

# NFI GROUP INC.

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS AND AVAILABILITY OF INVESTOR MATERIALS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of the shareholders of NFI Group Inc. (“**NFI**”) will be held at 100 King Street West, 24<sup>th</sup> Floor (Toronto, Ontario) on Thursday May 4, 2023 at 11:00 am (Toronto time) for the following purposes:

1. **TO RECEIVE** the consolidated financial statements of NFI for the fiscal year ended January 1, 2023, together with the report of the auditors thereon (see section Matters To Be Considered At The Meeting – Financial Statements in the Management Information Circular (the “**Information Circular**”));
2. **TO APPOINT** the auditors and authorize the board of directors of NFI to fix the remuneration of the auditors (see section Matters To Be Considered At The Meeting – Appointment of Auditors in the Information Circular);
3. **TO ELECT** ten members of the board of directors of NFI (see section Matters To Be Considered At The Meeting – Election of Directors in the Information Circular);
4. **TO CONSIDER** and, if deemed appropriate, **TO PASS**, with or without variation, an ordinary resolution in the form set out in Schedule “A” to the Information Circular to continue, amend and restate the Third Amended and Restated Shareholder Rights Plan Agreement dated May 7, 2020 between NFI and Computershare Investor Services Inc.;
5. **TO CONSIDER** and, if deemed appropriate, **TO PASS** an advisory resolution in the form set in Schedule “B” to the Information Circular on the approach to executive compensation (“**Say on Pay Resolution**”) (see section Matters To Be Considered At The Meeting – Advisory Resolution on Approach to Executive Compensation in the Information Circular); and
6. **TO TRANSACT** such other business as may properly come before the meeting or any adjournment thereof.

The Information Circular relating to the Meeting provides additional information relating to the matters to be dealt with at the Meeting as well as how to attend and vote at the Meeting.

You have the right to receive notice of, and to vote at, the annual and special meeting if you were a shareholder of NFI at 5:00 p.m. (Toronto time) on Monday, March 6, 2023.

### **Notice and Access**

NFI is using the notice and access procedure (Notice and Access) adopted by the Canadian Securities Administrators for the delivery of the Information Circular, the consolidated financial statements of NFI for the fiscal year ended January 1, 2023 and related management’s discussion and analysis (collectively, the “**Meeting Materials**”). Under Notice and Access, you are still entitled to receive a form of proxy (or voting instruction form) enabling you to vote at the Meeting. However, instead of receiving paper copies of the Meeting Materials, shareholders receive this notice of meeting which contains information about how to access the Meeting Materials electronically. The principal benefit of Notice and Access is to reduce costs and the environmental impact of producing and distributing large quantities of paper documents. Shareholders who have consented to electronic delivery of materials may receive this notice of meeting in an electronic format.

The Information Circular and form of proxy (or voting instruction form) provide additional information concerning the matters to be dealt with at the meeting. **Shareholders are reminded to review all information contained in the Meeting Materials prior to voting.**

For more information about Notice and Access procedures, please call Broadridge Investor Communications Corporation (“**Broadridge**”) toll-free at 1-844-916-0609 (English) or 1-844-973-0593 (French).

### ***Websites Where Meeting Materials Are Posted***

The Meeting Materials are available on NFI’s website, [www.nfigroup.com](http://www.nfigroup.com) and under NFI’s profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

### ***How to Obtain Paper Copies of Meeting Materials***

All shareholders may request that paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date that the Meeting Materials are posted on NFI’s website, and such requests may be made by calling Broadridge toll-free at 1-877-907-7643 or requesting materials online at [www.proxyvote.com](http://www.proxyvote.com). You will need the 16-digit control number on the voting instruction form.

Requests must be received by 12:00 pm (Toronto time) on Thursday, April 20, 2023 if you would like to receive the Meeting Materials in advance of the voting deadline and date of the Meeting.

### ***Voting***

Shareholders who are beneficial owners of common shares of NFI (“**Beneficial Owners**”) will receive a voting instruction form with their Meeting Materials. The purpose of this form is to permit Beneficial Owners to direct the voting of the shares they own. As a Beneficial Owner, a shareholder should do the following:

*If You Do Not Wish to Vote at the Meeting.*

If, as a Beneficial Owner, you do not wish to attend and vote at the Meeting (or have another person attend and vote on your behalf), complete and sign the voting instruction form and return it in accordance with the instructions on the form. Voting instruction forms sent by Broadridge also permit the completion of the voting instruction form by telephone or through the Internet at [www.proxyvote.com](http://www.proxyvote.com).

*If You Wish to Vote at the Meeting (or Have Someone You Choose Vote for You).*

If, as a Beneficial Owner, you wish to attend and vote at the Meeting (or have another person, who need not be a shareholder, attend and vote on your behalf), you must follow the instructions on the voting instruction form that you receive or seek a form of proxy from your intermediary.

***As a Beneficial Owner, you should follow the instructions on the voting instruction form you receive. If you are not sure what to do, you should immediately contact your intermediary in respect of your common shares.***

**DATED** at Toronto, Ontario this 17<sup>th</sup> day of March, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

By: “The Honourable Brian Tobin”

The Honourable Brian Tobin  
Chairperson of the Board of Directors