabrication facility in Shepherdsville, Kentucky. Later in 2025, the Board plans on visiting MCI's Service Center located in Des Plaines, Illinois.

These visits are important to help the Directors understand the production, operations, labour and other factors that are key drivers to NFI's success.

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

- *Regular briefings.* Directors are briefed regularly (and at least on a quarterly basis) on strategic issues affecting NFI, and these briefings include reviews of the competitive environment, NFI's performance relative to its peers, and any other developments that could materially affect NFI's business such as the government funding of transit agencies in Canada and the United States. The briefings are conducted by the CEO, CFO and other members of the ELT, as well as external advisors to NFI.
- *Seminars, conferences and other industry events.* Directors are also encouraged to participate in external education seminars at NFI's expense that are relevant to their role on the Board or Board committees. As part of the continuing education program, NFI provides Directors with a list of the principal education activities that are aimed at the transit industry and the role of a director of a public company. Directors are also encouraged to participate in education activities relating to ethical issues for directors generally as well as those ethical issues that may be specific to the transit industry. Directors are encouraged to suggest educational topics of interest in which they would like to enhance their understanding. Four of the eleven proposed nominees for Director are also members of the Institute of Corporate Directors and have graduated from the Institute's Directors' Education Program.
- *Presentations by subject matter experts.* External advisors and consultants also make presentations from time to time to the Directors regarding various industry and corporate governance issues. In 2024, WSP, an engineering and professional services firm whose expertise includes transportation and infrastructure, made a presentation regarding the preparedness for electric battery buses by U.S. transit agencies, at which all directors participated.

9. Ethical Business Conduct

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

- conflicts of interest, including transactions and agreements in respect of which a Director or executive officer has a material interest;
- protection and proper use of corporate property and opportunities;
- confidentiality of undisclosed corporate information;
- fair dealing with suppliers, competitors and employees of NFI;
- compliance with laws, rules and regulations; and
- reporting of any illegal, unethical or fraudulent behaviour.

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

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

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

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

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

10. Diversity Policy

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

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

The diversity policy (i) expresses the Company's commitment to gender, age, ethnicity and other forms of diversity on the Board and in senior management, and (ii) requires the Governance Committee (and, in the case of executive officer positions, the CEO) to consider and make recommendations to the Board in respect of potential strategies for identifying and attracting diverse Board and executive officer candidates, such as methods for (a) leveraging industry contacts, and (b) encouraging referrals from internal and external sources. The above strategies will complement the Board's existing recruitment efforts which include maintaining an evergreen list of Board candidates, which includes several highly qualified diverse candidates.

The Governance Committee Charter, in respect of the recruitment of Directors, expresses the Governance Committee's commitment to adhere to the principles set out in the diversity policy. An annual evaluation of the diversity policy is conducted by the chairperson of the Governance Committee and the Board Chair (as described below). These measures are complementary to the Company's existing Board evaluation

processes and skills assessments, as discussed in more detail on page 71 of this Information Circular. Annually, the Chairs of the Governance Committee and the Board evaluate the effectiveness of the diversity policy, report back to the Board and recommend any changes to the policy to improve its effectiveness.

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

Four of the nine members of the Board (which include the new members of the Board appointed at the beginning of 2025) who are nominees at the Meeting to be elected as Directors for 2025 (excluding the non-independent Messrs. Soubry and Robertson) are female, representing 44%. NFI is slightly short of its target objective that the Board will be comprised of 50% gender diverse individuals (excluding the non-independent Messrs. Soubry and Robertson). Two of the Directors have self-identified as persons of equity-deserving groups, representing 22% of the Board (excluding the non-independent Messrs. Soubry and Robertson). The Board has set a goal of 30% of the Board being members of other equity-deserving groups (as described above).

The reporting structure of NFI is divided into four separate organizational units consisting of the Bus and Coach Manufacturing, International Business, the Aftermarket Parts Business and the Central Group. Within each unit there are several ELT members who report to the respective business unit President (the executives in the Central Group report directly to the CEO). As of the date of this Information Circular, there are 35 members comprising NFI's ELT, of which seven (or 20%) are female. Although changes in organizational headcount due to restructuring, acquisitions, and workforce adjustments may impact year-over-year numbers, NFI has instituted action-oriented programs focused on training, workforce development, and actions designed to improve diversity, inclusion, and representation.

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

11. Succession of Directors and Compensation

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

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

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

Potential candidates are screened to ensure that they possess the requisite qualities, including integrity, business judgment and experience, industry, business or professional expertise, independence from management, financial literacy, excellent communications skills and the ability to work well with the Board

and management. The Governance Committee considers the existing commitments of a potential candidate to ensure that such candidate will be able to fulfill his or her obligations as a member of the Board.

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

The Governance Committee is also responsible for:

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

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

12. Other Board of Directors Committees

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

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

13. Assessments

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

14. Shareholder Engagement

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

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

NFI has obtained a policy of insurance for Directors and officers of NFI, and for the directors and officers of NFI's subsidiaries. Under the policy, each entity has reimbursement coverage to the extent that it has indemnified directors and officers. The policy includes securities claims coverage, insuring against any legal obligation to pay on account of any securities claims brought against NFI and any of its subsidiaries. The total annual premium for such insurance is approximately CAD\$322,000, no part of which is payable by any Director or officer of NFI or any of NFI's subsidiaries. The initial aggregate limit of liability coverage applicable to the insured directors and officers is CAD\$100 million, with a CAD\$1,000,000 deductible per occurrence. The total limit of liability coverage will be shared among NFI and its subsidiaries and their respective directors and officers so that the limit of liability coverage will not be exclusive to any one of the entities or their respective directors and officers.

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

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Directors, and except as described elsewhere in this Information Circular (see page 6), as of the date of this Information Circular, no Director nor officer and no person or company beneficially owning, directly or indirectly, or exercising control or direction over, Common Shares carrying more than 10% of the voting rights attached to the Common Shares, nor any associates or affiliates of the foregoing, had any material interest in any transactions involving the Company since the commencement of the 2024 fiscal year or in any proposed transactions involving the Company which has materially affected or would materially affect the Company or any of its subsidiaries.

ADDITIONAL INFORMATION

Financial information for the fiscal year ended December 29, 2024, is provided in NFI's financial statements and the associated MD&A. Shareholders who wish to be added to the mailing list for the annual and interim financial statements and MD&A should contact the Corporate Secretary of NFI at 711 Kernaghan Avenue, Winnipeg, Manitoba R2C 3T4. Shareholders may also wish to provide comments to or ask questions of the Directors by sending inquiries via email to: Chairperson@nfigroup.com.

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

The financial statements, MD&A, the AIF and other information relating to NFI are also available at www.sedarplus.ca.

DIRECTORS' APPROVAL

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

BY ORDER OF THE BOARD OF DIRECTORS

By: “Chan Galbato”

March 21, 2025

Schedule “A”

RESOLUTION TO APPROVE ADOPTION OF 2025 RESTRICTED SHARE UNIT PLAN FOR NON-EMPLOYEE DIRECTORS

BE IT RESOLVED THAT:

1. The adoption by NFI Group Inc. (“**NFI**”) of a 2025 restricted share unit plan for non-employee directors of NFI (the “**Plan**”), the text of which is attached as Schedule “E” to NFI’s management information circular dated March 21, 2025, is hereby approved by the shareholders of NFI.

2. In connection with the adoption of the Plan, a reserve for issuance of 500,000 Common Shares is hereby ratified, confirmed and approved by the shareholders of NFI.

3. Any director or officer of NFI is hereby authorized to execute and deliver such other documents and instruments and take such other action as he or she may determine necessary or advisable to implement the Plan and this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions by such director or officer.

Schedule “B”

ADVISORY RESOLUTION ON APPROACH TO EXECUTIVE COMPENSATION

BE IT RESOLVED THAT:

1. On an advisory basis and not to diminish the role and responsibilities of the board of directors of NFI Group Inc. (“**NFI**”), the shareholders accept the approach to executive compensation disclosed in NFI’s management information circular dated March 21, 2025.

Schedule “C”

DESCRIPTION OF THE OPTION PLANS

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

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

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

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

The full texts of the 2013 Option Plan and the 2020 Option Plan were filed on SEDAR on November 30, 2020 and are available at www.sedarplus.ca.

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

Purpose

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

Administration

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

Award of Options

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

Exercise of Options

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

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

Transfer of Options

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

Vesting Provisions

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

Number of Common Shares Available for Issuance and Burn Rate

The 2013 Option Plan provides for the issuance of 3,600,000 Common Shares, representing approximately 3.0% of the issued and outstanding Common Shares as at December 29, 2024; provided that Common Shares reserved for issuance pursuant to Options that are terminated or are cancelled without having been exercised will again be available for issuance under the 2013 Option Plan. As at December 29, 2024, there were 1,630,264 Options outstanding, representing approximately 1.4% of the issued and outstanding Common Shares as at that date. No new Options may be granted under the 2013 Option Plan after March 21, 2023, the tenth anniversary of the 2013 Option Plan's effective date.

The 2020 Option Plan provides for the issuance of 3,200,000 Common Shares, representing approximately 2.7% of the issued and outstanding Common Shares as at December 29, 2024; provided that Common Shares reserved for issuance pursuant to Options that are terminated or are cancelled without having been exercised will again be available for issuance under the 2020 Option Plan. As at December 29, 2024, there were 2,856,706 Options available for issuance, representing approximately 2.4% of the issued and outstanding Common Shares as at that date, and 343,294 Options outstanding, representing approximately 0.3% of the issued and outstanding Common Shares as at that date.

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

Year	Options Issued	Weighted Average Common Shares Outstanding	Burn Rate %
2024	N/A	N/A	N/A
2023	323,793	91,866,613	0.35
2022	313,620	77,144,445	0.41

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

Year	Options Issued	Weighted Average Common Shares Outstanding	Burn Rate %
2024	325,925	119,008,308	0.27
2023	50,655	91,866,613	0.06
2022	N/A	N/A	N/A

Restrictions on the Award of Options

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

Cessation of Employment

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

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

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

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

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

Amendment, Suspension or Termination of Option Plans

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

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

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

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

Schedule “D”

DESCRIPTION OF RESTRICTED SHARE UNIT PLANS FOR NON-EMPLOYEE DIRECTORS

The Board adopted the 2014 Director RSU Plan on March 20, 2014 and it was approved by shareholders on May 8, 2014. The 2014 Director RSU Plan was amended and restated effective December 8, 2015, December 18, 2017, March 14, 2019 and September 14, 2020. The 2014 Director RSU Plan was most recently amended and restated to accommodate grants of Director RSUs to Participants (as defined below) in the United Kingdom. These amendments did not require shareholder approval pursuant to the terms of the 2014 Director RSU Plan. The full text of the 2014 Director RSU Plan is available at www.sedarplus.ca.

On March 17, 2025, the Board adopted the 2025 Director RSU Plan and approval of the 2025 Director RSU Plan by shareholders is being sought at the Meeting. A maximum of 500,000 Common Shares are available for issuance under the 2025 Director RSU Plan.

Under the 2014 Director RSU Plan and the 2025 Director RSU Plan (together, the “**Director RSU Plans**”), only non-employee Directors of NFI and certain affiliates (“**Eligible Directors**”) may receive Director RSUs or dividend restricted share units (“**Dividend Director RSUs**”). Any current or former Eligible Director to whom a Director RSU or Dividend Director RSU was granted is a participant in the Director RSU Plans (“**Participant**” or “**U.S. Participant**” in the case of a United States citizen or resident alien). Unless otherwise noted below, the term “Participant” includes a “U.S. Participant”.

Purpose

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

Administration

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

Award of Director RSUs and Dividend Director RSUs

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

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

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

Exercise of Director RSUs and Dividend Director RSUs

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

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

Subject to the prior written consent of NFI, Participants may surrender to NFI such number of vested Director RSUs and Dividend Director RSUs to satisfy applicable withholding taxes upon exercise of their vested units. Where a Participant elects to surrender his or her vested Director RSUs and Dividend Director RSUs to satisfy applicable withholding taxes upon exercise, the number of Common Shares available for issuance under the applicable Director RSU Plan will be reduced by the number of such surrendered units.

Vesting Provisions

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

Number of Common Shares Available for Issuance and Burn Rate

On adoption of the 2014 Director RSU Plan in 2014, the maximum number of Common Shares available for issuance was 500,000 Common Shares, representing approximately 0.4% of the issued and outstanding Common Shares as at December 29, 2024. As at December 29, 2024 there were 107,404 Director RSUs available for issuance, representing approximately 0.1% of the issued and outstanding Common Shares as at that date, and 117,722 Director RSUs outstanding, representing approximately 0.1% of the issued and outstanding Common Shares as at that date.

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

Year	Director RSUs Issued	Weighted Average Common Shares Outstanding	Burn Rate %
2024	64,769	119,008,308	0.05
2023	103,231	91,866,613	0.11
2022	64,947	77,144,445	0.08

No Director RSUs have been awarded under the 2025 Director RSU Plan.

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

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

General Restrictions and Assignment

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

Amendment, Suspension or Termination of the Director RSU Plans

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

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

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

Schedule “E”

**2025 RESTRICTED SHARE UNIT PLAN
FOR NON-EMPLOYEE DIRECTORS**

NFI GROUP INC.
2025 RESTRICTED SHARE UNIT PLAN
FOR NON-EMPLOYEE DIRECTORS

Effective May ■, 2025.

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NFI GROUP INC.

2025 RESTRICTED SHARE UNIT PLAN

FOR NON-EMPLOYEE DIRECTORS

1. INTRODUCTION

1.1 Purpose

The purpose of the Plan is to attract, retain and motivate highly qualified and experienced individuals to act as directors of the Participating Companies and to promote a greater alignment of interests between such non-employee directors and the shareholders of the Company. It is intended that the Plan not be treated as a “salary deferral arrangement”, “employee benefit plan” or “retirement compensation arrangement”, each as defined in subsection 248(1) of the *Income Tax Act* (Canada).

1.2 Definitions

For the purposes of the Plan, the following terms have the following meanings:

- (a) “Affiliate” means a corporation that is related to or associated with the Company, within the meaning of the *Income Tax Act* (Canada);
- (b) “Annual Retainer” means the annual retainer payable to an Eligible Director, including the additional retainer paid to the chair of the Board, or a chair of a committee of the Board, in his or her capacity as chair and includes meeting fees and other per diems paid;
- (c) “Applicable Withholding Taxes” means any and all taxes and other source deductions or other amounts which a Participating Company is required by law to withhold from any amounts to be paid or credited hereunder;
- (d) “Award Date” means in respect of: (i) Restricted Share Units awarded to an Eligible Director in accordance with Section 3.1, unless otherwise determined by the Board, the first day of each calendar quarter; or (ii) Dividend Restricted Share Units awarded to an Eligible Director in accordance with Section 3.2, the next Business Day following the applicable dividend payment date;
- (e) “Board” means the board of directors of the Company;
- (f) “Business Day” means any day, other than a Saturday or Sunday, on which the Toronto Stock Exchange is open for trading;
- (g) “Code” means the U.S. Internal Revenue Code of 1986, as amended;
- (h) “Committee” means the Human Resources, Compensation and Corporate Governance Committee of the Board, or if there is no such committee for any reason at any relevant time, the Board;
- (i) “Common Shares” means the common shares of the Company;
- (j) “Company” means NFI Group Inc.;
- (k) “Dividend Restricted Share Unit” means a further right to acquire a fully-paid and non-assessable Common Share granted in accordance with Section 3.2;

- (l) “Election Form” means a document substantially in the form of Schedule “A” to this Plan;
- (m) “Eligible Director” means a non-employee director of any Participating Company;
- (n) “Exercise Date” means: (i) for a non-U.S. Participant, the date or dates specified by such Participant in a Notice of Exercise which shall not be later than the Exercise Deadline; (ii) for a non-U.S. Participant, in the event of the death of the Participant prior to the Participant otherwise ceasing to hold all positions with the Company and its subsidiaries, the date of death of the Participant, and (iii) for U.S. Participants, the permissible payment dates or events specified in the Election Form;
- (o) “Exercise Deadline” means December 15 of the year following the year in which the Participant ceases to be an Eligible Director;
- (p) “Fair Market Value” at any date in respect of a Common Share means the volume weighted average closing price per Common Share on the principal exchange on which the Common Shares are traded for the five (5) trading days immediately preceding the applicable date.
- (q) “Notice of Exercise” means a document substantially in the form of Schedule “B” to this Plan;
- (r) “Participant” means any current or former Eligible Director to whom a Share Unit was granted;
- (s) “Participating Companies” means the Company, New Flyer Holdings, Inc., New Flyer Holdings Canada Inc. and any of their Affiliates as designated by the Board from time to time;
- (t) “Plan” means this NFI Group Inc. 2025 Restricted Share Unit Plan for Non-Employee Directors, as amended from time to time;
- (u) “Restricted Share Unit” means a right to acquire a fully-paid and non-assessable Common Share in accordance with the Plan;
- (v) “Share Unit” means, collectively, Restricted Share Units and Dividend Restricted Share Units;
- (w) “Treasury Regulations” means the regulations promulgated under the Code;
- (x) “U.S. Eligible Director” means any Eligible Director who is a United States citizen or resident alien as defined for purposes of Section 7701(b)(1)(A) of the Code; and
- (y) “U.S. Participant” means a current or former U.S. Eligible Director to whom a Share Unit was granted.

Where the context so requires, words importing the singular number include the plural and vice versa, and words importing the masculine gender also include the feminine and neuter genders.

1.3 Effective Date of Plan

The effective date of the Plan is May ■, 2025.

2. ADMINISTRATION

2.1 Administration of the Plan

Subject to the Committee reporting to the Board on all matters relating to this Plan and obtaining approval of the Board for those matters required by the Committee's mandate, this Plan will be administered by the Committee which, except as otherwise provided in this Plan, has the sole and absolute discretion, to (i) interpret and administer the Plan; (ii) establish, amend and rescind any rules and regulations relating to the Plan; and (iii) make any other determinations that the Committee deems necessary or desirable for the administration of the Plan. The Committee may correct any defect or supply any omission or reconcile any inconsistency in the Plan, in the manner and to the extent the Committee deems, in its sole and absolute discretion, necessary or desirable. Any decision of the Committee with respect to the administration and interpretation of the Plan shall be conclusive and binding on the Participants.

2.2 Compliance with Section 409A of the Code

With respect to U.S. Participants, the Plan is intended to be administered in compliance with Section 409A of the Code and any regulations or other guidance promulgated thereunder and construed and interpreted in accordance therewith. If any provision of the Plan contravenes Section 409A of the Code or could cause the U.S. Participants to incur any tax, interest or penalties under Section 409A of the Code, the Board may, in its sole discretion and without the U.S. Participants' consent, amend the Plan and modify such provision to comply with, or avoid being subject to, Section 409A of the Code. However, the Company shall have no obligation to modify the Plan or any Share Unit and does not guarantee that Share Units will not be subject to taxes, interest and penalties under Section 409A of the Code.

2.3 Taxes and Other Source Deductions

It is the responsibility of the Participant to complete and file any tax returns which may be required under Canadian, U.S. or other applicable jurisdiction's tax laws within the periods specified in those laws as a result of the Participant's participation in the Plan.

Notwithstanding any other provision contained herein, a Participant shall be solely responsible for all Applicable Withholding Taxes resulting from his or her receipt of Share Units, Common Shares or other property pursuant to this Plan. In connection with the issuance of Common Shares pursuant to this Plan, a Participant shall:

- (a) pay to the Participating Company an amount as necessary so as to ensure that the Participating Company is in compliance with the applicable provisions of any federal, provincial, local or other law relating to the Applicable Withholding Taxes in connection with such issuance;
- (b) authorize the Participating Company, on behalf of the Participant, to sell in the market on such terms and at such time or times as the Participating Company determines a portion of the Common Shares issued hereunder to realize cash proceeds to be used to satisfy the Applicable Withholding Taxes;
- (c) in respect of the issuance of Common Shares pursuant to Section 4.3, elect to surrender, subject to the prior consent of the Company, such number of vested Share Units to the Company for an amount which shall be used to satisfy the Applicable Withholding Taxes. The number of vested Share Units that may be surrendered shall be equal to the Applicable Withholding Taxes divided by the Fair Market Value of a Common Share on the Exercise Date (rounded up to the nearest whole vested Share Unit); or
- (d) make other arrangements acceptable to the Participating Company to fund the Applicable Withholding Taxes.

2.4 Common Shares Reserved for Issuance

- (a) A maximum of 500,000 Common Shares are available for issuance under this Plan. Where a Participant elects to surrender vested Share Units to the Company in accordance with Section 2.3(c), the maximum number of Common Shares available for issuance under this Plan will be reduced by the number of such surrendered Share Units.
- (b) Under no circumstances may the Plan, together with all of the Company's other previously established or proposed security-based compensation arrangements result, at any time, in the number of Common Shares reserved for issuance pursuant to Share Units and/or other units or stock options to any one person exceeding 5% of the total number of issued and outstanding Common Shares of the Company.
- (c) Any insider and that insider's associates may not, within a 12-month period, be issued a number of Common Shares under the Plan and/or under any other security-based compensation arrangement of the Company exceeding 5% of the total number of issued and outstanding Common Shares of the Company.
- (d) The aggregate number of Common Shares issued to insiders of the Company within any 12-month period, or issuable to insiders of the Company at any time, under the Plan and/or any other security-based compensation arrangement of the Company may not exceed 10% of the total number of issued and outstanding Common Shares of the Company.
- (e) The terms "security-based compensation arrangement", "insider" and "associate" have the meanings attributed thereto in the Toronto Stock Exchange Company Manual.

2.5 United States Citizens and Residents

Notwithstanding any other provision of the Plan to the contrary:

- (a) Each U.S. Eligible Director shall have the right to elect once each calendar year to receive all or part of such U.S. Eligible Director's Annual Retainer for the immediately succeeding year in the form of Restricted Share Units, pursuant to Section 3.1. This election shall be made by completing, signing and delivering to the Secretary of the Company an Election Form: (i) in the case of an existing U.S. Eligible Director, prior to the end of the calendar year preceding the year to which such election is to apply, or (ii) in the case of a new U.S. Eligible Director, within 30 days after such U.S. Eligible Director's appointment. In each case, the election, when made, shall be irrevocable and only apply prospectively with respect to the U.S. Participant's Annual Retainer yet to be earned. The Election Form shall also designate the Exercise Date; and
- (b) The acceleration of the time of any payment under the Plan is prohibited except as provided in Treasury Regulation Section 1.409A-3(j)(4) and administrative guidance promulgated under Section 409A of the Code.

3. RESTRICTED SHARE UNITS AND DIVIDEND RESTRICTED SHARE UNITS

3.1 Award of Restricted Share Units

- (a) Each Eligible Director shall have the right, but not the obligation, to elect once each calendar year to receive all or a portion of such director's Annual Retainer for the immediately succeeding year in the form of Restricted Share Units. This election shall be made by completing, signing and delivering to the Secretary of the Company an Election Form:

- (i) in the case of an Eligible Director, prior to the end of the calendar year preceding the year to which such election is to apply, or
 - (ii) in the case of a new Eligible Director, as soon as possible after such Eligible Director's appointment. In each case, the election, when made, shall be irrevocable and only apply prospectively with respect to the Eligible Director's Annual Retainer yet to be earned.
- (b) In addition to Restricted Share Units elected pursuant to Section 3.1(a), the Board may, in its absolute discretion, award Restricted Share Units to Eligible Directors. The annual aggregate value of Restricted Share Units granted to an Eligible Director pursuant to this Section 3.1(b) (determined based on the Fair Market Value of a Common Share on the Award Date) shall not exceed the lesser of: (i) 1% of the outstanding Common Shares; and (ii) \$150,000.
- (c) All Restricted Share Units awarded to an Eligible Director will be credited to an account maintained for the Eligible Director on the books of the Company.
- (d) The number of Restricted Share Units to be credited as of each Award Date shall be determined by dividing: (a) the amount of the applicable portion of the Annual Retainer to be credited in Restricted Share Units on that Award Date by (b) the Fair Market Value of a Common Share as at the Award Date, rounded down to the nearest whole Restricted Share Unit.

3.2 Dividend Restricted Share Units

When dividends (other than stock dividends) are paid on Common Shares prior to the Exercise Date, Dividend Restricted Share Units will be automatically granted to each Participant who holds Share Units on the record date for such dividends. The number of such Dividend Restricted Share Units (rounded down to the nearest whole Dividend Restricted Share Unit) to be credited on the Award Date shall be determined by multiplying the aggregate number of Share Units held by the Participant on the relevant dividend record date by the amount of the dividend paid by the Company on each Common Share, and dividing the result by the Fair Market Value of the Common Shares on the dividend payment date.

3.3 Vesting

Restricted Share Units and Dividend Restricted Share Units shall vest immediately as at each applicable Award Date.

3.4 Reporting of Share Units

Statements of the Restricted Share Unit and Dividend Restricted Share Unit accounts will be provided to each Participant annually.

4. EXERCISE OF SHARE UNITS

4.1 Exercise Right

A Participant (other than a U.S. Participant) may exercise Share Units credited to the Participant's account at any time prior to the Exercise Deadline by providing a Notice of Exercise to the Secretary specifying a date for exercise of such Share Units. In no event shall the exercise of a Participant's Share Units occur after the Exercise Deadline.

4.2 Failure to Provide Exercise Notice

If a Participant (other than a U.S. Participant) fails to provide a Notice of Exercise by the Exercise Deadline, the Participant shall be deemed to have provided a Notice of Exercise to the Secretary specifying the Exercise Deadline as the Exercise Date.

4.3 Issuance of Common Shares

As soon as practicable after the Exercise Date, the Company shall issue to the Participant (or where the Participant has died, his designated beneficiary or his estate, as applicable), without additional consideration, a whole number of Common Shares equal to the whole number of Share Units exercised by the Participant on the Exercise Date. No fractional Common Shares shall be issued. Upon the issuance of the Common Shares, the exercised Share Units shall be cancelled.

5. GENERAL

5.1 Adjustment to Share Units

In the event of the declaration of any stock dividend, a subdivision, consolidation, reclassification, exchange, or other change with respect to the Common Shares, or a merger, consolidation, spinoff, or other distribution (other than ordinary course cash dividends) of the Company's assets to its shareholders, the number of Share Units in the account of each Participant and the number or kind of shares or other securities reserved for issuance under the Plan shall be adjusted in such manner, if any, as the Board may in its discretion deem appropriate to reflect the event. If the foregoing adjustment shall result in a fractional Share Unit or share, the fraction shall be disregarded. However, no amount will be paid to, or in respect of, a Participant under the Plan or pursuant to any other arrangement, and no Restricted Share Units will be granted to such a Participant to compensate for a downward fluctuation in the price of Common Shares, nor will any other form of benefit be conferred upon, or in respect of, a Participant for such purpose.

5.2 Amendment, Suspension, or Termination of Plan

The Board may amend, suspend or terminate the Plan, or any portion thereof, at any time, subject to those provisions of applicable law (including, without limitation, the rules, regulations and policies of the Toronto Stock Exchange), if any, that require the approval of shareholders or any governmental or regulatory body. By way of example, the Board may make any amendments to the Plan without seeking shareholder approval, including housekeeping amendments, amendments to comply with tax laws or amendments to reduce or restrict participation in the Plan.

Provided that, except as specified in the Plan, the Committee, Board or shareholders may not alter or impair the rights of a Participant without the consent of the affected Participant, under any Share Unit, or any rights pursuant thereto, previously granted to the Participant.

Provided also that shareholder approval is required for the following amendments:

- (a) amendments to increase the number of Common Shares issuable under the Plan or a change from a fixed maximum number of Common Shares to a fixed maximum percentage;
- (b) any amendment extending eligibility to participate in the Plan to persons other than Eligible Directors;
- (c) any amendment extending the term of the Share Units or any rights pursuant thereto held by an insider beyond the Exercise Deadline;
- (d) any amendment increasing the insider participation limits;

- (e) any amendment increasing the limit applicable to the Restricted Share Units awarded by the Board pursuant to Section 3.1(b);
- (f) amendments to this amendment provision; and
- (g) amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the Toronto Stock Exchange).

If the Plan is terminated, the provisions of the Plan and any administrative guidelines and other rules adopted by the Committee and in force at the time of termination of the Plan will continue in effect as long as a Share Unit or any rights pursuant thereto remain outstanding. However, notwithstanding the termination of the Plan, the Board may make any amendments to the Plan or Share Units it would be entitled to make if the Plan were still in effect.

5.3 Compliance with Laws

The Board may postpone any exercise of any Share Unit or the issue of any Common Shares pursuant to this Plan for as long as the Board in its discretion may deem necessary in order to permit the Company to effect or maintain qualification of the Common Shares issuable pursuant thereto under the securities laws of any applicable jurisdiction, or to determine that the Common Shares are exempt from that qualification. The Company is not obligated by any provision of this Plan or grant hereunder to sell or issue Common Shares in violation of any applicable law. In addition, if the Common Shares are listed on a stock exchange, the Company will have no obligation to issue any Common Shares pursuant to this Plan until such Common Shares have been duly listed. The Company will make all reasonable commercial efforts to maintain and effect the qualification in Canada of Common Shares.

5.4 Reorganization of the Company

The existence of any Share Units shall not affect in any way the right or power of the Company or its shareholders to make or authorize any adjustment, recapitalization, reorganization or other change in the Company's capital structure or its business, or any amalgamation, combination, merger or consolidation involving the Company or to create or issue any bonds, debentures, shares or other securities of the Company or the rights and conditions attaching thereto or to effect the dissolution or liquidation of the Company or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar nature or otherwise.

5.5 General Restrictions and Assignment

- (a) Except as required by law or as permitted by the Board, the rights of a Participant under the Plan are not capable of being anticipated, assigned, transferred, alienated, sold, encumbered, pledged, mortgaged or charged and are not capable of being subject to attachment or legal process for the payment of any debts or obligations of the Participant.
- (b) Rights and obligations under the Plan may be assigned by the Company to a successor in the business of the Company.
- (c) Any hedging activities by Eligible Directors in respect of their rights under the Plan or any Share Units credited to them hereunder are expressly prohibited under the Plan.

5.6 No Right to Service

Neither participation in the Plan nor any action taken under the Plan shall give or be deemed to give any Eligible Director a right to continue his or her appointment and shall not interfere with any right of the shareholders of a Participating Company to remove any Eligible Director at any time.

5.7 No Shareholder Rights

Under no circumstances shall Share Units be considered Common Shares or shares of any other class of the Company, nor entitle any Participant to exercise voting rights or any other rights attaching to the ownership of Common Shares, until such time as and only to the extent such Common Shares have been issued to the Participant in accordance with the terms hereof.

5.8 Unfunded Plan

To the extent any individual holds any rights under the Plan, such rights shall be no greater than the rights of an unsecured general creditor of the Company.

5.9 Governing Law

The Plan shall be governed by, and interpreted in accordance with, the laws of the Province of Manitoba and the federal laws of Canada applicable therein.

5.10 Interpretation

In this Plan words importing the singular meaning shall include the plural and *vice versa*, and the words importing the masculine shall include the feminine and neuter genders.

5.11 Severability

The invalidity or unenforceability of any provision of this Plan shall not affect the validity or enforceability of any other provision and any invalid or unenforceable provision shall be severed from this Plan.

SCHEDULE "A"

**NFI GROUP INC.
2025 RESTRICTED SHARE UNIT PLAN
FOR NON-EMPLOYEE DIRECTORS
(the "Plan")**

**ANNUAL ELECTION FORM FOR THE YEAR _____
FOR NON-U.S. PARTICIPANTS**

1. Election Regarding Restricted Share Units

I hereby irrevocably waive my entitlement to the amount of Annual Retainer set out below for the _____ calendar year and elect to receive Restricted Share Units under the Plan in respect of the Annual Retainer that I have waived as follows:

I irrevocably waive USD\$ _____ of my Annual Retainer and will be granted Restricted Share Units under the Plan in respect of such amount (rounded down to the nearest whole number).

- OR -

I irrevocably waive _____% of my Annual Retainer and will be granted Restricted Share Units under the Plan in respect of such amount (rounded down to the nearest whole number).

- OR -

I hereby elect NOT to receive Restricted Share Units under the Plan.

I understand that:

- (a) All capitalized terms shall have the meanings attributed to them under the Plan.
- (b) This Election Form, once submitted is irrevocable.

Eligible Director Signature

Eligible Director Name (please print)

Date

SCHEDULE "A"

**NFI GROUP INC.
2025 RESTRICTED SHARE UNIT PLAN
FOR NON-EMPLOYEE DIRECTORS
(the "Plan")**

**ANNUAL ELECTION FORM FOR THE YEAR _____
FOR U.S. PARTICIPANTS**

1. Election Regarding Restricted Share Units

I hereby irrevocably waive my entitlement to the amount of Annual Retainer set out below for the _____ calendar year and elect to receive Restricted Share Units under the Plan in respect of the Annual Retainer that I have waived as follows:

I irrevocably waive USD\$ _____ of my Annual Retainer and will be granted Restricted Share Units under the Plan in respect of such amount (rounded down to the nearest whole number).

- OR -

I irrevocably waive _____% of my Annual Retainer and will be granted Restricted Share Units under the Plan in respect of such amount (rounded down to the nearest whole number).

- OR -

I hereby elect NOT to receive Restricted Share Units under the Plan.

2. Election Regarding Exercise Date

I hereby elect to exercise the Restricted Share Units credited to me in accordance with my election in Section 1 above, and any Dividend Restricted Share Units credited to me with respect to such Restricted Share Units, upon (a) _____ (specify a fixed date) or, (b) if earlier, the first to occur of the following events, each as defined under Section 409(A) of the Code and the Treasury Regulations thereunder: (i) separation from service, (ii) disability, (iii) death or (iv) a change in control.

I understand that:

- (a) All capitalized terms shall have the meanings attributed to them under the Plan.
- (b) This Election Form, once submitted is irrevocable.

Eligible Director Signature

Eligible Director Name (please print)

Date

SCHEDULE "B"

**NFI GROUP INC.
2025 RESTRICTED SHARE UNIT PLAN
FOR NON-EMPLOYEE DIRECTORS
(the "Plan")**

**NOTICE OF EXERCISE FORM
FOR NON-U.S. PARTICIPANTS**

Capitalized terms shall have the meanings attributed to them under the Plan.

I elect to exercise (or surrender, if applicable) _____ Share Units credited to my account as of the Exercise Date (designated by me below).

Eligible Director Name (please print)

Date of Election

Eligible Director Signature

Designated Exercise Date

In connection with the foregoing:

(tick one)

- I enclose cash, a certified cheque or a bank draft payable to the Participating Company in the amount of \$_____ which reflects the amount the Company believes is necessary to remit as part of any Applicable Withholding Taxes, and I acknowledge that the Common Shares will be issued to me only upon satisfaction of the requirements of Section 2.3 of the Plan;
- I hereby authorize the Participating Company, on my behalf, to sell in the market on such terms and at such time or times as the Participating Company determines a portion of the Common Shares issued hereunder to realize cash proceeds to be used to satisfy the Applicable Withholding Taxes; or
- I hereby elect to surrender, subject to the prior consent of the Company, such number of vested Share Units to the Company for an amount which shall be used to satisfy the Applicable Withholding Taxes. The number of vested Share Units that may be surrendered shall be equal to the Applicable Withholding Taxes divided by the Fair Market Value of a Common Share on the Exercise Date (rounded up to the nearest whole vested Share Unit).

I have read and I understand the terms of the Plan. I particularly understand that:

1. The Exercise Date cannot be later than the Exercise Deadline.
2. This election cannot be made by a U.S. Participant.

SCHEDULE "C"

**NFI GROUP INC.
2025 RESTRICTED SHARE UNIT PLAN
FOR NON-EMPLOYEE DIRECTORS
(the "Plan")**

**WITHHOLDING TAXES ELECTION FORM
FOR U.S. PARTICIPANTS**

Capitalized terms shall have the meanings attributed to them under the Plan.

In connection with the exercise of _____ Share Units on the Exercise Date (determined in accordance with Election Form pursuant to which such Share Units were credited to my account):

(tick one)

- I enclose cash, a certified cheque or a bank draft payable to the Participating Company in the amount of \$_____ which reflects the amount the Company believes is necessary to remit as part of any Applicable Withholding Taxes, and I acknowledge that the Common Shares will be issued to me only upon satisfaction of the requirements of Section 2.3 of the Plan;
- I hereby authorize the Participating Company, on my behalf, to sell in the market on such terms and at such time or times as the Participating Company determines a portion of the Common Shares issued hereunder to realize cash proceeds to be used to satisfy the Applicable Withholding Taxes; or
- I hereby elect to surrender, subject to the prior consent of the Company, such number of vested Share Units to the Company for an amount which shall be used to satisfy the Applicable Withholding Taxes. The number of vested Share Units that may be surrendered shall be equal to the Applicable Withholding Taxes divided by the Fair Market Value of a Common Share on the Exercise Date (rounded up to the nearest whole vested Share Unit).

Eligible Director Name (please print)

Eligible Director Signature

Schedule “F”

NFI GROUP INC.

(the “Corporation”)

Mandate of the Board of Directors

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

1. ROLE

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

2. RESPONSIBILITIES

In fulfilling its role, the Board will:

(a) Define Stakeholder Expectations

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

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

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

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

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

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

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

(d) **Monitor Corporate Performance**

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

(e) **Develop Board Processes**

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

(f) **Discharge Specific Responsibilities**

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

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

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

3. **QUALIFICATIONS OF DIRECTORS**

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

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

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

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

4. **MAJORITY VOTING POLICY**

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

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

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

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

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

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

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

5. **TERM AND AGE LIMITS**

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

6. **DIVERSITY POLICY**

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

7. **MEETINGS**

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

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

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

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

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

(a) **Procedures for Board Meetings**

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

8. **DIRECTORS' RESPONSIBILITIES**

(a) **Attendance and Participation**

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

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

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

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

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

(b) Access to Independent Advisors

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

9. EVALUATION OF BOARD, DIRECTORS AND COMMITTEES

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

10. MANAGEMENT

(a) Management's Role

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

(b) Management's Relationship to the Board

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

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

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

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

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

11. COMMUNICATION AND DISCLOSURE POLICIES

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

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

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

12. CODE OF BUSINESS CONDUCT AND ETHICS

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

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

13. PROHIBITION ON PERSONAL LOANS

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

14. ORIENTATION AND CONTINUING EDUCATION OF DIRECTORS

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

APPENDIX

Position Description of Chairperson

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

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

Position Description of Committee Chairperson

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

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

Schedule “G”

NFI GROUP INC.

(the “Corporation”)

CHARTER OF EXPECTATIONS FOR DIRECTORS

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

1. PERSONAL AND PROFESSIONAL CRITERIA

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

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

2. **DIVERSITY POLICY**

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

3. **SHARE OWNERSHIP**

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

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

4. **MEETING ATTENDANCE**

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

5. **CONFLICTS OF INTEREST**

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

6. **CHANGE OF CIRCUMSTANCES**

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

7. **TERM AND AGE LIMITS**

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

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

8. RESIGNATION EVENTS

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

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

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

9. MAJORITY VOTING POLICY

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