



Leading the **ZE**volution™

NFI Group Inc. 2024 Q1 Results

May 2, 2024

Cautionary Statement

Certain statements in this presentation are “forward looking statements,” which reflect the expectations of management regarding the Company's future growth, results of operations, performance and business prospects and opportunities.

These forward-looking statements are made as of the date of this presentation and NFI assumes no obligation to update or revise them to reflect new events or circumstances, except as required by applicable securities laws. See the Appendix to this presentation for more details about the forward-looking statements.

In addition, certain financial measures used in this presentation, including but not limited to, backlog, Liquidity, Adjusted EBITDA, Adjusted Net Earnings (Loss) and Free Cash Flow are not recognized earnings measures and do not have standardized meanings prescribed by International Financial Reporting Standards (“IFRS”). Therefore, they may not be comparable to similar measures presented by other issuers. See the Appendix to this presentation and the Company’s related Management Discussion & Analysis (“MD&A”), available on SEDAR (www.sedarplus.ca) for more information and detailed reconciliation to the applicable IFRS measures.

All figures in U.S. dollars unless otherwise noted.



Key Terms

- ✓ Buses manufactured by New Flyer and Alexander Dennis' single and double deck buses are classified as "**transit buses**". ARBOC manufactures body on-chassis or "**cutaway**" and "**medium-duty**" buses that service transit, paratransit, and shuttle applications. Collectively, transit buses, medium-duty buses and cutaways, are referred to as "**buses**".
- ✓ A "**motor coach**" or "**coach**" is a 35-foot to 45-foot over-the-highway bus typically used for intercity transportation and travel over longer distances than heavy-duty transit buses and is typically characterized by (i) high deck floor, (ii) baggage compartment under the floor, (iii) high-backed seats with a coach-style interior (often including a lavatory), and (iv) no accommodation for standing passengers.
- ✓ **Zero-emission buses** ("**ZEBs**") consist of trolley-electric, hydrogen fuel cell-electric, and battery-electric buses and coaches.
- ✓ One **equivalent unit** (or "**EU**") represents one production "slot", being one 30-foot, 35-foot, 40-foot, 45-foot heavy-duty transit bus, one double deck bus, one medium-duty bus, one cutaway bus or one motor coach, whereas one articulated transit bus represents two equivalent units. An articulated transit bus is an extra-long transit bus (approximately 60-feet in length), composed of two passenger compartments connected by a joint mechanism. The joint mechanism allows the vehicle to bend when the bus turns a corner yet have a continuous interior.
- ✓ Many public customer contracts include options to purchase transit buses and motor coaches in the future, and a large portion of the Company's order book is represented by "**options**" as opposed to "**firm orders**."



NFI Group is a global independent bus and motor coach solution provider that is leading the evolution to zero-emission mobility.

We are purpose driven and exist to build vehicles that move the world's most precious cargo.

We Move People



Leading the **ZE**volution™

NFI is the market and technology leader in major markets with over 100,000 vehicles in service throughout 12 countries



NFI's Mobility Solutions

Parts, Publications & Service

NFI Service AD24
nfi.parts

Workforce Development & Training

VIC VEHICLE INNOVATION CENTER AD24 Training Academy
NEW FLYER Institute NFI Learning Institute
MCI MCI Academy Training for Advancing Technology

Buses & Coaches

NEW FLYER MCI
ALEXANDER DENNIS ARBOC SPECIALTY VEHICLES
PLAXTON



Connected Vehicles & Diagnostics

NFI Connect™ CONNECT 360
AD24

Infrastructure Solutions

NFI Infrastructure Solutions™

Financing

NFI Financial Solutions™

Our Values and Our Stakeholders Drive Our Decisions



Safety

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



Quality

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



Integrity

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



Accountability

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



Teamwork

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



Sustainability

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

Leader in Zero-Emission Transportation

180M+

Electric service miles driven

3,804

ZEB EUs delivered since 2015

\$11.7B

Value of total backlog¹ (14,783 EUs)

52%

of North American Public Bid Universe is ZEBs

18%

of 2024 Q1 deliveries were ZEB EUs (201 EUs)

39%

of total backlog¹ is ZEB EUs (5,795 EUs)

150+

Cities have NFI ZEBs in service or on order

6

Countries have NFI ZEBs in service or on order

475+

EV chargers delivered via Infrastructure Solutions™ since 2018 (75+ megawatts of charging capacity)



1. Represents a non-IFRS measure, meaning it is not a defined term under IFRS and does not have a standard meaning, so it may not be a reliable way to compare NFI to other companies. See Non-IFRS and Other Financial Measures section of the Appendix of this presentation and the MD&A available on SEDAR at www.sedarplus.ca



First Quarter 2024 Results

NFI Leading the *ZE*volution™

2024 Q1 Financial Summary



Significant Demand Growth

26,760

EUs in North American Total Bid Universe

117%

Book-to-Bill² for LTM 2024 Q1

+189%

Increase in new orders (2024 Q1 vs. 2023 Q1)

+55%

Increase in new orders (LTM 2024 Q1 vs. LTM 2023 Q1)

49%

Option conversion rate for 2024 Q1



Financial Performance

+38%

YoY increase in overall quarterly revenue

10%

Gross margin, up from 7% in 2023 Q1

+360%

YoY increase in NFI's Adjusted EBITDA¹

(\$9.4M)

Net Loss, improved by 80% YoY

1.8%

ROIC, improvement of 5.2% YoY



Strong Backlog

\$11.7B

Total value of backlog¹

+19%

YoY increase in average selling price (ASP) (backlog¹)

365

EUs in bid award pending at end of 2024 Q1

3,940

EUs of bids submitted in 2024 Q1

38%/62%

Split of Firm and Option orders in backlog

Supply Chain + Labour



Improvements in supply chain health and performance; remains a risk area.

Labour markets remain somewhat challenging, primarily in the U.S.

Closely monitoring as production ramps up.

\$166M

Ending liquidity³

57

Working Capital days³ (down from 69 days as of end of 2023 Q1)

\$421M

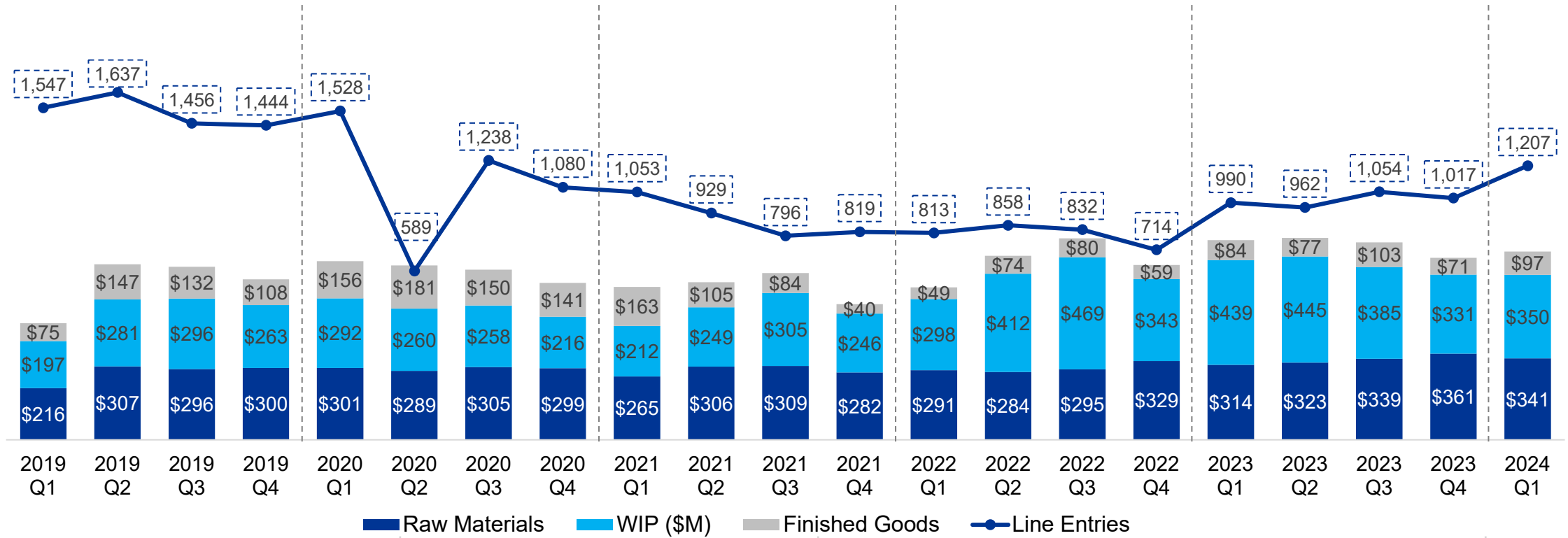
Net Working Capital remains elevated, reflecting delivery timing

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Increasing Production Rates yet managing Working Capital

Total NFI Inventory US\$M (Raw Materials, WIP and Finished Goods \$M) vs Quarterly Vehicle Line Entries



Raw Materials WIP (\$M) Finished Goods Line Entries

Idled facilities in response to initial COVID-19 wave

Major supply disruption experienced in 2021 Q3

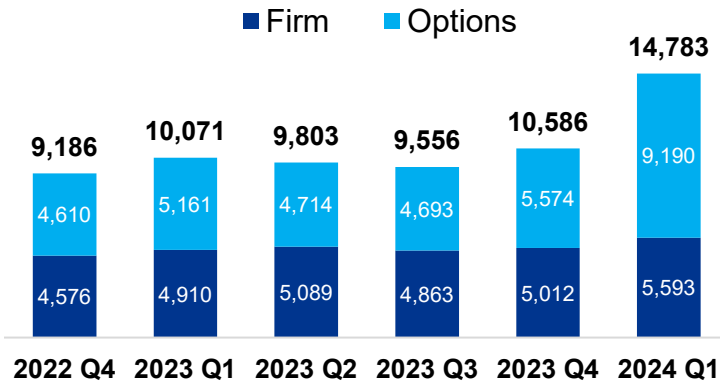
Improvements in 2022 Q2 offset by further erosion in supply consistency in 2022 Q4

Supply improvements supporting recovery of production and WIP increases

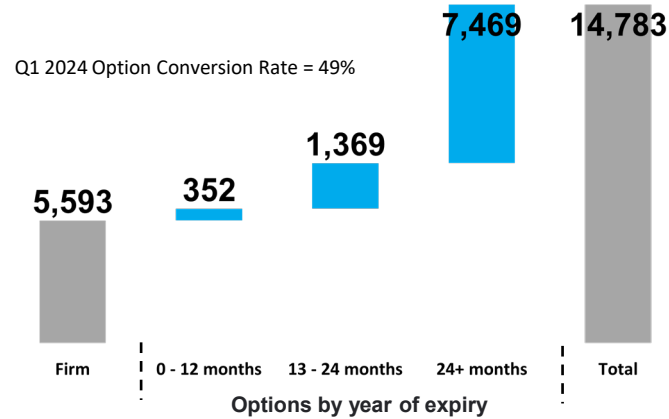
2024 Q1: Backlog and Deliveries

Backlog¹ – Firm and Option

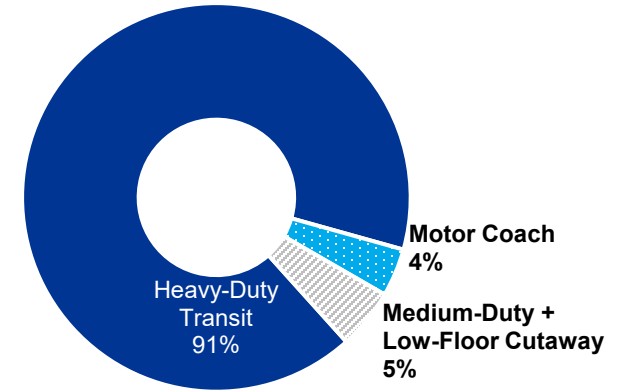
Backlog¹: 2024 Q1 EUs



Backlog¹ – Year Options Expiry



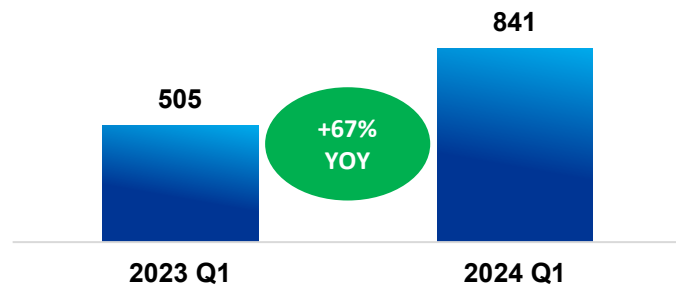
Backlog¹ – By Product Type



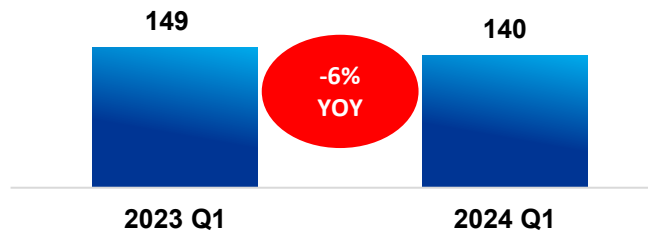
Options for ARBOC vehicles are held by dealers, rather than the operator, and are not included as an option in the NFI backlog.

Deliveries: 2024 Q1 EUs

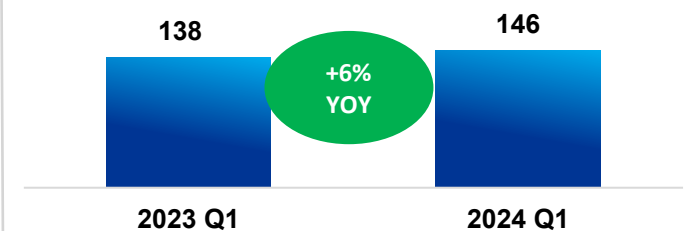
Heavy-Duty Transit Bus



Coach



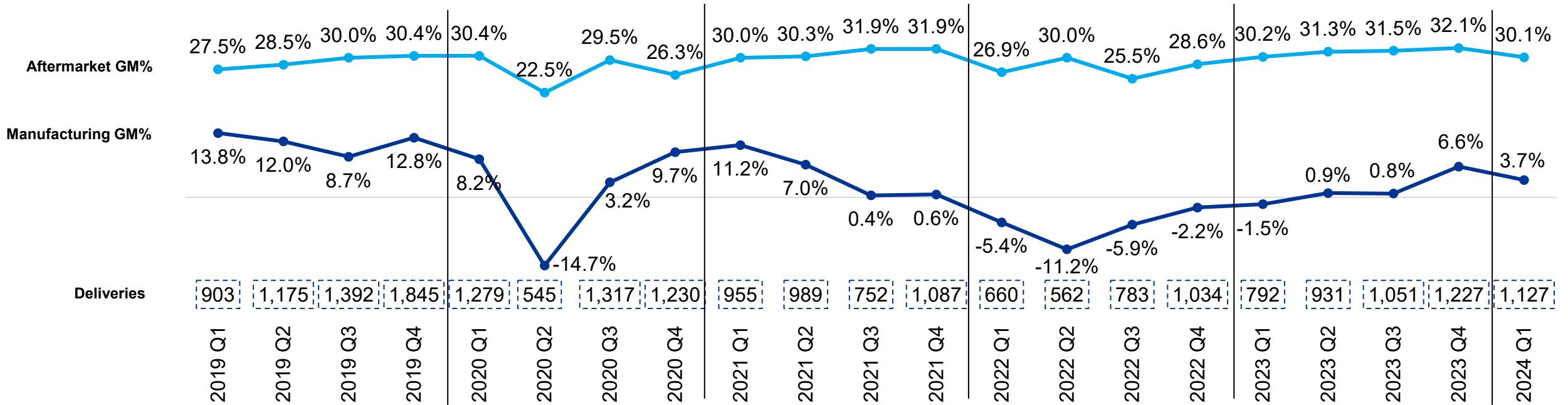
Low-Floor Cutaway + Medium-Duty



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Quarterly Gross Margins

NFI Segment Quarterly Gross Margins (includes Depreciation and Amortization)

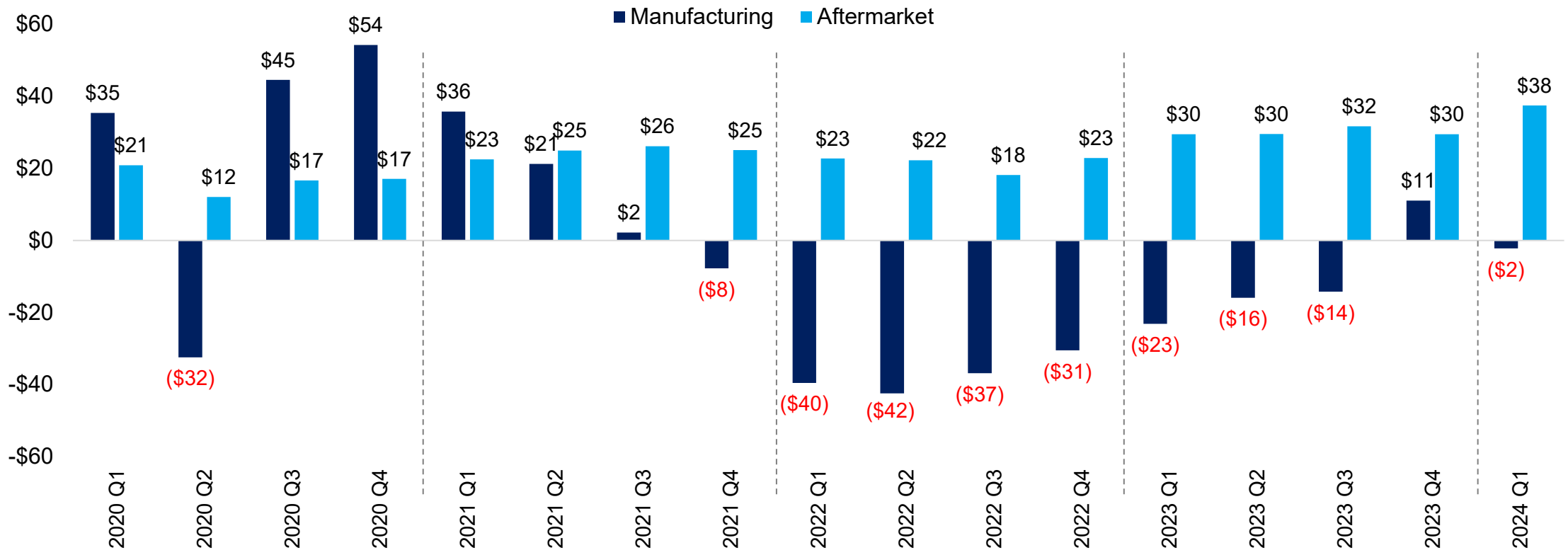


Primarily impacts of COVID-19 and initial global supply disruption

Primarily impacts of global supply disruption and heightened inflation

Quarterly Adjusted EBITDA

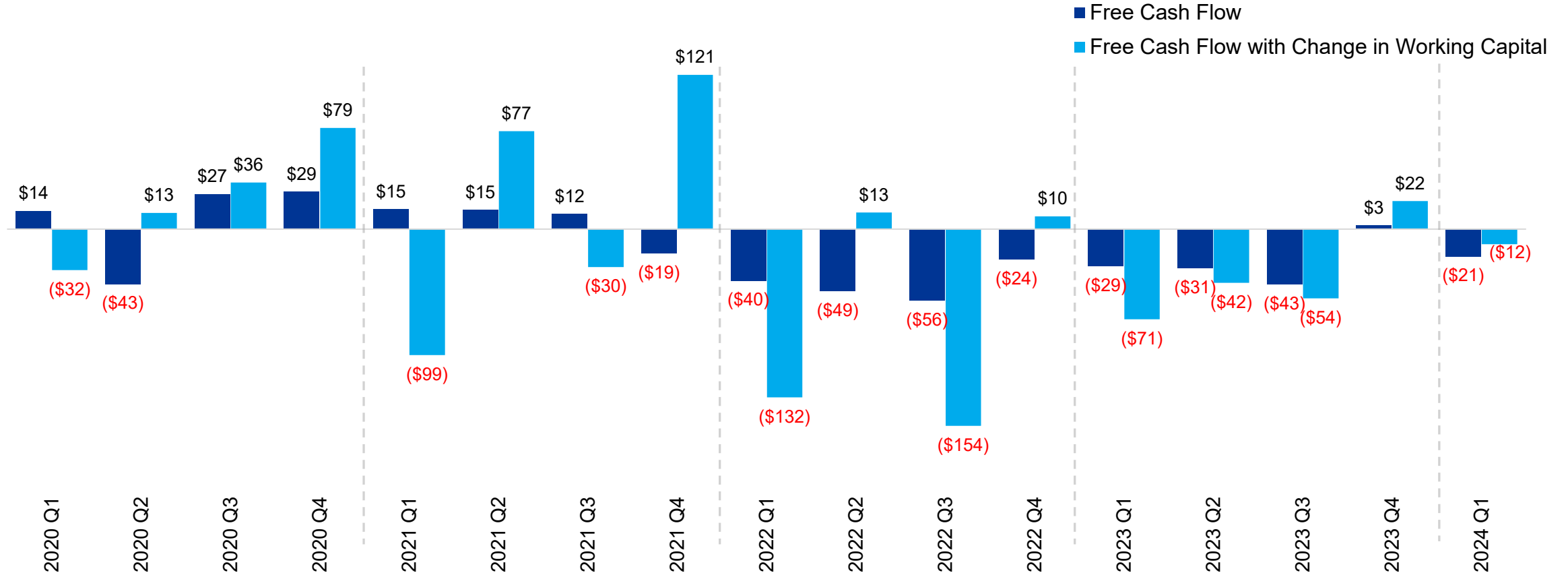
NFI Segment Quarterly Adjusted EBITDA¹ \$M



Note: Corporate segment results are not included in the above. Corporate segment would need to be added to Manufacturing and Aftermarket to obtain NFI's Consolidated Adjusted EBITDA results.

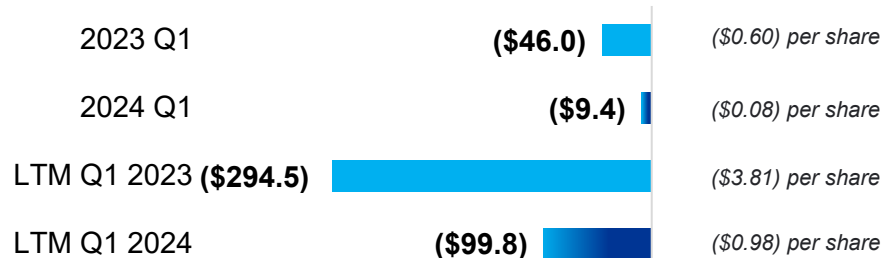
Quarterly Free Cash Flow: 2020 Q1 to 2024 Q1

NFI Free Cash Flow and Free Cash Flow Plus the Change in Working Capital by Quarter
(2020 Q1 – 2024 Q1) \$M

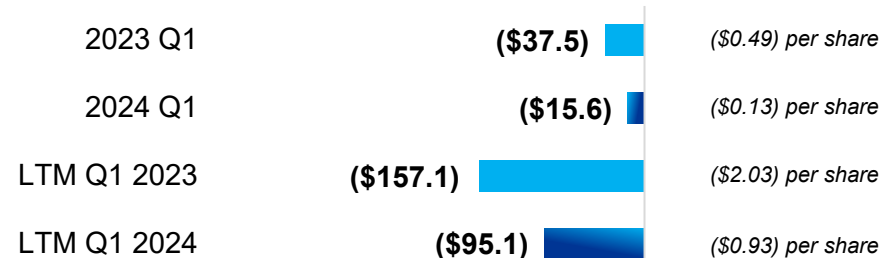


Q1 2024 Net Loss and Adjusted Net Loss

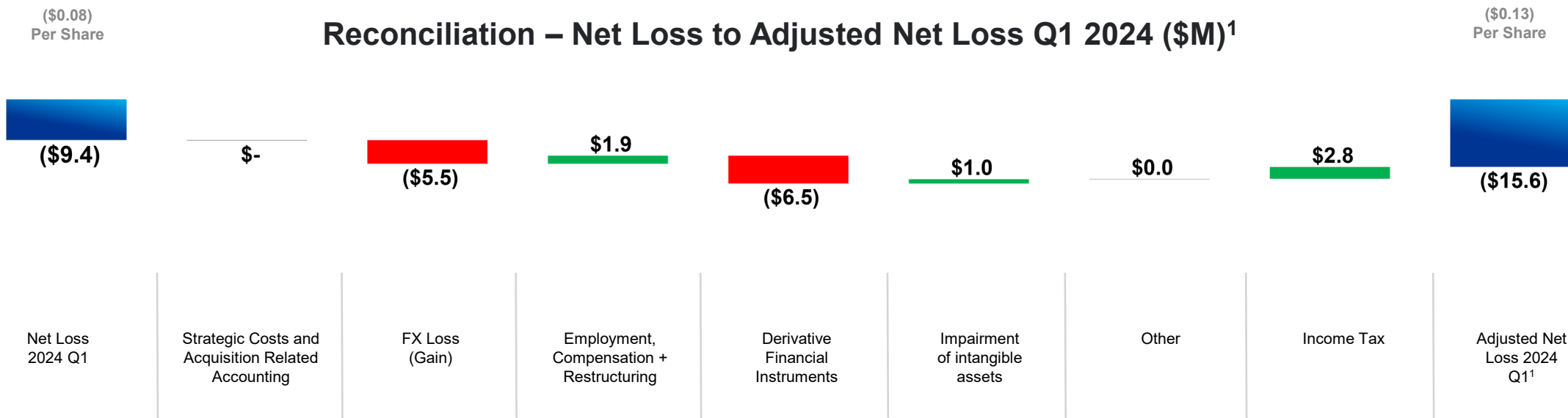
Net Loss (\$M)



Adjusted Net Loss (\$M)¹




Reconciliation – Net Loss to Adjusted Net Loss Q1 2024 (\$M)¹



1. Represents a non-IFRS ratio, which is derived from a non-IFRS measure, which does not have a standard meaning, so it may not be a reliable way to compare NFI to other companies See Non-IFRS and Other Financial Measures section of the Appendix of this presentation and the MD&A available on SEDAR at www.sedarplus.ca

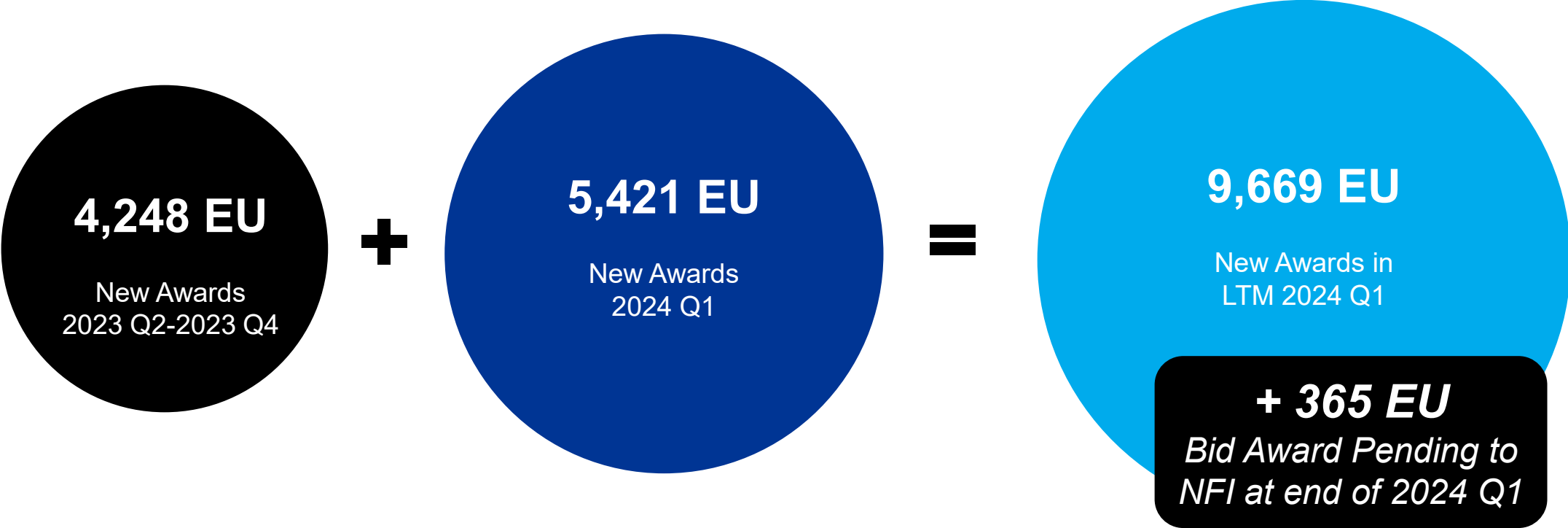
An aerial photograph of a busy city intersection. The image shows multiple lanes of traffic, cars, and a red double-decker bus. There are modern buildings with glass facades and green spaces with trees interspersed among the structures. A white rectangular text box is overlaid on the left side of the image, containing the main title and logo.

Strong Demand Environment



Leading the **ZE**volution™

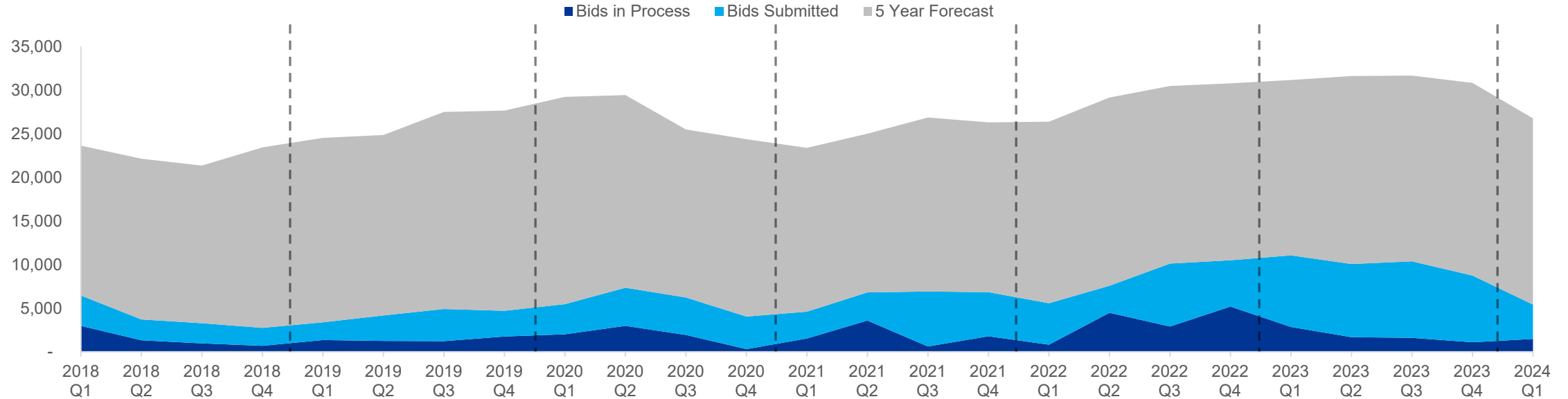
Strong Award Activity in 2024 Q1



Record Public Market Bid Universe

Canada and U.S. Public Market Bid Universe

Avg. timeline from bid release to production = 12 to 18 months



3,940 EUs

Bids Submitted

365 EUs

Bid Award Pending

1,470 EUs

Bids in Process

21,350 EUs

Five-Year Procurement Outlook compiled from customer fleet replacements plans

NFI Benefiting from Purchasing Schedules:

40+

Purchasing Schedules with NFI


1,600+ EUs

Awards from Purchasing Schedules

Since inception, **Infrastructure Solutions™** has been responsible for the delivery of **442** plug-in and **35** overhead charger projects, with **27** active projects under contract.

An aerial photograph of a city intersection, showing multiple lanes of traffic, buildings, and green spaces. A white rectangular text box is overlaid on the left side of the image. The text box contains a blue horizontal line, the title 'Poised for Recovery', the NFI logo, and the tagline 'Leading the ZEvolution™'.

Poised for Recovery

 Leading the **ZEvolution**™

2024 Q1 Market Updates

Government Funding Announcements

- ✓ **\$1.1B 2024 Low or No Emission (Low-No) Grant Program Announced** – NFI was named partner on over \$200M of Low-No grants in 2023
- ✓ **\$390M Grants for Buses and Bus Facilities Program**
- ✓ **£143M** for purchase of 955 zero-emission buses through the ZEBRA program

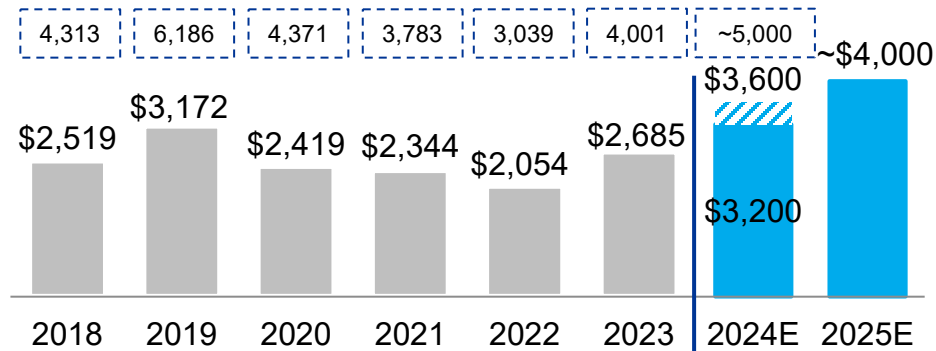
Improving U.S. Bus Procurements

- ✓ **U.S. White House Roundtable on Clean Bus Manufacturing**
 - ✓ Focused on ensuring U.S. domestic manufacturing capacity to deliver clean transit buses is at the scale and pace needed to achieve goals
- ✓ **FTA Dear Colleague Letter**
 - ✓ Price adjustments to existing contracts, progress payments, inclusion of price indices for firm price contracts, reduction in customization

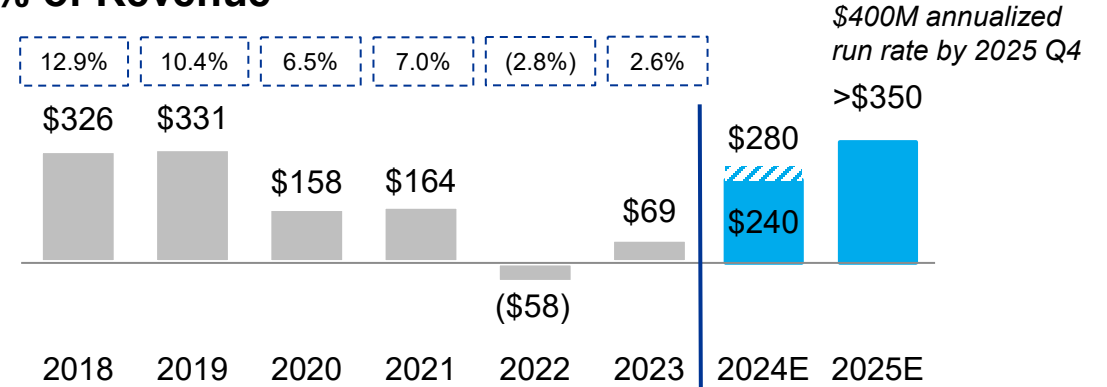
Strong government funding in key markets continues to drive robust demand and backlog

Reiterate Forward Guidance and Targets

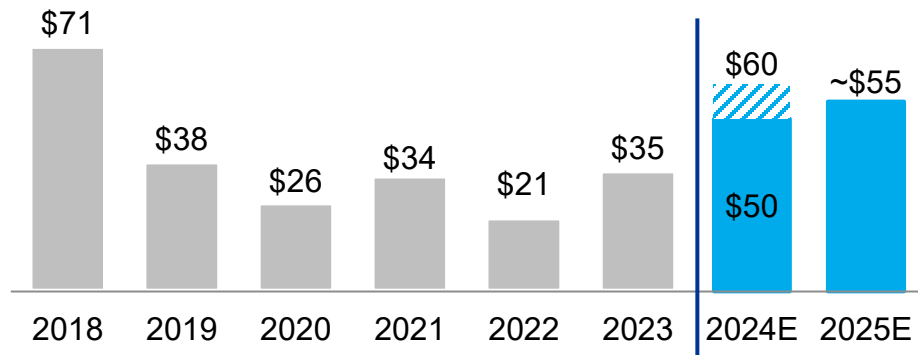
Revenue (\$M) and Units Delivered (EUs)



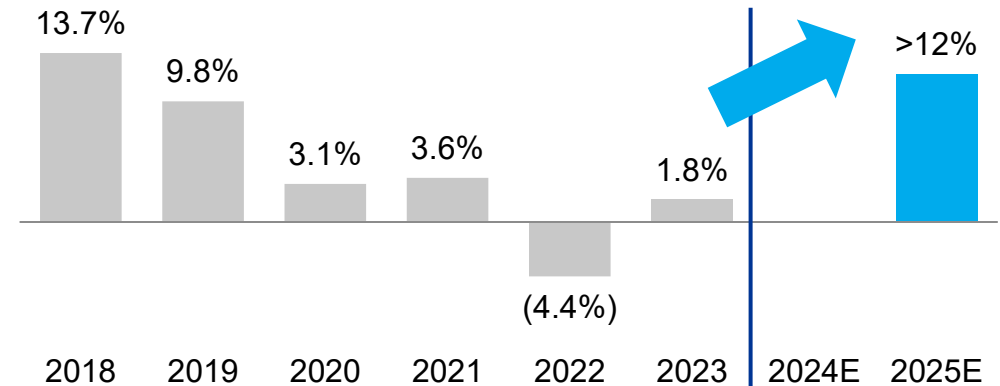
Adjusted EBITDA¹ (\$M) and Adjusted EBITDA as % of Revenue



Capex (\$M)



Return on Invested Capital¹



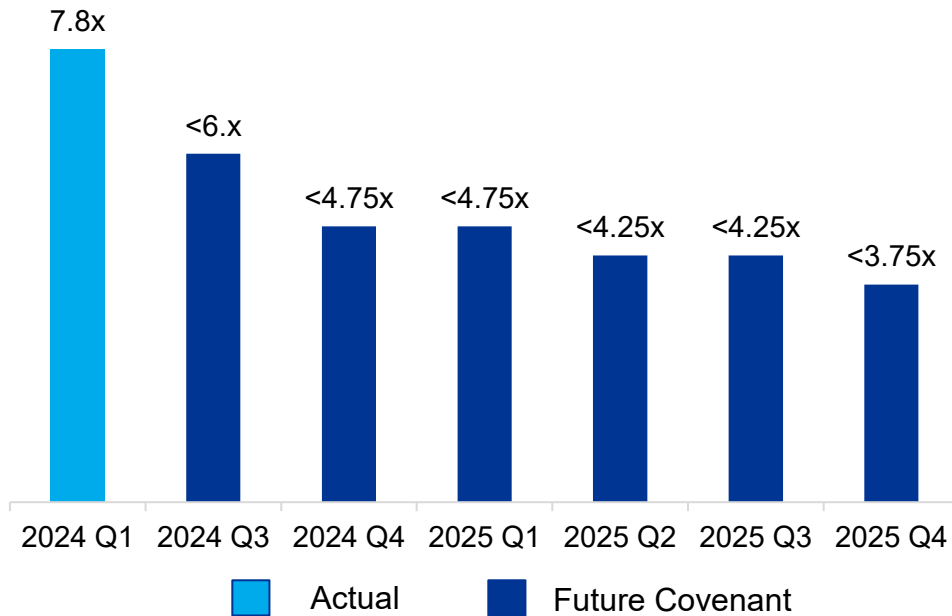
Reaffirmed guidance for 2024 and targets for 2025

1. Adjusted EBITDA and Return on Invested Capital (ROIC) represent non-IFRS measures, meaning they are not defined terms under IFRS and do not have a standard meaning, so it may not be a reliable way to compare NFI to other companies. See Non-IFRS and Other Financial Measures section of the Appendix of this presentation and the MD&A available on SEDAR at www.sedarplus.ca.

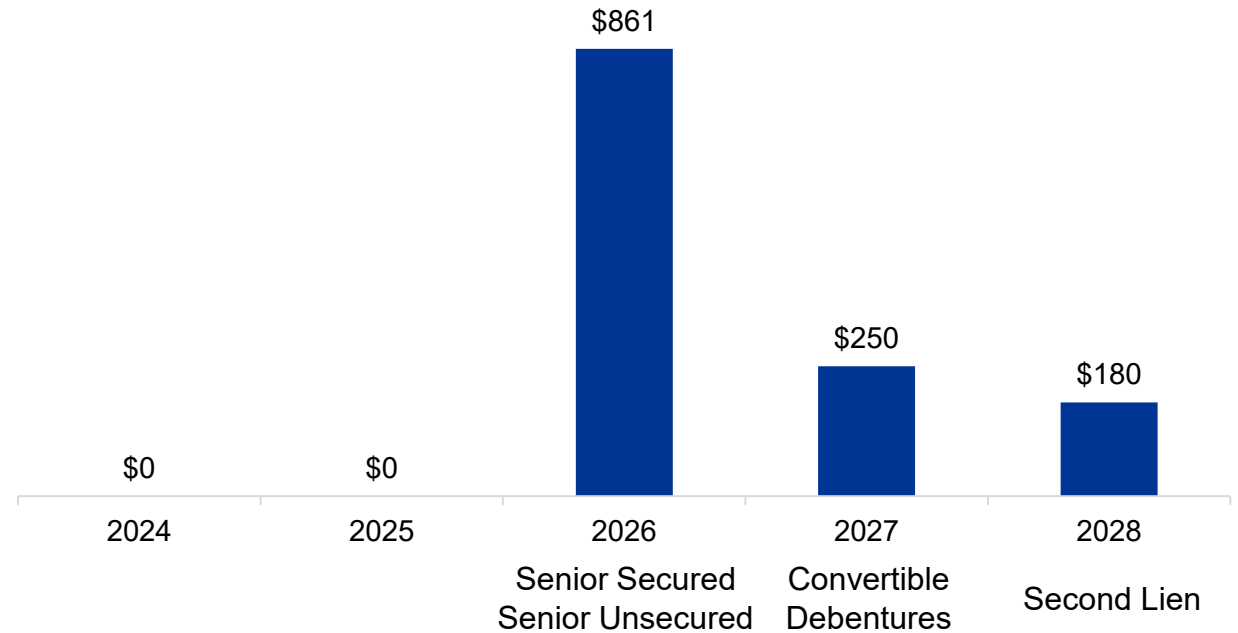
2. See the Appendix of this presentation. In addition, see the Company's MD&A for the assumptions that drive 2024 guidance and 2025 targets, as well as certain applicable risks..

Leverage Expectations and Debt Maturities

Total Leverage 2024 Q1 Actual and 2024 Q3 – 2025 Q4 Covenants



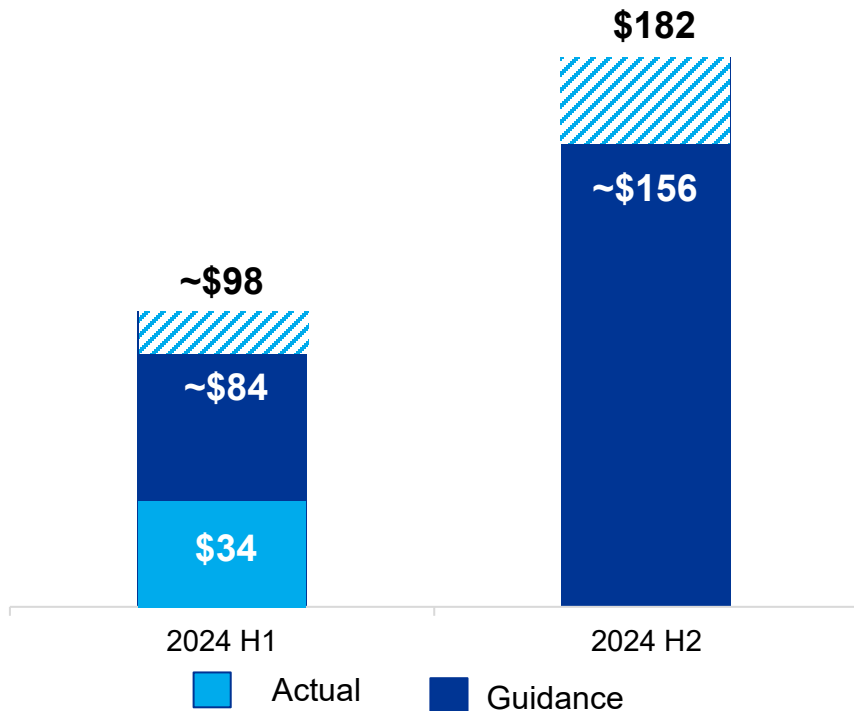
Debt Maturities 2025 – 2028 (\$M) – total capacity



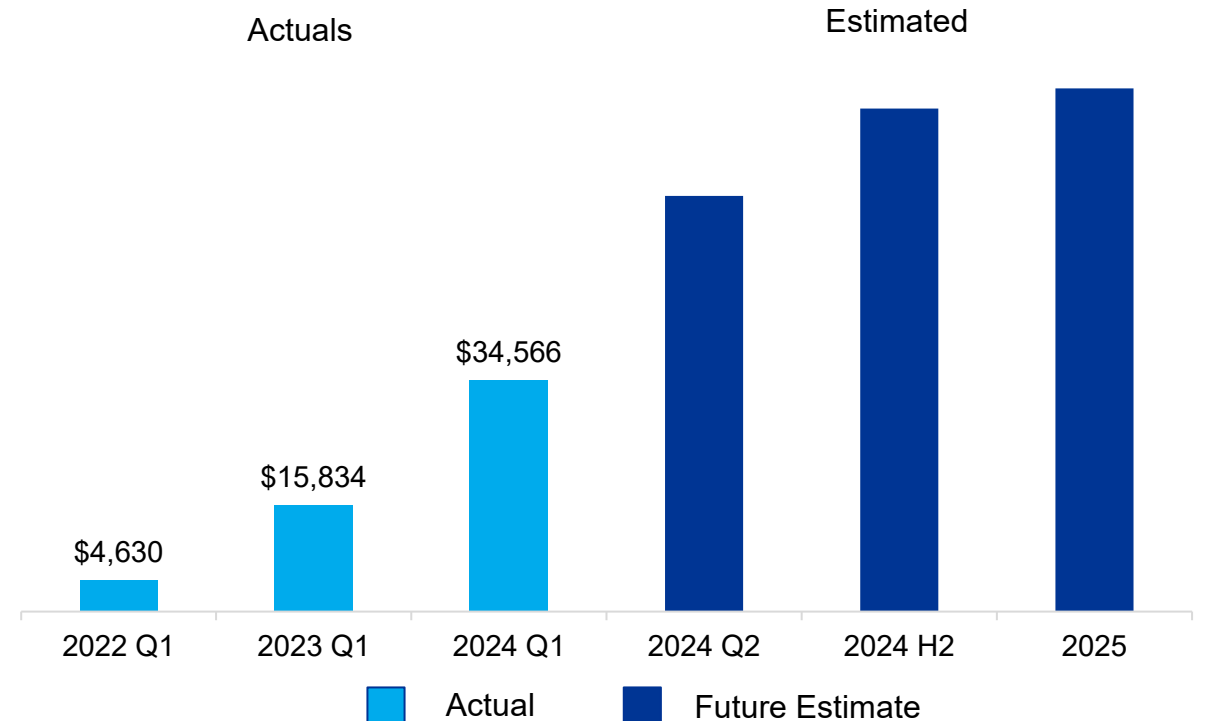
Significant deleveraging expected in 2024 and 2025

Fiscal 2024 Seasonality and Margin Enhancement

Adjusted EBITDA Expectations Half Year 2024 (\$M)



Directional Gross Margin (excl. D&A) per EU Manufacturing \$

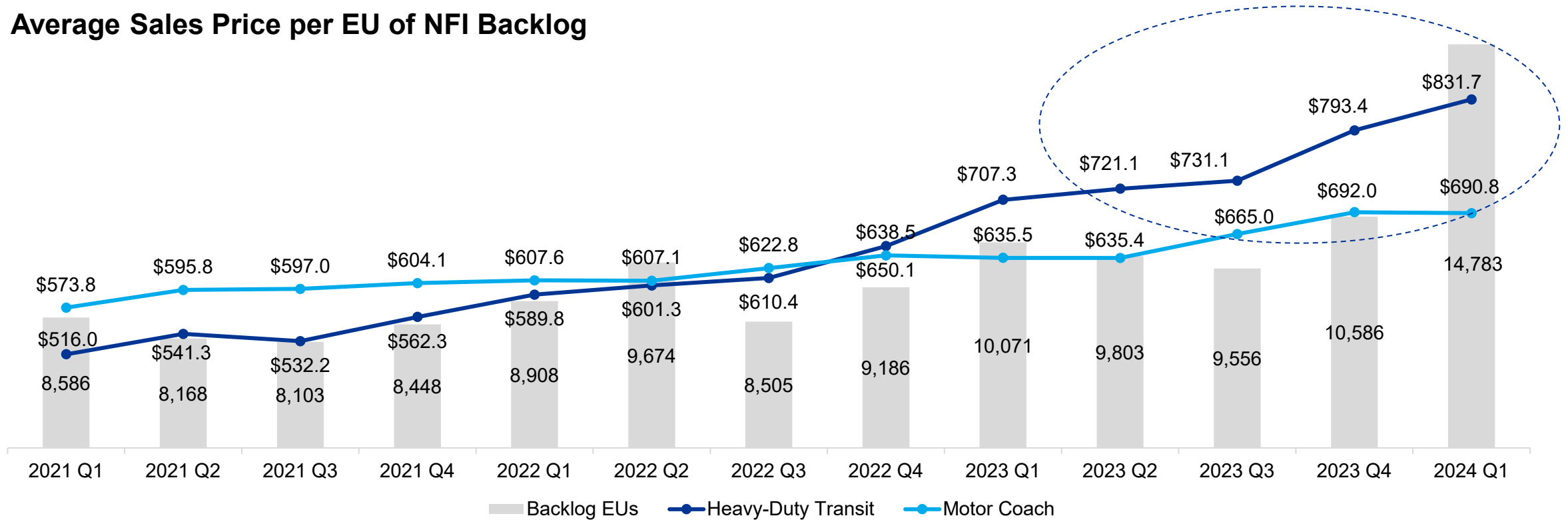


Legacy-impacted contracts create drag in H1 2024, that combined with regular seasonality, drives heavier Adj. EBITDA performance in H2 2024. Significant margin lift in H2 2024 and 2025 as move away from legacy priced contracts.

Average Backlog Price Continues to Increase

Increasing transit and coach sale prices driven by increased number of ZEBs in backlog; expected to drive higher \$\$/EU contribution

Average Sales Price per EU of NFI Backlog



ZEBs, on average, command a price premium to ICE vehicles and include a dollar margin uplift. ZEB backlog growth positions NFI on its path to achieve 2025 targets.

Summary: Why Invest in NFI

With 450 years of combined bus and coach experience across its portfolio companies, NFI has a proven track record of innovation, customized vehicle manufacturing expertise, a diversified product offering and strong aftermarket support and service.

As market leader in share, technology and reputation, NFI is well positioned to deliver compelling financial returns as it continues to Lead the **ZE**volution™ and provide a full suite of solutions to its customers.



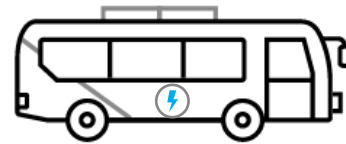
Leader in Core
Markets With Focus
on Bus & Coach
Solutions



Best in Class
Aftermarket
Business



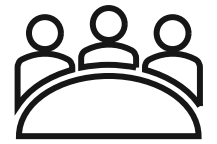
Strong End Market
Demand Driving
Robust Backlog



Leading Zero
Emission Bus (ZEB)
Innovation



Poised for
Recovery



Experienced
Management Team

An aerial photograph of a city intersection, showing multiple lanes of traffic, buildings, and green spaces. A white rectangular text box is overlaid on the left side of the image. The text box contains a blue horizontal line, the word 'Appendix' in a large, bold, black font, and the NFI logo followed by the slogan 'Leading the ZEvolution™'.

Appendix



Leading the **ZE**volution™

Non-IFRS Reconciliation: 2024 Q1

Reconciliation of IFRS to non-IFRS As of March 31, 2024

In '000	First Quarter
Net Sales	\$ 722,749
Net Loss	\$ (9,414)
<i>% of net sales</i>	-1.3%
Adjustment, Gross	
Restructuring and Other Corporate Initiatives	\$ 1,515
Derivative related	\$ (6,461)
Foreign exchange loss/gain	\$ (5,491)
Equity settled stock-based compensation	\$ 389
Asset related	\$ (97)
Impairment loss on intangible assets	\$ 1,028
Other	\$ 144
Income taxes	\$ 2,780
Net Loss - Adjusted	\$ (15,607)
<i>% of sales</i>	-2.2%
Adjustments:	
Income taxes	\$ (8,809)
Finance costs	\$ 37,115
Amortization	\$ 21,237
Adjusted EBITDA¹	\$ 33,936
<i>% of net sales</i>	4.7%

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Non-IFRS Reconciliation: 2023 Q1

Reconciliation of IFRS to non-IFRS As of April 2, 2023

In '000	First Quarter
Net Sales	\$ 525,134
Net Loss	\$ (45,964)
<i>% of net sales</i>	-8.8%
Adjustment, Gross	
Restructuring and Other Corporate Initiatives	\$ 1,838
Derivative related	\$ 4,787
Foreign exchange loss/gain	\$ (424)
Equity settled stock-based compensation	\$ 409
Asset related	\$ (17)
Employment related (past service costs)	\$ 4,764
Other tax adjustment	\$ (246)
Other	\$ 1,248
Income taxes	\$ (3,909)
Net Loss - Adjusted	\$ (37,514)
<i>% of sales</i>	-7.1%
Adjustments:	
Income taxes	\$ (3,407)
Finance costs	\$ 27,429
Amortization	\$ 20,901
Adjusted EBITDA¹	\$ 7,409
<i>% of net sales</i>	1.4%

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Quarterly Backlog: 2019 Q1 to 2024 Q1

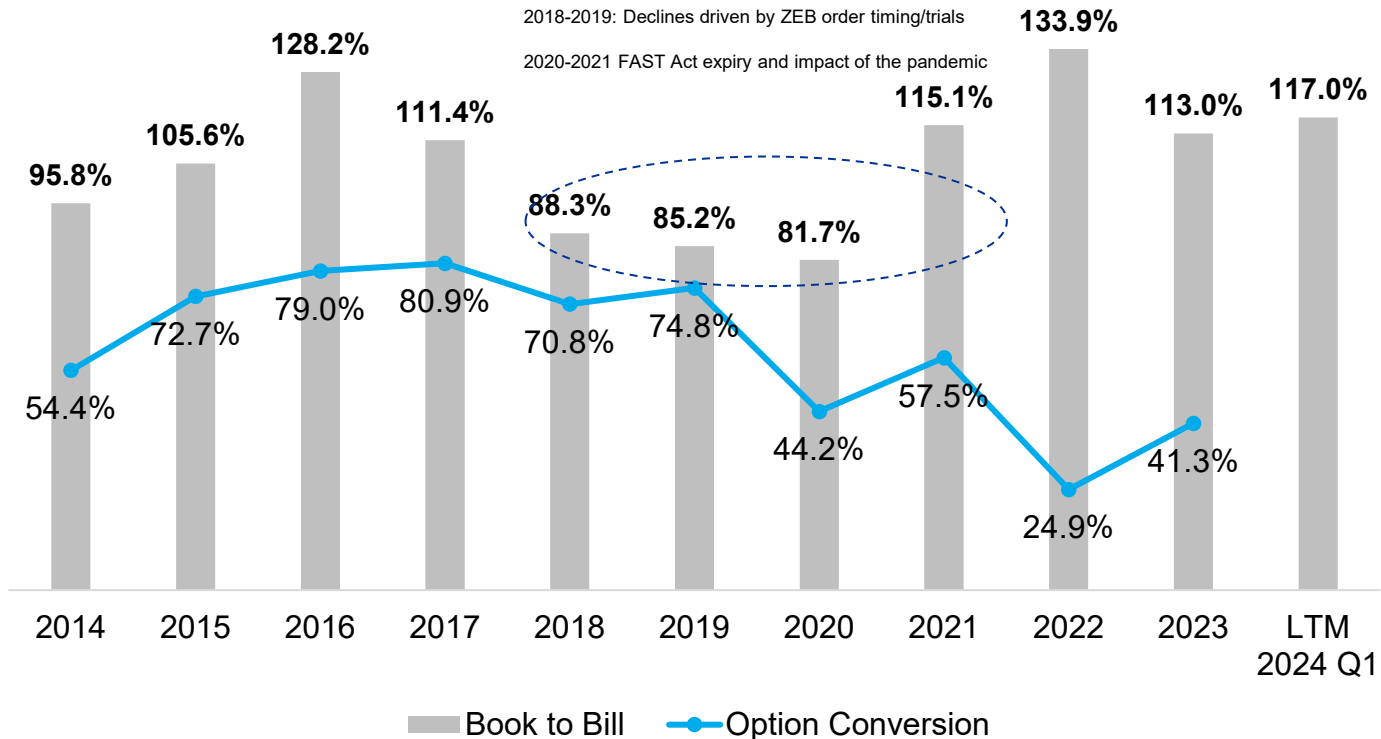
NFI Quarterly Backlog¹ in EUs (2019 Q1 – 2024 Q1)



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Book-to-Bill Recovery Continues Above 100%

Book-to-Bill¹ and Option Conversion¹ (2014 – 2023, + LTM 2024 Q1)

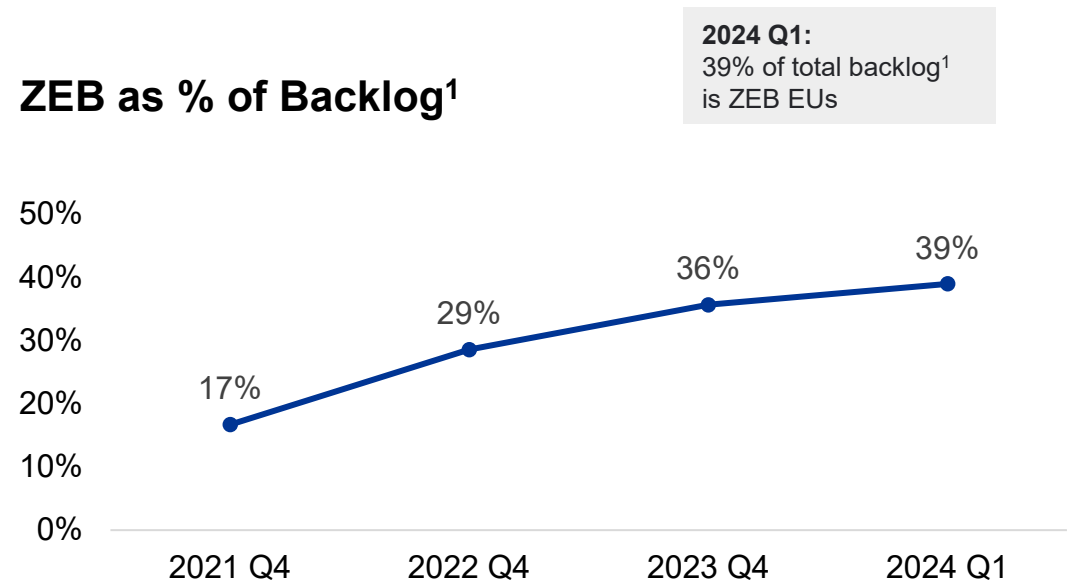
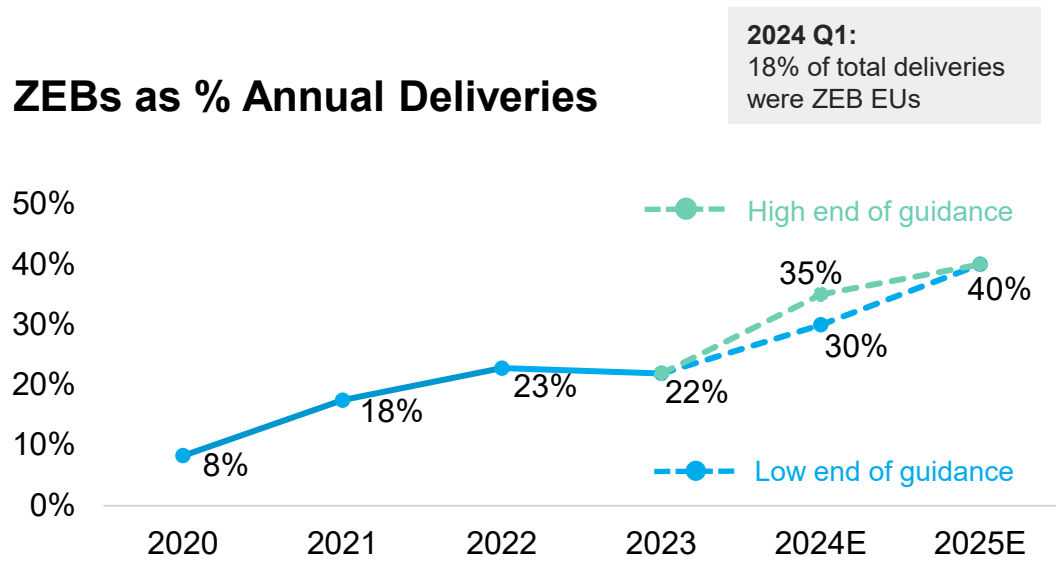


- ✓ Bid volume driving order increase
- ✓ Book-to-Bill¹ anticipated to remain strong in 2024
- ↻ Lower option conversion in 2022 and 2023 as fleets allow older options to expire in transition to **ZE**
- ↻ Starting to see overall conversion rate improve; anticipate continued improvement through 2024 and 2025 with more ZEB orders

Book-to-Bill recovery to 100%+ driven by increased bid and award activity. Anticipated to remain strong throughout 2024. Option conversion expected to recover with new multi-year orders.

Transition to *ZE* Accelerating

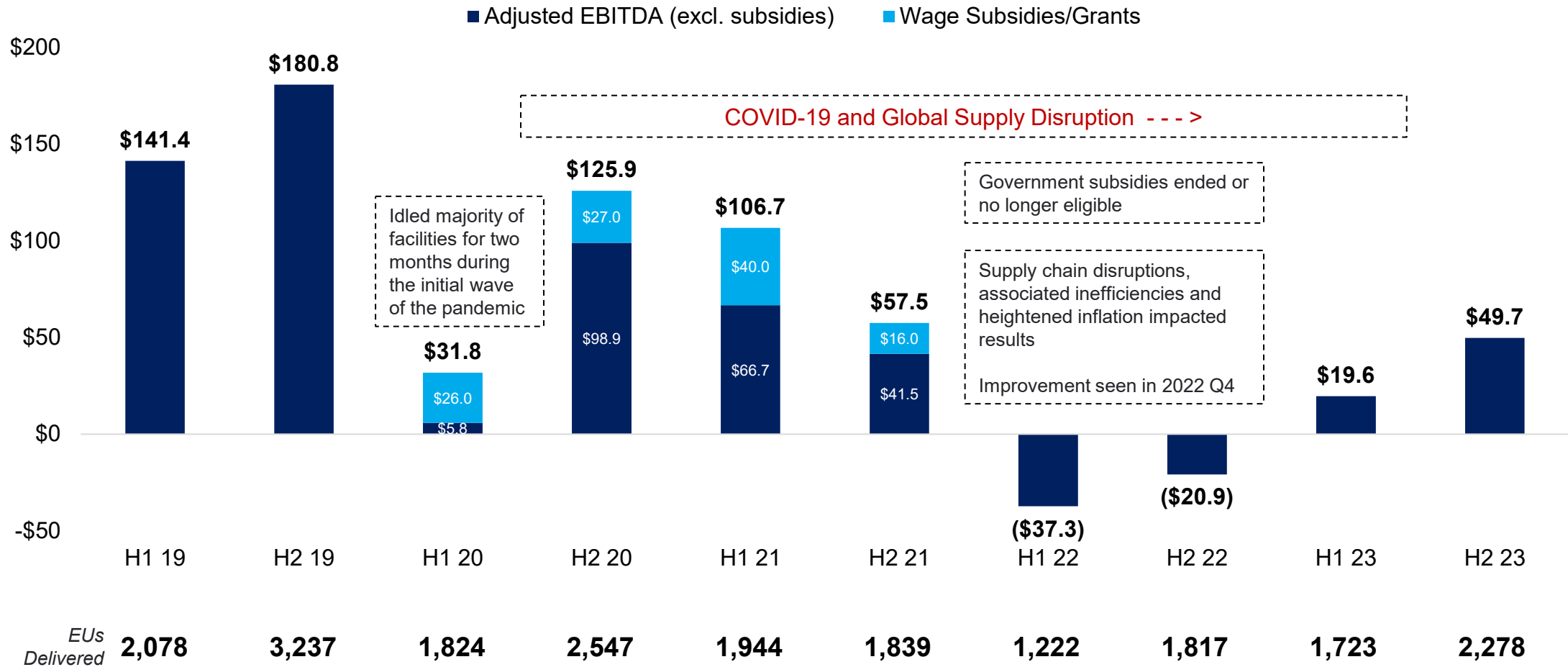
Increasing demand for electric vehicles (battery- and fuel cell-electric) in NFI's core markets, driven by government funding and the drive to zero-emission



***ZE* transition accelerating, growing NFI's ZEB backlog with higher dollar revenue and margin vehicles**

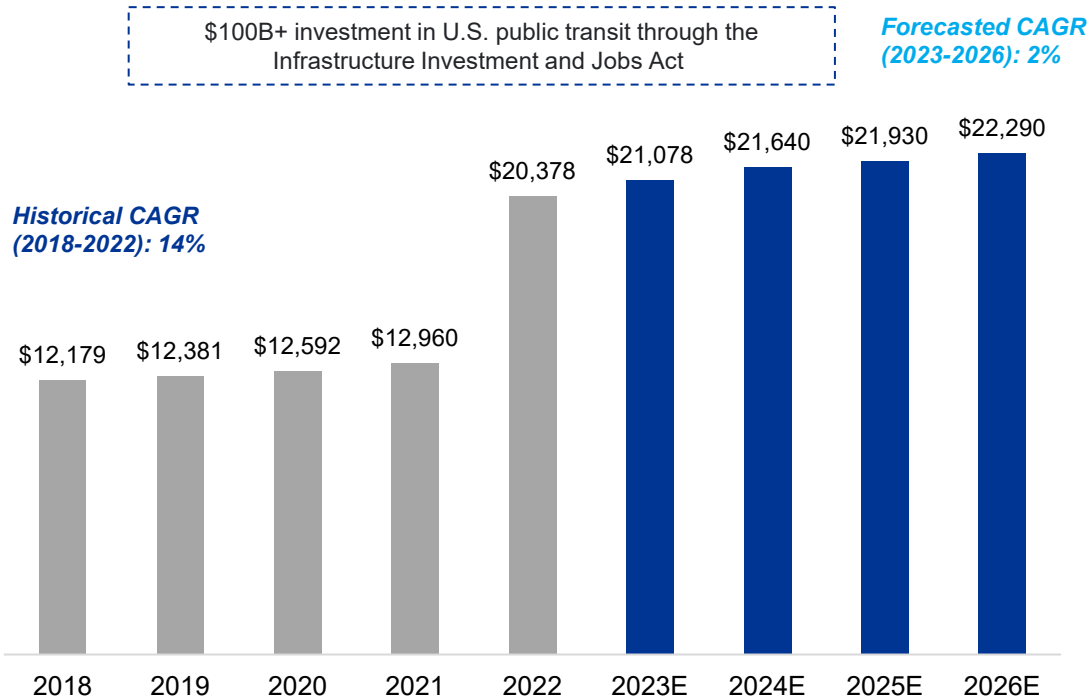
Half Year Adjusted EBITDA: 2019 to 2023

NFI Adjusted EBITDA¹ Results by Half Year (2019 – 2023) \$M



North American Market Updates

U.S. Federal FTA Funding (\$M)¹



Dedicated Canadian Federal Government Transit Funding²

- ✓ **C\$17.6B** Green Recovery Funding
- ✓ **C\$14.9B** Transit Funding Program
- ✓ **C\$1.5B** Canadian Infrastructure Bank Zero Emission Bus Initiative
- ✓ **C\$2.75B** Infrastructure Canada Zero Emission Transit Fund (ZETF)

Programs underway in Regina, Ottawa, Brampton, Quebec, Winnipeg, Toronto and Calgary, British Columbia, York region, and Durham region

Broad UK Programs to Support Fleet Replacements³

- ✓ National bus strategy launched in 2021 for the replacement of 4,000 buses with zero-emission vehicles by 2025
- ✓ Bus funding through a variety of programs including ZEBRA, ZEBRA2, ScotZEB, ScotZEB 2, Levelling Up Fund, City Region Sustainable Transport Settlements – potential funding of over £10 billion to 2025

Strong government funding in key markets continues to drive robust demand and backlog

2024 Q1: Income Statement, Cash Flow, Liquidity

2024 Q1 Performance

	2024 Q1	2023 Q1
Sales	\$722.7M	\$525.1M
	4.7% ROS	1.4% ROS
Adjusted EBITDA (\$M) ¹	\$33.9	\$7.4
EPS (reported)	(\$0.08)	(\$0.60)
EPS (Adjusted) ¹	(\$0.13)	(\$0.49)

2024 Q1	Revenue	Adjusted EBITDA ¹
Manufacturing	\$562.9M	(\$2.2M)
Aftermarket	\$159.8M	\$37.4M
Corporate	—	(\$1.3M)

2024 Q1 Free Cash Flow¹ & Liquidity¹

	Free Cash Flow ¹ (\$M)	
	2024 Q1	2023 Q1
Adjusted EBITDA ¹	\$33.9	\$7.4
Interest Expense	(\$33.6)	(\$25.9)
Current Income Tax	(\$5.0)	(\$0.9)
Cash Capital Expenditures plus Lease	(\$14.7)	(\$8.1)
Acquisition of Intangibles	(\$2.8)	(\$1.5)
Proceeds from disposition of property	\$0.7	\$0.1
Free Cash Flow (USD)¹	(\$21.5)	(\$28.9)
FX Rate	1.3541	1.3515
Free Cash Flow (CAD)¹	(\$29.1)	(\$39.0)
Dividends (CAD)	-	-
Payout Ratio	- %	- %

Liquidity¹ & Working Capital

	2024 Q1	2023 Q1
Total Liquidity ¹	\$166.4	\$124.1
Working Capital \$	\$421	\$438
Working Capital Days ²	57 days	69 days

1. Represents a non-IFRS measure, meaning it is not a defined term under IFRS and does not have a standard meaning, so it may not be a reliable way to compare NFI to other companies. See Non-IFRS and Other Financial Measures section of the MD&A available on SEDAR at www.sedarplus.ca.

2. Represents a non-IFRS ratio, which is derived from a non-IFRS measure, which does not have a standard meaning, so they may not be a reliable way to compare NFI to other companies. See Non-IFRS and Other Financial Measures section of the MD&A available on SEDAR at www.sedarplus.ca. 3. Represents a supplementary financial measure.

Forward-Looking Statements

Certain statements in this presentation are “forward-looking statements”, which reflect the expectations of management regarding the Company’s future growth, financial performance, and liquidity and objectives and the Company’s strategic initiatives, plans, business prospects and opportunities, including the impact of and recovery from the COVID-19 pandemic, supply chain disruptions and plans to address them. A number of factors and risks may cause actual results to differ materially from the results discussed in the forward-looking statements (including the aftermath and ongoing effects of COVID-19 pandemic and related supply chain and operational challenges, inflationary effects and labour supply and labour rate challenges). For more detail regarding the assumptions, factors and risks relating to these “forward looking statements”, please refer to the Company’s financial materials dated February 29, 2024, and May 2, 2024, and the factors and risks contained in its Annual Information Form and other materials filed with the Canadian securities regulatory authorities which are available on SEDAR at www.sedarplus.ca. These forward-looking statements are made as of the date of this presentation and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by applicable securities laws. *All figures in U.S. dollars unless otherwise noted.*

Factors relating to the Company’s financial guidance for 2024 and targets for 2025 include, in addition to the factors referred to above, the degree to which actual future events accord with, or vary from, the expectations of, and assumptions used by, the Company’s management in preparing the financial guidance and targets and the Company’s ability to successfully execute the “NFI Forward” initiatives and to generate the planned savings in the expected time frame or at all. For more detail regarding the assumptions, factors and risks relating to the Company’s guidance and targets, please refer to the Company’s management’s discussion and analysis dated February 29, 2024.

Notes to Readers

The Company retrospectively adopted IFRS 17 - Insurance Contracts on January 2, 2023. Refer to the section, "new and amended standards adopted by the Company" for details of the impact of the adoption on the Company’s financial statements. NFI’s financial statements were prepared on a going concern basis in accordance with IFRS. Readers are recommended to read the section, "capital allocation policy" regarding the basis of preparation, the impact of upcoming financial covenants and the determination of application of the going concern assumption.

Specific references and definitions are used throughout this presentation; please see the Non-IFRS and Other Financial Measures section in the MD&A. References to LTM mean last-twelve months ("LTM"). Adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"), Invested Capital, net operating profit after taxes ("NOPAT"), return on invested capital ("ROIC"), Free Cash Flow, Free Cash Flow per Share, Adjusted Net Loss, Adjusted Net Loss per Share, Liquidity, Working Capital Days, Payout Ratio, Book-to-Bill and Backlog are non-IFRS measures and should not be considered substitutes or alternatives for IFRS measures. These are not defined terms under IFRS and do not have standard meanings, so may not be a reliable way to compare NFI to other companies.

Key Financial Definitions

Non-IFRS Measures – see *NON-IFRS AND OTHER FINANCIAL MEASURES* section of the *MD&A Dated May 2, 2024*

- ✓ **Adjusted EBITDA^{NG}**: 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, gain on debt modification, unrealized foreign exchange losses or gains on non-current monetary items and forward foreign exchange contracts, past service costs and other pension costs or recovery, equity settled stock-based compensation, unrecoverable insurance costs, prior year sales tax provision, out of period costs, impairment loss on goodwill, impairment loss on intangible assets, and non-recurring restructuring costs.
- ✓ **Free Cash Flow**: Defined as net cash generated by or used in operating activities adjusted for changes in non-cash working capital items, interest paid, interest expense, income taxes recovered, current income tax recovery, repayment of obligation under lease, cash capital expenditures, acquisition of intangible assets, proceeds from disposition of property, plant and equipment, defined benefit funding, defined benefit recovery, past service costs and other pension costs, expenses incurred outside of normal operations, equity hedge, unrecoverable insurance costs and other, out of period costs, prior year sales tax provision, restructuring costs, and foreign exchange gain or loss on cash held in foreign currency.
- ✓ **Return on Invested Capital (“ROIC”)**: Defined as net operating profit after taxes (NOPAT, calculated as Adjusted EBITDA^{NG} 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 (defined as total interest-bearing debt plus derivative liabilities plus equity less cash on hand).
- ✓ **Adjusted Net Earnings (Loss)**: Defined as net earnings (loss) after adjusting for the after tax effects of certain non-recurring, non-operating and items occurring outside of normal operation, that do not reflect the current ongoing cash operations of the Company including: unrealized foreign exchange gain, unrealized gain or loss on the interest rate swap, unrealized gain or loss on Cash Conversion Option, unrealized gain on prepayment option of second lien debt, accretion in carrying value of long-term debt associated with debt modification, gain on debt modification, accretion associated with gain on debt modification, equity swap settlement fee, equity settled stock-based compensation, gain or loss on disposition of property, plant and equipment, past service costs and other pension costs, unrecoverable insurance costs and other, expenses incurred outside of normal operations, other tax adjustments, out of period costs, accretion in carrying value of convertible debt and cash conversion option, prior year sales tax provision, impairment loss on goodwill, impairment loss on intangible assets, and restructuring costs.
- ✓ **Adjusted Earnings (Loss) per Share**: Defined as Adjusted Net Earnings (Loss) divided by the average number of Shares outstanding



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