



**PROXY**  
**Annual and Special Meeting of the Shareholders of**  
**NFI GROUP INC.**  
**to be held on Thursday May 4, 2023**

This proxy is solicited on behalf of management of NFI Group Inc. (the “Company”). The undersigned holder of common shares of the Company hereby appoints Paul Soubry, President and Chief Executive Officer, or failing him, Pipasu Soni, Chief Financial Officer, with full power of substitution, or instead of any of them \_\_\_\_\_, as proxy of the undersigned, to attend, vote and act for and on behalf of the undersigned at the Meeting to be held on Thursday May 4, 2023 at 11:00 am (Eastern time), and at all adjournments thereof, upon the following matters:

**The directors and management recommend shareholders vote FOR items 1, 2, 3 and 4. Where no choice is specified, the proxyholders designated by management intend to vote FOR items 1, 2, 3 and 4.**

<b>1. Appointment of Auditors</b>	<b>FOR</b>	<b>WITHHOLD</b>
Appointment of Deloitte LLP as auditors and authorizing the board of directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Election of Directors</b>	<b>FOR</b>	<b>WITHHOLD</b>
<b>The proposed nominees are:</b>		
01 Phyllis Cochran	<input type="checkbox"/>	<input type="checkbox"/>
02 Larry Edwards	<input type="checkbox"/>	<input type="checkbox"/>
03 Adam Gray	<input type="checkbox"/>	<input type="checkbox"/>
04 Krystyna Hoeg	<input type="checkbox"/>	<input type="checkbox"/>
05 Wendy Kei	<input type="checkbox"/>	<input type="checkbox"/>
06 Paulo Cezar da Silva Nunes	<input type="checkbox"/>	<input type="checkbox"/>
07 Colin Robertson	<input type="checkbox"/>	<input type="checkbox"/>
08 Paul Soubry	<input type="checkbox"/>	<input type="checkbox"/>
09 Jannet Walker-Ford	<input type="checkbox"/>	<input type="checkbox"/>
10 Katherine Winter	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Fourth Amended and Restated Shareholder Rights Plan</b>	<b>FOR</b>	<b>AGAINST</b>
An ordinary resolution to continue, amend and restate the Third Amended and Restated Shareholder Rights Plan Agreement dated May 7, 2020 between the Company and Computershare Investor Services Inc.	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Approach to Executive Compensation</b>	<b>FOR</b>	<b>AGAINST</b>
An advisory resolution on approach to executive compensation.	<input type="checkbox"/>	<input type="checkbox"/>

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

To be valid, this proxy must be signed and deposited with Computershare Investor Services Inc. at the 9<sup>th</sup> Floor, North Tower, 100 University Avenue, Toronto, Ontario M5J 2Y1 not later than 11:00 am (Eastern time) on May 2, 2023, or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before any adjourned Meeting. This proxy revokes and supersedes all proxies of earlier dates.

\_\_\_\_\_  
Number of Shares

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Name of Shareholder (Please PRINT clearly)

**NOTES:**

- (1) Reference is made to the management information circular dated March 17, 2023 (the “**Information Circular**”) for further information.
- (2) The individuals named in this form of proxy are representatives of management of the Company. **You have the right to appoint someone else to represent you at the meeting.** If you wish to appoint someone else to represent you at the meeting, insert that other person’s name in the blank space. The person you appoint to represent you at the meeting need not be a shareholder of the Company.
- (3) If an individual, please sign exactly as your shares are registered.

If the shareholder is a corporation, this proxy must be executed by a duly authorized officer or attorney of the shareholder and, if the corporation has a corporate seal, its corporate seal should be affixed.

If shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of the deceased or other shareholder, the shareholders’ name must be printed in the space provided, the proxy must be signed by the legal representative with his/her name printed below his/her signature and evidence of authority to sign on behalf of the shareholder must be attached to the proxy.

In many cases, shares beneficially owned by a holder (a “**Beneficial Owner**”) are registered in the name of the securities dealer or broker or other intermediary, or depository (such as CDS Clearing and Depository Services Inc.) Beneficial Owners should, in particular, review the section entitled “Information for Beneficial Owners of Common Shares” in the Information Circular and carefully follow the instructions provided.

All registered owners of shares should refer to the Information Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

- (4) The securities represented by this proxy will be voted for or against or withheld from voting, as the case may be, in accordance with your instructions on any poll of a resolution or ballot that may be called for and, if you specify a choice with respect to any matter to be acted upon, the securities will be voted accordingly. **In the absence of instructions to the contrary, the shares will be VOTED FOR the above-mentioned items.** Management of the Company presently knows of no amendments or variations to the matters identified in the notice of meeting or of other matters which may properly come before the Meeting. If any such amendments, variations or other matters that are not known should properly come before the Meeting, the shares will be voted on such matters in accordance with the best judgment of the said proxyholder.
- (5) **If this proxy is not dated in the space provided, it is deemed to bear the date on which it is mailed by management of the Company.**