



## Anti-Corruption Policy

---

### SCOPE

This Anti-Corruption Policy (the “Policy”) applies to all directors, officers (including the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”)) and employees (collectively, “Employees”) of NFI Group Inc., and its subsidiaries and affiliates (collectively, the “Company”) and all independent contractors, third-party agents, business partners and consultants (together, “Agents”) of the Company.

### PURPOSE

It is a policy and mandatory requirement of the Company that all activities of the Company, Employees and Agents must be conducted with the highest standards of fairness, honesty, and integrity and in compliance with all legal and regulatory requirements and corporate policies including this Policy, the Company’s Code of Business Conduct and Ethics, the Company’s Gifts and Entertainment Policy and the Company’s Political Contributions Policy.

The Company is committed to conducting its business ethically, in compliance with all applicable legal and regulatory requirements, and free from corruption or bribery in all of its dealings.

### ROLES AND RESPONSIBILITIES

The Audit Committee is responsible for reviewing this Policy annually, or more often in light of the experience of the Company. As it deems necessary, the Audit Committee shall make recommendations to the Board to ensure that (i) this Policy conforms to applicable law, and (ii) any weakness in this Policy revealed through monitoring, auditing, and reporting systems is eliminated or corrected.

Employees and Agents who have questions regarding the application of any rule or process contained in this Policy should seek guidance from the Company’s Ethics Officer, who is the Executive Vice President, General Counsel and Corporate Secretary of the Company (the “**Ethics Officer**”), at [Ethics@nfigroup.com](mailto:Ethics@nfigroup.com).

### MESSAGE FROM THE PRESIDENT AND CEO OF THE COMPANY

It is of the utmost importance to the Board and our executive leadership team that we all carry out our business in a manner which reflects our fundamental values of transparency, integrity and accountability. The Company operates a zero-tolerance approach to bribery committed by any Employee or Agent. The Company has a hard-won reputation for conducting its business with integrity, transparency and honesty. We are committed to the prevention of bribery because we recognize the importance of maintaining our reputation and the confidence of our customers, our Agents and the market generally.

We will not work with other organizations we consider do not share our commitment to preventing bribery and corruption.

The risks posed to NFI, our team and our Agents for failing to comply with bribery laws are real and significant. These risks include:

- criminal prosecution being taken against the Company and/or the individuals concerned, which could result in imprisonment and/or substantial fines;
- civil actions being taken against the Company and/or the individuals concerned;
- prohibitions for the Company on participating in public tender exercises; and
- significant damage to our reputation, as well as the reputation of the individuals concerned, leading to a potential loss of business.

Any allegation of bribery concerning an Employee will be investigated in accordance with our disciplinary procedures and may be reported to the authorities as appropriate. Any allegation of bribery concerning an Agent will be subject to full investigation and may result in the termination of the relevant Agent's contract.

Our Anti-Corruption Policy is in place to ensure that our commitment to the prevention of bribery and corruption is upheld throughout our operations. It also provides valuable guidance to everyone in the Company on how to recognize and deal with bribery and corruption issues should you encounter them in the course of your role. The policy places the responsibility on all of us, including Agents acting on our behalf, to uphold this commitment. We need your full support to make the policy work so I urge you to read it and to participate in related training.

A handwritten signature in black ink, appearing to read "John Sapp".

**John Sapp**  
**President and CEO, NFI Group Inc.**

### POLICY

#### 1. ANTI-CORRUPTION POLICY

The Company, its Employees and Agents shall comply with the following principles:

- Keep and maintain impartial and fair relationships with everyone with whom the Company conducts business.
- Do not give, or promise, offer to give anything of value, including money, gifts, meals, entertainment, travel, or preferential treatment, to anyone to obtain a business advantage or to obtain or retain business for the benefit of the Company. This applies whether an Employee or Agent uses corporate funds (through expense reimbursement or otherwise) or personal funds to provide anything of value for Company purposes.
- Keep accurate records, including invoices, receipts for payments made, and the purpose of such invoices and payments, for Company business.
- Do not take any action intended to hide, conceal or disguise that a payment or other thing of value has been given to anyone, such as failing to record a transaction in the Company's books and records or misrepresenting the purpose of an expenditure.
- Take affirmative steps to prevent Agents or other third parties acting for or on behalf of the Company from engaging in acts prohibited by this Policy. The Company expects its suppliers, contractors, vendors, distributors, third party agents, build partners, consultants, or individuals acting for or on behalf of the Company to comply with all applicable laws and regulations and this Policy.
- Do not remain wilfully ignorant of, or turn a blind eye towards, potential improper payments made by other Employees or Agents that act on the Company's behalf.

The anti-corruption laws that apply to the Company, its Employees and Agents are generally broad in their scope and application. These laws include, but are not limited to, the Canadian Corruption of Foreign Public Officials Act ("CFPOA"), the Criminal Code (Canada), the U.S. Foreign Corrupt Practices Act ("FCPA") and the UK Bribery Act ("UKBA"). The UKBA applies to all Alexander Dennis operations in the UK and in the other countries in which Alexander Dennis operates.

- These laws make it illegal for anyone to offer, promise give or accept any financial or other advantage to another person with the intention of inducing them or any other person to act improperly in the performance of their functions, or to reward them for acting improperly. It is also illegal where the recipient would act improperly by accepting the advantage.

- It is also illegal to offer, promise, give, solicit or receive – directly or indirectly – money or anything of value to or from a public official in order to influence his or her official duty to secure an improper advantage.
- Violations of these laws and other similar laws, in many cases, are punishable by imprisonment and fines for the individuals involved, regardless of nationality. For the Company, a violation may result in substantial fines and restrictions, greatly impacting the Company’s brand, reputation and financial position.

The Company also prohibits “facilitation payments,” which are small, unofficial payments to low-level public officials to speed up or obtain routine administrative processes, such as customs clearances, issuance of permits, or visa applications. Facilitation payments are an offence under Canadian and UK anti-bribery laws.

A “**public official**” is defined by anti-corruption laws to include government officials and employees at all levels acting in their official capacity or exercising public duties, an official or agent of a public international organization as well as, under the FCPA, political parties and candidates, immediate family members and close associates of officials, and former officials. Employees and board members of public transit authorities should be considered to be public officials.

It is always the responsibility of the Employee and Agents to determine and know the applicable rules and prohibitions under the code of conduct of the parties with whom they interact, as those policies and guidelines made contain additional restrictions and/or specific requirements.

## 2. KEY CONCEPTS

Anti-corruption laws generally prohibit giving “**anything of value**” or a “**benefit of any kind**” to secure an improper advantage, which include:

- Extravagant or overly frequent gifts or hospitality, including meals, entertainment, event tickets, travel or accommodation without a clear business purpose. All gifts and hospitality are subject to the Company’s Gift and Entertainment Policy. The other party’s policies and guidelines and any contractual or tender conditions will also apply. Employees and Agents are required to ensure that any gifts and hospitality offered do not breach any other policies or conditions.
- Sponsorships and donations (such as to the “pet charity” of a public official or a customer);
- Offers of employment or unpaid internships (such as to the son or daughter of a customer or public official designed to curry favour);

- Contracts or business opportunities (such as an investment offered at below market value to a company connected with the other party).

“**Improper advantage**” typically refers to something to which an individual or company is not properly entitled, including preferential treatment, in order to:

- Obtain, retain or renew a contract;
- Obtain licences or regulatory approvals;
- Prevent adverse action;
- Receive a competitor’s bid information;
- Avoid or reduce duties, taxes or fines.

### 3. ILLUSTRATIVE EXAMPLES

Examples of prohibited conduct under this Policy include:

- Giving cash as a gift in connection with Company business. (Please also refer to the Company’s Gift and Entertainment Policy: “Cash is never an acceptable gift. Giving or receiving cash is always prohibited behaviour and is against the Code of Business Conduct and Ethics.”)
- Offering employment to a family member of someone who is or may become a customer of the Company where there is an expectation that this will bring an advantage or benefit to the Company. In the case of a family member of a public official who is or may become a customer then we cannot offer employment to that family member.
- Offering a client tickets to a major sporting event, but only if they agree to do business with the Company.
- Accepting unusually generous gifts or lavish hospitality.
- Paying extravagant travel expenses of a public official to visit the Company’s facilities or attend industry events.
- Taking a public official out for an expensive dinner to celebrate a new contract with the Company.
- Authorizing a third-party consultant to seek a reduction of customs duties without asking the consultant how it plans to do so.

- Submitting an expense reimbursement with an inaccurate statement of the reason for the expense.
- Making a campaign contribution to a candidate for public office in the name of the Company or with Company funds. Please also refer to the Company's Political Contribution Policy for further detail.
- In all tendering or public procurement exercises we must take care to avoid conduct which could be perceived as offering a financial or other advantage to the tendering party so as to induce the tendering party to award work improperly to the Company.

### REPORTING PROCEDURES

Any Employee or Agent who becomes aware of a potential violation of applicable anti-corruption laws and/or this Policy should notify the Ethics Officer promptly. Alexander Dennis Employees may alternatively notify the ADL Group Legal Counsel.

Any Employee or Agent who has a concern regarding any matter within the scope of the Policy may also submit, on a confidential and anonymous basis, a report outlining the nature of his or her concern in accordance with the Company's Whistleblower Policy.

The Company does not permit retaliation or harassment of any kind against Employees or Agents reporting potential violations of applicable anti-corruption laws or this Policy.

### COMPLIANCE WITH POLICY

This Policy is meant to be read in conjunction with the Code of Business Conduct and Ethics, the Gifts and Entertainment Policy and the Political Contributions Policy. Employees who violate this Policy will be subject to disciplinary action, and, depending on the particular circumstances relating to the violation, the disciplinary action can include termination of their employment.

Agents who violate this Policy are subject to their relationship with the Company being terminated.

Information regarding possible violation of this Policy by an Employee or Agent must be reported directly to the Ethics Officer or in accordance with the procedures described in the Company's Whistleblower Policy.



## Anti-Corruption Policy

---

### CONTACT INFORMATION

#### Ethics Officer

Colin Pewarchuk  
Phone: (204) 224-6674  
Email: Ethics@nfigroup.com

NFI Group Inc.  
711 Kernaghan Avenue  
Winnipeg, Manitoba R2C 3T4

#### ADL Group Legal Counsel

Julie Thomson  
Phone: +44 (0) 1324 677 942  
Email: julie.thomson@alexander-dennis.com

Alexander Dennis Limited  
9 Central Boulevard  
Larbert FK5 4RU  
UK

### REGULAR REVIEW OF POLICY

The Company is committed to continuously reviewing and updating its policies and procedures. The Company reserves the right to modify, suspend or revoke the Policy and any and all other policies, procedures, and programs in whole or in part, at any time. This Policy will be reviewed by the Audit Committee and the Company annually. Any amendments to this Policy will be made available to all Employees, including being placed on the Company's and its subsidiaries' intranet sites.