



**NFI GROUP INC.**

Reporting of Voting Results  
(Section 11.3 of National Instrument 51-102)

The following describes the matters voted upon and the outcome of the votes at the Annual Meeting of the Shareholders of NFI Group Inc. (the “**Corporation**”) held on Thursday May 6, 2021 in Winnipeg, Manitoba:

**1. Appointment of Auditors**

A vote was conducted for the resolution to appoint Deloitte LLP as auditors of the Corporation until the next Annual Meeting and to authorize the board of directors to fix the remuneration of the auditors. Deloitte LLP were appointed auditors.

<b>VOTES FOR</b>	<b>% FOR</b>	<b>VOTES WITHHELD</b>	<b>% WITHHELD</b>
41,683,459	99.58	174,134	0.42

**2. Election of Directors**

A vote was conducted for the resolution to elect nine directors of the Corporation until the next Annual Meeting. The following nominees were elected as directors:

<b>Name of Nominee</b>	<b>Votes For</b>	<b>% For</b>	<b>Votes Withheld</b>	<b>% Withheld</b>
Phyllis Cochran	40,834,109	99.64	147,132	0.36
Larry Edwards	40,274,666	98.28	706,575	1.72
Adam Gray	40,576,867	99.01	404,374	0.99
Krystyna Hoeg	40,678,405	99.26	302,836	0.74
John Marinucci	40,815,391	99.60	165,850	0.40
Paulo Cezar da Silva Nunes	39,684,666	96.84	1,296,575	3.16
Colin Robertson	40,731,808	99.39	249,433	0.61
Paul Soubry	40,861,515	99.71	119,726	0.29
The Honourable Brian Tobin	40,029,493	97.68	951,748	2.32
Katherine Winter	40,261,853	98.24	719,388	1.76

**3. Approach to Executive Compensation**

A vote was conducted for an advisory resolution on the approach to executive compensation. The resolution was passed.

<b>VOTES FOR</b>	<b>% FOR</b>	<b>VOTES AGAINST</b>	<b>% AGAINST</b>
35,068,021	85.57	5,913,220	14.43

Dated this 6<sup>th</sup> day of May 2021.

**NFI GROUP INC.**

Per:                   “Colin Pewarchuk”                    
Name: Colin Pewarchuk  
Title: Executive Vice President, General Counsel  
and Corporate Secretary