



**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 and Special Meeting of the Shareholders of NFI Group Inc. (the “**Corporation**”) held on Thursday May 7, 2020 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>
29,101,417	99.26	217,413	0.74

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	28,828,936	99.47	153,939	0.53
Larry Edwards	28,726,923	99.12	255,952	0.88
Adam Gray	27,020,363	93.23	1,962,512	6.77
Krystyna Hoeg	28,673,168	98.93	309,707	1.07
John Marinucci	28,821,584	99.44	161,291	0.56
Paulo Cezar da Silva Nunes	28,649,033	98.85	333,842	1.15
Paul Soubry	28,859,436	99.57	123,439	0.43
The Honourable Brian Tobin	28,776,978	99.29	205,897	0.71
Katherine Winter	28,586,730	98.63	396,145	1.37

3. **Third Amended and Restated Shareholder Rights Plan**

A vote was conducted for a resolution to continue, amend and restate the Second Amended and Restated Shareholder Rights Plan Agreement dated May 11, 2017 between the Corporation and Computershare Investor Services Inc. The resolution was passed.

VOTES FOR	% FOR	VOTES AGAINST	% AGAINST
28,787,815	99.33	194,553	0.67

4. **2020 Share Option Plan**

A vote was conducted for a resolution to approve the adoption of the 2020 Share Option Plan. The 2020 Share Option Plan was adopted.

VOTES FOR	% FOR	VOTES AGAINST	% AGAINST
24,891,762	85.88	4,091,113	14.12

5. **Approach to Executive Compensation**

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

VOTES FOR	% FOR	VOTES AGAINST	% AGAINST
28,473,752	98.24	509,123	1.76

Dated this 8<sup>th</sup> day of May 2020.

**NFI GROUP INC.**

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