

NFI Group

NFI GROUP INC.

Reporting of Voting Results (Section 11.3 of National Instrument 51-102)

The following describes the matters voted upon and the outcome of the votes at the Annual Meeting of the Shareholders of NFI Group Inc. (the “Corporation”) held on Thursday May 9, 2019 in Toronto, Ontario:

1. **Appointment of Auditors**

A vote was conducted for the resolution to appoint Deloitte LLP as auditors of the Corporation until the next Annual Meeting and to authorize the board of directors to fix the remuneration of the auditors. Deloitte LLP were appointed auditors.

VOTES FOR	% FOR	VOTES WITHHELD	% WITHHELD
34,460,640	99.75	86,168	0.25

2. **Election of Directors**

A vote was conducted for the resolution to elect nine directors of the Corporation until the next Annual Meeting. The following nominees were elected as directors:

Name of Nominee	Votes For	% For	Votes Withheld	% Withheld
Phyllis Cochran	34,181,941	99.86	48,948	0.14
Larry Edwards	33,970,812	99.24	260,077	0.76
Adam Gray	25,569,634	74.70	8,661,255	25.30
Krystyna Hoeg	33,999,008	99.32	231, 881	0.68
John Marinucci	34,166,905	99.81	63,984	0.19
Paulo Cezar da Silva Nunes	33,978,038	99.26	252,851	0.74
Paul Soubry	34,149,987	99.76	80,902	0.24
The Honourable Brian Tobin	33,937,149	99.14	293,740	0.86
Katherine Winter	33,938,697	99.15	292,192	0.85

3. Approach to Executive Compensation

A vote was conducted for an advisory resolution on the approach to executive compensation. The resolution was passed.

VOTES FOR	% FOR	VOTES AGAINST	% AGAINST
31,765,138	92.80	2,465,751	7.20

Dated this 10th day of May, 2019.

NFI GROUP INC.

Per: “Colin Pewarchuk”
Name: Colin Pewarchuk
Title: Executive Vice President, General Counsel
and Corporate Secretary