Leading the ZEvolution™

NFI Completes Comprehensive Refinancing Plan

August 25, 2023

Refinancing Plan Completed

- On Aug 25, 2023, NFI announced completion of its Comprehensive Refinancing Plan, first announced on May 10, 2023; the plan includes:
    - Credit approval of key terms and an extension of its main credit facilities (North America and UK) to April 2026, including suspension of debt to EBITDA and interest coverage ratios until 2024 Q3
    - Extension of the maturity of the senior unsecured facility with Export Development Canada and Manitoba Development Corporation to April 2026
    - Equity financing of approximately $263.6 million through:
        - $133.3 million private placement with Coliseum Capital (NFI's largest shareholder)
        - $92.9 million bought-deal subscription receipts offering
        - $37.3 million private placement for 5 million shares
    - $180.4 million Senior Secured Second Lien Financing
    - Net proceeds will be used to pay down the existing credit facilities (including a permanent repayment of $251 million of the Senior Facilities, and $25 million repayment of the EDC facility) and to bolster liquidity
- Generated total liquidity of $136.8 million from the Refinancing Plan

Refinancing Plan Expected Gross Proceeds

	$M	Shares Issued
Coliseum Private Placement	$133.3	21.7
Subscription Receipts Offering[1]	$92.9	15.1
August Private Placement[1]	$37.3	5.0
Total Equity	**$263.6**	**41.8**
Second Lien Debt	$180.4	-
Total Refinancing Plan	**$444.0**	**41.8**

Sources and Uses – Liquidity

	($'M, USD)
Total Gross Proceeds from equity and second lien	$444.0
Estimated commissions and fees (including OID)[2]	($31.0)
Senior Repayment - North America and UK[3]	($251.2)
EDC Repayment	($25.0)
Total Additional Liquidity[4]	**$136.8**

[1] Utilized a USD/CAD FX Rate of 1.3235.
[2] Estimated fees for commissions, amendment fees, advisor fees, legal fees and original issuer discount on second lien debt financing.
[3] See details on the next slide for breakdown of repayment and capacity post-transaction
[4] Liquidity is not a recognized measure under IFRS and does not have a standardized meaning prescribed by IFRS. See "Non-IFRS Measures".

Comprehensive refinancing plan completed

- Terms of the Second Lien Financing include the following:
  - a five-year term and a 97% original issue discount ("OID"), generating net proceeds of $175.0 million, before fees and commissions
  - annual coupon of 14.5%, payable semi-annually
  - non-callable for the first 12 months, callable at 106% of face value for months 13 to 24, callable at 103% of face value for months 25 to 36 and callable at par from 36 months onwards
- Following completion of the plan, NFI will have 118,949,728 shares outstanding

NFI Capital Structure ($M, USD)

	2023 Q2[(1)]	Refinancing Plan Impact	Pro-Forma
Cash and Equivalents[2]	$57.5		$57.5
North American Credit[1,2]	$885.0	($369.2)	$515.9
UK Credit[1,2]	$50.8	($18.9)	$31.9
Senior Secured Indebtedness[1,2]	**$935.8**	**($388.0)**	**$547.8**
Second Lien	$0.0	$180.4	$180.4
Total Secured Indebtedness	**$935.8**	**($207.6)**	**$728.2**
Convertible Debentures[1]	$232.4		$232.4
Manitoba Gov Senior[1]	$37.8		$37.8
EDC Senior[1]	$50.0	($25.0)	$25.0
Total Indebtedness	**$1,256.0**	**($232.6)**	**$1,023.4**
Total Shareholders' Equity	**$495.1**	**$263.6**	**$758.7**
Estimated commissions and fees related to Equity Financing[3]		**($13.1)**	**($13.1)**
Estimated commissions and fees related to indebtedness[3]		**($17.9)**	**($17.9)**
Total Capitalization (net of fees)[3]	**$1,751.1**	**$-**	**$1,751.1**
Shares outstanding	**77.2**	**41.8**	**118.9**

[1] Balances as at Q2 2023 are presented at face value. Totals may not add due to rounding.
[2] Assumes all remaining cash proceeds used to temporarily pay down Revolving Credit Facilities.
[3] Fee split between Secured Facilities, Second Lien Financing and Equity Financings to be finalized and updated with third quarter 2023 financial results.

Updated covenant table under the Secured Facilities

Quarter and Months	Total Net Debt to Capitalization[1]	Minimum Adjusted EBITDA[2] (cumulative calculation)	Minimum Liquidity[3]	Senior Secured Net Leverage Ratio[4]	Total Net Leverage Ratio[5] (TLR)	Interest Coverage Ratio[6] (ICR)
September 2023	<0.65:1.00	> ($13) million	$50 million	Waived	Waived	Waived
October 2023	<0.65:1.00	> ($11) million	$50 million	Waived	Waived	Waived
November 2023	<0.65:1.00	> ($4) million	$50 million	Waived	Waived	Waived
December 2023	<0.65:1.00	> $3 million	$50 million	Waived	Waived	Waived
January 2024	<0.65:1.00	> $14 million	$50 million	Waived	Waived	Waived
February 2024	<0.65:1.00	> $25 million	$50 million	Waived	Waived	Waived
March 2024	<0.65:1.00	> $47 million	$50 million	Waived	Waived	Waived
2024 Q2	<0.65:1.00	> $105 million	$50 million	Waived	Waived	Waived
2024 Q3	n/a	n/a	$50 million	< 4.50x	< 6.00x	> 1.25x
2024 Q4	n/a	n/a	$50 million	< 3.50x	< 4.75x	> 1.50x
2025 Q1	n/a	n/a	$50 million	< 3.50x	< 4.75x	> 1.75x
2025 Q2	n/a	n/a	$50 million	< 3.25x	< 4.25x	> 2.00x
2025 Q3	n/a	n/a	$50 million	< 3.25x	< 4.25x	> 2.25x
2025 Q4 and thereafter	n/a	n/a	$50 million	< 3.00x	< 3.75x	> 2.50x

Senior Facilities (pre-and-post Refinancing Plan)

	Pre-Capacity	Permanent Reduction	Post-Capacity
North American Facility*	$1,000	($239)	$761
UK Facility**	£40	(£9.6)	£14.4
Total Capacity	**$1,051**	**($250)**	**$800**

* The $1.0 billion revolving North American Facility is converting to a $400 million first lien term loan and a $361 million first lien revolving credit facility (total combined borrowing capacity of $761 million)

** The £40 million revolving UK Facility is converting to a £16.0 million term loan and a £14.4 million revolving credit facility (total combined borrowing capacity of £30.4 million). GBP/USD pre-transaction rate of 1.2699 utilized and Refinancing Plan utilized a rate of 1.2761.

1. Total Net Debt to Capitalization (“TNDC”) is calculated as borrowings on the Secured Facilities and any senior unsecured or second lien indebtedness, less unrestricted cash and cash equivalents up to a maximum of $50 million, divided by shareholders’ equity, as shown on the Company’s balance sheet, plus borrowings on the Secured Facilities. The TNDC covenant excludes the impact of any actual goodwill write-downs up to a maximum of $100 million.
2. The Minimum Adjusted EBITDA covenant is first tested with the month ending September 30, 2023, but includes results from the period May 1, 2023 to September 30, 2023. The covenant continues on a cumulative basis until April 30, 2024, at which point it becomes a trailing-twelve month test for the second quarter of 2024. The Minimum Adjusted EBITDA tests are based on calendar month-end dates from September 2023 to March 2024.
3. Liquidity is calculated as unrestricted cash and cash equivalents plus the aggregate amount of credit available under the Secured Facilities.
4. Senior Secured Net Leverage will include the Secured Facilities and is calculated as indebtedness on those facilities, less unrestricted cash and cash equivalents up to a maximum of $50 million, divided by Adjusted EBITDA (calculated on a trailing twelve-month basis). When reintroduced in 2023 Q3, Adjusted EBITDA will be based on a trailing twelve-month basis.
5. Total Leverage Ratio is calculated as aggregate indebtedness of the Company not including the Company’s 5.0% convertible debentures and certain non-financial products, but including any senior unsecured or second lien indebtedness, less unrestricted cash and cash equivalents up to a maximum of $50 million, divided by Adjusted EBITDA, (calculated on a trailing twelve-month basis). When the TLR is reintroduced in 2024 Q3, Adjusted EBITDA will be based on a trailing twelve-month basis.
6. ICR is calculated as the same trailing twelve month Adjusted EBITDA as the Total Leverage Ratio divided by trailing twelve-month interest expense on the Secured Facilities, the Company’s 5.0% convertible debentures, any senior unsecured or second lien indebtedness and other interest and bank charges.


NFI
Leading the ZEvolution™