

NFI Group

NFI GROUP INC.

**NOTICE OF ANNUAL MEETING
AND MANAGEMENT INFORMATION
CIRCULAR**

**ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 9, 2019**

March 22, 2019

NFI GROUP INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of the shareholders of NFI Group Inc. (“**NFI**”) will be held at the Fairmont Royal York Hotel, 100 Front Street West, (Toronto, Ontario) on Thursday May 9, 2019 at 2:00 pm Toronto time for the following purposes:

1. **TO RECEIVE** the consolidated financial statements of NFI for the fiscal year ended December 30, 2018, together with the report of the auditors thereon;
2. **TO APPOINT** the auditors and authorize the board of directors of NFI to fix the remuneration of the auditors;
3. **TO ELECT** nine members of the board of directors of NFI;
4. **TO CONSIDER** and, if deemed appropriate, **TO PASS** an advisory resolution in the form set in Schedule “A” to the accompanying Information Circular on the approach to executive compensation (“**Say on Pay Resolution**”); and
5. **TO TRANSACT** such other business as may properly come before the meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

DATED at Toronto, Ontario this 22nd day of March, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

By: “The Honourable Brian Tobin”

The Honourable Brian Tobin
Chairperson of the Board of Directors

NFI GROUP INC.

INFORMATION CIRCULAR

This Information Circular is furnished in connection with the solicitation of proxies by or on behalf of management of NFI Group Inc. (“NFI” and, together with its subsidiaries, the “Company”) for use at the annual meeting (the “Meeting”) of shareholders (the “Shareholders”) of NFI to be held on Thursday May 9, 2019 at the Fairmont Royal York Hotel, 100 Front Street West, Toronto, Ontario commencing at 2:00 pm (Toronto time), and at all postponements or adjournments thereof, for the purposes set forth in the accompanying Notice of Meeting.

All references to “**Common Shares**” in this Information Circular refer to common shares of NFI. If you hold Common Shares, you are a Beneficial Owner and are entitled to receive notice of, attend and vote at the Meeting as further described in this Information Circular.

Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to “\$”, “C\$”, “CAD” and “dollars” are to the lawful currency of Canada. References to “US\$” and “USD” are to the lawful currency of the United States.

The information contained in this Information Circular is given as at March 22, 2019, except where otherwise noted.

INFORMATION FOR BENEFICIAL OWNERS OF COMMON SHARES

Overview of Book-Entry Only Registration of Common Shares

Common Shares are registered in a “book-entry only” system under which all the issued and outstanding Common Shares are evidenced by global certificates that are registered in the name of and held by CDS Clearing and Depository Services Inc. or its nominee (“**CDS**”). At the date of this Information Circular, CDS is the only registered holder of the Common Shares.

CDS and intermediaries (such as banks, trust companies, securities dealers and brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) with whom you deal in respect of your Common Shares maintain written records (book-entries) of who are the beneficial owners of Common Shares and how many Common Shares they beneficially own. In this Information Circular, references to “**Beneficial Owners**” means persons who are shown in the book-entry only system as beneficial owners of Common Shares.

In accordance with Canadian securities law, NFI has distributed copies of the Notice of Meeting, this Information Circular and a form of proxy (collectively, the “**Meeting Materials**”) for onward distribution by intermediaries to Beneficial Owners.

Intermediaries are required to forward Meeting Materials to you as a Beneficial Owner. Typically, intermediaries will use a service company (such as Broadridge Financial Services, Inc. (“**Broadridge**”) to forward the Meeting Materials to Beneficial Owners.

Request for Voting Instructions

Beneficial Owners will receive a voting instruction form with their Meeting Materials. The purpose of this form is to permit you as a Beneficial Owner to direct the voting of the Common Shares you own. As a Beneficial Owner, you should do the following:

If You Do Not Wish to Attend the Meeting.

If, as a Beneficial Owner, you **do not** wish to attend and vote at the Meeting in person (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.proxyvotecanada.com. As a Beneficial Owner, you may revoke a voting instruction form given to an intermediary at any time by written notice to the intermediary. However, an intermediary is not required to act on a revocation of a voting instruction form that is not received by the intermediary at least seven days prior to the Meeting.

If You Wish to Attend the Meeting (or Have Someone You Choose Attend for You).

If, as a Beneficial Owner, you **wish to attend** and vote at the Meeting in person (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.

Solicitation of Proxies and Voting Instructions

Solicitation of Proxies

The solicitation of proxies for the Meeting will be made primarily by mail, but proxies may also be solicited personally, in writing or by telephone by representatives of NFI, at nominal cost. NFI will bear the cost in respect of the solicitation of proxies for the Meeting and will bear the legal, printing and other costs associated with the preparation of this Information Circular.

Voting of Proxies

In certain cases, you will not receive a voting instruction form and will instead receive, as part of the Meeting Materials, a form of proxy that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by you but which is otherwise uncompleted. As a Beneficial Owner and upon submission by you (or your designee) of identification satisfactory to your intermediary's representative, you may also require the intermediary to sign and deliver to you (or your designee) a proxy to exercise personally your voting rights attaching to the Common Shares you own, if you either (i) have not previously given the intermediary voting instructions in respect of the Meeting or (ii) submit to such representative written revocation of any such previous instructions.

If a Beneficial Owner who receives a form of proxy does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Beneficial Owner's behalf), the Beneficial Owner must complete the form of proxy and deposit it with Computershare Investor Services, Inc. (the "Transfer Agent"), as described below in "Deposit of Proxies" or otherwise follow the instructions provided by the intermediary.

If a Beneficial Owner who receives a form of proxy wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Beneficial Owner's behalf), the Beneficial Owner must strike out the names of the persons named in the proxy and insert the Beneficial Owner's (or such other person's) name in the blank space provided and deposit it with the Transfer Agent, as described below in "Deposit of Proxies" or otherwise follow the instructions provided by the intermediary.

Appointment of Proxies

The persons named in the form of proxy are representatives of NFI. **Shareholders have the right to appoint as proxyholder a person or company other than the NFI representatives named on the form of proxy.** Shareholders should write the name of the person or company they wish to appoint, who need not be a Shareholder, in the blank space provided on the form or proxy. If the Shareholder does not appoint another person or company as proxyholder, the NFI representatives designated in the form of proxy will vote or withhold from voting the Common Shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions of the Shareholder as indicated on the proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

In the absence of any direction, your Common Shares will be voted:

- (a) **FOR** the election of each of the nine nominees to the board of directors listed under the heading “Matters to be Considered at the Meeting - Election of Directors”;
- (b) **FOR** the appointment of Deloitte LLP as auditors of NFI and that the board of directors of NFI be authorized to fix the remuneration of the auditors; and
- (c) **FOR** the Say on Pay Resolution.

The form of proxy confers discretionary authority upon the NFI representatives designated in the form of proxy with respect to amendments to or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, the directors of NFI (the “**Directors**”) know of no such amendments, variations or other matters.

Deposit of Proxies

To be valid, proxies must be deposited with Computershare Investor Services, Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Fax: 1-866-249-7775 or 416-263-9524, Attention: Proxy Department, in accordance with the instructions therein, by no later than 2:00 p.m. (Toronto time) on May 7, 2019 or if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned or postponed meeting. Failure to properly complete or deposit a proxy may result in its invalidation. The time limit for the deposit of proxies may be waived by NFI in its discretion without notice.

Revocation of Proxies

Proxies may be revoked by:

- (a) completing and signing a proxy bearing a later date and depositing it with the Transfer Agent, as described above; or
- (b) depositing an instrument in writing executed by the Shareholder or by the Shareholder’s attorney authorized in writing: (i) at the registered office of NFI at any time up to and including the last business day preceding the date of the Meeting, or any adjournment of the Meeting, at which the proxy is to be used, or (ii) with the chairperson of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment of the Meeting; or
- (c) in any other manner approved by law.

You should follow the instructions on the document that you have received and contact your intermediary promptly if you need assistance.

VOTING SECURITIES OF NFI AND PRINCIPAL HOLDERS THEREOF

NFI is authorized to issue an unlimited number of Common Shares. As of the date of this Information Circular, there were 61,001,409 Common Shares outstanding.

At the Meeting, each Shareholder of record at the close of business on March 11, 2019, the record date established for notice of the Meeting (the "**Record Date**"), will be entitled to one vote for each Common Share held on all matters proposed to come before the Meeting.

To the knowledge of the Directors and officers of NFI, as of the date of this Information Circular, the following persons beneficially own or exercise control or direction over, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to the Common Shares:

Name	Number of Common Shares beneficially owned, or controlled or directed, directly or indirectly ⁽²⁾	Approximate percentage of total Common Shares
Marcopolo Canada Holdings Corp. ⁽¹⁾	6,587,834	10.8%

⁽¹⁾ Wholly-owned subsidiary of Marcopolo S.A.

⁽²⁾ Based on publicly available filings.

Matters To Be Considered At The Meeting

1. Financial Statements

The consolidated financial statements of NFI for the fiscal year ended December 30, 2018, together with the report of the auditors thereon accompanying this Information Circular will be placed before the Shareholders at the Meeting for their consideration. No formal action will be taken at the Meeting to approve the financial statements. If any Shareholder has questions regarding the financial statements, the questions may be brought forward at the Meeting. These financial statements are also available on the internet under NFI's SEDAR profile at www.sedar.com.

2. Appointment of Auditors

The management representatives designated in the enclosed form of proxy (if not expressly directed to the contrary in such form) intend to vote **FOR** the reappointment of Deloitte LLP as auditor of NFI to hold office until the next annual meeting of Shareholders and that the Directors be authorized to fix the remuneration of the auditors. Deloitte LLP has served as auditor of NFI since NFI's inception.

At NFI's 2018 annual general meeting of shareholders held on May 10, 2018, Deloitte LLP received 99.38% of the votes in favour of their re-appointment.

Auditor Appointment Results: 2018 Annual General Meeting	
For:	45,679,153
Withheld:	285,553
Total:	45,964,706
% in favour:	99.38%

3. Election of Directors

The articles of NFI provide that NFI will have a minimum of three and a maximum of twenty directors. The board of directors of NFI (the "**Board**") is currently comprised of nine Directors. All of the Directors are being nominated for re-election, except for Mr. V. James Sardo, who will be retiring from the Board at the Meeting. Mr. Sardo has been a valued member of the Board since NFI launched its initial public offering in 2005. Mr. Sardo turned 75 years old in December 2018 and in accordance with the Board's term and age limit policy

(see page 54 of this Information Circular), Mr. Sardo will not be standing for re-election at the Meeting. The Board and management of the Company wish to thank Mr. Sardo for his outstanding contribution to NFI and, in particular, for his service as chairperson of the Human Resources, Compensation and Corporate Governance Committee (the “**Governance Committee**”).

Ms. Katherine Winter is being nominated to the Board for the first time. Should Ms. Winter be elected to the Board, the Board will be comprised of nine Directors.

The management representatives designated in the enclosed form of proxy (if not expressly directed to the contrary in such form) intend to vote **FOR** the election, as Directors, of the nominees whose names are set out below. All nominees, except for Ms. Winter, are currently Directors and have been Directors since the dates indicated in the section below. Management does not contemplate that any of the nominees will be unable to serve as a Director but, if that should occur for any reason before the Meeting, the management representatives designated in the enclosed form of proxy reserve the right to vote for another nominee at their discretion. Each Director elected will hold office until the next annual meeting or until his or her successor is elected or appointed.

At the 2018 annual meeting of shareholders held on May 10, 2018, the nine individuals who were nominated to be elected as Directors of NFI at the time received the following votes regarding their appointment from voting Shareholders.

Director Election Results: 2018 Annual Meeting									
Director:	Cochran	Edwards	Gray	Hoeg	Marinucci	Da Silva Nunes	Sardo	Soubry	Tobin
For:	45,500,973	45,070,743	44,281,757	45,152,468	45,325,699	44,678,091	45,174,188	45,349,722	44,993,636
Withheld:	30,514	460,744	1,249,730	379,019	205,788	853,396	357,299	181,765	537,851
Total:	45,531,487	45,531,487	45,531,487	45,531,487	45,531,487	45,531,487	45,531,487	45,531,487	45,531,487
% in Favour:	99.93%	98.99%	97.26%	99.17%	99.55%	98.13%	99.22%	99.60%	98.82%

The Amended and Restated NFI’s By-Law No. 2 fixes a deadline by which Shareholders must submit a notice of director nominations to NFI prior to any meeting of Shareholders. In the case of an annual meeting, advance notice must be given to NFI not less than 30 days prior to the date of the meeting. The Amended and Restated By-Law No. 2 also requires any Shareholder making a director nomination to provide certain important information about its nominees with its advance notice. Only Shareholders who comply with the requirements of the Amended and Restated By-Law No. 2 will be permitted to nominate directors to the Board unless the “advance notice” requirements are waived by the Board in its sole discretion.

The Board has adopted a majority voting policy which provides that, if the total number of Common Shares voted in favor of the election of a Director nominee at the Meeting represents less than a majority of the total Common Shares voted for and withheld with respect to that Director, the Director must submit his or her resignation to the Board chair, to be effective when accepted by the Board. The NFI’s Governance Committee will consider and make a recommendation to the Board regarding the resignation, and the Board’s decision to accept or reject the resignation will be disclosed to the public within 90 days of the Meeting.

4. Advisory Resolution on Approach to Executive Compensation

The Board has adopted a policy of giving Shareholders the opportunity to cast an advisory vote on NFI’s approach to executive compensation. NFI believes it is important for Shareholders to understand what it pays its named executive officers (“**NEOs**”) and the rationale for these decisions. The 2018 Report on Executive Compensation in this Information Circular has been developed to help Shareholders understand NFI’s compensation philosophy and practices, the objectives of its executive compensation program, and the principles and process used by the Governance Committee in making its compensation recommendations and the decisions ultimately made by the Board.

Please read the 2018 Report on Executive Compensation beginning on page 21 of this Information Circular, including the discussion about compensation governance for details about executive compensation at NFI.

As a Shareholder you have the opportunity to vote **FOR** or **AGAINST** NFI's approach to executive compensation through the resolution in the form set in Schedule "A".

This is an advisory vote and your vote is non-binding on the Board. However, the Board and the Governance Committee will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures and decisions and the level of Shareholder engagement on compensation and related matters. The results of the vote will be disclosed in NFI's 2019 report on voting results, which will be available on SEDAR at www.sedar.com.

Approach to Executive Compensation Results: 2018 Annual General Meeting	
For:	45,848,807
Withheld:	115,898
Total:	45,964,705
% in favour:	92.95%

Director Nominees

The following pages set out detailed information on Director nominees, including:

- place of residence;
- year first elected or appointed as a Director, as applicable;
- age and principal occupation, education and experience;
- other principal directorship; and
- committee memberships and meeting attendance.

This information also includes the Director's equity ownership in NFI at the end of the last two fiscal years, consisting of Common Shares, DSUs and Director RSUs (which is described under "Director Compensation" in this Information Circular). The value of the Common Shares was calculated using the closing price of Common Shares on the Toronto Stock Exchange ("TSX") on December 29, 2017, which was \$54.00 per Common Share and on December 28, 2018, which was \$33.43 per Common Share. The value of the DSUs and Director RSUs was calculated using the volume weighted average trading price per Common Share for the five (5) trading days ending on December 29, 2017, which was \$54.08 per Common Share and for the five (5) trading days ending on December 28, 2018, which was \$33.00 per Common Share.



Phyllis Cochran

67
*Corporate Director
 Bluffton, South Carolina
 Director since May 2015
 Independent*

2018 Board/Committee Membership ¹	Meeting Attendance	
Board of Directors	14 of 14	100%
Audit Committee (Chair)	4 of 4	100%

Phyllis Cochran, CPA, is a corporate director and has served on the board of Spartan Light Metal Products, which is a private company, since 2014. Ms. Cochran also served on the board of The Mosaic Company from 2006 to 2013. She retired in 2012 after 33 years with Navistar International Corporation, a global manufacturer of commercial trucks and engines, where she served as President, Parts Group and President and Chief Executive Officer of Navistar Financial Corporation, among other leadership roles. She has strong strategic, operational and financial experience. Ms. Cochran also served on several not-for-profit and charitable boards and is a member of the Institute of Corporate Directors, National Association of Corporate Directors and the American Institute of Certified Public Accountants. Ms. Cochran holds a Bachelors of Science degree from Iowa State University.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ² Ownership Requirement 2018: \$545,680 2017: \$392,031
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2018	3,354	0	3,354	112,124	9,145	301,810	635	20,969	434,904	79.7%
2017	1,000	0	1,000	54,000	8,899	481,258	-	-	535,258	Exceeds

⁽¹⁾ Ms. Cochran also attended all five meetings of the Human Resources, Compensation and Corporate Governance Committee as a guest.

⁽²⁾ Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3642 in 2018 and 1.2545 in 2017



**Larry
Edwards**¹

69
Corporate Director
Tulsa, Oklahoma
Director since Sept. 2008
Independent

2018 Board/Committee Membership ²	Meeting Attendance	
Board of Directors	14 of 14	100%
Audit Committee	4 of 4	100%

Larry Edwards, ICD.D, is a corporate director and also serves as a director and Chairman of the board of Victory Energy Organization, LLC, an Oklahoma (USA) based designer and manufacturer of fired packaged boilers, waste heat boilers and heat recovery steam generators and related equipment. Mr. Edwards also serves on the board of directors of Black Mesa Production, LLC. Mr. Edwards served on the board of Patriot Bank from 2013 to 2017, Red Fork Energy Limited (a company that was listed on the Australian Securities Exchange) from 2013 to 2015, NCI Building Systems, Inc. from 2007 to 2009 and Global Power Equipment Group Inc. (“GPEG”) and its predecessor Global Energy Equipment Group, Inc. from 1998 until January 2008. Mr. Edwards served as the President and Chief Executive Officer of GPEG from May 2001 until his retirement in December 2006. Mr. Edwards also served as the CEO of GPEG’s predecessor company from June 1998 until GPEG’s initial public offering in May 2001. From February 1994 until June 1998, Mr. Edwards served as the President of Jason Incorporated’s power generation division. From 1976 until 1994, Mr. Edwards held various positions with Braden Manufacturing, including Vice President of Operations, General Manager and President. Prior to the IPO, Mr. Edwards served on the board of Transit Holdings, Inc. since August 2004. Mr. Edwards earned a B.S. in Industrial Engineering and Management from Oklahoma State University and an M.B.A. with honors from Oklahoma City University. Mr. Edwards is a member of the Institute of Corporate Directors and a graduate of the Directors Education Program.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ³ Ownership Requirement 2018: \$545,680 2017: \$392,031
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2018	35,156	9,820	44,976	1,670,698	17,008	561,303	-	0	2,232,001	Exceeds
2017	35,156	9,820	44,976	2,428,704	14,136	764,475	-	0	3,193,179	Exceeds

(1) Mr. Edwards was a director of Red Fork Energy Limited (“RFE”) from May 2013 to April 2015. In December 2014, KordaMentha Pty Ltd. was appointed as receivers and managers over the assets of RFE under the terms of the security provided to Guggenheim Corporate Funding LLC. As a consequence of this appointment, the directors of RFE appointed Ferrier Hodgson as joint and several voluntary administrators and the powers of RFE’s directors were suspended. In March 2015, Ferrier Hodgson concluded that RFE was not insolvent for a material time leading to their appointment and that the directors had a reasonable expectation they would be able to refinance the Guggenheim facility. In April 2015, the creditors of RFE resolved that the company execute a deed of company arrangement for purposes of reconstruction and recapitalisation of RFE (to be renamed Brookside Energy Limited). In July 2015, the deed was effectuated and control of Brookside Energy Limited reverted to a new board of directors. See “Directors, Officers and Management - Cease Trade Orders, Bankruptcies, Penalties and Sanctions” on page 53 of NFI’s Annual Information Form dated March 20, 2019 (“AIF”).

(2) Mr. Edwards also attended all five meetings of the Human Resources, Compensation and Corporate Governance Committee as a guest.

(3) Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3642 in 2018 and 1.2545 in 2017.



Adam Gray ^{1,2}

53
*Managing Partner,
 Coliseum Capital
 Management, LLC
 Greenwich, Connecticut
 Director since May 2012
 Independent*

2018 Board/Committee Membership ³	Meeting Attendance	
Board of Directors	8 of 14	57%
Audit Committee	2 of 4	50%

Adam Gray is a managing partner of Coliseum Capital Management, a private firm that makes long-term investments in both public and private companies. He also serves as non-executive Chairman of both Redflex Holdings Limited and The Pas Group Limited (both of which are listed on the Australian Securities Exchange) and serves on the board of Purple Innovation, Inc. Mr. Gray previously served on the board of directors of Blue Bird Corporation; DEI Holdings, Inc.; and Benihana Inc. Previously, Mr. Gray served as Executive Vice President, Strategic Projects and Capital Management at Burger King Corp., held several executive positions with the Metromedia Restaurant Group, and worked at Kluge & Co. and Morgan Stanley. Mr. Gray holds both a BSE in Finance from the Wharton School of Business and a BS in Mechanical Engineering from the School of Engineering & Applied Science at the University of Pennsylvania.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ⁴ Ownership Requirement 2018: \$545,680 2017: \$392,031
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2018	0	824,103	824,103	27,549,763	12,952	427,442	-	-	27,977,205	Exceeds
2017	0	722,829	722,829	39,032,766	12,604	681,624	-	0	39,100,930	Exceeds

- ⁽¹⁾ As at March 22, 2019, Coliseum or its affiliates beneficially own or control, directly or indirectly 824,103 Common Shares, representing approximately 1.4% of the issued and outstanding Common Shares as at the date of this Information Circular. Mr. Gray is a Managing Partner of Coliseum and thus can exert shared control or direction over these Common Shares.
- ⁽²⁾ Mr. Gray was a director of APP Winddown, LLC (formerly known as American Apparel, LLC) (“AA”) from February 1, 2016, when AA exited bankruptcy through a plan of conversion with its former creditors, until his resignation from the board on March 31, 2017. AA was an apparel manufacturer and retailer. On November 14, 2016, AA (along with certain related entities) filed a second voluntary petition for relief under chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court in Wilmington, Delaware and subsequently agreed to sell its intellectual property and other assets to Gildan Activewear. Since then, AA has been in wind down and the majority of its estate has been distributed to creditors. See “Directors, Officers and Management - Cease Trade Orders, Bankruptcies, Penalties and Sanctions” on page 53 of the AIF.
- ⁽³⁾ Mr. Gray also attended two out of five meetings of the Human Resources, Compensation and Corporate Governance Committee as a guest.
- ⁽⁴⁾ Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3642 in 2018 and 1.2545 in 2017.



Krystyna Hoeg

69
 Corporate Director
 Toronto, Ontario
 Director since May 2015
 Independent

2018 Board/Committee Membership ¹	Meeting Attendance	
Board of Directors	14 of 14	100%
Human Resources, Compensation and Corporate Governance Committee	5 of 5	100%
Audit Committee	4 of 4	100%

Krystyna Hoeg, CPA, is a corporate director and was the former President and Chief Executive Officer of Corby Distilleries Limited, a marketer and seller of spirits and wine. She occupied this position from October 1996 to February 2007. She joined the Allied Domecq group of companies in 1985 and held a number of senior financial positions with Hiram Walker & Sons Ltd., Hiram Walker – G&W Ltd., Allied Domecq Spirits and Wine and Hiram Walker and Sons Limited, lastly as Senior Vice-President of Finance – the Americas. Ms. Hoeg is currently a director of Imperial Oil Limited and also serves on the boards of Revera Inc., Samuel, Son & Co. Limited, and Arterra Wines Canada, all three of which are private companies. She is a past director of Sun Life Financial Inc., Canadian Pacific Railway Limited, Shoppers Drug Mart Corporation and Cineplex Galaxy Income Fund and was a director of Ganong Bros. Limited, a private company. Ms. Hoeg is a past chairperson of the board of directors of Michael Garron Hospital. She was a director of the Woodrow Wilson Center, Canadian Institute (Advisory Council), Green Shield Canada and St. Michael's Hospital Foundation, as well as the Business Advisory Council of United Nations Office for Project Services. Ms. Hoeg is a Chartered Professional Accountant (1982) and holds a Bachelor of Science from McMaster University, and a Bachelor of Commerce and a Masters of Science from the University of Windsor.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ² Ownership Requirement 2018: \$545,680 2017: \$392,031
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2018	2,000	0	2,000	66,860	4,466	147,402	12,986	428,569	642,831	Exceeds
2017	2,000	0	2,000	108,000	-	-	12,637	683,409	791,409	Exceeds

⁽¹⁾ Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3642 in 2018 and 1.2545 in 2017.



John

Marinucci¹

62

*Corporate Director
Oakville, Ontario
Director since June 2005
Independent*

2018 Board/Committee Membership ²	Meeting Attendance	
Board of Directors	14 of 14	100%

John Marinucci, CPA, ICD.D, H.R.C.C.C, joined NFI as President and Chief Executive Officer in 2002 and retired as an executive officer of the Company at the beginning of 2009. Mr. Marinucci also serves as a director of Intelgenx Corporation and is the Chairperson of the Canadian Welding Foundation. He is a past governor and chairperson of Mohawk College in Hamilton, Ontario and was the chairperson of the CWB Group of Companies. Mr. Marinucci previously served as a director of SMTC Corporation and Advance Engineered Products Ltd. Mr. Marinucci is a Chartered Professional Accountant and holds an Honours Bachelor of Commerce degree from McMaster University. Mr. Marinucci has a strong manufacturing background with a proven track record in operational restructurings and management of highly leveraged business concerns. From 1994 to 2002, Mr. Marinucci served as President and Chief Operating Officer for a major Canadian manufacturer and lessor of freight railcars and is a former President of the Canadian Association of Railway Suppliers. He has also held executive and senior management roles within leading Canadian and United States based organizations. Mr. Marinucci is also a member of several private company boards and is the founder and Chairman of the Marinucci Family Foundation, a registered charity focused on funding education, live arts and proactive healthcare initiatives. Mr. Marinucci is a member of the Institute of Corporate Directors and a graduate of the Directors Education Program.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ³ Ownership Requirement 2018: \$545,680 2017: \$392,031
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2018	135,500	0	135,500	4,529,765	17,008	561,303	-	-	5,091,068	Exceeds
2017	135,000	0	135,000	7,290,000	14,136	765,475	-	0	8,054,475	Exceeds

⁽¹⁾ Mr. Marinucci was a director of Advance Engineered Products Ltd. (“AEPL”) from March 1, 2014 to his resignation from the board on April 9, 2015. AEPL is a manufacturer of tank trucks, trailers and vacuum truck equipment. On April 10, 2015, AEPL filed for protection from its creditors under the Companies’ Creditors Arrangement Act (Canada) (“CCAA”) with the Court of Queen’s Bench of Saskatchewan, Judicial Centre of Saskatoon and Ernst & Young Inc. (“EY”) was appointed by the court as monitor of AEPL. In October 2015, substantially all of AEPL’s assets were sold to an affiliate of Ironbridge Equity Partners and the court ordered that the stay period for proceedings be extended to April 2016 to enable the company to resolve certain outstanding matters and complete the administration of CCAA proceedings. On February 16, 2016 EY assigned AEPL into bankruptcy. On April 26, 2016 the court discharged EY as monitor. All of AEPL’s assets have either been realized or sold by the monitor. See “Directors, Officers and Management - Cease Trade Orders, Bankruptcies, Penalties and Sanctions” on page 53 of the AIF.

⁽²⁾ Mr. Marinucci also attended all four meetings of the Audit Committee and all five meetings of the Human Resources, Compensation and Corporate Governance Committee as a guest.

⁽³⁾ Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3642 in 2018 and 1.2545 in 2017.



Paulo Cezar da Silva Nunes

66
 Corporate Director
 Porto Alegre, Brazil
 Director since Aug. 2015
 Independent

2018 Board/Committee Membership ¹	Meeting Attendance	
Board of Directors	14 of 14	100%
Human Resources, Compensation and Corporate Governance Committee	5 of 5	100%

Paulo Cezar Da Silva Nunes is a corporate director and an independent automotive business consultant, providing services focused on strategy and governance in the automotive industry. Mr. Da Silva Nunes is also the Vice-Chairperson of the board of directors of Marcopolo S.A., one of the world's largest bus manufactures, and is a director of Cesbe S.A. Engenharia e Empreendimentos, a Brazilian construction company mainly focused on energy generation segments and industrial building construction. He served on the board of Sindipeças, the Brazilian association of auto parts manufacturers from 2002 to 2013. Mr. Da Silva Nunes held various senior positions with Dana Holding Corporation from 1994 to 2012, including as Vice-President, Business Development, as well as various positions with Racine Hidraulica S.A. from 1974 to 1993 and Massey Ferguson S.A. from 1971 to 1974. Mr. Da Silva Nunes holds degrees in business administration and general accounting.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ² Ownership Requirement 2018: \$545,680 2017: \$392,031
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2018	3,296	0	3,296	110,185	-	-	508	16,753	126,938	23.3%
2017	0	0	0	0	-	0	4,237	229,137	229,137	58%

⁽¹⁾ Mr. Nunes also attended all four meetings of the Audit Committee as a guest.

⁽²⁾ Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3642 in 2018 and 1.2545 in 2017.



Paul Soubry¹

*56
President & CEO, NFI
Winnipeg, Manitoba
Director since May 2009
Non-independent*

2018 Board/Committee Membership	Meeting Attendance	
Board of Directors	14 of 14	100%

Paul Soubry, ICD.D, joined NFI as President and Chief Executive Officer in January 2009. Mr. Soubry holds a Bachelor of Commerce (Honours) degree from the University of Manitoba and completed the executive development program at Harvard Business School. Mr. Soubry has a strong sales, marketing, business development and operations background in businesses held by both trade and private equity owners, with substantial experience in business transformations and LEAN operational practices. Prior to joining NFI, Mr. Soubry worked for StandardAero for 24 years where he held a variety of increasingly senior positions including being named President in 2001, Chief Operating Officer in 2006, and Chief Executive Officer in 2007. Mr. Soubry currently serves on the boards of True North Sports and Entertainment Limited/Winnipeg Jets Hockey Club and the Winnipeg Airports Authority. He has also served on the board of the Mondetta Clothing Company and Economic Development Winnipeg Inc. In 2003, Mr. Soubry was named one of the recipients of "Canada's Top 40 under 40" award, was inducted in the Canadian Manufacturers and Exporters Hall of Fame in 2014, and recognized as Canada's 2016 CEO of the Year by the Financial Post. Mr. Soubry is a member of the Institute of Corporate Directors and a graduate of the Directors Education Program.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs ¹		Director RSUs ¹		Total Value (\$)	% of Share ² Ownership Requirement 2018: \$545,680 2017: \$392,031
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2018	352,440	1,000	353,440]	11,815,499	-	N/A	-	N/A	11,815,499	Exceeds
2017	300,684	1,000	301,684	16,290,936	-	N/A	-	N/A	16,290,936	Exceeds

⁽¹⁾ As a member of management, Mr. Soubry is not permitted to be a participant in the DSU Plan or the Director RSU Plan and therefore no DSUs or Director RSUs have been awarded to him. For the value of the share-based awards and option-based awards granted to Mr. Soubry, refer to the Summary Compensation Table on page 40 of this Information Circular.

⁽²⁾ Mr. Soubry's share ownership requirement in 2017 and 2018 was set at five times his base salary. See page 28 of this Information Circular.



**The Honourable
Brian V. Tobin**

64
*Vice Chairman, BMO
 Capital Markets
 Ottawa, Ontario
 Director since June 2005
 Independent*

2018 Board/Committee Membership ¹	Meeting Attendance	
Board of Directors	14 of 14	100%
Human Resources, Compensation and Corporate Governance Committee	5 of 5	100%

The Honourable Brian V. Tobin, P.C., O.C., ICD.D, was named as an Officer of the Order of Canada in 2013 for his contribution to Canadian public policy. Mr. Tobin is currently a Vice-Chair of BMO Financial Group and is the Chairperson of the board of NFI. Previously, Mr. Tobin served as the Premier of Newfoundland and Labrador from 1996 to 2000 and won two consecutive majority governments in provincial elections held in February 1996 and February 1999. Mr. Tobin also served as a Member of Parliament from 1980 to 1996, served as Minister of Fisheries and Oceans in the federal cabinet from 1993 to 1996 and served as the Federal Minister of Industry from October 2000 to January 2002. Mr. Tobin served as the Executive Chairman, President and Chief Executive Officer of Consolidated Thompson Iron Mines Limited until May 2011 when that company was purchased by Cliffs Natural Resources Inc. Mr. Tobin has also served as Chairperson of the board of Aecon Group Inc. and Chairperson of the board of Element Fleet Management. Mr. Tobin has been awarded honorary degrees by St. Francis Xavier University in Nova Scotia, Canada and by Brock University in Ontario, Canada. Mr. Tobin is a member of the Institute of Corporate Directors and a graduate of the Directors Education Program.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ² Ownership Requirement 2018: \$954,940 2017: \$705,656
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2018	12,630	30,300	42,930	1,435,150	22,844	753,932	9,755	321,935	2,511,017	Exceeds
2017	12,030	30,300	42,330	2,285,820	22,231	1,202,252	5,629	304,416	3,802,488	Exceeds

⁽¹⁾ Mr. Tobin also attended all four meetings of the Audit Committee as a guest.

⁽²⁾ Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3642 in 2018 and 1.2545 in 2017.



Katherine S. Winter

56
*Corporate Director
 Palatine, Illinois
 New Nominee
 Independent*

2018 Board/Committee Membership ¹	Meeting Attendance	
Board of Directors	N/A	N/A
Human Resources, Compensation and Corporate Governance Committee	N/A	N/A
Audit Committee (Chair)	N/A	N/A

Katherine S. Winter is currently the vice president & general manager, Automated Driving Solutions Division of Intel Corporation, a global organization which delivers comprehensive platforms for Advanced Driver Assist Systems (ADAS) and Autonomous Driving (AD) solutions. Prior to joining Intel, Ms. Winter was vice president, Software & Services, Automated Driving for Delphi Electronics & Safety, where she led automated driving efforts, global new-growth strategies for embedded and aftermarket software products, and cloud-based automotive and consumer services. Between 1984 and 2011, she held a number of senior R&D and business positions at Motorola in cellular infrastructure, telematics, and mobile phones. Ms. Winter holds a Bachelor of Science in Industrial Engineering from University of Illinois and a Masters of Business Administration from The University of Chicago.

Securities held as at fiscal year end										
Fiscal Year	Common Shares				DSUs		Director RSUs		Total Value (\$)	% of Share ² Ownership Requirement 2018: \$545,680
	Ownership (#)	Control (#)	Total (#)	Value (\$)	Number	Value (\$)	Number	Value (\$)		
2018	0	0	0	0	N/A	N/A	N/A	N/A	0	N/A

⁽¹⁾ Ms. Winter was not a member of the Board in 2018.

⁽²⁾ Converted into Canadian dollars at a U.S. – Canadian exchange rate of 1.3642 in 2018.

Director Compensation

Compensation is paid to Directors in a combination of cash, deferred share units (“**DSUs**”), and/or restricted share units (“**Director RSUs**”). A Director must generally make the election to receive DSUs or Director RSUs before the start of the calendar year in which such election is to apply. Non-management directors’ compensation is paid in U.S. dollars, in quarterly payments, in advance.

	2018 Structure (USD)	2019 Structure (USD)
Total annual retainer for Board membership	\$180,000	\$180,000
• Maximum amount paid in cash	\$80,000	\$80,000
• Minimum amount paid in DSUs / Director RSUs	\$100,000	\$100,000
Additional retainers:		
Board Chair	\$120,000	\$120,000
o Maximum amount paid in cash	\$60,000	\$60,000
o Minimum paid in DSUs / Director RSUs	\$60,000	\$60,000
Audit Committee Chair	\$15,000	\$15,000
Governance Committee Chair	\$15,000	\$15,000

Directors may also receive a per diem of US\$2,000 in the event that they perform additional work authorized by the Board where the additional work occupies a majority of the Director’s day. Directors are also reimbursed for out-of-pocket expenses for attending Board and committee meetings. The Directors who serve on the board of directors of NFI’s subsidiaries do not receive any additional compensation for such services. Directors participated in the insurance and indemnification arrangements described below under “Directors’ and Officers’ Liability Insurance”.

Director compensation is reviewed for market competitiveness on a biannual basis and was last reviewed in 2017. The comparator group is the same as the comparator group used for executive compensation benchmarking. As a result of the compensation review against the comparator group, director compensation was increased for 2018 (see above chart). No changes to director compensation were made for 2019.

Directors are not paid meeting attendance fees as the Board believes a flat-fee base retainer is more aligned with a Director’s duties and responsibilities and time commitment to the Company, which should be a year-round commitment.

Director Fee Repayment Policy

DSU Plan and Director RSU Plan

The DSU Plan and Director RSU Plan help NFI attract, retain and motivate highly qualified and experienced individuals to serve as Directors of NFI and promote alignment of interests between the non-employee members of the Board and the stakeholders of NFI.

As Directors’ compensation is paid quarterly, in advance. Effective January 1, 2016, the Board adopted a Director Fee Repayment Policy in early 2016 which provides that if a Director ceases to be a Director of the Company prior to the end of the quarter in respect of which the retainer was paid, the Director shall repay to the Company a pro rata portion of the cash retainer paid and forfeit a portion of DSUs and Director RSUs allocated to the Director based on the number of days remaining in the quarter.

Deferred Share Unit Plan for Non-Employee Directors

The Board adopted the Deferred Share Unit Plan for Non-Employee Directors (“**DSU Plan**”) on November 7, 2011, which was amended and restated effective December 8, 2015, December 18, 2015 and March 14, 2019. Pursuant to the DSU Plan, non-employee Directors may elect to receive all or a portion of their annual retainer in the form of DSUs instead of cash. A DSU is the right to receive a cash payment based on

the value of a Common Share credited by means of a bookkeeping entry to an account in the name of the non-employee director.

DSUs are credited to the Director's account on the day that fees would otherwise be paid. The number of DSUs credited to a Director's account is determined by dividing the amount of the applicable portion of the Director's annual retainer by the fair market value of a Common Share on that date.

When dividends are paid on a Common Share, additional DSUs equivalent to the amount of the dividend multiplied by the number of DSUs held, divided by the then fair market value of the Common Shares, will be credited to the Director's account. At the end of the Director's tenure as a member of the Board, he or she will be entitled to receive a cash redemption payment equal to the fair market value of a Common Share multiplied by the number of DSUs held.

Restricted Share Unit Plan for the Non-Employee Directors

The Board adopted the Restricted Share Unit Plan for Non-Employee Directors ("**Director RSU Plan**") on March 20, 2014. The Director RSU Plan was amended and restated effective December 18, 2015, December 18, 2017 and March 14, 2019. A maximum of 500,000 Common Shares are available for issuance under the plan. Pursuant to the Director RSU Plan, non-employee Directors are permitted to elect, once each calendar year, to receive all or a portion of their annual retainer in the form of Director RSUs instead of cash. A Director RSU is a right to acquire a fully-paid and non-assessable Common Share credited by means of a bookkeeping entry to an account in the name of the non-employee director. The number of Director RSUs to be awarded to a Director is determined by dividing the amount of the applicable portion of the Director's annual retainer by the applicable fair market value of a Common Share on that date. The Board, in its sole discretion, may award additional Director RSUs, subject to an annual aggregate value of \$150,000 per Director.

When dividends are paid on a Common Share, additional Director RSUs equivalent to the aggregate number of Director RSUs held by a Director on the dividend record date multiplied by the amount of dividend paid by NFI on each Share, and then divided by the fair market value of the Shares on the dividend payment date, will automatically be credited to the Director's account. Under the Director RSU Plan, Director RSUs vest immediately as at each applicable award date. A Director (other than a U.S. Director) is permitted to exercise the Director RSUs credited to his or her account at any time prior to December 15 of the year following the year in which the Director ceases to be a non-employee Director of NFI or one of its affiliates, at which time any remaining Director RSUs will be automatically redeemed. A U.S. Director will be required to specify the exercise date in an annual election form in accordance with Section 409A of the U.S. Internal Revenue Code.

See Schedule "C" for further details of the Director RSU Plan.

Common Share Ownership Guideline

Effective January 1, 2016, in order to further align the interests of Directors and Shareholders, the Common Share ownership guideline was increased such that each Director must now own a minimum number of Common Shares of NFI having a value equal to five (5) times the Director's annual base cash retainer (chair or extra meeting fees, if any, are excluded). This ownership requirement must be met by a director within five years of being appointed to the Board. Any DSUs granted under the Company's DSU Plan and any Director RSUs granted under the Director RSU Plan that are held by a Director shall be included in determining that Director's share ownership level. For the current Common Share ownership of each Director, refer to the table of securities held under the biography of each Director nominee, starting on page 7 of this Information Circular.

As disclosed in the Director Nominees section of this Information Circular (see "% of Share Ownership Requirement" column), all of the Directors (other than Ms. Cochran and Mr. Nunes, who were appointed to the Board in 2015 and still have time to meet the requirement and Ms. Winter who is a new nominee to the Board) own at least the minimum number of Common Shares required.

Director Compensation Table

The following table sets forth the compensation earned by each Director for the year ended December 30, 2018. All values are reported in Canadian dollars.

Name	Fees earned ⁽¹⁾ (\$)	Share-based awards ⁽²⁾ (\$)	All other compensation (\$)	Total (\$)
Phyllis Cochran <i>Bluffton, South Carolina, USA</i>	129,599	136,420	-	266,019
Larry Edwards <i>Tulsa, Oklahoma, USA</i>	109,136	136,420	-	245,556
Adam Gray ⁽³⁾ <i>Greenwich, Connecticut, USA</i>	-	245,556	-	245,556
Krystyna Hoeg <i>Toronto, Ontario, Canada</i>	-	245,556	-	245,556
John Marinucci <i>Oakville, Ontario, Canada</i>	109,136	136,420	-	245,556
Paulo Nunes <i>Porto Alegre, Brazil</i>	109,136	136,420	-	245,556
V. James Sardo <i>Mississauga, Ontario, Canada</i>	129,599	136,420	-	266,017
The Honourable Brian Tobin <i>Ottawa, Ontario, Canada</i>	190,988	218,272	-	409,260

⁽¹⁾ Compensation was earned in United States dollars, but the amounts reflected in this table have been converted to Canadian dollars at the exchange rate of 1.3642.

⁽²⁾ Amounts reflect the grant date fair value of DSUs/Director RSUs based on the volume weighted average trading price of the Common Shares on the TSX for the five trading days prior to the date of the award, in accordance with the DSU and Director RSU Plans.

⁽³⁾ Mr. Gray has assigned his compensation, including any future amounts to be paid upon the redemption of the DSUs and Director RSUs, to Coliseum Capital Partners, LP.

Outstanding Share-Based Awards

The following table sets forth information concerning all outstanding share-based awards granted by NFI to the Directors on or before December 30, 2018.

Name of Director	Share-based Awards		
	Number of shares or units that have not vested	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed ⁽¹⁾ (\$)
Phyllis Cochran <i>Bluffton, South Carolina, USA</i>	-	-	322,779
Larry Edwards <i>Tulsa, Oklahoma, USA</i>	-	-	561,303
Adam Gray ⁽²⁾ <i>Greenwich, Connecticut, USA</i>	-	-	427,442
Krystyna Hoeg <i>Toronto, Ontario, Canada</i>	-	-	575,971
John Marinucci <i>Oakville, Ontario, Canada</i>	-	-	561,303
Paulo Nunes <i>Porto Alegre, Brazil</i>	-	-	16,753
V. James Sardo <i>Mississauga, Ontario, Canada</i>	-	-	356,664
The Honourable Brian Tobin <i>Ottawa, Ontario, Canada</i>	-	-	1,075,867

⁽¹⁾ Represents the aggregate value of the DSUs and Director RSUs, calculated based on the volume weighted average trading price of the Common Shares on the TSX for the five (5) trading days ending on December 28, 2018 of \$33.00.

⁽²⁾ Mr. Gray has assigned his compensation, including any future amounts to be paid upon the redemption of the DSUs and Director RSUs, to Coliseum Capital Partners, LP.

Value Vested or Earned During the Year

The following table sets forth the value of share-based awards of the Directors that vested on or before December 30, 2018.

Name of Director	Share-based awards - Value vested during the year ⁽¹⁾ (\$)
Phyllis Cochran <i>Bluffton, South Carolina, USA</i>	136,420
Larry Edwards <i>Tulsa, Oklahoma, USA</i>	136,420
Adam Gray <i>Greenwich, Connecticut, USA</i>	245,556
Krystyna Hoeg <i>Toronto, Ontario, Canada</i>	245,556
John Marinucci <i>Oakville, Ontario, Canada</i>	136,420
Paulo Nunes <i>Porto Alegre, Brazil</i>	136,420
V. James Sardo <i>Mississauga, Ontario, Canada</i>	136,420
The Honourable Brian Tobin <i>Ottawa, Ontario, Canada</i>	218,272

⁽¹⁾ Based on the volume weighted average trading price of the Common Shares on the TSX for the five trading days prior to the applicable grant dates for DSUs and/or Director RSUs. Directors are immediately vested in their Director RSUs which are redeemable immediately upon vesting. Directors are also immediately vested in their DSUs, but do not receive payment in respect of their DSUs until they cease to be Directors.

⁽²⁾ Mr. Gray has assigned his compensation, including any future amounts to be paid upon the redemption of the DSUs and Director RSUs, to Coliseum Capital Partners, LP.

2018 REPORT ON EXECUTIVE COMPENSATION

This section describes our compensation philosophy, policies and programs, and provides the details on the compensation of our Named Executive Officers (“NEOs”). The main items can be found in the following order:

Table of Contents

Governance Committee Letter to Shareholders	22
Compensation Discussion and Analysis	23
Introduction	23
Compensation Philosophy and Guiding Principles	23
Compensation Process and Benchmarking	24
Compensation Governance	25
Risk Management	27
Compensation Elements	29
Target Pay Mix for NEOs	30
Base Salary	31
Short-term Incentive Plan (STIP)	32
Long-term Incentives	35
Performance Graph	38
CEO Performance Compensation During Tenure	39
Summary Compensation Table	40
Incentive Plan Awards	41
Retirement Plan Benefits	44
Termination and Change of Control Benefits	45

Key Things to Know about 2018

Business Performance

1. Market share leader in all segments
2. Strong financial performance
3. Increased deliveries
4. Launched Infrastructure Solutions Service
5. Continued investment in current business and growth

Executive Compensation

- No Increase in NEO salaries for 2019
- Modest increases to NEO salaries in 2018
- Increase in CEO and CFO STIP targets for 2018 to align for market competitiveness.
- Increase in NEO LTIP targets for 2018 to align with market competitiveness.
- No change to overall compensation framework
- NEO short-term incentive payout factor of 66% of target

GOVERNANCE COMMITTEE LETTER TO SHAREHOLDERS

Dear fellow shareholders,

In 2018, NFI Group remained focused on maintaining and growing our leading market share positions in heavy duty transit, motor coach, low-floor cutaways and aftermarket parts distribution. We continue to lead the industry in both deliveries and market share, and are committed to providing leading solutions to move groups of people safely, efficiently, responsibly, and in style. We continue to grow our business – by enhancing our competitiveness, continuing to launch new products, disrupting traditional markets and through strategic business development to complement our existing portfolio of businesses.

As a Governance Committee and a Board, we strongly believe an effective executive compensation framework reinforces our corporate strategy and objectives, focusing on creating value for our shareholders over the long-term.

The compensation provided to our leadership team for 2018 has been done so within that framework and recognizes the performance against the pre-established goals.

In 2018, we continued to review our executive compensation framework to ensure it remains competitive with the market while also aligned with our business strategy. We approved select increases to target compensation for the CEO and other executives and have adjusted the short-term incentive design to allow for greater alignment with our pay for performance philosophy. For 2019, we will expand our environmental and social governance disclosure to share the progressive work being done in these areas. Our Better Product, Better Workplace, Better World strategy reflects our vision to serve people and communities in a sustainable and responsible way. Shareholder input continues to be a key aspect of our engagement process. Last year we were pleased that 92% of shareholders voted in favour of our approach to compensation. While the pay vote is advisory and non-binding, the board will consider the result in future compensation planning.

- Revenue of \$2.5 billion, a 5.8% increase over 2016
- Adjusted EBITDA of \$315.4 million, down 0.8%
- Maintained 3-year return on invested capital (ROIC) of 14.6%
- Over 40% market share across both New Flyer Bus and MCI
- 2017 total shareholder return: -34%

Looking ahead we are proud of our history and excited about our future. We remain confident with our strategy, our execution, and the execution compensation programs that actively support sustainable performance, profitable return, strong cash flow and customer satisfaction. If you have any questions or comments about our approach to executive compensation, please contact us using the contact information at the back of this circular.

"The Honourable Brian Tobin"

The Honourable Brian Tobin
Chairperson of the Board of Directors

"V. James Sardo"

V. James Sardo
Chairperson of the Human Resources,
Compensation and Corporate
Governance Committee

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

This section of the Information Circular explains how NFI's compensation program is designed and operated with respect to our executives, specifically the following NEOs:

Name	Title
Paul Soubry	President and Chief Executive Officer
Glenn Asham	Executive Vice President, Finance; Chief Financial Officer and Treasurer
Wayne Joseph ⁽¹⁾	President, Transit Bus Business
Ian Smart	President, Motor Coach Business
Brian Dewsnap	President, Parts Business

⁽¹⁾ Mr. Joseph ceased to be the President, Transit Bus Business as of January 1, 2019 and was succeeded by Mr. Christopher Stoddart the previous Vice President, Engineering and Customer Services of the Transit Bus Business. Mr. Joseph will remain employed with the Company in an advisory role for 2019.

Compensation Philosophy and Guiding Principles

In making compensation decisions, the Governance Committee is guided by the following compensation objectives:

- To promote the long-term success and to continually improve the performance of NFI.
- To attract, retain, and motivate talented executives by providing a total compensation program competitive with the marketplace. NFI's compensation philosophy is to pay executives within a competitive range of the median of comparable corporations for target performance.
- To reinforce NFI's values and strategic objectives, including emphasis on shareholder, employee, customer, supplier and community stakeholders.
- To pay for performance and reward the executive leadership team for achieving both short-term and long-term performance goals, with increased emphasis placed on longer-term value creation.
- To align the interests of executives with the interests of shareholders.

The Governance Committee determines the mix between the various elements of compensation based on a number of inputs:

Results of the annual review of the executive compensation framework

Results of regular benchmarking studies

Review of compensation trends and market practices of public companies for short- and long-term incentive design

Review of current executive compensation governance in Canada and the United States

Compensation Process and Benchmarking

The Governance Committee considers a number of additional factors when determining the total potential amount of compensation to be awarded to an executive for a particular year. This includes the scope of responsibility of the role, corporate and individual performance, the executive's skills and experience, and compensation levels at similarly-situated companies.

To understand competitive levels of compensation for a company of NFI's size and complexity, the Governance Committee may assess executive compensation practices and levels at similarly-situated companies. Regularly, with the help of its independent compensation consultant and input from management, the Governance Committee reviews the comparator group for continued applicability and to account for mergers and acquisitions. Criteria used to select and review the comparator group include:

- Same or similar industry to NFI
- Between one-third and three times NFI's revenue
- Headquartered in Canada or the United States

In late 2017, the Governance Committee reviewed the comparator group for its continued appropriateness for NFI. Given changes among the comparator organizations (e.g., Accuride acquired by private equity investors) and the scope of NFI operations across North America, the 2018 comparator group has been updated to better reflect NFI's size and market for talent.

The 2018 comparator group includes 21 companies - 14 U.S. companies and 7 Canadian companies - with median revenue of \$2.1 billion (new companies in bold):

2018 Compensation Comparator Group		
Alamo Group Inc.	ITT Inc.	Rush Enterprises Inc.
Astec Industries Inc.	LCI Industries	Russel Metals Inc.
Blue Bird Corporation	Linamar Corp.	Titan International Inc.
Briggs & Stratton Corp.	Martinrea International Inc.	Toromont Industries Ltd.
CAE Inc.	Meritor Inc.	Wabash National Corp.
Finning International Inc.	Oshkosh Corp.	WABCO Holdings Inc.
The Greenbrier Companies Inc.	REV Group Inc.	Wajax Corp.

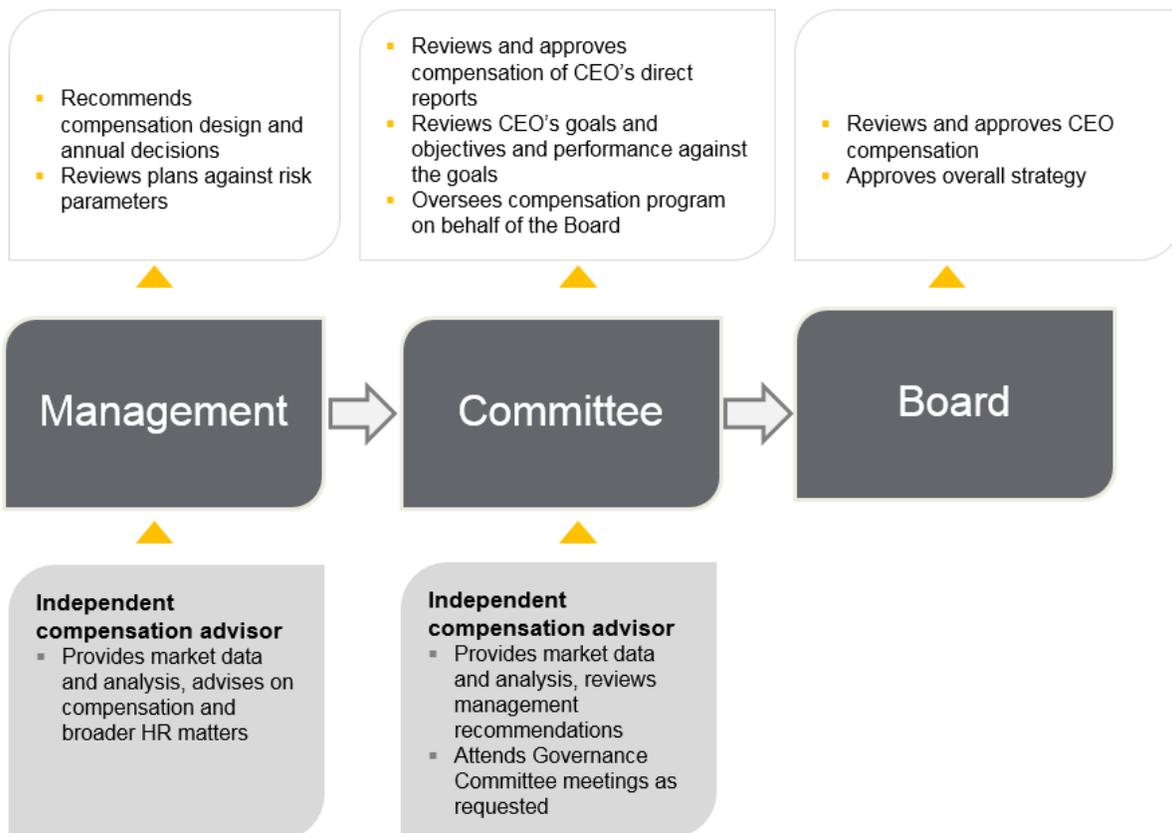
Compensation Oversight

In 2018, the Governance Committee was comprised of four Directors:

- V. James Sardo (Chairperson)
- The Honourable Brian Tobin
- Krystyna Hoeg
- Paulo Nunes

All of the members of the Governance Committee are independent Directors within the meaning of National Instrument 52-110 Audit Committees (“**NI 52-110**”). None of the members of the Governance Committee is a current or former officer or employee of NFI or any of its affiliates.

NFI follows the following process each year:



Role of Compensation Consultant

The Governance Committee has retained Meridian Compensation Partners as its independent compensation consultant since 2012. In 2018, Meridian provided periodic advice to the Governance Committee with respect to Director and executive compensation matters and in response to other Governance Committee requests.

Management has retained Willis Towers Watson to provide advice on human resource matters. Willis Towers Watson has been management's compensation consultant since 2012.

Executive Compensation-Related Fees

Services Provided	Meridian Compensation Partners		Willis Towers Watson	
	2018	2017	2018	2017
Compensation Consulting for the Governance Committee	\$94,969	\$97,931	\$0	\$0
Compensation Consulting for Management	\$0	\$0	\$28,644	\$27,729
Other Services	\$0	\$0	\$0	\$0
Total	\$94,969	\$97,931	\$28,644	\$27,729

Talent and Succession Planning and Governance Committee

The Company uses a comprehensive framework and takes an integrated approach to talent management and succession planning. The Company focuses on identifying, assessing and developing high-potential talent to build leadership capability and strengthen overall succession. This process helps to create and maintain a pipeline of leaders to drive the Company's strategic plans and to improve performance.

The Company believes that its human resources processes help ensure the right people are placed in roles that optimize both individual development and business performance, with the intent of developing high-potential talent to prepare them for broader and more complex roles within the organization. This focus on developing internal capabilities helps to retain talent and provides more options for succession. The Company also supplements the practice of promoting from within by hiring externally to benefit from diverse experiences, fresh perspectives and to further promote diversity in the workplace. Through the NFI Institute, the name given to the Company's education and training function, the Company provides formal leadership development and training.

The Governance Committee plays a key role in its oversight of talent management and succession planning. Twice a year, the Committee reviews with management the talent and succession planning activities for the leadership team, including the executive team, and discusses the processes and practices for leadership development, the depth and diversity of succession for leadership roles across the Company and the talent and succession activities and progress made over the prior period and the planning for the next six months.

In conjunction with the review of the Company's talent and succession planning activities, the Governance Committee and the Board also reviews and discusses the CEO and executive leadership team succession. This includes a discussion of contingency and long-term succession plans for the CEO and members of the executive team, in addition to addressing any specific gaps in the succession plan. The CEO discusses the strengths and areas for development of key succession candidates, progress of development over the period and future development plans. The Board also reviews and discusses potential succession scenarios and assesses the potential successors. The transition plan developed for Mr. Joseph's retirement as President, Transit Bus Business exemplifies these succession and talent management efforts.

Risk Management

Compensation risk is one of several forms of risk addressed by NFI's risk management policy and overseen by the Board.

The Board has a conservative approach to compensation risk management and the executive compensation program is structured to encourage the right management behaviours consistent with the risk profile of the Company and does not create an incentive to take excessive or inappropriate risks.

What we do

- ✓ Executive and Director Share Ownership Guidelines
- ✓ Hedging Policy
- ✓ Clawback Policy
- ✓ Trading restrictions
- ✓ Significant percentage of at-risk compensation
- ✓ Capped incentive opportunities
- ✓ Double trigger change in control termination provisions

What We Don't Do

- ✗ Single performance measure plans
- ✗ Provide guaranteed multi-year bonus
- ✗ Reprice or replace underwater options
- ✗ Grant, renew or extend loans to employees
- ✗ Pay out incentives if unwarranted by performance
- ✗ Include the value of unexercised options on determining ownership compliance

The policies and practices used to manage compensation risk have been developed under a formal enterprise risk management framework in order to ensure the current compensation structure does not create an incentive to take excessive or inappropriate risks.

Trading Restrictions

Under NFI's securities trading policy, directors and employees, including NEOs, are prohibited from entering into short sales or buying or selling call or put options in respect of securities of NFI and restricted from trading while in possession of material undisclosed information.

Hedging Policy

Directors and employees, which includes NEOs, are prohibited from engaging in any hedging activity (including prepaid variable forward contracts, equity swaps, and collars on units of exchange funds) in respect of executive and director equity awards and Common Shares.

Clawback Policy

The Board approved a Clawback Policy on January 25, 2016 that is applicable to all incentive compensation awards granted after that date. The Clawback Policy assists NFI in maintaining a culture that emphasizes integrity and accountability and reinforces NFI's pay-for-performance compensation philosophy. In the event NFI is required to file a restatement of its annual audited financial statements as a result of a correction of a material error, the Clawback Policy allows NFI to recover certain incentive compensation that was granted, vested or earned during the three most recently completed fiscal years prior to the restatement. Individuals covered by the Clawback Policy include current and former executives of NFI or its subsidiaries who were eligible or received incentive compensation from NFI that was granted, vested or earned based on the Company's achievement of any specified financial reporting measure or NFI's share

price or total shareholder return (“**TSR**”) under the Company’s incentive compensation plans. No misconduct on the part of a covered individual is required for NFI to trigger a clawback. The amount that is recoverable is limited to the amount that is in excess of the incentive compensation which ought to have been granted, vested or earned in the three year look-back period based on the restatement. The Clawback Policy allows the Board to not pay or grant future compensation or equity awards, cause the forfeiture or cancellation of unpaid or unvested incentive compensation and offset against any amounts otherwise payable to covered individuals, to the extent permitted by law.

Common Share Ownership Guidelines

NFI implemented share ownership guidelines in 2012 and updated the guidelines in 2013, to further align executive and shareholder interests. Executives are expected to meet their ownership guidelines within five years of January 1, 2013, or the date on which they joined the Company, whichever is later.

Level	2018 Guideline
Chief Executive Officer (CEO)	5x base salary
CFO/Business Unit Presidents	2x base salary
Vice Presidents	1x base salary

Included in the determination of the executive’s common share ownership requirement are any Common Shares held by the executive (directly or indirectly) and any restricted share units (“**RSUs**”) granted and held by an executive officer under NFI’s Amended Performance and Restricted Share Unit Plan (“**PRSU Plan**”).

The total cost of compensation of the NEOs in 2018 as a percentage of Adjusted EBITDA was approximately 2.4%.

The table below sets out the value of the NEOs shareholdings as at December 30, 2018:

Name	Share Ownership Guideline	Number of Common Shares Owned	Number of RSUs Outstanding	Value of RSUs ⁽¹⁾ CAD (\$)	Value of Shares ⁽¹⁾ CAD (\$)	Met Guideline
Paul Soubry <i>President and Chief Executive Officer</i>	5x base salary or \$4,000,000	352,440	16,721	551,828	11,782,069	Exceeds
Glenn Asham <i>Executive Vice President, Finance; Chief Financial Officer, and Treasurer</i>	2x base salary or \$750,000	256,823	4,351	143,597	8,586,596	Exceeds
Wayne Joseph ⁽²⁾ <i>President, Transit Bus Business</i>	2x base salary or US \$850,000 or \$1,159,570	41,725	5,125	230,663	1,394,867	Exceeds
Ian Smart <i>President, Motor Coach Business</i>	2x base salary or \$760,000	18,138	4,406	145,397	649,051	Exceeds
Brian Dewsnup ^{(2) (3)} <i>President, Parts Business</i>	2x base salary or US \$670,000 or \$913,746	36,210	3,646	164,096	1,614,293	Exceeds

⁽¹⁾ Based on the closing price of \$33.43 for the Common Shares on the Toronto Stock Exchange on December 28, 2018 and RSU value of \$33.00 based on weighted average closing price of NFI for the last five trading days of 2018. Mr. Joseph’s and Mr. Dewsnup’s RSUs are granted and paid in US dollars based on a US-Canadian exchange rate of 1.3642.

⁽²⁾ Mr. Joseph and Mr. Dewsnup are compensated in US dollars and their ownership guideline has been converted into Canadian dollars at an exchange rate of 1.3642

⁽³⁾ Mr. Dewsnup has until December 31, 2021 to meet the share ownership requirement.

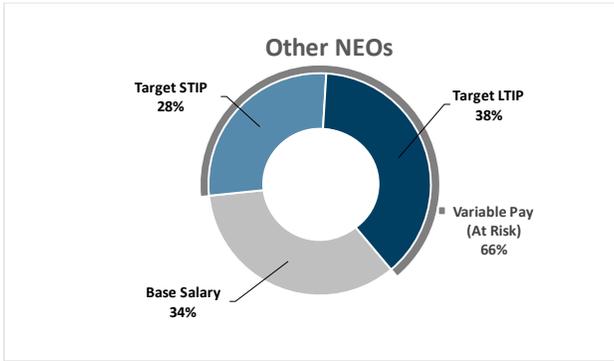
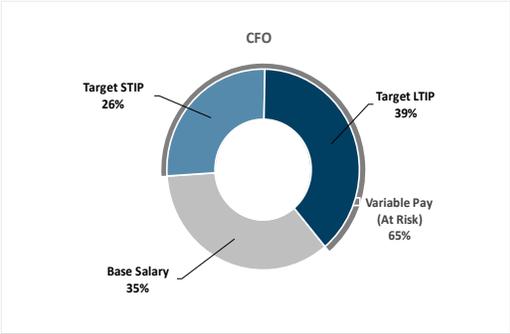
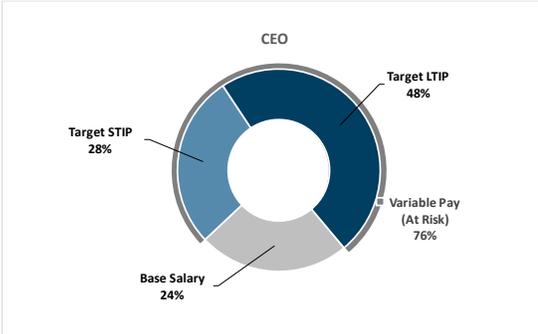
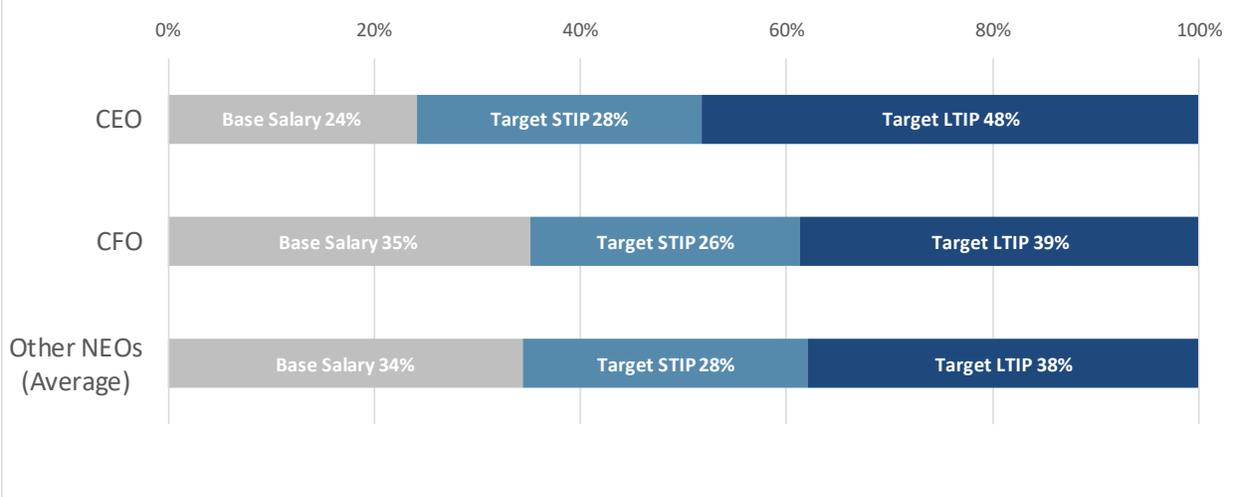
COMPENSATION ELEMENTS

The Company's 2018 executive compensation program was comprised of the following elements:

Component	Performance Period	Key Features	Purpose
Fixed Pay - Salary	1 year	<ul style="list-style-type: none"> Set in employment contracts with executives Assessed annually, considering scope and responsibilities of the role and the competitive market Changes, if any, typically made effective January 1st 	<ul style="list-style-type: none"> Attract and retain executives Compensate for meeting the responsibilities of the role
Variable Pay – STIP	1 year	<ul style="list-style-type: none"> Paid annually in cash Awards are based on Governance Committee and Board's assessment of performance against pre-determined financial, operating and individual performance targets Performance measures, threshold, target and maximum performance and award levels are established by the Governance Committee, considering management's performance projections for the year 	<ul style="list-style-type: none"> Reward for achieving key annual performance objectives Attract, motivate, and retain executives
Variable Pay – PSUs	3 years – vesting at the end of the term	<ul style="list-style-type: none"> Notional units are granted based on a target level of long-term incentive compensation and track the Common Share price Value of dividends on Common Shares are accrued over the 3-year performance period 50% of LTIP grant Number of units that vest is subject to the level of performance achieved against predetermined threshold, target and maximum levels, as determined by the Governance Committee The final payment is made in cash 	<ul style="list-style-type: none"> Pay for sustainable long-term performance Align the interests of executives and shareholders
Variable Pay – RSUs	3 years – vesting varies by grant	<ul style="list-style-type: none"> Notional units are granted based on a target level of long-term incentive compensation and track the Common Share price Value of dividends on Common Shares are accrued over the vesting period 25% of LTIP grant 2018 grant vests 33 1/3% per year starting on the first anniversary of grant The final payment is made in cash 	<ul style="list-style-type: none"> Pay for sustainable long-term performance Attract and retain executives Align the interests of executives and shareholders
Variable Pay – Share Options	8 year term – vesting over 4 years	<ul style="list-style-type: none"> Options granted based on a target level of long-term incentive compensation 25% of LTIP grant Options vest 25% per year starting on the first anniversary of grant 8 year term 	<ul style="list-style-type: none"> Pay for sustainable long-term performance Attract, motivate, and retain executives Align the interests of executives and shareholders
Benefits, Pension and Perquisites		<ul style="list-style-type: none"> Limited number of benefits, pension and perquisites, including executive health benefits and defined contribution pension arrangements 	<ul style="list-style-type: none"> Attract and retain executives

Target Pay Mix for NEOs

To align with NFI’s pay for performance compensation philosophy and emphasis on the longer-term value creation of the organization, a significant portion of the executives’ pay is variable. In determining the pay mix, the Governance Committee considers market practice, level of pay, and line-of-sight to the overall Company performance. The graphs below shows the approximate target compensation mix for the NEOs for 2018.



Base Salary

Base salaries are initially set in the executives' respective employment agreements and reviewed annually by the Governance Committee. In making adjustments, the Governance Committee considers positioning against the competitive market, the executive's level of responsibility, experience, individual performance, and internal equity.

Currency

For reporting purposes, NFI prepares its financial statements in United States dollars and in conformity with International Financial Reporting Standards, or IFRS. All amounts in this Compensation Discussion and Analysis are expressed in Canadian dollars, except where otherwise indicated. All compensation, with the exception of that of Wayne Joseph and Brian Dewsnpup, was earned by and paid to NFI's NEOs in Canadian dollars. The Bank of Canada's closing exchange rate on December 31, 2018 was US \$1.00 = \$1.3642.

The table below provides the 2017, 2018, and 2019 salary decisions and the percent increase over each year.

Name	Currency ⁽¹⁾	2017 Salary (\$)	2018 Salary (\$)	% Change 2017- 2018	2019 Salary (\$)	% Change 2018- 2019
Paul Soubry <i>President and Chief Executive Officer</i>	CAD	775,000	800,000	3.2%	800,000	0%
Glenn Asham <i>Executive Vice President, Finance; Chief Financial Officer, and Treasurer</i>	CAD	350,000	375,000	7.1%	375,000	0%
Wayne Joseph ⁽²⁾ <i>President, Transit Bus Business</i>	USD	425,000	425,000	0%	NA	NA
Ian Smart <i>President, Motor Coach Business</i>	CAD	365,000	380,000	4.1%	380,000	0%
Brian Dewsnpup <i>President, Parts Business</i>	USD	320,000	335,000	4.7%	335,000	0%

⁽¹⁾ Disclosed in the currency in which the compensation was earned and paid.

⁽²⁾ Mr. Joseph ceased to be the President, Transit Bus Business as of January 1, 2019. He will remain employed with the Company in an advisory role for 2019.

Financial Statement Definitions

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 including:

- gains or losses on disposal of property
- plant and equipment
- unrealized foreign exchange losses or gains on non-current monetary items
- fair value adjustment for total return swap
- non-recurring transitional costs relating to business acquisitions
- equity settled stock-based compensation
- gain on bargain purchase of subsidiary company, fair value adjustment to acquired subsidiary company's inventory and deferred revenue
- costs associated with assessing strategic and corporate initiatives and proportion of the total return swap realized.

Free Cash Flow: Net cash generated by operating activities adjusted for changes in non-cash working capital items, interest paid, interest expense, income taxes paid, current income tax expense, effect of foreign currency rate on cash, defined benefit funding, non-recurring transitional costs relating to business acquisitions, costs associated with assessing strategic and corporate initiatives, defined benefit expense, cash capital expenditures, proportion of the total return swap realized, proceeds on disposition of property, plant and equipment, gain received on total return swap settlement, fair value adjustment to acquired subsidiary company's inventory and deferred revenue and principal payments on capital leases

Adjusted EBITDA and Free Cash Flow are non-IFRS measures. For a reconciliation of those measures to the corresponding IFRS measures, see NFI's management's discussion and analysis of financial condition and results of operations for the 13-weeks and 52-weeks ended December 30, 2018.

Short-Term Incentive Plan (STIP)

The STIP is designed to reward executives for achieving key annual performance objectives by providing an annual cash award.

The plan measures **corporate** and **individual** performance (referred to as, "MBOs") against set objectives.

Corporate Performance

No payments are expected to be made if the Company does not achieve the required threshold performance level. However, the Board has the discretion to make STIP awards if performance targets are not met due to extraordinary or unexpected events. In determining the 2018 STIP awards, the Board did not exercise its discretion.

For the 2018 STIP, corporate performance was measured by Adjusted EBITDA (67.5% weighting) on a business and consolidated basis and Free Cash Flow (22.5% weighting) on a consolidated basis.

Performance Measure	Threshold (USD)	Target (USD)	Maximum (USD)	2018 Actual Achieved (USD)
Adjusted EBITDA ⁽¹⁾ (millions)	\$312.8	\$347.5	\$382.3	\$318.0
Free Cash Flow ⁽²⁾ (millions)	\$151.2	\$167.9	\$184.7	\$159.7

⁽¹⁾ Adjusted EBITDA in this table is defined in the side bar of this page and excludes the provision for the LTIP.

⁽²⁾ Free Cash Flow in this table is defined in the side bar of this page and excludes the provision for the LTIP and excludes the after-tax cost of interest on the Company's 6.25% convertible unsecured subordinated debentures.

Based on NFI's performance against the established criteria and CEO's recommendation, the Governance Committee determined to pay STIP based on corporate performance at slightly above threshold.

The following table shows the target, threshold and maximum opportunities for the corporate portion of the STIP for the NEOs based on corporate performance, as well as the resulting 2018 STIP awards:

Name	Corporate Performance STIP Opportunity (as a % of base salary)			2018 Actual STIP Award based on Corporate Performance		
	Threshold	Target	Maximum	Currency ⁽¹⁾	Actual Award (\$)	Actual Award as % of Salary
Paul Soubry <i>President and Chief Executive Officer</i>	47.5%	105%	162.5%	CAD	530,287	66%
Glenn Asham <i>Executive Vice President, Finance; Chief Financial Officer, and Treasurer</i>	27.5%	65%	102.5%	CAD	162,112	43%
Wayne Joseph ⁽²⁾ <i>President, Transit Bus Business</i>	30%	70%	110%	USD	195,976	46%
Ian Smart <i>President, Motor Coach Business</i>	30%	70%	110%	CAD	175,225	46%
Brian Dewsnup <i>President, Parts Business</i>	30%	70%	110%	USD	154,475	46%

⁽¹⁾ Disclosed in the currency in which the compensation was earned.

⁽²⁾ Mr. Joseph ceased to be the President, Transit Bus Business as of January 1, 2019. He will remain employed with the Company in an advisory role for 2019 and will no longer receive incentive compensation.

NFI Core Values

- **Integrity**
Adheres to NFI's values and consistently delivers on promises and commitments made
- **Dependability**
Consistent behaviour or performance that is deserving of trust
- **Accountability**
Willingness to accept responsibility and to be accountable for individual actions
- **Passionate**
Strong interest and enthusiasm in achieving successful results
- **Responsive**
Promptly and professionally replies to external and internal inquiries
- **Decisive**
Makes decisions, supported by appropriate information, and takes action
- **Fair**
Makes unbiased decisions and seeks to balance the interests of all of NFI's stakeholders
- **Ethical**
Adheres to applicable laws and acts in accordance with NFI's Code of Business Conduct and Ethics and in accordance with accepted social and professional standards
- **Citizenship**
Acts in a socially-conscious manner and is a willing participant in appropriate local, regional, and industry forums and initiatives

Individual Objectives (MBOs)

Individual objectives or MBOs are determined by the Governance Committee based on the recommendation of the CEO after a review with each executive. They are developed from the Company's annual operating plan and strategic objectives. The Governance Committee reviews and recommends to the Board for approval individual objectives for the CEO.

In 2018, the MBO formula of up to 10% of base salary was eliminated and the Governance Committee adopted a simplified formula allocating 10% of STIP to MBOs, to provide a reasonable balance between corporate, business and individual performance aligned with peer and broader market practice. With this change, the Governance Committee introduced leverage on the individual component through adoption of a linear sliding scale. This change provides for greater differentiation of pay based on individual contributions and performance.

- 15% awarded to executives exceeding all of their objectives
- 10% awarded for achieving most or all of their objectives
- 5% awarded for achieving some objectives
- 0% in the event that objectives are not met

The Governance Committee measures individual performance separately from corporate performance to be able to acknowledge and recognize the executive's efforts to improve business performance and create shareholder value which may not be completely captured through the corporate performance measures.

The MBO portion of the STIP award is determined by the Governance Committee in respect of the CEO's MBOs, by the Governance Committee on the recommendation of the CEO in respect of the executives who report directly to the

CEO and by each of the Presidents of the Transit Bus, Motor Coach and Parts Businesses, in respect of the executives who report directly to them. In assessing each executive's performance against the executive's individual MBOs for the year, the following factors are evaluated:

- the performance of the individual against his or her job description,
- the adherence of the individual to the Company's core values (see sidebar); and
- the accomplishment by the individual of his or her personal objectives (or MBOs) for the year.

Based on the Governance Committee's assessment of performance and considering the CEO's recommendations for the other NEOs, the 2018 MBO awards are outlined in the table below.

For 2018, the total (combined corporate and individual) actual STIP awards for the NEOs were as follows:

Name	Target STIP Opportunity (% of salary)	Currency	Corporate Performance Award (\$)	MBO Award (\$)	Total Actual STIP Award (\$)	Actual STIP (% of salary)
Paul Soubry ⁽²⁾ <i>President and Chief Executive Officer</i>	115%	CAD	530,287	73,600	603,887	75%
Glenn Asham ⁽²⁾ <i>Executive Vice President, Finance; Chief Financial Officer, and Treasurer</i>	75%	CAD	162,112	22,500	184,612	49%
Wayne Joseph ⁽¹⁾ <i>President, Transit Bus Business</i>	80%	USD	195,976	34,000	229,976	54%
Ian Smart <i>President, Motor Coach Business</i>	80%	CAD	175,225	24,320	199,545	53%
Brian Dewsnap <i>President, Parts Business</i>	80%	USD	154,475	24,120	178,595	53%

⁽¹⁾ Mr. Joseph ceased to be the President, Transit Bus Business as of January 1, 2019. He will remain employed with the Company in an advisory role for 2019 and will no longer receive incentive compensation.

⁽²⁾ For 2018, STIP targets (as a % of base salary) increased from 110% to 115% of salary for the CEO and from 70% to 75% of salary for the CFO. Changes were made to position pay closer to market median.

Long-term Incentives

The long-term incentives are designed to align executive and shareholder interests and to reward long-term sustainable performance. Long-term incentives at NFI include PSUs, RSUs, and Options. For 2018, executive long-term incentive awards were comprised of 50% PSUs, 25% RSUs, and 25% Options. Included in the determination of the executive's new long-term incentive grants are any RSUs and PSUs granted under the PRSU Plan that are held by an executive.

Name	LTI Target (% of base salary) ⁽¹⁾	Number of PSUs granted	Number of RSUs granted	Number of options granted
Paul Soubry <i>President and Chief Executive Officer</i>	200%	14,793	7,396	41,973
Glenn Asham <i>Executive Vice President, Finance; Chief Financial Officer, and Treasurer</i>	110%	3,814	1,907	10,821
Wayne Joseph ⁽²⁾ <i>President, Transit Bus Business</i>	110%	4,322	2,161	12,264
Ian Smart <i>President, Motor Coach Bus Business</i>	110%	3,865	1,932	10,965
Brian Dewsnap <i>President, Parts Business</i>	110%	3,407	1,704	9,667

⁽¹⁾ For 2018, LTI targets (as a % of base salary) increased from 155% to 200% of salary for the CEO and from 90% to 110% of salary for other NEOs. Relative weightings remain unchanged. Changes were made to position NEO group closer to market median.

⁽²⁾ Mr. Joseph ceased to be the President, Transit Bus Business as of January 1, 2019. He will remain employed with the Company in an advisory role for 2019 and will no longer receive incentive compensation.

Performance Share Units (PSUs)

PSUs are granted to align the interests of executives with the interests of shareholders by making a significant portion of executives' long-term incentive compensation dependent on the Company's long-term financial performance and on the fair market value of the Common Shares.

The 2018 grant under the PRSU Plan will vest at the end of 2020 based on the ROIC of 2018 to 2020. The ROIC performance measure has established threshold, target and maximum levels of performance to determine the actual payout in 2021. At threshold performance, 50% of the grant will vest and at maximum performance, 200% of the grant will vest. No PSUs will vest if the threshold ROIC performance measure is not met.

The number of PSUs granted to each of the NEOs for fiscal 2018 were determined based on the weighted average closing price of Common Shares for the last five trading days of 2017 and the desired target compensation value. When dividends are paid on a Common Share, additional units equivalent to the amount of the dividends multiplied by the number of PSUs held (and determined based on the then fair market value of the Common Shares) will be credited to the participant's account. The actual value of a PSU on the settlement date is contingent on the Common Share price and NFI's actual performance over a three-year period relative to the established objectives.

Restricted Share Units (RSUs)

The PRSU Plan provides for grants of RSUs to officers and senior managers of the Company, including the NEOs. RSUs were adopted to supplement the long-term incentive compensation framework for the executives to promote their continued efforts in growing NFI, as well as to assist in attracting and retaining senior management personnel.

An RSU is a right to receive a cash payment based on the fair market value of a Common Share, subject to a vesting period of three years. The number of RSUs granted to each of the NEOs for fiscal 2018 were determined based on the closing weighted average trading price of the Common Shares for the last five trading days of 2017 and the desired compensation value. The actual value of an RSU on the settlement date is contingent on the Common Share price. The Governance Committee sets the vesting applicable to each grant. The 2018 grants will vest and settle one-third on each of the first, second and third anniversaries of the grant date.

See page 45 under "Termination and Change of Control Benefits-Paul Soubry", for further details regarding the PRSU Plan.

Share Options

In 2013, the Board approved the Option Plan for NFI which provides for Option grants to officers and senior managers of the Company, including the NEOs. The Option Plan was adopted to support the achievement of NFI's performance objectives, and to ensure that executives' interests are aligned with the success of NFI.

On the date of grant, the value of each Option is based on the estimated future value of one Common Share. This value is used to determine the number of Options to be granted to deliver a desired compensation value. The actual value received from each Option depends on the Common Share price at the time of exercise.

Options for 2018 were granted on January 2, 2018, and 25% of the grant will vest on each of the first through fourth anniversaries of the date of grant. Options for 2019 were granted on January 2, 2019 and will also vest 25% per year starting on the first anniversary of the date of grant. Each Option has an eight-year term.

Why measure ROIC?

The Governance Committee believes this measure holds management accountable for both earnings and capital utilization, is aligned with shareholders and is a less volatile measure over the long term than a cumulative multi-year Adjusted EBITDA measure.

References to "ROIC" are to net operating profit after taxes (calculated by Adjusted EBITDA less depreciation of plant and equipment and income taxes at the expected effective tax rate) divided by average invested capital for the last twelve month period (calculated as to shareholders' equity plus long-term debt, obligations under finance leases, other long-term liabilities, convertible debentures and derivative financial instrument liabilities less cash).

See Schedule “B” for further details regarding the Option Plan.

In 2018, a total of 152,883 options were granted to participants under the Option Plan, representing approximately 0.24% of the weighted average issued and outstanding Common Shares for the 2018 fiscal year.

Payment of the 2016 – 2018 PSU Award

In 2016, NFI granted PSUs under the PRSU Plan to executives that vested at the end of 2018. Vesting at the end of the period was based on NFI’s performance against the established three-year average annual ROIC target and performance range. The table below provides the actual ROIC and target and performance range.

2016-2018 Performance Range Three-Year Average Annual ROIC			Actual 2016-2018 Results Three-Year Average Annual ROIC
Threshold	Target	Maximum	
8.0%	9.5%	12.0%	14.6%

As a result of the impact of actual performance on vesting, and incorporating the reinvestment of dividends and the ending Common Share price, the actual payout values of the 2016 grant for the NEOs are as follows:

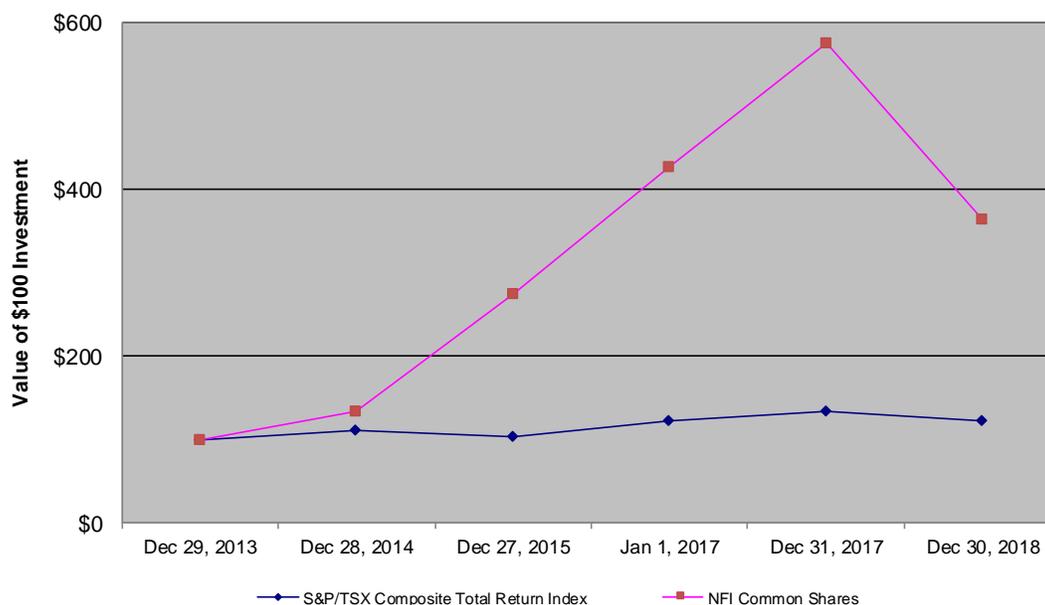
Name	PSUs Granted in 2016		Actual Compensation			
	Number Granted	Value (\$)	Number of PSUs (including reinvested dividends)	Vesting %	Resulting Number of PSUs	Value (\$)
Paul Soubry <i>President and Chief Executive Officer</i>	22,259	600,625	23,826	200%	47,673	1,573,345
Glenn Asham <i>Executive Vice President, Finance; Chief Financial Officer, and Treasurer</i>	5,837	157,500	6,251	200%	12,501	412,573
Wayne Joseph ⁽¹⁾ <i>President, Transit Bus Business</i>	7,088	191,250	7,590	200%	15,180	500,982
Ian Smart <i>President, Motor Coach Business</i>	5,670	153,000	6,072	200%	12,144	400,785
Brian Dewsnup ⁽¹⁾ <i>President, Parts Business</i>	3,698	99,775	3,960	200%	7,919	261,362

⁽¹⁾ Mr. Joseph and Mr. Dewsnup receive their compensation in US dollars. The grant value and actual compensation value is determined based on the Canadian dollar RSU price at a US-Canadian exchange rate of 1.0000.

PERFORMANCE GRAPH

The following graph compares the total cumulative return on funds invested in Common Shares (assuming reinvestment of dividends) with the total cumulative return of the Standard and Poor's TSX Composite Total Return Index (the "TSX Total Return Index") for the past five fiscal years of NFI.

Performance Graph – Common Shares



Total compensation paid to NEOs has been 109% of target over the past five years, and has increased by 17% since 2013. Over the same five year period, Adjusted EBITDA has increased by 193%. See "CEO Performance Compensation During Tenure" on page 39 of this Information Circular for a further discussion of the pay and performance relationship.

There is not necessarily a direct correlation in the shorter term between the performance measures of Adjusted EBITDA and Free Cash Flow in the STIP and PSUs and between the grant date fair value of awards on the one hand and TSR and NFI Common Share price on the other hand. That being said, NEO actual short-term compensation is tied to operational measures and increases and decreases with actual performance.

Year	2016	2017	2018
Total NEO Compensation (millions)	8.0	8.0	7.7
Adjusted EBITDA (millions) ⁽¹⁾	289.1	318.0	315.4
Free Cash Flow (millions) ⁽²⁾	165.2	161.2	159.7
Return on Invested Capital	14%	16%	14%
Shareholder Return (annual)	47%	35%	-34%

⁽¹⁾ Adjusted EBITDA is defined as disclosed in the side bar on page 32 of this Information Circular.

⁽²⁾ Free Cash Flow is defined as disclosed in the side bar on page 32 of this Information Circular. Tory: Consider including a comparison of the total cost of compensation for the executive team to financial metrics such as income or revenue to make it clear how much compensation costs relative to NFI's financial resources. For purposes of the 2018 Board Games, the Globe and Mail recommends that the calculations show a percentage and not an approximation such as "less than 1% of revenue".

CEO PERFORMANCE COMPENSATION DURING TENURE

The following table compares the grant date value of compensation awarded to Mr. Soubry in respect of his performance as CEO with the value that he has realized or that is realizable from his compensation awards during his tenure. The compensation he has received includes salary, STIP, as well as the value of PSUs and RSUs and Options that are outstanding (as at January 1, 2019).

Year	Total Direct Compensation Awarded ⁽¹⁾	Total Realized and Realizable Compensation Value as at December 30, 2018 ⁽²⁾	Value of \$100 Mr. Soubry ⁽³⁾		Value of \$100		
			Realized	Realizable	Income ⁽⁴⁾ Deposit Securities Annual Return	Common ⁽⁵⁾ Shares Annual Return	Combined Cumulative Return during CEO Tenure
			(\$)	(\$)	(\$)	(\$)	(\$)
2009	2,043,269	1,412,472	69	69	140		140
2010	2,425,000	1,162,948	48	48	125		176
2011	2,470,000	717,275	29	29	58		102
2012	2,470,000	2,868,746	116	116		166	170
2013	2,535,000	9,189,066	362	362		129	219
2014	2,536,750	12,146,552	479	479		134	293
2015	2,666,051	10,737,588	288	403		206	604
2016	2,828,551	4,289,250	135	152		156	939
2017	2,828,751	2,707,607	75	96		135	1,271
2018	3,320,000	2,156,406	45	65		64	808
Total Direct Compensation	26,123,372	47,387,910					
		Weighted Average	163	181	108	141	808

⁽¹⁾ Includes salary and incentive compensation (STIP, PSUs, RSUs (beginning in 2012) and options (beginning in 2013)) awarded at year-end in respect of performance during the year.

⁽²⁾ PSU and RSU awards include targeted award plus dividend equivalents and have not been adjusted for performance relative to the plan targets, unless the award has vested. The realizable value of options is the value of unexercised in-the-money options.

⁽³⁾ Represents the accrued value to Mr. Soubry for each \$100 awarded in total direct compensation during the fiscal year indicated.

⁽⁴⁾ Represents the cumulative value of a \$100 investment in IDSs for the fiscal year indicated if the investment was made on the first day of such period, assuming reinvestment of dividends, and for the 2011 fiscal year, assuming the holder of such IDSs exercised all of their Rights pursuant to the Rights Offering.

⁽⁵⁾ Represents the cumulative value of a \$100 investment in Common Shares for the fiscal year indicated if the investment was made on the first day of such period, assuming reinvestment of dividends. Towers and TORYS agree that we can consider removing and updating to show only 5 years aligned with typical disclosure in the market.

During the tenure of the CEO, the percentage of total realizable direct compensation (salary plus all incentives) to total direct compensation awarded (based on the values disclosed in the Summary Compensation Table) was 181% compared to a TSR of 808% for a shareholder that converted income deposit securities to Common Shares pursuant to a rights offering in 2011. Of the total realizable compensation only 55% has been realized as at December 30, 2018, and realization of the balance depends on future performance relative to performance targets and NFI future share price.

Pay and Performance Alignment

NFI is committed to a pay-for-performance approach to compensation. The Governance Committee periodically reviews the alignment of CEO's realizable pay with NFI's performance based on a series of financial measures, relative to the compensation benchmarking comparator group. Pay and performance alignment was last reviewed in 2016, showing a strong link between the CEO's realizable direct compensation and Company performance, and the Governance Committee concluded that realizable CEO pay is aligned with performance.

SUMMARY COMPENSATION TABLE

The following table sets forth the compensation earned by and the share-based and Option-based awards granted to the NEOs for the fiscal year ended December 30, 2018. All values are reported in Canadian dollars.

Name and Title	Year	Salary ⁽¹⁾	Share-based Awards ⁽²⁾	Option-based Awards ⁽⁷⁾	Non-Equity Incentive Plan Compensation Annual Incentive Plans ⁽³⁾	Pension Value ⁽⁴⁾	All Other Compensation	Total Compensation
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Paul Soubry	2018	800,000	1,200,000	400,000	603,887	22,928	20,758 ⁽⁵⁾	3,047,573
<i>President and Chief Executive Officer</i>	2017	775,000	900,938	300,313	1,114,839	26,230	18,493 ⁽⁵⁾	3,135,813
	2016	775,000	900,738	300,313	1,197,375	26,010	18,493 ⁽⁵⁾	3,217,919
Glenn Asham	2018	375,000	309,375	103,125	184,612	26,500	0	998,612
<i>Executive Vice President, Finance; Chief Financial Officer, and Treasurer</i>	2017	350,000	236,250	78,750	335,009	26,230	0	1,026,239
	2016	350,000	236,250	78,750	365,750	26,010	0	1,056,760
Wayne Joseph ⁽⁶⁾	2018	579,785	478,323	159,441	313,733	36,151	0	1,567,433
<i>President, Transit Bus Business</i>	2017	533,163	359,885	119,962	586,657	32,906	0	1,632,573
	2016	570,648	385,187	128,396	683,350	34,924	0	1,802,505
Ian Smart	2018	380,000	313,500	104,500	199,545	26,500	0	1,024,045
<i>President, Motor Coach Business</i>	2017	365,000	246,375	82,125	399,797	26,230	0	1,119,527
	2016	340,000	229,500	76,500	406,300	26,010	0	1,078,310
Brian Dewsnup	2018	457,007	377,031	125,677	243,639	36,151	0	1,239,505
<i>President, Parts Business</i>	2017	401,440	270,972	90,324	439,711	32,906	0	1,235,353
	2016	412,209	200,953	66,985	328,737	34,924	0	1,043,808

⁽¹⁾ With the exception of Mr. Joseph and Mr. Dewsnup, executives are paid in Canadian dollars. Mr. Joseph's and Mr. Dewsnup's compensation has been converted to Canadian dollars at the exchange rates of 1.3642 for 2018, 1.2545 for 2017, and 1.3427 for 2016.

⁽²⁾ Represents the grant date fair value of awards granted under the PRSU Plan for compensation and accounting purposes, calculated based on the average trading price of the Common Shares on the TSX for the five trading days prior to the date of the grant. PSUs are valued assuming target performance.

⁽³⁾ Represents payments under the STIP.

⁽⁴⁾ Represents contributions made by the Company to the executive's registered retirement plan.

⁽⁵⁾ Represents the after-tax amount related to life insurance premiums forming part of Mr. Soubry's regular benefits.

⁽⁶⁾ Mr. Joseph ceased to be the President, Transit Bus Business as of January 1, 2019. He will remain employed with the Company in an advisory role for 2019.

⁽⁷⁾ The fair value of the options was determined using the Black-Scholes formula as at the effective date of grant of December 29, 2015, January 3, 2017, and January 2, 2018

Key assumptions	Grant date:	January 2, 2018	January 3, 2017	December 29, 2015
	Compensation year:	2018	2017	2016
Share price		54.00	40.84	26.75
Exercise price		54.00	40.84	26.75
Dividend yield		2.48%	2.38%	3.26%
Expected volatility		23.29%	26.81%	25.69%
Risk-free interest rate		1.88%	1.20%	0.83%
Expected life		5.5 years	5.5 yrs	5.5 yrs
Value		\$9.53	\$7.74	4.21

INCENTIVE PLAN AWARDS

Outstanding Option-Based and Share-Based Awards

The following table sets forth information concerning all outstanding option-based and share-based awards granted by the Company to the NEOs on or before December 30, 2018.

Name and Title	Option-based Awards				Share-based Awards ⁽¹⁾		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units that have not vested ⁽²⁾	Market or payout value of share-based awards that have not vested ⁽³⁾ (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Paul Soubry <i>President and Chief Executive Officer</i>	153,518	13.45	28-Dec-22	3,067,290	38,371	1,266,364	1,872,465
	71,333	26.75	28-Dec-23	476,504			
	38,800	40.84	3-Jan-25	-			
	41,973	54.00	2-Jan-26	-			
Glenn Asham <i>Executive Vice President, Finance; Chief Financial Officer, Finance and Treasurer</i>	10,758	13.45	28-Dec-22	214,945	9,972	329,118	490,645
	18,705	26.75	28-Dec-23	124,949			
	10,174	40.84	3-Jan-25	-			
	10,821	54.00	2-Jan-26	-			
Wayne Joseph <i>President, Transit Bus Business</i>	26,127	13.45	28-Dec-22	522,017	11,686	526,125	810,411
	22,714	26.75	28-Dec-23	151,730			
	12,355	40.84	3-Jan-25	-			
	12,264	54.00	2-Jan-26	-			
Ian Smart <i>President, Motor Coach Business</i>	7,587	10.20	26-Mar-21	176,246	10,245	338,125	479,118
	23,437	10.57	30-Dec-21	535,770			
	39,344	13.45	28-Dec-22	786,093			
	18,171	26.75	28-Dec-23	121,382			
	10,610	40.84	3-Jan-25	-			
Brian Dewsnp <i>President, Parts Business</i>	10,965	54.00	2-Jan-26	-	9,008	405,563	440,147
	3,670	13.45	28-Dec-22	73,327			
	10,690	26.75	28-Dec-23	71,409			
	9,292	40.84	3-Jan-25	-			
	9,667	54.00	2-Jan-26	-			

⁽¹⁾ Awards under the PRSU Plan are considered "share-based awards" for the purposes of this table under applicable Canadian securities laws.

⁽²⁾ Represents the number of notional Common Shares underlying PSUs and RSUs granted under the PRSU Plan, which were unvested as at December 30, 2018.

⁽³⁾ Represents the aggregate value of the Common Shares listed in the adjacent column of this Share-Based Awards Table, calculated based on the closing price of the Common Shares on the TSX on December 28, 2018 of \$34.04. Mr. Joseph's and Mr. Dewsnp's payouts are in US dollars based on a US-Canadian exchange rate of 1.3642.

Value Vested or Earned During the Year

The following table sets forth the value of share-based awards of the NEOs that vested during the 2018 fiscal year, as well as the value of non-equity incentive plan compensation that the NEOs earned in respect of the 2018 fiscal year.

Name and Title	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards -Value vested during the year (\$) ⁽²⁾	Non-equity incentive plan compensation - Value earned during the year (\$)
Paul Soubry <i>President and Chief Executive Officer</i>	1,013,007	1,872,465	603,887
Glenn Asham <i>Executive Vice President, Finance; Chief Financial Officer, and Treasurer</i>	279,494	490,645	184,612
Wayne Joseph <i>President, Transit Bus Business</i>	339,381	810,411	313,733
Ian Smart <i>President, Motor Coach Business</i>	261,605	479,118	199,545
Brian Dewsnp <i>President, Parts Business</i>	123,826	440,147	243,639

⁽¹⁾ Mr. Joseph and Mr. Dewsnp receive their compensation in U.S. dollars. The dollar values in this chart are based on a U.S.-Canadian exchange rate of 1.3642.

⁽²⁾ Represents the value of awards granted under the PRSU Plan, which are considered "share-based awards" for the purposes of this table under applicable Canadian securities laws, which vested during fiscal 2018.

The chart below summarizes the pay realized by NEO in 2018 with respect to Options, RSUs and PSUs.

Name	Gain Realized on Options (\$) ⁽²⁾	Realized Value on RSUs (\$) ⁽¹⁾⁽³⁾	Realized Value on PSUs (\$) ⁽¹⁾⁽⁴⁾	Total Realized Value on Options and Share-Based Awards (\$)
Paul Soubry <i>President and Chief Executive Officer</i>	1,812,730	299,121	1,573,345	3,685,196
Glenn Asham <i>Executive Vice President, Finance; Chief Financial Officer, and Treasurer</i>	1,050,435	78,072	412,573	1,541,080
Wayne Joseph <i>President, Transit Bus Business</i>	655,464	126,972	683,440	1,465,876
Ian Smart <i>President, Motor Coach Business</i>	-	78,332	400,785	479,117
Brian Dewsnp <i>President, Parts Business</i>	1,105,189	83,597	356,362	1,545,148

⁽¹⁾ Mr. Joseph and Mr. Dewsnp receive their compensation in U.S. dollars. The dollar values in this chart are based on a U.S.-Canadian exchange rate of 1.3642 in 2018.

⁽²⁾ Represents the gains realized by Messrs. Soubry, Asham and Joseph on the exercise of Options in 2017. Confirm any option exercise.

NEO	Number of Options Exercised	Average Exercise Price	Market Price on Exercise Date	Resulting Option Gain
Paul Soubry	46,756	10.57	49.34	1,812,730
Glenn Asham	23,453	11.89	56.68	1,050,435
Wayne Joseph	15,821	10.57	52.00	655,464
Ian Smart	-	-	-	-
Brian Dewsnp	30,834	12.22	48.06	1,105,189

⁽³⁾ Represents the value of RSUs that vested in 2018.

⁽⁴⁾ Represents the value of PSUs that vested in 2018.

Equity Compensation Plan Information

The Human Resources, Compensation and Corporate Governance Committee approves stock option awards. Options may be granted to employees in Canada and the U.S. and are priced according to the provisions of the plan in the currency where the employee resides. The total number of options that can be issued under the plan cannot be higher than the maximum number of shares allocated under the plan, which is set at 3,600,000.

At December 30, 2018, there were 946,356 options outstanding under the option plan for both Canadian and U.S. participants. 623,355 of them were exercisable, and none of them expired.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights ⁽²⁾	Number of securities remaining available for future issuance under equity compensation plans (excluding securities included in first column)
Equity compensation plans approved by security holders			
<i>Stock option plan</i>	946,356	27.02	1,490,248
<i>Director RSU plan</i>	22,743	33.00	440,632
Total	969,099	27.16	1,930,880

Notes: ⁽¹⁾ Outstanding under the option plan for both Canadian and U.S. participants.

⁽²⁾ Weighted-average exercise price of shares outstanding under the share option plan.

RETIREMENT PLAN BENEFITS

Executives based in Canada

The registered retirement plan for the executives of the Company based in Canada is a non-contributory defined contribution plan. Messrs. Soubry, Asham and Smart are based in Canada. The Company contributes each year, on behalf of the NEOs, an amount equal to 18% of their base salary, subject to the maximum level of contributions set out in the *Income Tax Act* (Canada). The contributions made to the plan by the Company vest immediately.

Executives based in the United States

The retirement plan for the executives of the Company who are based in the United States (two of whom are NEOs, Messrs. Joseph and Dewsnap) consists of a 401(k) plan and a supplemental executive retirement savings plan (the “**ERSP**”). The ERSP is a non-contributory plan. The Company contributes each year, on behalf of the U.S.-based executives, to the 401(k) plan an amount equal to the limit set out under the United States Internal Revenue Code and an amount to the ERSP, such that the aggregate of the amounts contributed to the two plans equal 18% of base salary, similar to the registered retirement plan provided to the executives of the Company based in Canada. The vesting period for the contributions made to the 401(k) plan is based upon the number of years an executive is employed with the Company and vest immediately upon an executive attaining the age of 59.5 years, upon death or in the event the executive becomes disabled. The contributions made to the ERSP by the Company vest immediately.

Investment and Withdrawal

The Canadian and U.S.-based executives (including the NEOs) are entitled to invest the funds in any investment vehicle (e.g., guaranteed investment certificates and mutual funds) permitted by the providers of the plans. Upon retirement, the value of the accumulated contributions, together with any interest earned and capital appreciation on the funds invested, less any capital losses, can be withdrawn by the executives to provide retirement benefits. The amount of retirement income provided to each of the executives under the plans will depend upon the amount contributions made by the Company, the length of time the funds are in the plans and the rates of return earned on the funds until the executive’s retirement.

Defined Contribution Plan Table

Name	Accumulated value at start of year (\$)	Compensatory (\$)	Accumulated value at year- end (\$)
Paul Soubry <i>President and Chief Executive Officer</i>	356,372	22,928	369,197
Glenn Asham <i>Executive Vice President, Finance; Chief Financial Officer, and Treasurer</i>	615,867	26,500	612,319
Wayne Joseph ⁽¹⁾ <i>President, Transit Bus Business</i>	582,695	36,151	673,147
Ian Smart <i>President, Motor Coach Bus Business</i>	185,192	26,500	208,019
Brian Dewsnap ⁽¹⁾ <i>President, Parts Business</i>	393,888	36,151	449,055

⁽¹⁾ The opening balance has been converted from United States dollars to Canadian dollars at an exchange rate of 1.2545 and the compensatory and year-end values have been converted at an exchange rate of 1.3642

⁽²⁾ 2018 contribution for Paul Soubry reduced by \$3572 to adjust for maximum personal allowable contribution.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Paul Soubry

New Flyer Industries Canada ULC (“**NFI ULC**”), a subsidiary of NFI, entered into an indefinite term employment agreement with Paul Soubry commencing January 1, 2011. Mr. Soubry’s agreement provides that his employment may be terminated for “Cause” without advance notice, and that he may resign without “Good Reason” on 60 days’ prior written notice. In these circumstances, Mr. Soubry will be entitled to any amounts earned to the termination date. “Cause” is defined as a willful failure or refusal to perform duties following a 15-day opportunity to correct the failure, a material act of dishonesty or breach of trust in performing his duties, a conviction of or pleading guilty to an offence involving fraud, dishonesty or misappropriation, a breach of Mr. Soubry’s non-competition, confidentiality and intellectual property obligations or any other conduct which would be treated as cause under Manitoba law. “Good Reason” is defined as assignment without consent of Mr. Soubry’s duties causing a substantial reduction in authority or responsibilities, failure of any successor of NFI ULC to assume the obligations under the employment agreement, or a material violation by NFI ULC of the terms of the employment agreement that NFI ULC fails to correct within 15 days of being notified of the violation. On termination of Mr. Soubry’s employment without Cause or resignation by Mr. Soubry with Good Reason, Mr. Soubry is entitled to payment of his base salary and continuation of benefits for a period of 12 months and payment of a prorated bonus for the year in which the termination occurs. If Mr. Soubry’s employment ends as a result of death, then Mr. Soubry’s estate will be entitled to amounts earned to the termination date and payment of a prorated bonus.

Mr. Soubry is bound by non-competition and non-solicitation covenants during the term of employment and for a period of 12 months in the case of the non-competition covenant, and 24 months, in the case of non-solicitation covenant, following cessation of employment. If Mr. Soubry’s employment is terminated without Cause or he resigns with Good Reason, the continuing payments and benefits provided to him will cease immediately if he breaches his post-employment non-competition or non-solicitation obligations.

The PRSU Plan and Option Plan set out termination and change of control consequences that are in addition to those described above. “The PRSU Plan was amended and adopted by the board on December 18, 2018 to remove the single trigger accelerated vesting of awards in connection with a Change of control and to make other housekeeping changes. In respect of awards granted on or following December 18, 2018, the PRSU Plan now provides that if a participant’s employment ceases because of a termination without cause or a resignation for good reason (which is materially similar to “Good Reason” as defined above, but also includes a material reduction in the participant’s compensation (other than as a result of not achieving applicable performance targets) and a fifteen day cure period, in each case within a specified time period following a Change of control (between 12 and 24 months depending on the participant’s seniority), then all of the participant’s vested RSUs will accelerate and vest on the participant’s termination date and a pro-rata portion of the participant’s unvested PSUs will accelerate and vest on the participant’s termination date (assuming target performance). The PRSU Plan also now provides that in the event of a Change of control whereby the surviving or successor entity does not assume the outstanding awards under the plan or substitute the outstanding awards for similar awards, NFI will give written notice to all participants advising them that the PRSU Plan will be terminated immediately prior to the Change of control and all unvested RSUs and a pro-rata portion of the unvested PSUs (assuming target performance) will accelerate and vest immediately prior to the termination of the plan and will generally be redeemed at or around such time. If the Change of control is not consummated, the awards which vested will be returned to the participants and reinstated as unvested awards and the original terms applicable to such awards will be reinstated. Additional PRSU Plan terms are described in the “Compensation Discussion and Analysis” section above.

All PSUs and RSUs of Mr. Soubry's are forfeited on termination of employment for Cause or on resignation without Good Reason. If Mr. Soubry's employment is terminated without Cause or he resigns with Good Reason, he is entitled to a prorated portion of PSUs and RSUs based on the number of days in the performance period that elapsed prior to the termination date, and these PSUs and RSUs will continue to vest as if Mr. Soubry had remained employed and, in the case of the PSUs, will be paid out based on actual performance over the whole performance period. In the case of death, a prorated number of PSUs and RSUs vest and are redeemed within 60 days of the date of death. In the case of disability, Mr. Soubry is entitled to a prorated number of PSUs and RSUs, which will continue to vest as if Mr. Soubry had remained employed. In the case of retirement, Mr. Soubry's PSUs and RSUs will continue to vest as if Mr. Soubry had remained employed and, in the case of the PSUs, will be paid out based on actual performance over the whole performance period. The Board has sole discretion to approve whether a resignation shall be treated as retirement. If Mr. Soubry's employment is terminated without cause or he resigns with Good Reason within 24 months of a change in control, he is entitled to redemption of all of his RSUs and a prorated portion of PSUs based on the number of days in the performance period that elapsed prior to the termination date, vesting at target. "Change of control" is defined to include (i) a reorganization, amalgamation, merger or plan of arrangement, other than solely involving NFI and one or more of its affiliates, with respect to which all or substantially all of the persons who were the beneficial owners of the voting securities of NFI immediately prior to such reorganization, amalgamation, merger or plan of arrangement do not, following such reorganization, amalgamation, merger or plan of arrangement, beneficially own, directly or indirectly, more than 50% of the voting securities of the resulting entity on a fully-diluted basis; (ii) a formal takeover bid or tender offer for the voting securities of NFI being completed (other than NFI or one or more of its affiliates) resulting in a change in ownership of more than 50% of the voting securities of NFI; or (iii) the direct or indirect sale or other disposition other than to an affiliate of NFI of either more than 50% of the voting securities of New Flyer Holdings, Inc. ("**NF Holdings**") or all or substantially all of the consolidated assets of NF Holdings. Additional PRSU Plan terms are described in the "Compensation Discussion and Analysis" section above. Option employment cessation terms are explained in Schedule "B" – Description of Share Option Plan.

Glenn Asham, Wayne Joseph, Ian Smart, and Brian Dewsnp. NFI ULC entered into indefinite term employment agreements with Messrs. Asham and Smart and New Flyer of America Inc. ("**NFA**"), a subsidiary of NFI, entered into indefinite term employment agreements with Messrs. Joseph and Dewsnp. These employment agreements provide that upon termination of employment without "Cause" or resignation for "Good Reason", the executive officer is entitled to payment of base salary and continuation of benefits for 12 months and payment of accrued and prorated bonuses. "Cause" and "Good Reason" under each of these employment agreements have the same definitions as described above under the summary of Mr. Soubry's employment terms. Under their respective employment agreements, each of Messrs. Asham, Joseph, Smart, and Dewsnp are bound by non-competition and non-solicitation covenants during the term of employment and for a period of 12 months, in the case of the non-competition covenant, and 24 months, in the case of the non-solicitation covenant, following cessation of employment. If employment is terminated without Cause or they resign with Good Reason, the continuing payments and benefits provided will cease immediately if they breach these post-employment non-competition or non-solicitation obligations.

In addition to the benefits provided to these NEOs under their employment agreements, the PRSU Plan and Option Plan also set out employment termination and change of control consequences, as set out above in the description of Mr. Soubry's employment terms.

Summary of Termination Payments

The following table describes the incremental payments and benefits that would be payable to each NEO listed below under their respective employment agreements described above, assuming that such NEO's employment had been terminated on December 28, 2018. In certain of the scenarios below, the amount of the incremental payments payable to the NEO under the PRSU Plan depends on the achievement of performance targets and are not determinable until the end of the relevant performance period, being the end of fiscal 2018 in respect of the STIP and the end of the performance period that relates to each of the grants issued to the NEO under the PRSU Plan.

Mr. Joseph entered into a Transitional Arrangement for a one year period effective January 1, 2019 serving in the capacity of Global Strategy and Operations Advisor and will provide succession and transitional business and strategy support to the CEO and senior executive group. He receives an annual salary of USD\$250,000 in this capacity and will maintain limited medical, dental, vision and life benefits through this period. Mr. Joseph is not entitled to any STIP awards or LTIP grants in this capacity.

Termination Scenario	Base Salary	STIP	PRSU Plan	Share Options
Termination Without Cause or Resignation for Good Reason	100% of base salary for 12 months.	Pro rata entitlement to the STIP determined as at end of fiscal 2018.	Pro rata number of units based on number of days that elapsed in performance period prior to date of termination. Will continue to vest as if employment had continued.	Forfeit unvested Options, have 90 days to exercise vested Options.
Termination for Cause	Unpaid base salary to date of termination.	No entitlement to STIP for fiscal period in which employment terminated.	All units will be forfeited.	Forfeit unvested Options, have 30 days to exercise vested Options.
Resignation without Good Reason	Unpaid base salary to date of termination.	No entitlement to STIP for fiscal period in which employment terminated.	All units will be forfeited.	Forfeit unvested Options, have 30 days to exercise vested Options.
Death	Unpaid base salary to date of death.	Pro rata entitlement to the STIP determined as at end of fiscal 2018.	Pro rata portion of units based on number of days that elapsed in performance period prior to date of termination vest immediately. Units are redeemed and paid within 60 days of death.	Forfeit unvested Options, have one year to exercise vested Options.
Disability	Long-term disability = 70% of base salary for a maximum of \$18,000 per month (for Canadian executives) and US \$16,000 per month (for US executives). Supplemental individual policy for CEO of \$17,000 per month.	Pro rata entitlement to the STIP determined as at end of fiscal 2018.	Pro rata portion of units based on number of days that elapsed in performance period prior to date of termination. Will continue to vest as if employment had continued.	Options continue to vest as scheduled and will be exercisable until the earlier of 3 years after the termination date or the expiry date of the Option.
Retirement	Unpaid base salary to date of retirement	Pro rata entitlement to the STIP determined as at end of fiscal year 2018.	Continue to vest as scheduled. Board has sole discretion to approve whether a resignation shall be treated as retirement.	All Options continue to vest as scheduled and will be exercisable until the earlier of 3 years after the termination date or the expiry date of the Option. Board has sole discretion to approve whether a resignation shall be treated as retirement.

Termination Scenario	Base Salary	STIP	PRSU Plan	Share Options
Termination Without Cause or Resignation for Good Reason and Change of Control	100% of base salary for 12 months.	Pro rata entitlement to the STIP determined as at end of fiscal 2018.	All RSUs granted on and after December 18, 2018 will vest and be redeemed and paid within 30 days of termination and a pro-rata portion of the PSUs granted on and after December 18, 2018 will vest at target and be redeemed within 30 days of termination. ⁽¹⁾	All Options vest immediately prior to termination date and will be exercisable for 90 days after the termination date.
Change of Control and no termination of employment	Base salary paid in accordance with terms set out in employment agreement.	STIP paid in accordance with terms set out in employment agreement and determined as at end of fiscal 2018.	All units granted on and after December 18, 2018 that are not assumed or substituted will vest upon a change in control. All units granted prior to December 18, 2018 will vest and be redeemed and paid immediately upon date of change of control.	Options that are not assumed or substituted will vest upon a change of control.

⁽¹⁾ See "Change of Control and no termination of employment", for treatment of RSUs and PSUs granted prior to December 18, 2018.

The table below shows the estimated incremental payments or benefits that would be made to the NEOs in the event of different termination events. Amounts have been calculated as if the termination had occurred on December 28, 2018 and assuming performance at target. All values are reported in Canadian dollars.

Name	Amount Due on Termination						
	Event	Contractual		Long-Term Incentive Plans			Total (\$)
		Base Salary (\$)	STIP (\$)	PSUs (\$) ⁽²⁾	RSUs (\$)	Share Options ^{(3), (4)} (\$)	
Paul Soubry	Termination Without Cause or Resignation for Good Reason	800,000	603,887	1,573,345	299,121	3,424,670	6,701,022
	Termination for Cause	0	0	0	0	3,424,670	3,424,670
	Resignation without Good Reason	0	0	0	0	3,424,670	3,424,670
	Death	0	603,887	1,573,345	299,121	3,424,670	5,901,022
	Disability	0	603,887	1,573,345	299,121	3,424,670	5,901,022
	Retirement	0	603,887	2,586,414	552,415	3,543,794	7,286,510
	Termination Without Cause or Resignation for Good Reason and Change of Control	800,000	603,887	2,586,414	552,415	3,543,794	8,086,510
	Change of Control and no termination of employment	0	603,887	2,586,414	552,415	3,543,794	7,286,510
Glenn Asham	Termination Without Cause or Resignation for Good Reason	375,000	184,612	412,573	78,072	308,659	1,358,916
	Termination for Cause	0	0	0	0	308,659	308,659
	Resignation without good reason	0	0	0	0	308,659	308,659
	Death	0	184,612	412,573	78,072	308,659	983,916
	Disability	0	184,612	412,573	78,072	308,659	983,916
	Retirement	0	184,612	676,013	143,751	339,894	1,344,270
	Termination Without Cause or Resignation for Good Reason and Change of Control	375,000	184,612	676,013	143,751	339,894	1,719,270
	Change of Control and no termination of employment	0	184,612	676,013	143,751	339,894	1,344,270
Wayne Joseph ⁽¹⁾	Termination Without Cause or Resignation for Good Reason	579,785	313,733	683,439	126,972	635,818	2,339,747
	Termination for Cause	0	0	0	0	635,818	635,818
	Resignation without Good Reason	0	0	0	0	635,818	635,818
	Death	0	313,733	683,439	126,972	635,818	1,759,962
	Disability	0	313,733	683,439	126,972	635,818	1,759,962
	Retirement	0	313,733	1,105,551	230,985	673,747	2,324,016
	Termination Without Cause or Resignation for Good Reason and Change of Control	579,785	313,733	1,105,551	230,985	673,747	2,903,801
	Change of Control and no termination of employment	0	313,733	1,105,551	230,985	673,747	2,324,016

Name	Amount Due on Termination						
	Event	Contractual		Long-Term Incentive Plans			Total (\$)
		Base Salary (\$)	STIP (\$)	PSUs (\$) ⁽²⁾	RSUs (\$)	Share Options ^{(3) (4)} (\$)	
Ian Smart	Termination Without Cause or Resignation for Good Reason	380,000	199,545	400,785	78,332	1,589,144	2,647,807
	Termination for Cause	0	0	0	0	1,589,144	1,589,144
	Resignation without Good Reason	0	0	0	0	1,589,144	1,589,144
	Death	0	199,545	400,785	78,332	1,589,144	2,267,807
	Disability	0	199,545	400,785	78,332	1,589,144	2,267,807
	Retirement	0	199,545	671,697	145,546	1,619,491	2,636,279
	Termination Without Cause or Resignation for Good Reason and Change of Control	380,000	199,545	671,697	145,546	1,619,491	3,016,279
	Change of Control and no termination of employment	0	199,545	671,697	145,546	1,619,491	2,636,279
Brian Dewsnp ⁽¹⁾	Termination Without Cause or Resignation for Good Reason	457,007	243,639	356,550	83,597	124,950	1,265,743
	Termination for Cause	0	0	0	0	124,950	124,950
	Resignation without Good Reason	0	0	0	0	124,950	124,950
	Death	0	243,639	356,550	83,597	124,950	808,736
	Disability	0	243,639	356,550	83,597	124,950	808,736
	Retirement	0	243,639	681,433	164,277	144,736	1,234,085
	Termination Without Cause or Resignation for Good Reason and Change of Control	457,007	243,639	681,433	164,277	144,736	1,691,092
	Change of Control and no termination of employment	0	243,639	681,433	164,277	144,736	1,234,085

⁽¹⁾ With the exception of Mr. Joseph and Mr. Dewsnp, all executives are paid in Canadian dollars. Mr. Joseph's and Mr. Dewsnp's compensation has been converted to Canadian dollars at the exchange rate of 1.3642 for 2018.

⁽²⁾ PSU amounts determined based on vesting percentage at target and the fair value, calculated based on the average trading price of the Common Shares on the TSX for the last five trading days of 2018. Actual vesting percentage is dependent on actual results over the future periods, except in the case of death where the target number of units vest (pro-rated for the period).

⁽³⁾ Option amounts determined based on the difference between the closing price of a Common Share on the TSX on December 28, 2018 and the exercise price of the Option.

⁽⁴⁾ Option amounts determined represent the value of vested option value at time of termination event.

CORPORATE GOVERNANCE

INDEBTEDNESS OF DIRECTORS AND OFFICERS OF THE COMPANY

No amounts are owed to NFI or any of its subsidiaries or to another entity if the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by NFI or any of its subsidiaries, by any Director (including Ms. Winter) or officer of NFI, former Directors or officers of NFI or any associates or affiliates of the foregoing.

AUDIT COMMITTEE

Information regarding NFI's Audit Committee can be found on pages 56 and 57 of the AIF. A copy of the AIF can be obtained by contacting NFI or can be found at www.sedar.com.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board believes that good corporate governance practices are an important factor in the overall success of the Company. To that end, the Board strives to uphold high standards of corporate governance that reflect applicable legal and regulatory requirements as well as evolving best practices. The Governance Committee regularly assesses NFI's approach to corporate governance and makes recommendations to the Board on emerging best practices and other policy improvements.

1. Board of Directors

- The independent members of the Board, within the meaning of NI 52-110, are The Honourable Brian Tobin, V. James Sardo (who is not being nominated for re-election at the Meeting), Larry Edwards, John Marinucci, Adam Gray, Krystyna Hoeg, Phyllis Cochran and Paulo Nunes.
- The non-independent Director of NFI is Paul Soubry, who is considered to be non-independent by virtue of his position as the President and Chief Executive Officer of NFI since January 19, 2009.
- If Ms. Winter is elected to the Board, she will be considered an independent member of the Board within the meaning of NI 52-110.
- If Ms. Winter is elected to the Board, eight of the nine members of the Board will be independent of management.
- The Board Chair is The Honourable Brian Tobin, an independent Director. For the role and responsibilities of the Board Chair, please refer to the Appendix to the Mandate of the Board of Directors in Schedule "D".
- During fiscal 2018, there were 14 meetings of the Board (either in person or by teleconference). All directors attended such meetings, except for Mr. Gray who was absent for six meetings.
- During fiscal 2018, there were four meetings of the Audit Committee (either in person or by teleconference). All members of the Audit Committee attended such meetings, except for Mr. Gray who was absent for two meetings.

- During fiscal 2018, there were five meetings of the Governance Committee (either in person or by teleconference). All members of the Governance Committee attended such meetings.
- It is the practice of the Board to hold in-camera sessions without members of management in attendance at each Board and committee meeting. During fiscal 2018, there were 11 meetings of the Board, four meetings of the Audit Committee and five meetings of the Governance Committee where independent Directors held meetings without management present. To facilitate open and candid discussion among the Directors, the Board Chair, an independent Director, regularly calls and leads meetings of the Board. In addition, the independent Directors have unfettered access to information regarding NFI's activities and have the ability to engage outside advisors as deemed necessary.

The following table displays the other public company directorships held by each of the Director nominees:

Name	Other Public Company Directorships
Ms. Cochran	-
Mr. Edwards	-
Mr. Gray	Redflex Holdings Limited (Australia) The Pas Group Limited (Australia) Purple Innovation, Inc.
Ms. Hoeg	Imperial Oil Limited
Mr. Marinucci	Intelgenx Corporation
Mr. Nunes	Marcopolo S.A. (Brazil) Tegma Gestão Logística S.A. (Brazil)
Mr. Soubry	-
Mr. Tobin	-
Ms. Winter	-

2. Board Composition

The Governance Committee maintains a matrix that sets out the background, skills and experience of each of the Directors (including Ms. Winter). This information is used to assess the overall strength and diversity of the Board and is presented below.

NFI GROUP INC. Director Skills and Experience Summary – 2019

		The Honourable Brian Tobin	Larry Edwards	John Marinucci	Adam Gray	Phyllis Cochran	Krystyna Hoeg	Paulo Nunes	Katherine Winter	Paul Soubry
Personal Diversity	Male	X	X	X	X			X		X
	Female					X	X		X	
	Ethnic Minority									
	Disability									
Independence	Yes	X	X	X	X	X	X	X	X	
	No									X
Region of Experience	Canada	X		X	X		X			X
	U.S.A.		X		X	X	X		X	X
	Other	X			X		X	X	X	X
Education	Bachelor		X	X	X	X	X		X	X
	Masters						X			
	PhD									
	MBA		X						X	
	Other						X	X		X
Profession	CPA			X		X	X			
	Engineer		X						X	
	Lawyer									
	Director / Consultant	X	X	X	X	X	X	X		
	Private Equity	X		X	X					
	Investor / Investment Manager				X					
	Other				X				X	
Government Relations/ Influence	Canadian federal	X								X
	U.S. federal	X								
	Canadian provincial	X								X
	U.S. state	X						X		
	Other	X								
Essential Business/ Industry Experience	CEO / Senior Executive	X	X	X	X	X	X	X	X	X
	Board Experience	X	X	X	X	X	X	X	X	X
	Public Company Experience	X	X	X	X	X	X	X	X	X
	Financial Expert	X		X	X	X	X			
	Manufacturing Experience		X	X		X	X	X	X	X
	Transit or Coach Industry			X				X		X
	Strategic Planning	X	X	X	X	X	X	X	X	X
	Government Policy Experience	X								
Beneficial Business/ Industry Experience	Facility Operation Experience		X	X		X	X	X	X	X
	LEAN / Business Transformation			X		X	X		X	X
	Other Vehicle Industry			X	X	X	X	X	X	
	Public-Private Partnerships	X			X		X			
	Risk Management Experience	X	X		X	X	X	X	X	X
	Marketing Experience	X	X		X		X	X	X	X
	IT Experience	X							X	
	Research / Technology	X					X		X	
	HR Experience	X	X		X	X	X	X	X	
	Financial Experience	X		X	X	X	X	X		
Mergers and Acquisitions	X	X	X	X	X	X	X	X	X	

3. Board of Directors Mandate

The Board mandate is included as Schedule “D” to this Information Circular.

4. Charter of Expectations for Directors

The Board has adopted a Charter of Expectations for Directors which sets out the Company’s expectations regarding personal and professional competencies and criteria for Directors, share ownership requirements (described on page 17 of this Information Circular), meeting attendance, conflict of interest guidelines, changes of circumstance, resignation events and majority voting policy (described below). The Charter is reviewed annually by the Board and a copy is attached as Schedule “E”.

5. Majority Voting Policy

The Board has adopted a policy which provides that, if the total number of shares voted in favor of the election of a Director nominee at a shareholders’ meeting represents less than a majority of the total shares voted for and withheld with respect to that Director, the Director must submit his or her resignation to the Board Chair, to be effective when accepted by the Board. The Governance Committee will consider and make a recommendation to the Board regarding the resignation, and the Board’s decision to accept or reject the resignation will be disclosed to the public within 90 days of receiving the resignation. If a resignation is accepted, the Board may appoint a new Director to fill the vacancy. This policy applies only to uncontested elections — that is, elections in which the number of nominees for Director is equal to the number of Directors to be elected.

6. Director Term and Age Limits

The Board believes there should be a balance between having experienced Directors who have served on the Board for an appropriate length of time so as to understand the Company, its business environment and the issues facing the Company and renewing the Board to ensure new insights are considered to reflect and address changing business environments and strategies. In order to assist in achieving this balance, a Director will generally not be nominated for election or re-election at an annual meeting after the earlier of the following occurs: (i) the Director attains the age of 75, and (ii) the Director has served a 15-year term on the Board, provided however, the Board will ultimately rely upon its robust self-assessment process to determine Board renewal needs. Where the Board determines it would be in the best interests of the Company, the Board is entitled to nominate any person for election to the Board, regardless of age or tenure.

7. Position Descriptions

Position descriptions for the Board Chair and the chairpersons of the Governance Committee and Audit Committee are found in the Appendix of the Board mandate included as Schedule “E” to this Information Circular.

A position description for the CEO has also been adopted by the Directors and is as follows:

Responsibilities of the CEO

1. Demonstrate leadership values and integrity in all aspects of managing NFI and its subsidiaries in the best interests of its stakeholders.
2. With input from the Board, develop a multi-year strategic plan and an annual business plan.
3. Provide leadership and vision in setting, implementing and achieving NFI’s and its subsidiaries’ strategic objectives and distribution targets, developing and implementing sound operating and financial plans, designing an effective organizational structure, and determining annual

operating budgets and resource levels for NFI and its subsidiaries to meet its short-term and long-term goals and objectives.

4. Identify business opportunities and plan and direct investigations and negotiations pertaining to capital investments, mergers, joint ventures, material acquisitions of businesses or the sale of major assets, and obtain Directors approval of material transactions.
5. Set an operational philosophy that is performance driven and customer focused, while providing leadership to management in support of NFI's commitment to its Code (as defined below).
6. At the discretion of the securityholders of NFI and the Directors, serve on the Board.
7. Communicate in a timely, candid and comprehensive fashion with the Audit Committee, the Governance Committee and the Directors on the progress of NFI towards the achievement of its strategic objectives and business plan.
8. Meet regularly with the Board Chair and other Directors to ensure that Directors are being provided with necessary information and resources to fulfill their responsibilities and statutory obligations.
9. On an ongoing basis, work with the Board Chair to develop schedules and agendas of meetings of the Directors and its committees and verify that all items requiring Directors and/or committee approval are appropriately tabled.
10. Serve as chief spokesperson and liaison for NFI, including effectively managing relations with NFI's external stakeholders, such as securityholders, NFI's employees, customers, suppliers, the investment community, the media, governments and the public generally.
11. Oversee the direction of NFI's tax management and planning.
12. With the CFO and under the supervision of the Audit Committee:
 - establish and maintain NFI's disclosure controls and procedures through appropriate policies and procedures, including NFI's Disclosure and Insider Trading Policy;
 - identify all significant risks to NFI's business and ensure that procedures are established to mitigate the impact of the risks in the best interest of stakeholders;
 - ensure the accuracy, completeness, integrity and appropriate disclosure of NFI's financial statements and other financial information through appropriate policies and procedures; and
 - ensure that NFI has complied with all regulatory requirements for NFI's financial information, reporting, disclosure requirements and internal controls over financial reporting.
13. Provide general supervision and management of the day-to-day business affairs of NFI and its subsidiaries within the guidelines established by the Directors, consistent with decisions requiring prior approval of the Directors and the Directors' expectations of management.
14. With the CFO, direct and monitor the activities and resources of NFI, consistent with the strategic direction, financial limits and operating and financial objectives approved by the Directors.

15. With the Governance Committee:

- ensure, through supervision and performance assessment, that NFI and its subsidiaries have an effective senior executive leadership team (the “ELT”) and that there exists a plan of succession and development for the CEO, CFO and other members of the ELT;
- directing the selection and retention of the ELT;
- develop a compensation and benefit plan for the ELT;
- develop an effective training and development program for NFI’s employees;
- develop effective processes and metrics to track employment satisfaction of NFI’s employees;
- develop effective guidelines and practices with respect to NFI’s employee safety practices; and
- develop effective processes and metrics to track customer satisfaction.

16. Provide required regulatory certifications regarding NFI and its activities.

17. Carry out any other appropriate duties and responsibilities assigned by the Directors.

8. Orientation and Continuing Education

Management, working with the Directors, provides orientation opportunities for new Directors to familiarize them with NFI and its business. All new Directors will now participate in an active orientation operation program soon after the date on which the new Director first joins the Board. The orientation includes:

- a detailed briefing with the Board Chair and with the chairperson of each of the Audit Committee and Governance Committee;
- a detailed briefing on the role of the director in NFI and other matters by NFI’s general counsel and external legal counsel, including a briefing on the legal duties and obligations required of a director of a publicly-held company;
- a detailed briefing on NFI and its business by the CEO, CFO and other members of the ELT, as determined by the Board Chair and the CEO from time to time, including a discussion of NFI’s key products and operations; and
- a tour of one of NFI’s manufacturing facilities.

The orientation program is reviewed regularly by the Governance Committee in connection with new appointments.

All of the Directors, including Ms. Winter, have attended NFI’s corporate headquarters in Winnipeg, Manitoba and most of the Directors have toured the transit bus production facilities in Winnipeg, Manitoba; Anniston, Alabama and St. Cloud, Minnesota and the motor coach production facilities in Winnipeg, Manitoba to obtain an understanding of the operations, maintenance and other factors that are key drivers to NFI’s success. All of the Directors, except Ms. Winter, have also visited the aftermarket parts facility in Louisville, Kentucky, the parts fabrication business in Shepherdsville, Kentucky and the bus and coach service centers in Ontario, California and Des Plaines, Illinois respectively.

NFI has a continuing education program for its Directors, for which the Governance Committee is responsible. The program was developed to help Directors maintain or enhance their skills and abilities, and update their knowledge and understanding of the company and its industry. The key components of the program include:

- *Regular briefings.* Directors are briefed regularly (and at least on a quarterly basis) on strategic issues affecting NFI, and these briefings include reviews of the competitive environment, NFI's performance relative to its peers, and any other developments that could materially affect NFI's business such as the government funding of transit agencies in Canada and the United States. The briefings are conducted by the CEO, CFO and other members of the ELT, as well as external advisors to NFI.
- *Seminars, conferences and other industry events.* Directors are also encouraged to participate in external education seminars at NFI's expense that are relevant to their role on the Board or Board committees. As part of the continuing education program, NFI provides Directors with a list of the principal education activities that are aimed at the transit industry and the role of a director of a public company. Directors are also encouraged to participate in education activities relating to ethical issues for directors generally as well as those ethical issues that may be specific to the transit industry. Four of the nine proposed nominees for Director are also members of the Institute of Corporate Directors and have graduated from the Institute's Directors' Education Program.
- *Presentations by subject matter experts.* External advisors and consultants also make presentations from time to time to the Directors regarding various corporate governance issues and best practices. In 2018 and early 2019, AON Hewitt, NFI's pension consultant, made presentations to the Directors regarding best practices in pension plan governance and asset investment.

Directors have also periodically visited some of NFI's customers in order to gain a better understanding of the customers' businesses and their opinion on NFI's products and how it services the customers.

9. Ethical Business Conduct

The Directors have adopted and subsequently amended a written code of conduct and ethics for NFI (the "**Code**"), which constitutes written standards that are designed to promote integrity and to deter wrongdoing. The Code addresses the following issues:

- conflicts of interest, including transactions and agreements in respect of which a Director or executive officer has a material interest;
- protection and proper use of corporate property and opportunities;
- confidentiality of undisclosed corporate information;
- fair dealing with suppliers, competitors and employees of NFI;
- compliance with laws, rules and regulations; and
- reporting of any illegal, unethical or fraudulent behaviour.

To ensure the Directors exercise independent judgment in considering transactions, agreements or decisions in respect of which a Director or executive officer has a material interest, the Directors follow a practice whereby any such Director must be absent during any Board discussion pertaining thereto and not cast a vote on any such matter.

The Directors are responsible for monitoring compliance with the Code, as well as NFI's Whistleblower Policy. Any person can report complaints or concerns, which may be submitted on an anonymous and confidential basis, arising from infractions of these two policies through an independently operated ethics reporting hotline and website or directly to the chairperson of the Audit Committee.

Management will prepare reports for the Audit Committee, noting any alleged violations of the Code, on a quarterly basis. The Audit Committee will update the Board on a quarterly basis regarding compliance with the Code, and will report any alleged violations to the Board as necessary. The Audit Committee is also notified of any alleged violations of the Code relating to accounting, internal controls or auditing matters. The Governance Committee, in consultation with the Board, reviews the process for administering the Code every year.

The Board believes that providing a procedure for employees and officers to raise concerns about ethical conduct on an anonymous and confidential basis fosters a culture of ethical conduct within NFI and its subsidiaries and affiliates. NFI requires that Directors and officers annually certify they have complied with the Code. To date, NFI has not been required to file a material change report relating to a departure from the Code.

The Code is posted on NFI's website www.nfigroup.com and is also available on SEDAR at www.sedar.com.

10. Diversity Policy

The Board recognizes the importance and benefit of having a board of directors and senior management of the Company comprised of highly talented and experienced individuals who have diverse backgrounds and who reflect the Company's stakeholders, including its customers and employees, and the changing demographics of the communities in which the Company operates. The Board further recognizes the importance of increasing the number of women serving on boards of directors and in senior management positions. The Board believes such diversity promotes better corporate governance and oversight of the Company's talent management processes.

NFI has adopted a written diversity policy relating to the identification and nomination of female Directors and appointment of female executive officers. The ultimate objective of the policy is to increase diversity, including by increasing the number of women on the Board and in senior management positions. The policy has been designed to be complementary to the existing measures the Company has in place to promote Board and management effectiveness, including regular evaluation processes, skills/needs assessments and, in the case of the Board, an evergreen list of candidates, term limits and mandatory retirement. These matters are discussed in more detail in the "Compensation Discussion and Analysis" and "Statement of Corporate Governance Practices" sections of this Information Circular.

The diversity policy (i) expresses the Company's commitment to gender diversity on the Board and in senior management, and (ii) requires the Governance Committee (and, in the case of executive officer positions, the CEO) to consider and make recommendations to the Board in respect of potential strategies for identifying and attracting female Board and executive officer candidates, such as methods for (a) leveraging industry contacts, and (b) encouraging referrals from internal and external sources. The above strategies will complement the Board's existing recruitment efforts which include maintaining an evergreen list of Board candidates, which includes several highly qualified women candidates.

The Governance Committee Charter, in respect of the recruitment of Directors, expresses the Governance Committee's commitment to adhere to the principles set out in the diversity policy. An annual evaluation of the diversity policy is conducted by the chairperson of the Governance Committee and the Board Chair (as described below). These measures are complementary to the Company's existing Board evaluation processes and skills assessments, as discussed in more detail on page 60 of this Information Circular. Annually, the Chairs of the Governance Committee and the Board evaluate the effectiveness of the diversity policy, report back to the Board and recommend any changes to the policy to improve its effectiveness.

The Board considers female representation through the activities of the Governance Committee and the Company in implementing the diversity policy as described above and, as required, by considering the advice of an external search firm, with the ultimate mandate to balance the following objectives: increasing diversity, maintaining flexibility to effectively address succession planning, and ensuring that the Company continues to attract and retain highly qualified individuals to serve on the Board and in senior management roles.

Two of the eight members of the Board in 2018 (which excludes the non-independent CEO) are female, representing 25%. NFI has reached and maintains a target objective that the Board will be comprised of 25% female Directors (excluding non-independent employee Directors), reinforcing its commitment to gender diversity. If Ms. Winter is elected to the Board three of the eight members of the Board (which excludes the non-independent CEO) will be female, representing 38%.

Effective January 1, 2017, the CEO reorganized the reporting structure of NFI into four separate organizational units consisting of the Transit Bus Business, the Motor Coach Business, the Aftermarket Parts Business and the Central Group. Within each unit there are several executive leadership team members who report to the respective business unit President (the executives in the Central Group report directly to the CEO). There are now thirty members comprising NFI's executive leadership team of which six (or 20%) are female, representing an increase of 2.5% over 2017.

While the Company employs these above strategies to increase the representation of females in senior management, the Board has not yet adopted a target regarding women in executive officer positions and believes that any candidate for an executive officer position should not be chosen nor excluded solely or largely because of gender. The Board's primary selection of an executive officer candidate will be based on the candidate's skills, expertise and background that would complement the existing management team. The Board however continues to discuss whether to implement targets for executive officer positions in the future.

11. Succession of Directors and Compensation

The Board has appointed the Governance Committee composed entirely of independent Directors.

The Governance Committee charter establishes the Governance Committee's purpose, responsibilities, member qualifications, appointment and removal, structure and powers and manner of reporting to the Board. In addition, the Governance Committee has the authority to engage and compensate any outside advisor as it considers necessary to permit it to carry out its duties.

The Governance Committee, which is comprised entirely of independent Directors, is responsible for identifying individuals qualified to become new Directors and recommending to the Directors the new Director nominees. As part of its succession planning and review process, the Governance Committee considers the qualities and skills that the Board, as a whole, should have and assesses the competencies and skills of the current Directors. Based on the talent already represented on the Board, the Governance Committee then identifies the specific skills, personal qualities or experiences that a director candidate should possess in light of the opportunities and risks facing NFI.

Potential candidates are screened to ensure that they possess the requisite qualities, including integrity, business judgment and experience, industry, business or professional expertise, independence from management, financial literacy, excellent communications skills and the ability to work well with the Board and management. The Governance Committee considers the existing commitments of a potential candidate to ensure that such candidate will be able to fulfill his or her obligations as a member of the Board.

The Governance Committee maintains a list of potential director candidates for its future consideration and will engage outside advisors to assist in identifying potential candidates, when appropriate. The

Governance Committee will also consider recommendations for nominees submitted by NFI's shareholders.

The Governance Committee is also responsible for:

- making recommendations to the Directors with respect to the adoption and amendment of executive incentive compensation plans and equity-based plans;
- approving the compensation of senior executives in light of the compensation paid to senior executives in comparable organizations;
- reviewing and approving the corporate goals and objectives that are relevant to the CEO's compensation and evaluating the CEO's performance in meeting those goals and objectives; and
- reviewing executive compensation disclosure before it is publicly released.

For more information on the process by which the Board and the Governance Committee determine compensation, see the "Compensation Discussion and Analysis" section above.

12. Other Board of Directors Committees

NFI has no board of directors committees other than the Audit Committee and Governance Committee.

13. Assessments

The Board conducts an annual assessment of the effectiveness of the performance and effectiveness of the Board. The results of the evaluation are analyzed and reviewed by members of the Governance Committee and the Board, who consider whether any changes to the Board's processes, composition or committee structure are appropriate. Additionally, senior management is advised of any suggestions made by Directors for enhancement of processes to support the work of the Board. Assessment of individual board members involves Directors participating in an annual written peer review to assess individual Directors on the Board and attributes that contribute to an effective Board. This consists of both an evaluation of each Director's peers and a self-evaluation which are based on a survey and questionnaire approved by the Board. The written peer evaluation process is complemented with one-on-one discussions between the Board Chair and each Director. In addition, each committee annually evaluates its effectiveness in carrying out the duties specified in its charter. The results are reviewed by the members of each committee who consider whether any changes to its structure or charter may be appropriate.

14. Shareholder Engagement

The Board recognizes the importance to have regular and constructive engagement directly with NFI's shareholders to allow and encourage shareholders to express their views on governance matters directly to the Board outside of the annual meetings. Shareholders who wish to provide comments to or ask questions of the Directors can do so by sending inquiries via email to: Chairperson@newflyer.com.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

NFI has obtained a policy of insurance for Directors and officers of NFI, and for the directors and officers of NFI's subsidiaries. Under the policy, each entity has reimbursement coverage to the extent that it has indemnified directors and officers. The policy includes securities claims coverage, insuring against any legal obligation to pay on account of any securities claims brought against NFI and any of its subsidiaries. The total annual premium for such insurance is approximately \$210,000, no part of which is payable by any Director or officer of NFI or any of NFI's subsidiaries. The initial aggregate limit of liability coverage applicable to the insured directors and officers is \$100 million, with a \$1,000,000 deductible per occurrence. The total limit of liability coverage will be shared among NFI and its subsidiaries and their respective directors and officers so that the limit of liability coverage will not be exclusive to any one of the entities or their respective directors and officers.

The by-laws of each of NFI, NFL Holdings and NFI ULC provide for the indemnification, to the extent permitted by applicable law, of each of their respective directors and officers from and against liability and costs in respect of any action or suit brought against them in connection with the execution of their duties of office.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Directors, and except as described elsewhere in this Information Circular, as of the date of this Information Circular, no Director (including Ms. Winter) nor officer and no person or company beneficially owning, directly or indirectly, or exercising control or direction over, Common Shares carrying more than 10% of the voting rights attached to the Common Shares, nor any associates or affiliates of the foregoing, had any material interest in any transactions involving the Company since the commencement of the 2018 fiscal year or in any proposed transactions involving the Company which has materially affected or would materially affect the Company or any of its subsidiaries.

ADDITIONAL INFORMATION

Financial information for the fiscal year ended December 30, 2018, is provided in NFI's financial statements and the associated MD&A. Shareholders who wish to be added to the mailing list for the annual and interim financial statements and MD&A should contact the Corporate Secretary of NFI at 711 Kernaghan Avenue, Winnipeg, Manitoba R2C 3T4. Shareholders may also wish to provide comments to or ask questions of the Directors by sending inquiries via email to: Chairperson@newflyer.com.

Copies of NFI's current AIF, together with one copy of any document, or the pertinent pages of any document, incorporated by reference in the current AIF; NFI's most recently filed annual financial statements, together with the accompanying report of the auditor, and any interim financial statements of NFI that have been filed for any period after the end of NFI's most recently completed financial year; and this Information Circular are available to anyone, upon request, from the Corporate Secretary of NFI, and without charge to Shareholders.

The financial statements, MD&A, the AIF and other information relating to NFI are also available at www.sedar.com.

DIRECTORS' APPROVAL

The contents of this Information Circular and its sending to Shareholders have been approved by the Directors.

BY ORDER OF THE BOARD OF DIRECTORS

By: *"The Honourable Brian Tobin"*

The Honourable Brian Tobin
Chairperson of the Board of Directors

Toronto, Ontario
March 22, 2019

Schedule “A”

ADVISORY RESOLUTION ON APPROACH TO EXECUTIVE COMPENSATION

BE IT RESOLVED THAT:

1. On an advisory basis and not to diminish the role and responsibilities of the board of directors of NFI Group Inc. (“**NFI**”), the shareholders accept the approach to executive compensation disclosed in NFI’s management information circular dated March 22, 2019.

Schedule “B”

DESCRIPTION OF SHARE OPTION PLAN

The Board adopted the Option Plan on March 21, 2013. The Option Plan was amended and restated effective December 31, 2018. Under the Option Plan, the Board may grant share options (“**Options**”) to purchase Common Shares to employees of NFI and certain affiliates (“**participants**”), including the NEOs.

Purpose

The purposes of the Option Plan are to: (i) support the achievement of NFI’s performance objectives; (ii) ensure that interests of key persons are aligned with the success of NFI; and, (iii) provide compensation opportunities to attract, retain, and motivate senior management critical to the long-term success of NFI and its subsidiaries.

Administration

Subject to the Governance Committee reporting to the Board on all matters relating to the Option Plan and obtaining approval of the Board for those matters required by the Governance Committee’s mandate, the Option Plan is administered by the Governance Committee, which will: (i) determine which eligible employees will receive Options, the number of Options to be granted and any terms and conditions of the Options; (ii) interpret and administer the Option Plan; (iii) establish the Option exercise price; and, (iv) make any other determinations required for the administration of the Option Plan. Decisions of the Governance Committee are binding on the participants.

Award of Options

The Governance Committee may award Options to any eligible employee. The Option Plan permits the grant of incentive share options under the U.S. Internal Revenue Code and non-qualified stock options. The exercise price of an Option may not be less than fair market value which, for these purposes means the closing price of a Common Share on the principal stock exchange on which the Common Shares are traded on the last trading day immediately preceding the applicable day. The vesting terms and expiry of an Option will be determined by the Governance Committee for each applicable grant, provided that Options must expire no later than the eighth anniversary of the date of grant, except that Options which would otherwise expire during, or within 10 business days following a blackout period will expire 10 business days following the end of the blackout period.

Exercise of Options

Vested Options may be exercised by the Participant providing a notice of exercise and (i) paying the exercise price in full to NFI; or (ii) without payment either (A) by receiving an amount in cash per Option equal to the cash proceeds realized upon the sale of the Common Shares by a securities dealer in the capital markets, less the applicable exercise price and any applicable withholding taxes, or (B) by receiving the net number of Common Shares remaining after the sale of such number of Common Shares by a securities dealer in the capital markets as required to realize cash proceeds equal to the applicable exercise price and any applicable withholding taxes, or (C) a combination of (A) and (B). On exercise of a vested Option, NFI will issue to the participant one Common Share for each vested Option elected to be exercised.

Transfer of Options

Options are not transferable or assignable other than by will or the laws of descent and distribution.

Vesting Provisions

Each Option will vest on the date or dates designed in the grant agreement or such earlier date as is provided for the Option Plan or is determined by the Governance Committee. If no specific provision is made, options will vest 25% on each of the first through fourth anniversaries of the date of grant.

Number of Common Shares Available for Issuance and Burn Rate

On adoption of the Option Plan in 2013, the maximum number of Common Shares available for issuance was 3,600,000 Common Shares, representing approximately 5.8% of the issued and outstanding Common Shares as at December 30, 2018; provided that Common Shares reserved for issuance pursuant to Options that are terminated or are cancelled without having been exercised will again be available for issuance under the Option Plan. As at December 30, 2018, there were 1,490,248 Options available for issuance, representing approximately 2.4% of the issued and outstanding Common Shares as at that date, and 946,356 Options outstanding, representing approximately 1.5% of the issued and outstanding Common Shares as at that date.

The annual burn rate for the Options for the last three fiscal years is described in the table below.

Year	Options Issued	Weighted Average Common Shares Outstanding	Burn Rate %
2018	152,883	62,396,962	0.25
2017	151,419	62,488,370	0.24
2016	224,059	59,347,754	0.38

Restrictions on the Award of Options

The Option Plan provides that: (i) the number of Common Shares reserved for issuance pursuant to Options and other awards under the Option Plan and any other security-based compensation arrangements of NFI to any one person shall not exceed 5% of the issued and outstanding securities of NFI; (ii) the number of Common Shares issued to any insider or that insider's associates under the Option Plan and under any other security-based compensation arrangement of NFI shall not exceed 5% of the issued and outstanding securities of NFI within a 12-month period; and (iii) the aggregate number of Common Shares issued to insiders of NFI within any 12-month period, or issuable to insiders of NFI at any time, under the Option Plan and any other security-based compensation arrangement of NFI, may not exceed 10% of the total number of issued and outstanding Common Shares of NFI at such time.

Cessation of Employment

If a participant's employment is terminated by the participant's death, the participant's legal representatives will have until the earlier of one year after the date of death and the expiry date of the Option, to exercise Options which are vested on the participant's death and will forfeit all rights to Options which are not vested on the participant's date of death or which are not exercised within the one year period.

If a participant's employment is terminated due to the participant's disability or retirement, the participant's options will continue to vest (and will vest at the same time as if the participant had remained employed for three years after the date of termination) and be exercisable until the earlier of three years after the date of termination due to disability or retirement and the expiry date of the Option and the participant will forfeit all rights to Options which do not vest or which are not exercised within the three-year period.

If a participant's employment is terminated without cause or the participants resigns for good reason (which is defined as the participant's employer substantially diminishing the participant's authority or

responsibilities, materially violating the participant's employment agreement or materially reducing a participant's compensation) the participant will have until the earlier of 90 days after the termination date and the expiry date of the Options to exercise Options which are vested on the termination date and will forfeit all rights to Options which are not vested at the participant's termination date or which are not exercised within the 90 day period.

If a participant's employment is terminated without cause or the participant resigns for good reason (as defined above) immediately prior to or within twenty-four months following a Change of Control (as defined under the Option Plan, which includes the acquisition of 50% or more of the Common Shares or a sale of all or substantially all of the assets of NFI) all of the participant's Options will vest immediately prior to the participant's termination date and will be exercisable until the earlier of 90 days after termination of employment and the expiry date of the Option and the participant will forfeit all rights to Options which are not exercised within the 90 day period.

If a participant's employment is terminated for any reason, other than death, disability, retirement, termination without cause or resignation for good reason, the participant will have until the earlier of 30 days after the termination date and the expiry date of the Options to exercise Options which are vested on the termination date and will forfeit all rights to Options which are not vested at the participant's termination date or which are not exercised within the 30 day period.

Amendment, Suspension or Termination of Option Plan

The Governance Committee may amend, suspend or terminate the Option Plan at any time, subject to any provisions of applicable law that require the approval of shareholders or any governmental or regulatory body. The Governance Committee may make any amendments to the Option Plan without shareholder approval including, for example, housekeeping amendments, amendments to comply with tax laws or amendments to reduce or restrict participation in the plan, provided that the participant's consent is required to make amendments that are adverse to the participant. Notwithstanding the foregoing, shareholder approval is required for:

- any amendment to increase the number of Common Shares issuable under the Option Plan or change from a fixed maximum number of Common Shares to a fixed maximum percentage;
- any amendment that increases the length of the automatic extension for Options expiring during a blackout period;
- any amendment reducing the exercise price of an Option (directly or by the cancellation and reissuance of an Option), except in connection with a stock dividend or split, recapitalization, merger, consolidation or other corporate change;
- any amendment expanding the categories of eligible person which would have the potential of broadening or increasing insider participation or which would permit non-employee directors to participate in the plan;
- any amendment extending the term of an Option or any rights pursuant thereto held by an insider beyond its original expiry date, other than the extension of options which would otherwise expire during or within 10 business days following a blackout period, to 10 business days following the end of the blackout period;
- the addition of any other provision which results in participants receiving Common Shares while no cash consideration is received by NFI;
- any amendment to add a cashless exercise feature, unless it provides for a full deduction of the number of underlying Common Shares from the Option Plan reserve;
- amendments which would permit Options to be transferred or assigned other than for normal estate planning purposes; and
- amendments to the amending provision of the Option Plan.

The amendments to the Option Plan effective December 31, 2018 were only to reflect the change of NFI's name to NFI Group Inc., which amendments did not require shareholder approval.

No new Options may be awarded under the Option Plan after March 21, 2023, the tenth anniversary of the Option Plan's effective date.

Schedule “C”

DESCRIPTION OF RESTRICTED SHARE UNIT PLAN FOR NON-EMPLOYEE DIRECTORS

The Board adopted the Director RSU Plan on March 20, 2014 and approved by shareholders on May 8, 2014. The Director RSU Plan was amended and restated effective December 8, 2015, December 18, 2017 and March 14, 2019. Under the Director RSU Plan, only non-employee Directors of NFI and certain affiliates (“**Eligible Directors**”) may receive Director RSUs or dividend restricted share units (“**Dividend Director RSUs**”). Any current or former Eligible Director to whom a Director RSU or Dividend Director RSU was granted is a participant in the Director RSU Plan (“**Participant**” or “**U.S. Participant**” in the case of a United States citizen or resident alien). Unless otherwise noted below, the term “Participant” includes “U.S. Participant”.

Purpose

The purposes of the Director RSU Plan are to: (i) attract, retain and motivate highly qualified and experienced individuals to act as directors of NFI and certain of its affiliates; and (ii) promote a greater alignment of interests between the Participants and the shareholders of NFI.

Administration

Subject to the Governance Committee reporting to the Board on all matters relating to the Director RSU Plan and obtaining approval of the Board for those matters required by the Governance Committee’s mandate, the Director RSU Plan is administered by the Governance Committee, which will: (i) interpret and administer the Director RSU Plan; (ii) establish, amend and rescind any rules and regulations relating to the Director RSU Plan; and (iii) make any other determinations that the Governance Committee deems necessary or desirable for the administration of the Director RSU Plan.

Award of Director RSUs and Dividend Director RSUs

A Director RSU is a right to acquire a fully-paid and non-assessable Common Share. Eligible Directors have the right to elect once each calendar year to receive all or a portion of their annual retainer in the form of Director RSUs. Eligible Directors generally must make the election prior to the end of the calendar year preceding the year to which such election is to apply, or in the case of a new Eligible Director, as soon as possible after the Eligible Director’s appointment. Elections are irrevocable for the year in respect of which they are made. The Board, in its sole discretion, may award additional Director RSUs. The annual aggregate value of any discretionary Director RSUs granted to an Eligible Director cannot exceed the lesser of 1% of the issued and outstanding Common Shares and \$150,000.

The number of Director RSUs to be awarded to an Eligible Director is equal to the value of the compensation the Eligible Director elects to receive in the form of Director RSUs, divided by the volume weighted average closing price of a Common Share on the TSX for the 5 trading days prior to the date of the award (the “**Fair Market Value**”), rounded down to the nearest whole Director RSU.

When dividends are made on Common Shares, further rights to acquire fully-paid and non-assessable Common Shares in the form of Dividend Director RSUs will be automatically awarded to each Participant who holds Director RSUs or Dividend Director RSUs on the record date for such dividends. The number of Dividend Director RSUs to be awarded to an Eligible Director is equal to the aggregate number of Director RSUs and Dividend Director RSUs held by the Participant on the dividend record date multiplied by the amount of dividend paid by NFI on each Common Share, and then divided by the Fair Market Value of the Common Shares on the dividend payment date (rounded down to the nearest whole Dividend Director RSU).

Exercise of Director RSUs and Dividend Director RSUs

A Participant (other than a U.S. Participant) may exercise Director RSUs and Dividend Director RSUs that are credited to his or her account at any time prior to December 15 of the year following the year in which the Participant ceases to be an Eligible Director (“**Exercise Deadline**”). If the Participant fails to provide a notice of exercise prior to the Exercise Deadline, the Participant will be deemed to have provided a notice of exercise specifying the Exercise Deadline as the exercise date. In the event a Participant (other than a U.S. Participant) dies, such Participant’s Director RSUs and Dividend Director RSUs will automatically be exercised as of the date of death.

U.S. Participants must specify the exercise date for their Director RSUs and Dividend Director RSUs in their annual election form. Director RSUs and Dividend Director RSUs will be exercised on the fixed exercise date or, if earlier, the first to occur of the following events, each defined under Section 409(A) of the U.S. Internal Revenue Code of 1986: (i) separation from service; (ii) disability; (iii) death; or (iv) a change in control.

Subject to the prior written consent of NFI, Participants may surrender to NFI such number of vested Director RSUs and Dividend Director RSUs to satisfy applicable withholding taxes upon exercise of their vested units.

Vesting Provisions

Director RSUs and Dividend Director RSUs vest immediately as at each applicable award date.

Number of Common Shares Available for Issuance and Burn Rate

On adoption of the Director RSU Plan in 2014, the maximum number of Common Shares available for issuance was 500,000 Common Shares, representing approximately 0.8% of the issued and outstanding Common Shares as at December 30, 2018. As at December 30, 2018 there were 440,632 Director RSUs available for issuance, representing approximately 0.7% of the issued and outstanding Common Shares as at that date, and 22,743 Director RSUs outstanding, representing approximately 0.04% of the issued and outstanding Common Shares as at that date. Where a Participant elects to surrender his or her vested Director RSUs and Dividend Director RSUs to satisfy applicable withholding taxes upon exercise, the number of Common Shares available for issuance under the Director RSU Plan will be reduced by the number of such surrendered units.

The annual burn rate for the Director RSUs for the last three fiscal years is described in the table below.

Year	Director RSUs Issued	Weighted Average Common Shares Outstanding	Burn Rate %
2018	15,759	62,396,962	0.02
2017	10,648	62,488,370	0.02
2016	14,821	59,347,754	0.02

Insider Participation Limits on the Award of Director RSUs and Dividend Director RSUs

The Director RSU Plan provides that: (i) the number of Common Shares reserved for issuance pursuant to the Director RSU Plan and any other security-based compensation arrangement of NFI to any one person shall not exceed 5% of the issued and outstanding Common Shares; (ii) the number of Common Shares issued to any insider or that insider’s associates under the Director RSU Plan and under any other security-based compensation arrangement of NFI shall not exceed 5% of the issued and outstanding Common Shares within a 12-month period; and (iii) the aggregate number of Common Shares issued to insiders of NFI within any 12-month period, or issuable to insiders of NFI at any time, under the Director RSU Plan and

any other security-based compensation arrangement of NFI, shall not exceed 10% of the total number of issued and outstanding Common Shares at such time.

General Restrictions and Assignment

Except as otherwise permitted by the Board, the rights of a Participant under the Director RSU Plan are not capable of being assigned. The rights and obligations under the Director RSU Plan may be assigned by NFI to a successor in the business of NFI.

Amendment, Suspension or Termination of the Director RSU Plan

The Board may amend, suspend or terminate the Director RSU Plan, or any portion thereof, at any time, subject to any provisions of applicable law that require the approval of shareholders or any governmental or regulatory body. The Board may make amendments to the Director RSU Plan without shareholder approval including, for example, housekeeping amendments, amendments to comply with tax laws or amendments to reduce or restrict participation in the Director RSU Plan. Notwithstanding the foregoing, shareholder approval is required for:

1. any amendment to increase the number of Common Shares issuable under the Director RSU Plan or a change from a fixed maximum number of Common Shares to a fixed maximum percentage;
2. any amendment extending eligibility to participate in the Director RSU Plan to persons other than Eligible Directors;
3. any amendment extending the term of the Director RSUs and Dividend Director RSUs or any rights pursuant thereto held by an insider beyond the Exercise Deadline;
4. any amendment increasing the insider participation limits;
5. any amendment to increase the annual limit on discretionary Director RSUs;
6. amendments to the amendment provision of the Director RSU Plan; and
7. amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the TSX).

Notwithstanding the termination of the Director RSU Plan, the Board may make any amendments to the Director RSU Plan, or to the Director RSUs or Dividend Director RSUs, it would be entitled to make if the Director RSU Plan were still in effect.

Schedule “D”

NFI GROUP INC.

(the “Corporation”)

Mandate of the Board of Directors

The purpose of this document is to summarize the governance and management roles and responsibilities of the board of directors of the Corporation (the “Board”).

1. ACCOUNTABILITY

The Board is responsible to securityholders.

2. ROLE

The role of the Board is to focus on governance and stewardship of the business carried on by the Corporation and its subsidiaries as a whole. The Board will review strategy, assign responsibility for achievement of that strategy, and monitor performance against those objectives. In fulfilling this role, the Board will regularly review the strategic plans developed by management so that they continue to be responsive to the changing business environment in which the Corporation and its subsidiaries operate.

3. RESPONSIBILITIES

In fulfilling its role, the Board will:

(a) Define Securityholder Expectations

- Satisfy itself that there is effective communication between the Board and the Corporation’s securityholders, other stakeholders and the public.
- Determine, from time to time, the appropriate criteria against which to evaluate performance, and set corporate strategic goals and objectives within this context.

(b) Establish Strategic Goals, Performance Objectives and Operational Policies

The Board will review and approve broad strategic corporate objectives and establish corporate values against which the performance of the Corporation and its subsidiaries will be measured. In this regard, the Board will, at least annually:

- Approve long-term strategies.
- Review and approve management of the Corporation and its subsidiaries’ strategic and operational plans so that they are consistent with long-term goals.
- Approve strategic and operational policies proposed by management and within which management of the Corporation and its subsidiaries will operate.
- Set targets against which to measure corporate and executive performance of the Corporation and its subsidiaries.

- Satisfy itself that a portion of executive compensation is linked appropriately to the Corporation's performance.
- Satisfy itself that a process is in place with respect to the appointment, development, evaluation and succession of senior management of the Corporation and its subsidiaries.

(c) Delegate Management Authority to the Chief Executive Officer

- Ensure that the boards of directors or managers of the Corporation's subsidiaries delegate to the Chief Executive Officer of the Corporation (the "Chief Executive Officer") the authority to manage and supervise the business of such company and decisions regarding the ordinary course of business and operations.
- Determine what, if any, executive limitations may be required in the exercise of the authority delegated to management.

(d) Monitor Corporate Performance

- Identify, understand, assess and monitor the principal risks of all aspects of the businesses in which the Corporation and its subsidiaries as a whole are engaged.
- Monitor performance of the Corporation and its subsidiaries against both short-term and long-term strategic plans and annual performance targets, and monitor compliance with Board policies and the effectiveness of risk management practices.
- Ensure that the boards of directors or managers of the Corporation's subsidiaries monitor compliance by management of its subsidiaries with internal controls and effective management information systems.

(e) Develop Board Processes

- Develop procedures relating to the conduct of the Board's business and the fulfillment of the Board's responsibilities.
- Develop the Board's approach to corporate governance through the Corporation's Human Resources, Compensation and Corporate Governance Committee (the "HR Committee").

4. QUALIFICATIONS OF DIRECTORS

Directors are expected to have the highest personal and professional ethics and values and be committed to advancing the best interests of the Corporation and its securityholders. They are also expected to possess skills and competencies in areas that are relevant to the Corporation's activities and that enhance the ability of the Board to effectively oversee the business and affairs of the Corporation and its subsidiaries.

A majority of the Board must be independent. Independence shall have the meaning, as the context requires, given to it in National Instrument 52-110 *Audit Committees*, as may be amended from time to time. The Chairperson of the Board is expected to be an independent director but, if the Chairperson is not independent, then there will be an independent lead director who assumes the responsibilities of the Chairperson. The Chairperson should act as the effective leader of the Board and ensure that the Board's agenda will enable it to successfully carry out its duties.

Each director must have an understanding of the Corporation's and its subsidiaries' principal operational and financial objectives, plans and strategies, financial position and performance as well as the performance of the Corporation and its subsidiaries relative to their principal competitors.

Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership. Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to advise the Chairperson of the HR Committee and, if determined appropriate by the Board on the recommendation of the HR Committee, resign from the Board.

5. MAJORITY VOTING POLICY

At meetings of shareholders at which directors are to be elected, shareholders will vote in favor of, or withhold from voting for, each nominee separately. If, with respect to any particular nominee, the number of votes withheld exceeds the votes cast in favour of the nominee, then for purposes of this policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

An individual elected as a director who is considered under this policy not to have the support or confidence of the shareholders must immediately submit to the Chairperson of the Board his or her resignation from the Board. The HR Committee will consider the director's resignation and make a recommendation to the Board as to whether to accept it. A director who has tendered a resignation pursuant to this policy will not attend any part of a meeting of the HR Committee or the Board at which his or her resignation is discussed or a related resolution is voted upon.

Within ninety (90) days of the meeting of shareholders, the Board will make a decision and issue a press release either announcing the resignation of the director or explaining why it has not been accepted. In determining whether or not to accept the resignation, the Board will take into account the factors considered by the HR Committee and any other factors the Board determines are relevant. Absent exceptional circumstances, the Board will accept the director's resignation. A copy of the press release will be provided to the Toronto Stock Exchange.

Subject to any corporate law restrictions, the Board may: (i) leave the resultant vacancy unfilled until the next annual meeting of shareholders, (ii) fill the vacancy through the appointment of a new director who merits the confidence of the shareholders, or (iii) call a special meeting of shareholders to fill the vacant position.

This majority voting policy does not apply to contested elections in which the number of director nominees for election is greater than the number of director positions on the Board. In contested elections, the directors shall be elected by the vote of a plurality of the votes cast.

6. TERM AND AGE LIMITS

The Board believes there should be a balance between having experienced directors who have served on the Board for an appropriate length of time so as to understand the Corporation, its business environment and the issues facing the Corporation and renewing the Board to ensure new insights are considered to reflect and address changing business environments and strategies. In order to assist in achieving this balance, a member of the Board will generally not be nominated for election or re-election at an annual meeting after the earlier of the following occurs: (i) the director attains the age of 75, and (ii) the director has served a 15-year term on the Board, provided however, the Board will ultimately rely upon its robust self-assessment process to determine Board renewal needs. Where the Board determines it would be in the best interests of the Corporation, the Board is entitled to nominate any person for election to the Board, regardless of age or tenure.

7. MEETINGS

The Board has meetings at least once in each quarter, with additional meetings held when required. Additional meetings may be called by the Chairperson or any two directors on proper notice. The

independent directors will hold regularly scheduled meetings at which members of management and non-independent directors are not in attendance.

The Chairperson is primarily responsible for the agenda. Prior to each Board meeting, the Chairperson will discuss agenda items for the meeting with the Chief Executive Officer and other members of the Board. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of senior management of the Corporation or its subsidiaries, or at any Board meeting raise subjects that are not on the agenda for that meeting.

The HR Committee and the Audit Committee generally have meetings quarterly, with additional meetings held when required. Meeting frequency and agendas for the standing committees may change from time to time, however, depending on opportunities or risks faced by the Corporation and its subsidiaries. The Chairperson of a committee or any two members of a committee may call a committee meeting, request that an item be included on the committee's agenda or raise subjects that are not on the agenda for that meeting. Audit Committee meetings can also be called by the Corporation's auditor or Chief Financial Officer.

Notice of the place, day and time of each Board or committee meeting must be served on each director or committee member sufficiently far in advance of the meeting so as to facilitate the directors' preparation for the meeting. Director or committee members may waive notice of any meeting, and attendance at a meeting without objection is deemed to be waiver of notice. The notice needs to state the purpose or purposes for which the meeting is being held.

(a) Procedures for Board Meetings

- Subject to any applicable by-laws, procedures for Board meetings are determined by the Chairperson unless otherwise determined by a resolution of the Board.
- Subject to any applicable by-laws, procedures for committee meetings are determined by the committee chairperson unless otherwise determined by a resolution of the committee or the Board.
- A quorum for any Board or committee meeting shall be as required by the constating documents of the Corporation or its subsidiary as applicable.

8. DIRECTORS' RESPONSIBILITIES

(a) Attendance and Participation

- Each director is expected to attend all meetings of the Board and any committee of which he or she is a member. A director who is unable to attend a meeting in person may participate by telephone or teleconference. The Board or any committee may also take action from time to time by unanimous written consent.
- In advance of each Board or committee meeting, members will receive the proposed agenda and other materials necessary for the directors' understanding of the matters to be considered. Directors are expected to spend the time needed to review the materials in advance of such meetings and to actively participate in such meetings.

(b) Service on Other Boards and Audit Committee

- The Board does not believe that its members should be prohibited from serving on the boards of other companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Chairperson in advance of accepting an invitation to serve on the board of another

company and, as a general rule, directors are not allowed to join a board of another company on which two or more other directors of the Corporation serve. In addition, directors cannot be on the board of a competitor of the Corporation.

- Members of the Audit Committee may not serve on the audit committees of more than two other companies without the prior approval of the Board.

(c) Access to Independent Advisors

- The Board and any committee may at any time retain outside financial, legal or other advisors at the expense of the Corporation's subsidiaries and have the authority to determine the advisors' fees and other retention terms. Any director may, subject to the approval of the Chairperson, retain an outside advisor at the expense of the Corporation's subsidiaries.

9. EVALUATION OF BOARD, DIRECTORS AND COMMITTEES

The HR Committee, in consultation with the Chairperson, will ensure that an appropriate system is in place to evaluate and perform an annual evaluation of the effectiveness of the Board as a whole as well as the committees of the Board, and the boards of directors or managers and board committees of the Corporation's subsidiaries, to ensure they are fulfilling their respective responsibilities and duties. In connection with these evaluations, each director will be requested to provide his or her assessment of the effectiveness of the Board and each committee as well as the performance of individual directors. These evaluations should take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts.

10. MANAGEMENT

(a) Management's Role

- The primary responsibility of management of the Corporation and its subsidiaries is to safeguard the Corporation's assets and to create wealth for securityholders. When performance is found to be inadequate, the Board has the responsibility to bring about appropriate change.
- In managing the Corporation, management should also have regard to the interests of the Corporation's other stakeholders, such as the Corporation's employees, customers, suppliers, creditors and the communities in which the Corporation operates.
- Management of the Corporation and its subsidiaries is under the direction of the Chief Executive Officer. The Board shall take such steps as it deems necessary to satisfy itself as to the integrity of the Chief Executive Officer and other executive officers of the Corporation and its subsidiaries and that such individuals create a culture of integrity throughout the Corporation and its subsidiaries.

(b) Management's Relationship to the Board

- Senior management of the Corporation and its subsidiaries, primarily through the Chief Executive Officer, reports to and is accountable to the Board, or the board of such subsidiary which, in turn, is accountable to the Board.
- Business plans are developed to ensure the compatibility of securityholder, Board and management views on the Corporation's and its subsidiaries' strategic direction, performance targets and utilization of securityholders' equity. A special meeting of the Board is held each year to review the strategic initiatives and the business plan submitted by senior management of the Corporation and its subsidiaries.

(c) Board Access to Business Information and Management

- Information provided by and access to management is critical to directors' effectiveness. In addition to the reports presented to the Board at its regular and special meetings, the Board is also kept informed on a timely basis by management of the Corporation and its subsidiaries with respect to developments and key decisions taken by management in pursuing the Corporation's and its subsidiaries' business plan. Subject to notifying the Chairperson and the Chief Executive Officer in advance, directors should have direct access to senior management of the Corporation and its subsidiaries. The directors periodically assess the quality, completeness and timeliness of information provided by management to the Board.

(d) Management Performance Review and Rewards

- The HR Committee annually reviews the position description of the Chief Executive Officer and establishes objectives against which his or her performance is reviewed, with his or her compensation being assessed against these agreed objectives. Similar reviews and assessments are undertaken for other members of senior management in consultation with the Chief Executive Officer.
- The compensation plans of the Corporation and its subsidiaries are based on maintaining a direct link between management rewards and the achievement of objectives including risk management, with the ultimate objective of creating long-term, sustainable wealth for securityholders.

11. COMMUNICATION AND DISCLOSURE POLICIES

The Corporation has adopted a Disclosure and Insider Trading Policy which summarizes its policies and practices regarding disclosure of material information to investors, analysts and the media. The purpose of this policy is to ensure that the Corporation's communications with the investment community are timely, consistent and in compliance with all applicable securities legislation. This Disclosure and Insider Trading Policy is reviewed annually by the Board and will be available on the Corporation's website.

The Corporation endeavors to keep its securityholders informed of its progress through a comprehensive annual report, annual information form, quarterly interim reports and periodic press releases. It also maintains a website that provides summary information about the Corporation and ready access to its published reports, press releases, statutory filings and supplementary information provided to analysts and investors. Directors and management meet with the Corporation's securityholders at the annual meeting and are available to respond to questions at that time.

The Corporation also maintains an investor relations program to respond to inquiries in a timely manner. Management meets on a regular basis with investment analysts, financial advisors and interested members of the public to ensure that accurate information is available to investors, including quarterly conference calls and webcasts to discuss the Corporation's financial results. The Corporation also endeavors to ensure that the media is kept informed of developments as they occur, and have an opportunity to meet and discuss these developments with the Corporation's designated spokespersons.

12. CODE OF BUSINESS CONDUCT AND ETHICS

The Board expects all directors, officers and employees of the Corporation and its subsidiaries to conduct themselves in accordance with the highest ethical standards and to adhere to the Corporation's Code of Business Conduct and Ethics. Waivers of the Code of Business Conduct and Ethics will only be granted in exceptional circumstances where the waiver would not be inconsistent with the spirit of the Code of Business Conduct and Ethics and following consultation with legal counsel. Any waiver of the Code of Business Conduct and Ethics for officers or directors may only be made by the Board or

the HR Committee and will be disclosed to securityholders by the Corporation to the extent required by law, regulation or stock exchange requirement. Employees may seek waivers from the CEO and any such waivers will be promptly reported to the Board.

13. PROHIBITION ON PERSONAL LOANS

The Corporation will not, either directly or indirectly, including through its subsidiaries, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any director or executive officer.

14. ORIENTATION AND CONTINUATION EDUCATION OF DIRECTORS

The holders of the common shares of the Corporation are best served by the Board comprised of individuals who are well versed in modern principles of corporate governance and other subject matters relevant to Board service and who thoroughly comprehend the role and responsibilities of an effective Board in the oversight and management of the Corporation and its subsidiaries. The Chairperson of the HR Committee, with the assistance of the Chief Executive Officer, shall develop an orientation and continuing education program for all directors of the Corporation and its subsidiaries. This program will be articulated in a separate director orientation and continuing education policy that will be reviewed by the HR Committee on an annual basis.

APPENDIX

Position Description of Chairperson

The Chairperson of the Board of the Corporation is principally responsible for overseeing the operations and affairs of the Board. It is expected that the Chairperson will be independent but, if not, there will be a lead independent director. In fulfilling his or her responsibilities, the Chairperson will:

- a) provide leadership to foster the effectiveness of the Board;
- b) ensure there is an effective relationship between the Board and senior management of the Corporation and its subsidiaries;
- c) ensure that the appropriate committee structure is in place and assist the Human Resources, Compensation and Corporate Governance Committee (the "HR Committee") in making recommendations for appointments to such committees;
- d) in consultation with the other members of the Board and the Chief Executive Officer, prepare the agenda for each meeting of the Board;
- e) ensure that all directors receive the information required for the proper performance of their duties, including information relevant to each meeting of the Board;
- f) chair Board meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- g) together with the HR Committee, ensure that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual directors, and make recommendations to the HR Committee for changes when appropriate;
- h) work with the Chief Executive Officer and other members of senior management to monitor progress on strategic planning, policy implementation and succession planning; and
- i) provide additional services required by the Board.

Position Description of Committee Chairperson

A committee chairperson is principally responsible for overseeing the operations and affairs of his or her particular committee. In fulfilling his or her responsibilities, the chairperson will:

- a) provide leadership to foster the effectiveness of the committee;
- b) ensure there is an effective relationship between the Board and the committee;
- c) ensure that the appropriate charter is in effect and assist the HR Committee in making recommendations for amendments to the charter;
- d) in consultation with the other members of the committee and Board, where appropriate, prepare the agenda for each meeting of the committee;
- e) ensure that all committee members receive the information required for the proper performance of their duties, including information relevant to each meeting of the committee;
- f) chair committee meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual members and confirming that clarity regarding decision-making is reached and accurately recorded;
- g) together with the HR Committee, ensure that an appropriate system is in place to evaluate the performance of the committee as a whole, the committee's individual members, and make recommendations to the HR Committee for changes when appropriate; and
- h) provide additional services required by the Board.

Schedule “E”

NFI GROUP INC.

(the “Corporation”)

CHARTER OF EXPECTATIONS FOR DIRECTORS

The roles, responsibilities, qualifications and procedures of the board of directors of the Corporation (the “Board”) are set out in the Mandate of the Board of Directors of the Corporation (the “Mandate”). This Charter of Expectations for Directors supplements the Mandate by specifying the expectations the Corporation places on its non-management directors in terms of personal and professional criteria, share ownership, meeting attendance, identifying possible conflicts of interest, resignation events and election of directors.

1. PERSONAL AND PROFESSIONAL CRITERIA

The Corporation uses the following criteria for assisting in the evaluation incumbent directors and potential candidates for election to the Board:

- (a) The director is an individual of the highest personal and business integrity,
- (b) The director brings outstanding and relevant business or other valuable experience, such as:
 - (i) holds or has recently held a position of high-level responsibility;
 - (ii) has experience operating a major public company;
 - (iii) preferably has experience in the transit industry or a related or similar industry;
 - (iv) has a broad exposure to or understanding of the funding environment in which customers of the Corporation operate;
 - (v) possesses a high level of expertise in areas that are important to the Corporation,
or
 - (vi) The director has experience serving on the board of directors of a public company,
- (c) The director effectively contributes to the development of the Corporation’s strategic plan and businesses,
- (d) The director effectively contributes to the functioning and decision-making of the Board and its committees,
- (e) The director understands and effectively contributes to the broad range of issues that the Board and its committees must consider,
- (f) The director does not have a conflict of interest relating to the business and affairs of the Corporation or its subsidiaries or affiliates and is free to act in the best interests of the Corporation and its stakeholders, and

- (g) The director is able to devote the time necessary to prepare for and attend all meetings of the Board and its committees and to keep abreast of significant corporate developments.

2. SHARE OWNERSHIP

The Corporation believes that directors can better represent investors if they are shareholders themselves. The Corporation expects that directors own a minimum number of common shares of the Corporation having a value equal to the product of five (5) times the director's annual base cash retainer (chair or extra meeting fees, if any, not to be included) (the "Ownership Level"). The annual base cash retainer has been set by the Board at an amount equal to 50% of the annual base retainer.

A director must achieve the Ownership Level within five years of being appointed to the Board. Any deferred share units granted under the Corporation's deferred share unit plan for non-employee directors or restricted share units granted under the Corporation's restricted share unit plan for non-employee directors that are held by a director shall be included in determining that director's Ownership Level.

3. MEETING ATTENDANCE

The Corporation expects that directors should make every possible effort to attend in person all regularly scheduled meetings of the Board and of the committees on which they serve. When meetings are scheduled in advance, directors should determine whether they have conflicts and bring these to the attention of the chairperson of the Board (the "Chair") or the chairperson of the particular committee and the Secretary of the Corporation. Directors are expected to use best efforts to attend all special meetings of the Board, which are usually called on shorter notice, in person or by telephone.

4. CONFLICTS OF INTEREST

Directors are expected to identify in advance any conflict of interest regarding a matter coming before the Board or its committees and to refrain from voting on such matters. If a director is uncertain of the nature or extent of a potential conflict, he or she should seek a ruling on the matter in advance with the Chair or, at the time of the meeting with the chairman of the meeting.

5. CHANGE OF CIRCUMSTANCES

Directors are responsible for informing the Chair of any change in their personal or professional circumstances that may impact their continued ability to serve the Corporation effectively, or if they have been determined by the Board to be independent, that may impact their continued standing as independent directors. The Human Resources, Compensation and Corporate Governance Committee (the "Governance Committee") will review such changes and consider the appropriateness of a director's continued membership on the Board and its committees.

6. TERM AND AGE LIMITS

The Board believes there should be a balance between having experienced directors who have served on the Board for an appropriate length of time so as to understand the Corporation, its business environment and the issues facing the Corporation and renewing the Board to ensure new insights are considered to reflect and address changing business environments and strategies. In order to assist in achieving this balance, a member of the Board will generally not be nominated for election or re-election at an annual meeting after the earlier of the following occurs: (i) the director attains the age of 75, and (ii) the director has served a 15-year term on the Board, provided however, the Board will ultimately rely upon its robust self-assessment process to determine Board renewal needs. Where the Board determines it would be in the best interests of the Corporation, the Board is entitled to nominate any person for election to the Board, regardless of age or tenure.

7. RESIGNATION EVENTS

If any of the following events occur, a director agrees to submit his or her resignation from the Board to the Chair, to be effective when accepted by the Board:

- (a) the director becomes unable to attend at least 75% of the regularly scheduled meetings of the Board,
- (b) the director becomes involved in a legal dispute, regulatory or similar proceeding that could materially impact his or her ability to serve as a director and negatively impact the reputation of the Corporation,
- (c) the director takes on new responsibilities in business, politics or the community which may conflict with the goals of the Corporation and materially reduce his or her ability to serve as a director,
- (d) there is any other change in the director's personal or professional circumstances that impacts the Corporation or such director's ability to serve the Corporation, or
- (e) in connection with the annual director assessment conducted by the Governance Committee, which includes a peer and self-evaluation and a one-on-one discussion between the Chair and each director, and after discussion between the chairperson of the Governance Committee and the Chair regarding the results of a director's assessment, the Chair requests the director to submit his or her resignation.

The Governance Committee will consider whether to accept the resignation and will make a recommendation to the Board regarding the resignation. If a resignation is accepted, the Board may appoint a new director to fill the vacancy.

8. MAJORITY VOTING POLICY

The Board has adopted a policy (included in the Mandate of the Board of Directors) which provides, if the total number of shares voted in favor of the election of a director nominee at a shareholders' meeting represents less than a majority of the total shares voted for and withheld with respect to that director, the director must submit his or her resignation to the Chair, to be effective when accepted by the Board. The Governance Committee will consider and make a recommendation to the Board regarding the resignation, and the Board's decision to accept or reject the resignation will be disclosed to the public within 90 days of the shareholders' meeting. Absent exceptional circumstances, the Board will accept the director's resignation. If a resignation is accepted, the Board may appoint a new director to fill the vacancy. This policy applies only to uncontested elections — that is, elections in which the number of nominees for director is equal to the number of directors to be elected.