



Leading the **ZE**volution™

# 2024 Annual Meeting of Shareholders

## Agenda

1. Opening remarks and commencement of the meeting
2. Formal meeting held: Voting on resolutions and results of voting
3. NFI Group Inc. business presentation
4. Question period
5. Closing remarks and termination of the Meeting

Friday, May 3, 2024, 11:00 a.m. EST



# Today's speakers



**Paul Soubry**

**President & Chief  
Executive Officer**



**Ms. Wendy Kei**

**Chair, Board of  
Directors**



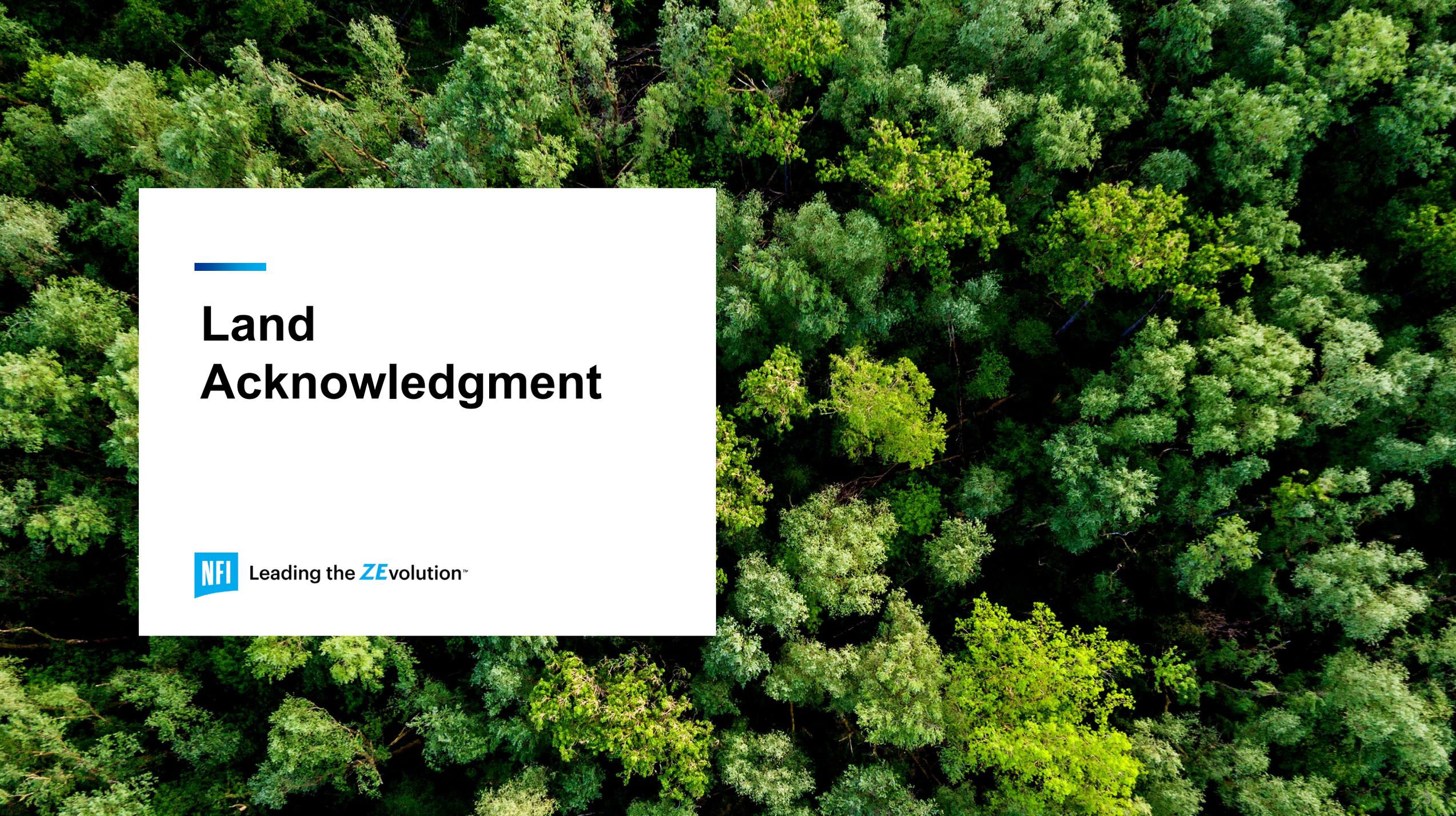
**Brian Dewsnap**

**Executive Vice President  
Chief Financial Officer**



**Stephen King**

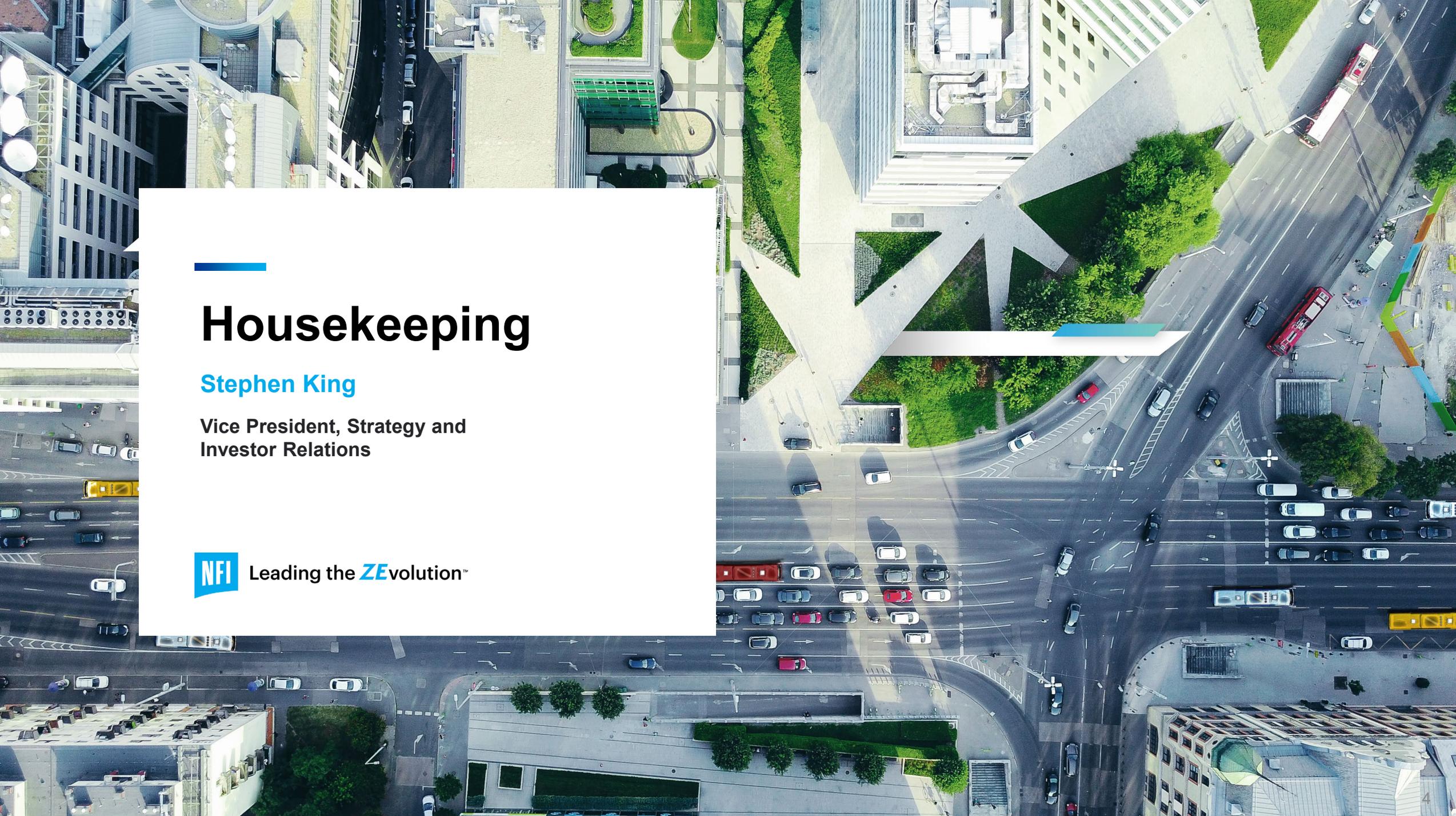
**Vice President, Strategy  
and Investor Relations**



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# Land Acknowledgment

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# Housekeeping

Stephen King

Vice President, Strategy and  
Investor Relations

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# Chair Greetings

Ms. Wendy Kei

Chair, Board of  
Directors

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# Board Transition

## Outgoing



**Phyllis Cochran,  
CPA**

- ✓ Sincere thanks to Phyllis for 9 years of contribution, dedication and leadership to NFI

## Incoming



**Anne Marie  
O'Donovan, FCPA,  
FCA, ICD**

- ✓ Current: Chair of the Board, Aviva Canada Inc.; Chair of the Audit Committee, Cadillac Fairview Corp.; Chair of the Investment Committee, CMA Impact Inc.
- ✓ Former: Executive Vice President and Chief Administrative Officer, Global Banking and Markets, Scotiabank; and Senior Vice President and Chief Auditor, Scotiabank; Partner, Ernst & Young LLP
- ✓ Former: Director: Indigo Books & Music Inc., Director and Chair of the Audit Committee, MDC Partners Inc.



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# Formal Meeting

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# Appointment of Secretary and Scrutineer, and Notice of Meeting

# Financial Statements

# Appointment of Auditors

**Deloitte.**

# Election of Directors



**Wendy Kei, FCPA,  
FCA, F.ICD**



**Colin Robertson,  
CBE**



**Anne Marie  
O'Donovan, FCPA,  
FCA, ICD**



**Larry Edwards,  
ICD.D**



**Paul Soubry, ICD.D**



**Krystyna Hoeg,  
CPA, CA**



**Adam Gray**



**Katherine S. Winter**

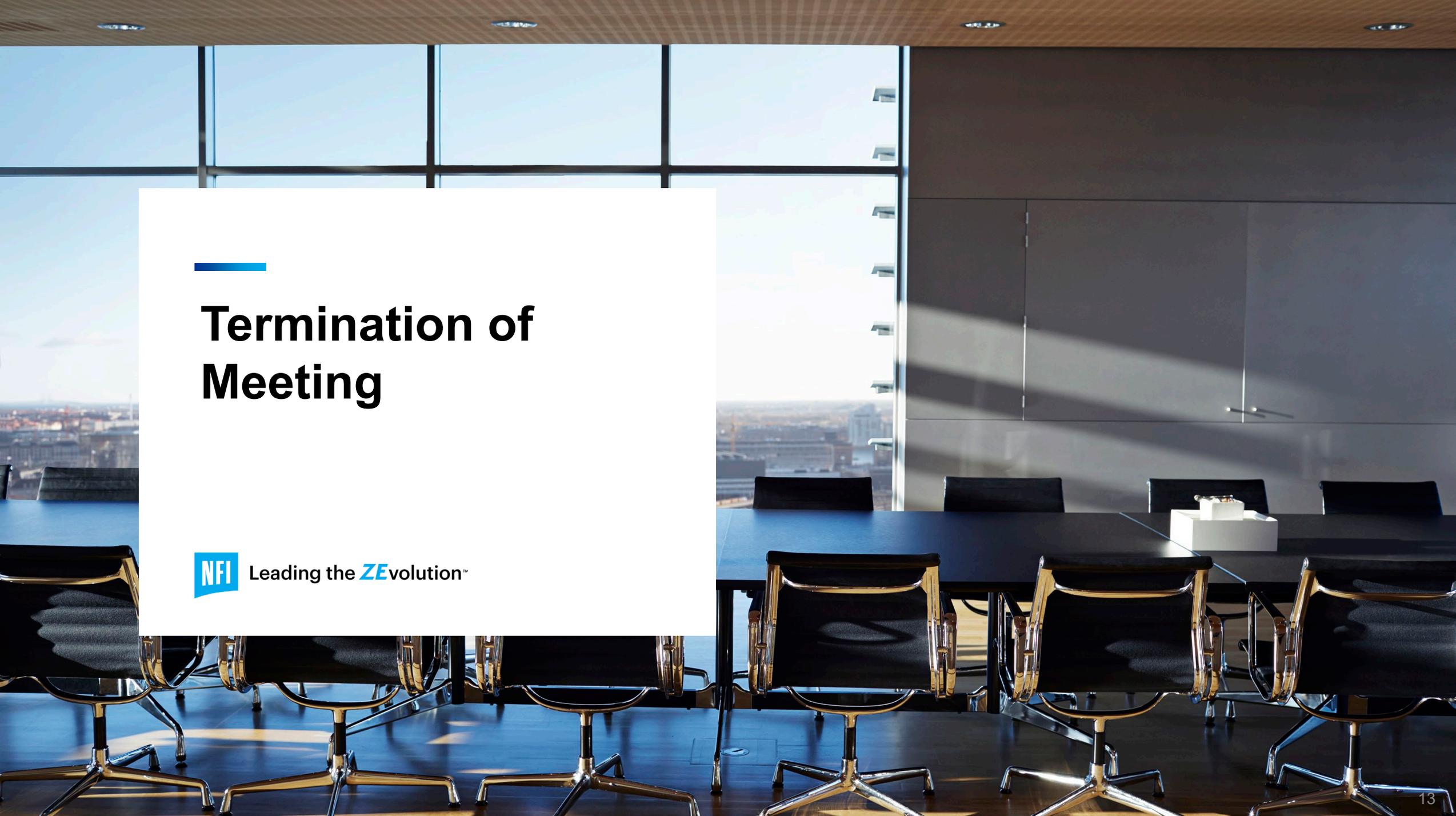


**Paulo Cezar Da  
Silva Nunes**



**Jannet Walker-  
Ford**

# Executive Compensation



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# Termination of Meeting

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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 the title 'Management Presentation', the name 'Paul Soubry', his title 'President & Chief Executive Officer', and the NFI logo with the slogan 'Leading the ZEvolution™'.

# Management Presentation

**Paul Soubry**

**President & Chief Executive  
Officer**

**NFI** Leading the **ZE**volution™

# 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](http://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*



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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 backlog<sup>1</sup> (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 backlog<sup>1</sup> 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+**

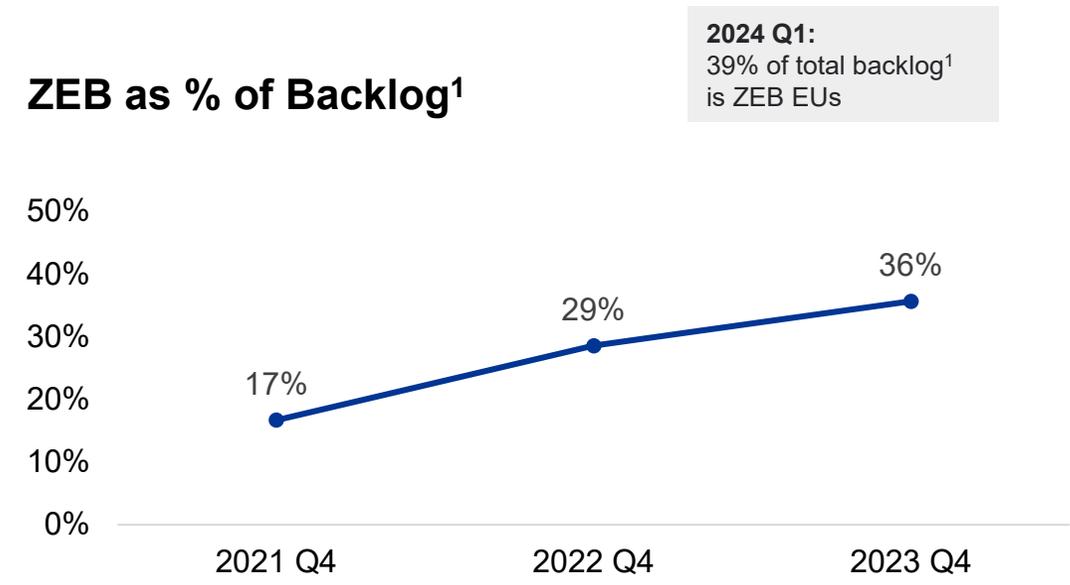
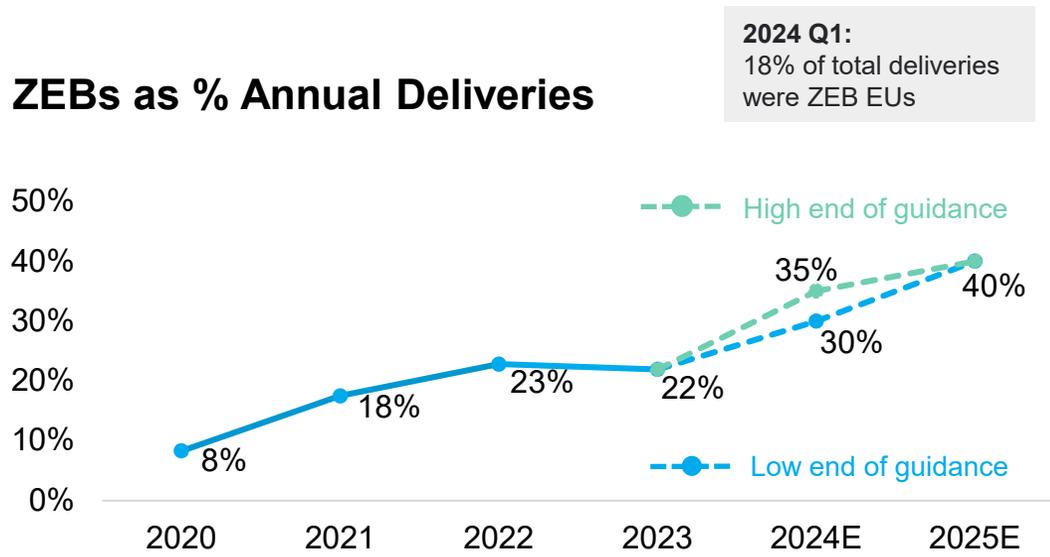
EV chargers delivered via Infrastructure Solutions™ since 2018 (75+ megawatts of charging capacity)



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](http://www.sedarplus.ca)

# 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**

1. 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](http://www.sedarplus.ca). 3. Represents a supplementary financial measure.

# Quarterly Backlog: 2019 Q1 to 2024 Q1

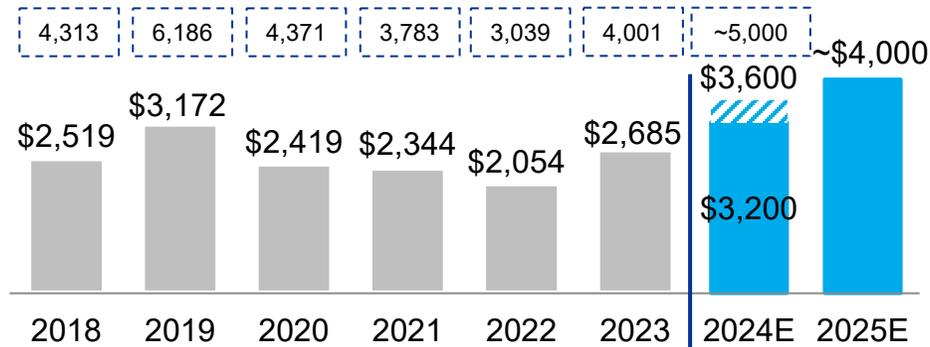
NFI Quarterly Backlog<sup>1</sup> in EUs (2019 Q1 – 2024 Q1)



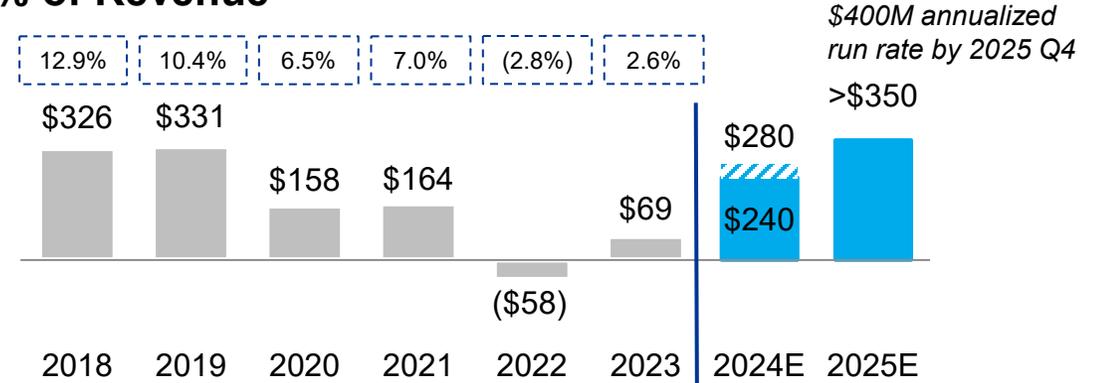
<sup>1</sup> Represents a non-IFRS measure, meaning it is not a defined term under IFRS and does not have a standard meaning, so it may not be a reliable way to compare NFI to other companies. See Non-IFRS and Other Financial Measures section of the MD&A available on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca)

# Reiterate Forward Guidance and Targets

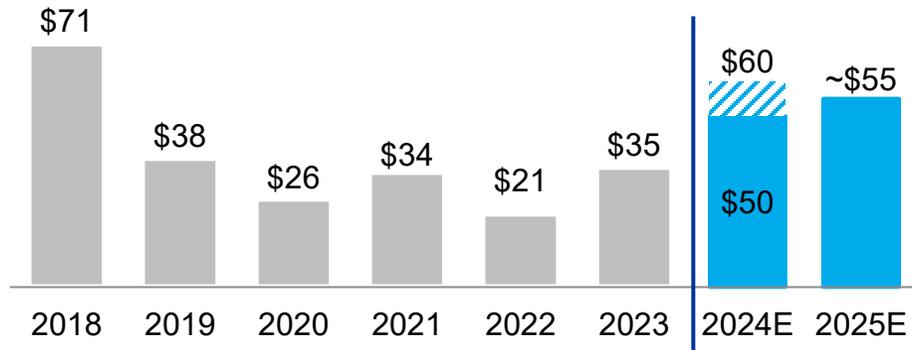
## Revenue (\$M) and Units Delivered (EUs)



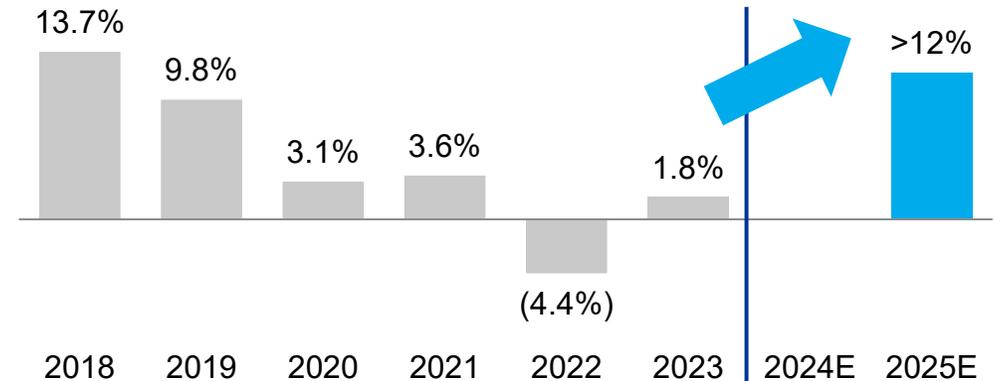
## Adjusted EBITDA<sup>1</sup> (\$M) and Adjusted EBITDA as % of Revenue



## Capex (\$M)



## Return on Invested Capital<sup>1</sup>



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](http://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..

# NFI Sustainability

NFI will release its 5th annual Environmental, Social & Governance (ESG) Report in May 2024.



A better product.  
A better workplace.  
A better world.



# 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](http://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<sup>NG</sup>**: 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<sup>NG</sup> 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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