Leading the ZEvolution™

2023 Annual & Special 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

May 4, 2023, 11:00 a.m. EST

Today's speakers

Paul Soubry

President & Chief Executive Officer

Hon. Brian Tobin

P.C., OC, Outgoing Chair, Board of Directors

Ms. Wendy Kei

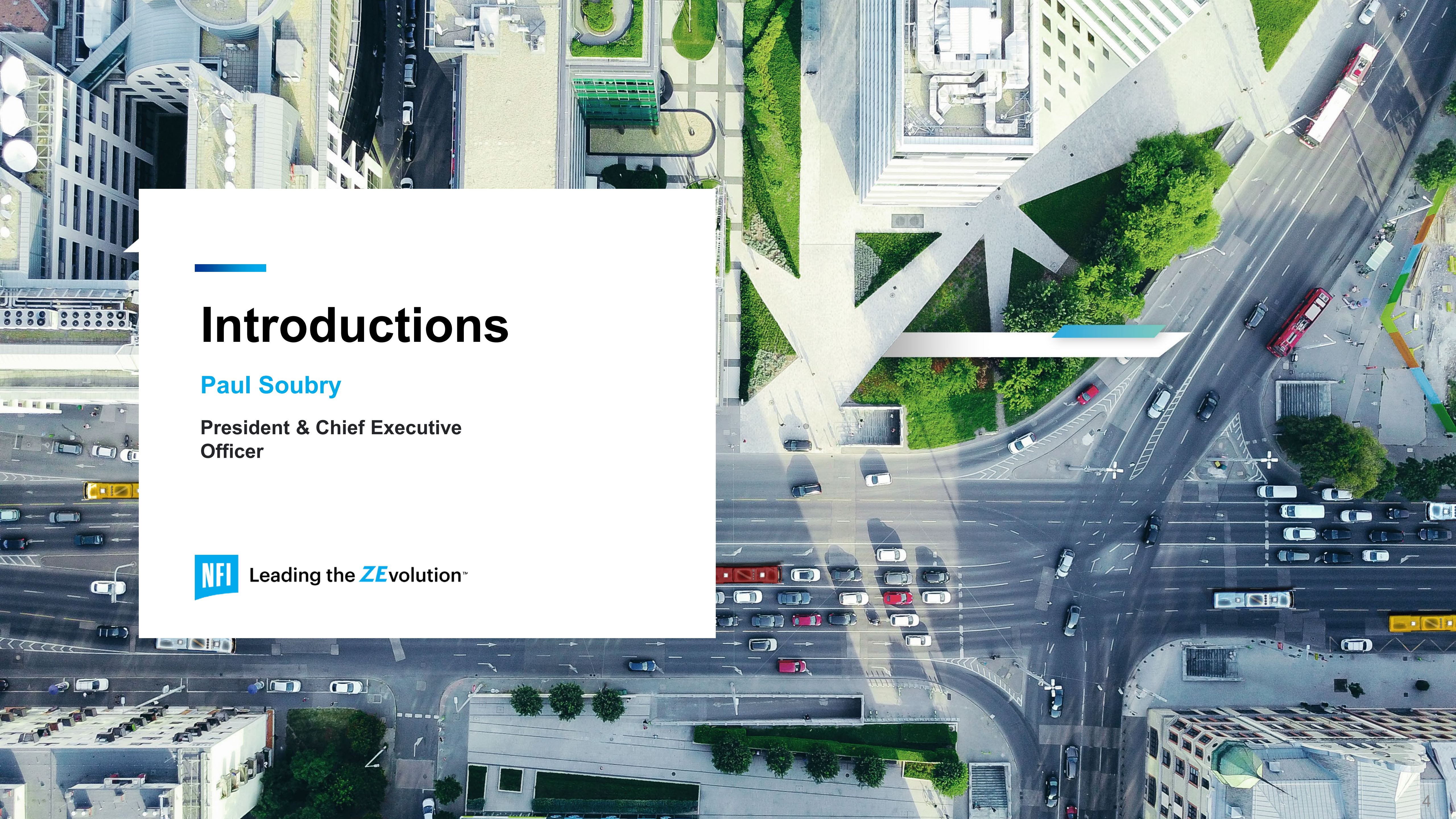
Incoming Chair, Board of Directors

Stephen King

Vice President Strategy and Investor Relations

Land Acknowledgment

NFI Leading the ZEvolution™



Introductions

Paul Soubry

President & Chief Executive Officer

Leading the ZEvolution™

Board transition

Hon. Brian V. Tobin

P.C., OC, Outgoing Chair, Board of Directors

Ms. Wendy Kei

Incoming Chair, Board of Directors

Ms. Jannet Walker-Ford

New Member, Board of Directors

Formal Meeting

NFI Leading the ZEvolution™

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

Phyllis Cochran, CPA

Larry Edwards, ICD.D

Paul Soubry, ICD.D

Krystyna Hoeg, CPA, CA

Adam Gray

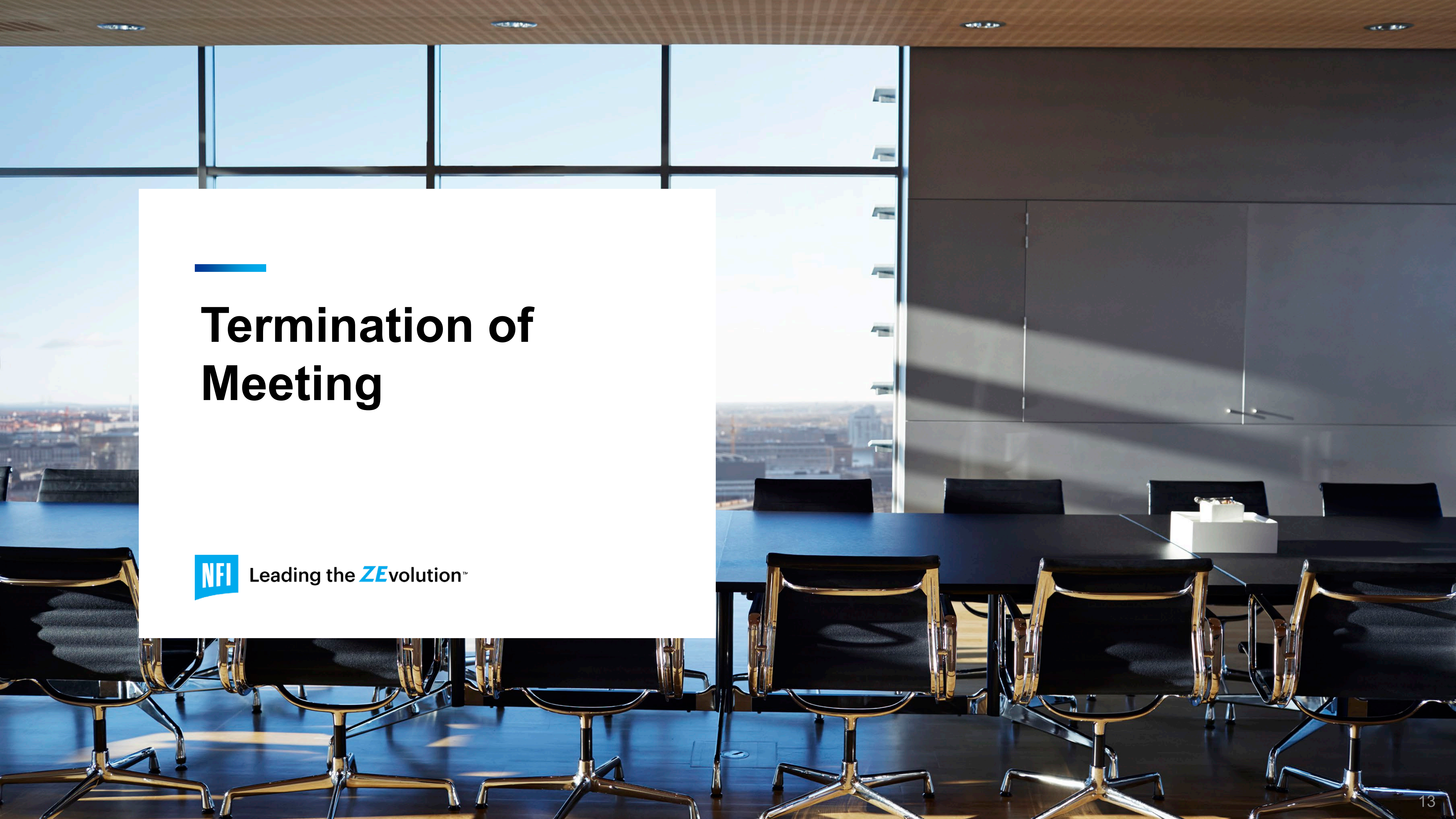
Katherine S. Winter

Paulo Cezar Da Silva Nunes

Jannet Walker-Ford

Confirmation and Amendment and Restatement of the Third Amended and Restated Shareholder Rights Plan

Executive Compensation



Termination of Meeting

Leading the ZEvolution™

Chair Greetings

Ms. Wendy Kei

Chair, Board of Directors

Leading the *ZE*volution™

NFI Leading the ZEvolution™

Management Presentation

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 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.sedar.com) 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 ADL's 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 room 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.**”

Who is NFI?

Market and technology leader in each of our major markets.

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

Leading the ZEvolution™

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

NFI's mobility solutions

Parts, Publications & Service

NFI Service

nfi.parts

Workforce Development & Training

VIC VEHICLE INNOVATION CENTER

24 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

NFI

Connected Vehicles & Diagnostics

NFI Connect™

CONNECT 360

Infrastructure Solutions

NFI Infrastructure Solutions™

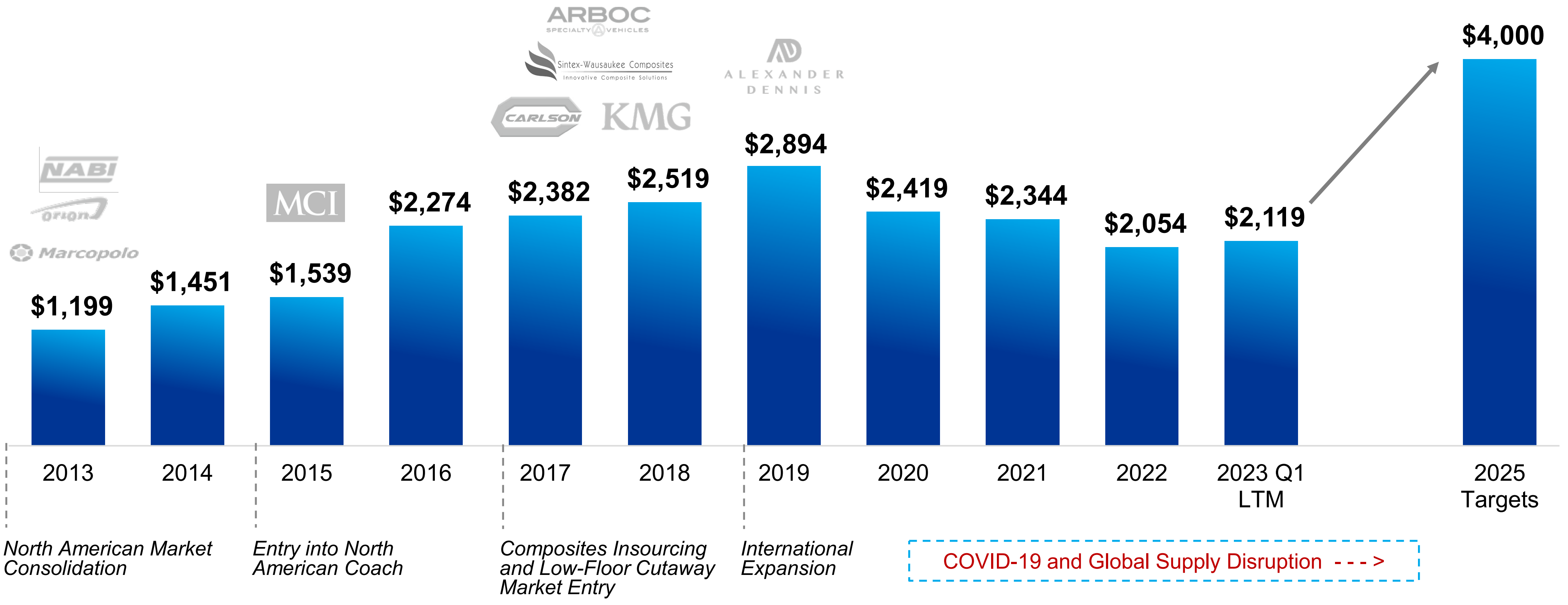
Financing

NFI Financial Solutions™

Growth and diversification

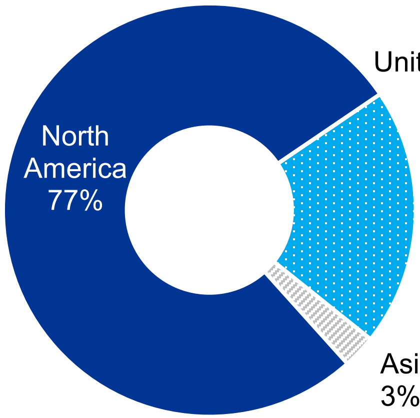
NFI total revenue ($M)

Evolution to become North America's leader in heavy-duty transit, coach and aftermarket parts, the global leader in double deck buses, and the UK's leading bus manufacturer.

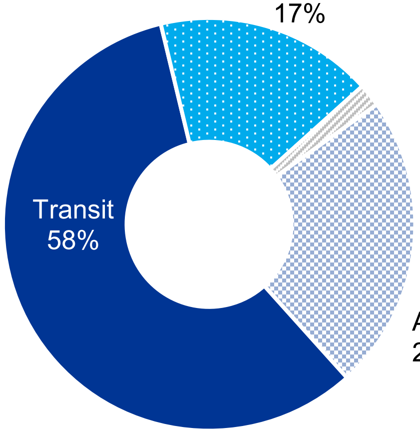


Diverse business model

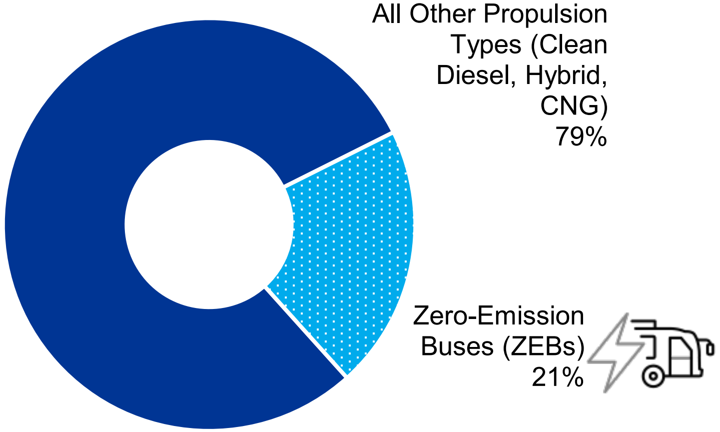
Diverse revenue streams that include public and private customers, multiple geographies with an increasing percentage of sales driven by zero-emission/electric vehicles.



Revenue by Geography[1]



Revenue by Product[1]



Vehicle Deliveries by Propulsion[1]

[1] LTM as of 2023 Q1

Our values + 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.

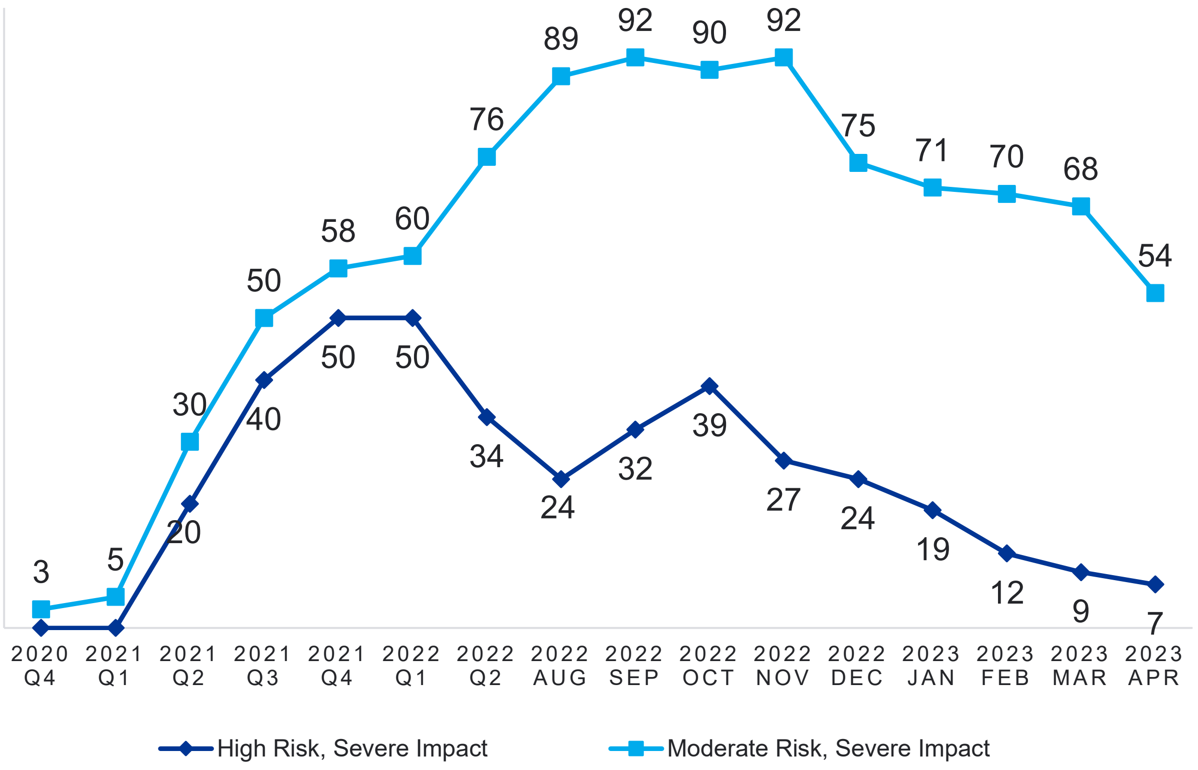
Sustainability

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

Significant supply chain improvements in 2023

NFI Group Consolidated
High and Moderate Risk Suppliers (2020 Q4 to 2023 Q1)

Note: 7 High Risk Suppliers in NFI top 750



2023 Update

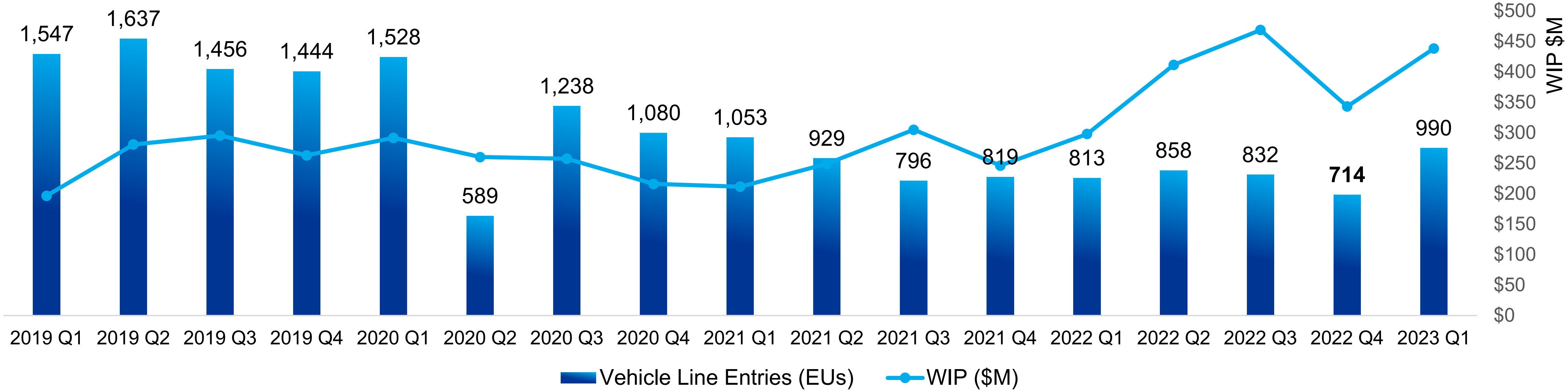
- Supplier performance continues to improve, and critical disruptions experienced in 2022 are being effectively mitigated
- Supplier on-time-delivery performance continues to improve but remains impactful to production execution in several areas
- 'Severe impact, moderate risk' suppliers continue to improve on-time delivery, with majority of remaining issues effectively managed through increased purchases of raw materials. Suppliers removed from moderate risk once on-time-delivery to purchase order dates is sustained

FY 2023 Outlook

- Supply performance continues trending positively and indications for strong recovery in 2023
- Production line disruption risk has dropped significantly from critical risk suppliers. We are now focusing on sustained improvement and performance
- Supply team continues to work through the risks associated with supplier capacity increases to support 2023 production increase. Short list of issues remain which we are optimistic can be effectively mitigated

Supply chain challenges impacting production and WIP

Total NFI Quarterly Vehicle Line Entries and WIP Inventory (2019 Q1 – 2023 Q1)



Idled facilities in response to initial COVID-19 wave

First major supply disruption experienced in Q3 2021.

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

Proactive response to supply chain disruptions

Ongoing proactive actions.

Numerous actions executed and ongoing to combat adverse impacts of unpredictable supply.

- Secured and continue to pursue price adjustments wherever possible
- Lowered new vehicle production rates to match with supply
- Brought on alternative sources of supply and connected suppliers *(tier 1, 2, 3 and 4 suppliers)*
- Increased inventory levels of components on hand *(moving from 6 days of JIT to 20+ days for certain components)*
- Provided longer lead times to suppliers *(up from 6 weeks to 12 weeks in many instances)*
- Reduced overhead and administrative costs since COVID-19 through NFI Forward initiative *(including closure of 25 facilities/parts distribution locations and reduction of 2,000 positions)*

LTM: a few highlights

United Way campaign award


D45 CRT *CHARGE*

xcelsior *CHARGE FC*

Enviro400*FCEV*

New product launches

6,252
EUs of LTM New Orders

VIC VEHICLE INNOVATION CENTER

Refreshed the "VIC"

$6.7B
Record backlog, as of 2023 Q1


APTA Mobility in Minneapolis


Financing from Government of Manitoba and EDC


Cheering on the Jets in the playoffs

VP Harris visit to New Flyer St. Cloud

Select customer wins (2022)

In 2022, NFI subsidiaries supported and received new orders from customers around the world, driving change and leading zero-emission mobility.

Leader in zero-emission transportation

115M+
Electric service miles driven

166
ZEB EUs delivered in 2023 Q1

21%
of total 2023 Q1 deliveries were ZEB EUs

52%
of NA Public Bid Universe is ZEBs

2,891
ZEB EUs delivered since 2015

130+
Cities have NFI ZEBs in service or on order

36%
of total backlog is ZEB EUs

3,661
ZEB EUs in the backlog

6
Countries have NFI ZEBs in service or on order

~8,000
EUs annual ZEB production capacity

390+
EV chargers installed via Infrastructure Solutions™ since 2018

77+ MW
Charging capacity installed via Infrastructure Solutions™ since 2018

Transportation
is one of the biggest global polluters

"NFI has a fundamental role to play in fighting global climate change."

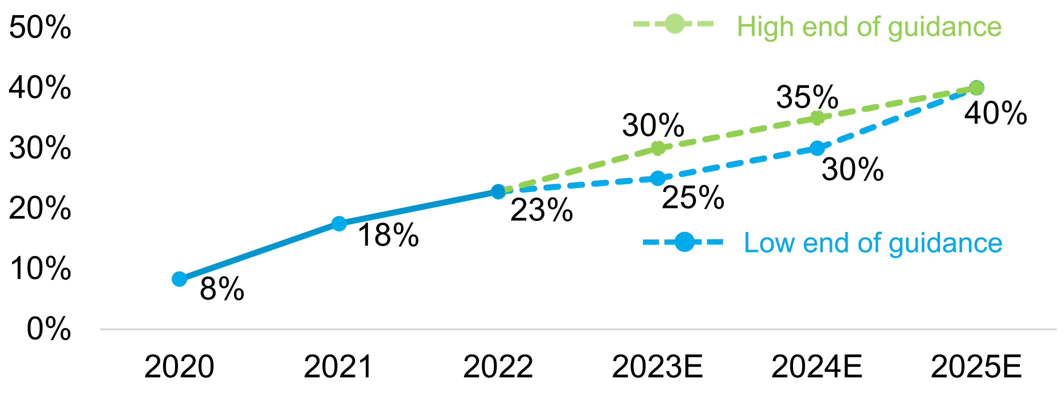
Buses
will lead the transition to *ZE* around the world

Achieve financial targets

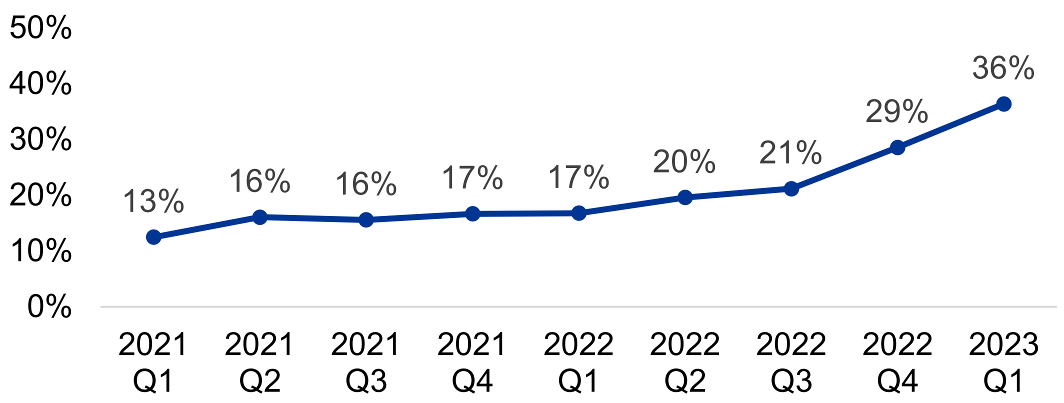
Increasing demand for electric vehicles in NFI's core markets, driven by government funding and the drive to zero-emission

2023 Q1:
21% of total deliveries were ZEB EUs

ZEBs as % Annual Deliveries



ZEB as % of Backlog

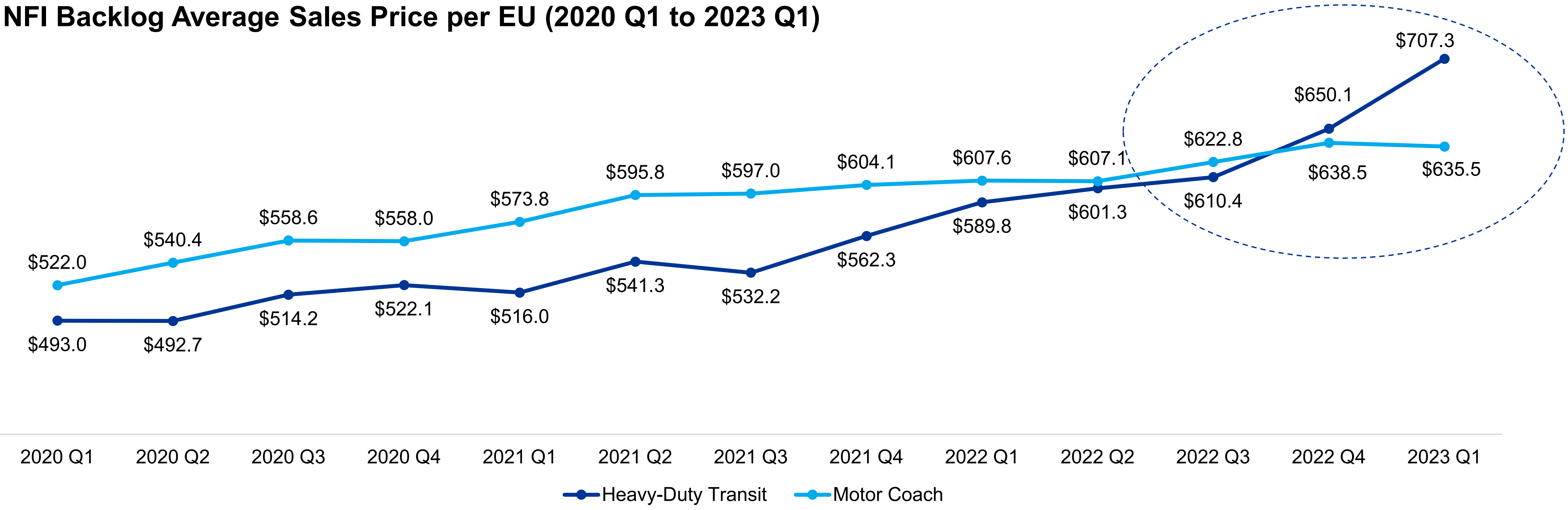


***ZE* transition accelerating; transition is growing NFI's ZEB backlog with higher dollar revenue and margin vehicles.**

Average backlog price continues to increase

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

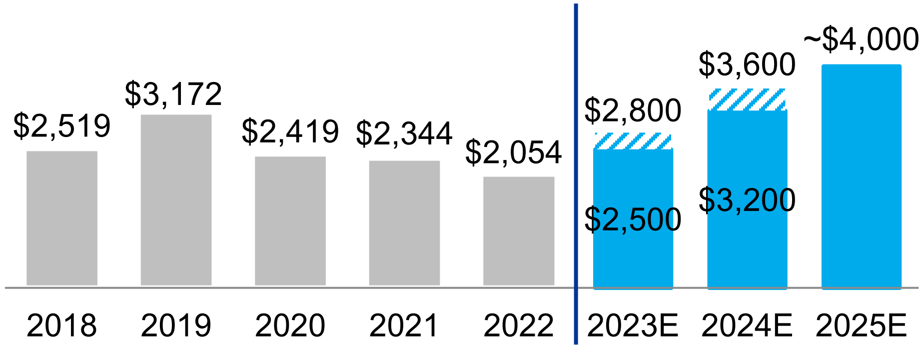
NFI Backlog Average Sales Price per EU (2020 Q1 to 2023 Q1)



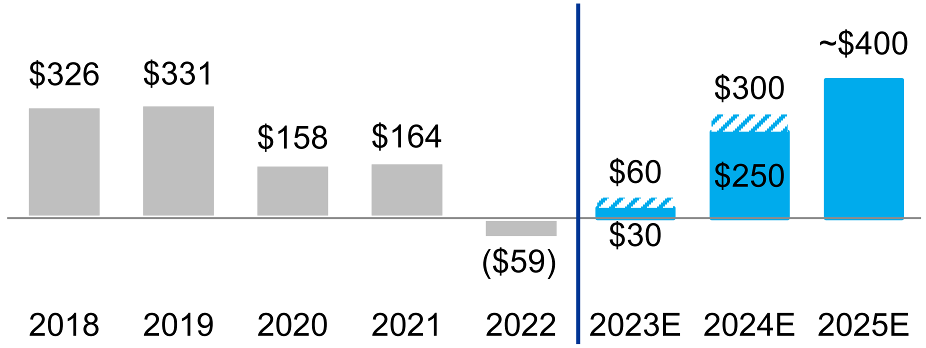
ZEBs, on average, command a price premium to ICE vehicles and a dollar margin uplift.
ZEB backlog growth positions NFI on its path to achieve 2025 targets.

Poised for recovery: 3-year forward guidance

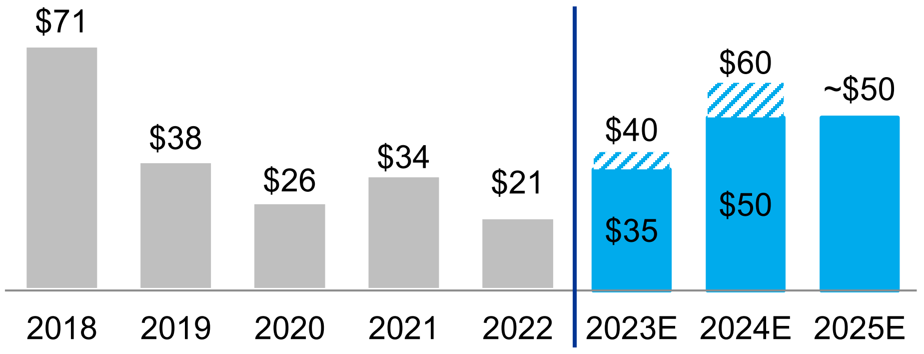
Revenue ($M)



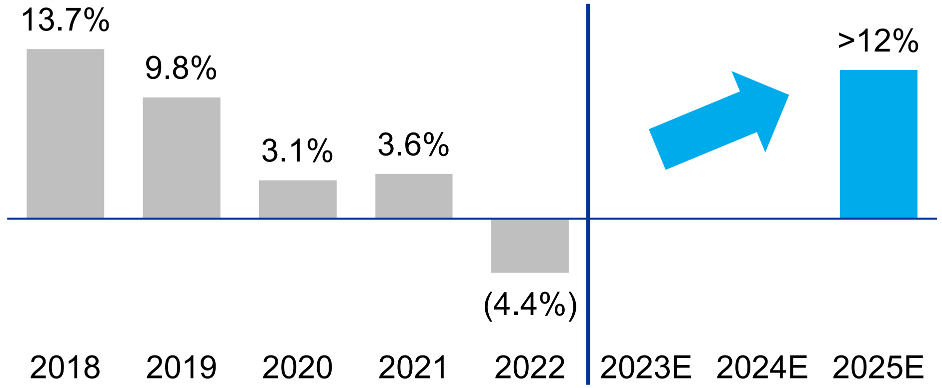
Adjusted EBITDA[1] ($M)



Capex ($M)



Return on Invested Capital[1]



1. Adjusted EBITDA and Return on Invested Capital (ROIC) 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 Cautionary Statement.

ESG + Sustainability

NFI will release its 5th annual Environmental, Social & Governance (ESG) Report in May 2023.

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

Capital allocation priorities

Debt Management & Leverage Reduction

- Targeting completion of amended multi-year credit agreement prior to June 30, 2023
- Government of Manitoba and EDC facilities in place to support additional liquidity
- Significant leverage reduction anticipated through 2024 and 2025 as financials recover
- Lease assets where it makes sense

Focus on Working Capital

- WIP levels are elevated, with expectations for reduction as buses and coaches missing components and ZEBs requiring new drain technology are delivered
- Continued pursuit of pre-payments and deposits on customer contracts wherever possible
- Supplier payments being matched to timing of vehicle deliveries

Invest in Highest Return Projects

- Internal investments in operations, insourcing and people
- Target investments that expand EPS by funding highest ROIC projects
- Diligent focus on capital expenditures with anticipation that spend is $35 million to $40 million in 2023 and under $50 million in 2024

Cash Flow Generation Opportunities

- Evaluating other capital markets opportunities. Shelf prospectus in place to assist with any of these actions

Primary focus on achieving new multi-year credit facility and strengthening financial position for anticipated recovery

Summary: Why invest in NFI

Market leader with unprecedented demand.

- NFI holds market leadership positions in North American heavy-duty transit, motor coach, low-floor cutaway and aftermarket parts
- NFI is the market leader in the UK and the leading seller of double-deck buses in the world
- Historic public funding announcements in all core markets including:
    - $100B+ investment in U.S. public transit through the Infrastructure Investment and Jobs Act
    - $30B+ investment in Canadian public transit through dedicated Transit Funding Program and other initiatives
    - £7B investment in UK public transit and cycling
- Planned replacement of over 35,000 buses from ICE to zero-emission

Key competitive advantages.

- Leader in core markets with full suite of mobility solutions including vehicles, infrastructure, smart connected technology, diagnostics and aftermarket, warranty and service
- Decades of experience, investment, innovation and leadership in ZEB product development
- Largest manufacturing capacity with the ability to manufacture over 8,000 vehicles annually from ICE propulsion to zero emission
- 100,000+ vehicles in service; deep customer relationships forged through decades of performance and reliability
- Unparalleled aftermarket support and the largest service networks
- Implemented LEAN manufacturing capabilities and Hoshin Kanri execution
- Internal fabrication capabilities with significant insourcing

Poised for financial recovery, with previous history of outperformance.

- Poised for recovery with strong backlog and unprecedented bidding activity
- 2025 Growth Targets for approximately $400 million of Adjusted EBITDA with approximately 40% of production from zero-emission buses
- History of double digit ROIC[1] with target of 12% by 2025
- Strong Free Cash Flow generation expected with historic 50%+ conversion rate from Adjusted EBITDA prior to the pandemic
- Diversified debt profile with senior revolving credit facility and subordinated convertible debentures
- Focused on deleveraging and strengthening our balance sheet

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.sedar.com.

Appendix.

Leading the *ZE*volution™

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 duration, impact of and recovery from the COVID-19 pandemic, supply chain disruptions and plans to address them, and the Company's expectation of obtaining long-term credit arrangements and sufficient liquidity. A number of factors and risks may cause actual results to differ materially from the results discussed in the forward-looking statements (including the temporary nature of the supply chain disruptions and operational challenges, production improvement, the recovery of the Company’s markets, the expected benefits to be obtained through its “NFI Forward” initiative, and the Company’s March 1, 2023, financial guidance (the “Guidance”)). For more detail regarding the assumptions, factors and risks relating to these “forward looking statements”, please refer to the Company’s press release dated March 1, 2023 and financial materials dated February 28, 2023 and May 3, 2023, 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.sedar.com. 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.*

Non-IFRS measures

References to “Adjusted EBITDA” are to earnings before interest, income taxes, depreciation and amortization after adjusting for the effects of certain non-recurring and/or non-operations related items that do not reflect the current ongoing cash operations of the Company as described in the Company’s disclosure documents available on SEDAR at www.sedar.com. References to "ROIC" are to net operating profit after taxes (calculated as Adjusted EBITDA 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 (calculated as to shareholders’ equity plus long-term debt, obligations under leases, other long-term liabilities and derivative financial instrument liabilities less cash).

Management believes Adjusted EBITDA and ROIC are useful measures in evaluating the performance of the Company. However, Adjusted EBITDA and ROIC are not recognized earnings measures under IFRS and do not have standardized meanings prescribed by IFRS. Readers of this press release are cautioned that Adjusted EBITDA or ROIC should not be construed as an alternative to net earnings or loss or cash flows from operating activities determined in accordance with IFRS as an indicator of NFI’s performance. Historical reconciliations of net earnings to Adjusted EBITDA has been provided in the Company’s disclosure documents available on SEDAR at www.sedar.com. NFI’s method of calculating Adjusted EBITDA and ROIC may differ materially from the methods used by other issuers and, accordingly, may not be comparable to similarly titled measures used by other issuers.

Key financial definitions

Non-IFRS Measures – *see NON-IFRS AND OTHER FINANCIAL MEASURES section of the MD&A Dated May 3, 2023*

- **Adjusted EBITDA**: Earnings before interest, income taxes, depreciation and amortization after adjusting for the effects of certain non-recurring and/or non-operations related items 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, fair value adjustment for total return swap, unrealized foreign exchange losses or gains on non-current monetary items and forward foreign exchange contracts, costs associated with assessing strategic and corporate initiatives, past service costs and other pension costs or recovery, non-recurring costs or recoveries relating to business acquisition, fair value adjustment to acquired subsidiary company's inventory and deferred revenue, proportion of the total return swap realized, proportion of the total return swap realized, equity settled stock-based compensation, unrecoverable insurance costs, prior year sales tax provision, extraordinary COVID-19 costs, impairment loss on goodwill 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 paid, current income tax expense, repayment of obligation under lease, cash capital expenditures, acquisition of intangible assets, proceeds from disposition of property, plant and equipment, costs associated with assessing strategic and corporate initiatives, fair value adjustment to acquired subsidiary company's inventory and deferred revenue, defined benefit funding, defined benefit expense, past service costs and other pension costs or recovery, proportion of total return swap, unrecoverable insurance costs, prior year sales tax provision, non-recurring restructuring costs, extraordinary COVID-19 costs, foreign exchange gain or loss on cash held in foreign currency.
- **Return on Invested Capital ("ROIC"):** Defined as net operating profit after taxes (calculated as Adjusted EBITDA 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 (calculated as to shareholders' equity plus long-term debt, obligations under leases, other long-term liabilities and derivative financial instrument liabilities less cash).
- **Adjusted Net Earnings (Loss)**: Defined as net earnings (loss) after adjusting for the after tax effects of certain non-recurring and/or non-operational related items that do not reflect the current ongoing cash operations of the Company including: fair value adjustments of total return swap, unrealized foreign exchange loss or gain, unrealized gain or loss on the interest rate swap, impairment loss on goodwill, portion of the total return swap realized, costs associated with assessing strategic and corporate initiatives, fair value adjustment to acquired subsidiary company's inventory and deferred revenue, equity settled stock-based compensation, gain or loss on disposal of property, plant and equipment, past service costs and other pension costs or recovery, unrecoverable insurance costs, recovery on currency transactions, prior year sales tax provision, other tax adjustments, extraordinary COVID-19 costs and non-recurring restructuring costs.
- **Adjusted Earnings (Loss) per Share**: Defined as Adjusted Net Earnings (Loss) divided by the average number of Shares outstanding


NFI
Leading the ZEvolution™