

# NFI GROUP INC.

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

**NOTICE IS HEREBY GIVEN** that the annual and special meeting of the shareholders (the “**Meeting**”) of NFI Group Inc. (“**NFI**”) will be held on Friday, May 9, 2025 at 11:00 am (Central time) as a hybrid meeting with a physical location at The Fairmont Winnipeg, 2 Lombard Place, Winnipeg, Manitoba and the option to participate virtually, by way of a live webcast at <http://meetnow.global/MFFJTDD> for the following purposes:

1. **TO RECEIVE** the consolidated financial statements of NFI for the fiscal year ended December 29, 2024, together with the report of the auditors thereon (see section Matters To Be Considered At The Meeting – Financial Statements in the Management Information Circular (the “**Information Circular**”));
2. **TO APPOINT** the auditors and authorize the board of directors of NFI to fix the remuneration of the auditors (see section Matters To Be Considered At The Meeting – Appointment of Auditors in the Information Circular);
3. **TO ELECT** eleven members of the board of directors of NFI (see section Matters To Be Considered At The Meeting – Election of Directors in the Information Circular);
4. **TO CONSIDER** and, if deemed appropriate, **TO PASS**, with or without variation, an ordinary resolution in the form set out in Schedule “A” to the Information Circular approving the adoption of the 2025 Restricted Share Unit Plan for Non-Employee Directors (see section Matters To Be Considered At The Meeting – Resolution to Approve Adoption of 2025 Restricted Share Unit Plan for Non-Employee Directors);
5. **TO CONSIDER** and, if deemed appropriate, **TO PASS** an advisory resolution in the form set in Schedule “B” to the Information Circular on the approach to executive compensation (“**Say on Pay Resolution**”) (see section Matters To Be Considered At The Meeting – Advisory Resolution on Approach to Executive Compensation in the Information Circular); and
6. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournment or postponement thereof.

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

You have the right to receive notice of, and to vote at, the Meeting if you were a shareholder of NFI as of 5:00 p.m. (Toronto time) on Monday, March 10, 2025.

### **Notice and Access**

NFI is using the notice and access procedure (Notice and Access) adopted by the Canadian Securities Administrators for the delivery of the Information Circular, the consolidated financial statements of NFI for the fiscal year ended December 29, 2024 and related management’s discussion and analysis (collectively, the “**Meeting Materials**”). Under Notice and Access, you are still entitled to receive a form of proxy (or voting instruction form) enabling you to vote at the Meeting. However, instead of receiving paper copies of the Meeting Materials, shareholders receive this notice of meeting which contains information about how to access the Meeting Materials electronically. The principal benefit of Notice and Access is to reduce costs and the environmental impact of producing and distributing large quantities of paper documents.

Shareholders who have consented to electronic delivery of materials may receive this notice of meeting in an electronic format.

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

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

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

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

### ***Non-Registered and Registered Shareholders***

If you would like paper copies of the Meeting Materials, you should first determine whether you are: (i) a non-registered shareholder; or (ii) a registered shareholder.

- You are a non-registered shareholder (also known as a beneficial holder) if you own common shares of NFI indirectly and your common shares are registered in the name of a bank, trust company, broker or other intermediary. For example, you are a non-registered shareholder if your common shares are held in a brokerage account of any type.
- You are a registered shareholder if you hold a paper share certificate or a direct registration system (“DRS”) statement and your name appears directly on the share certificate(s) or DRS statement.

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

All shareholders may request that paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date that the Meeting Materials are posted on NFI’s website.

For non-registered shareholders (i.e. beneficial owners), requests may be made by calling Broadridge toll-free at 1-877-907-7643 or requesting materials online at [www.proxyvote.com](http://www.proxyvote.com). You will need the 16-digit control number on the voting instruction form.

For registered shareholders, requests may be made by calling Computershare Investor Services Inc. (“**Computershare**”) within North America toll-free at 1-866-962-0498, and from outside of North America (514) 982-8716.

Requests must be received by 11:00 am (Central time) on Thursday, April 24, 2025 if you would like to receive the Meeting Materials in advance of the voting deadline and date of the Meeting.

### ***Voting***

#### **Beneficial Owners**

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

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

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

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

If, as a Beneficial Owner, you wish to participate and vote at the Meeting (or have another person, who need not be a shareholder, participate 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. Duly appointed proxyholders will be able to (i) attend the Meeting in person or (ii) log in to the Meeting online to listen, ask questions and securely vote through a web-based platform, provided that they are connected to the internet and follow the instructions set out in this Information Circular. Beneficial Owners who wish to appoint a proxyholder to represent them at the virtual meeting must submit their duly completed proxy or voting instruction form AND register the proxyholder with the Corporation's registrar and transfer agent, Computershare Investor Services Inc. Registering the proxyholder is an additional step once the Beneficial Owner has submitted their proxy/voting instruction form. Failure to register the proxyholder (the person you have designated to attend the Meeting, who could be yourself or another person) with Computershare will result in that proxyholder not receiving an Invite Code to participate in the virtual meeting.

To register a proxyholder, a Beneficial Owner MUST visit <https://www.computershare.com/NFIGroup> by no later than 11:00 am (Central time) on May 7, 2025 and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an Invite Code via email after the deadline for depositing proxies has passed.

Beneficial Owners who have not duly appointed a proxyholder will be able to attend the virtual meeting as guests and ask questions, provided that they are connected to the internet, but will not be able to vote.

***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.***

Registered shareholders

Registered shareholders may attend, ask questions and vote at the physical meeting or can vote by proxy or during the Meeting by online ballot through the live web-based platform. Registered shareholders who are unable to attend the Meeting should exercise their right to vote by signing and returning the form of proxy, or voting in advance via the internet, in accordance with the directions on the form.

Computershare must receive completed proxies no later than 11:00 am (Central time) on May 7, 2025 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) before the date of the adjourned or postponed Meeting.

**DATED** this 21st day of March, 2025.

**BY ORDER OF THE BOARD OF DIRECTORS**

By: "Chan Galbato"

Chan Galbato  
Chair of the Board of Directors