



P R O X Y
Annual and Special Meeting of the Shareholders of
NFI GROUP INC.
to be held on Friday May 9, 2025

Note: If you are appointing a proxyholder to represent you at the virtual meeting other than Paul Soubry, President and Chief Executive Officer, or failing him, Brian Dewsnup, Chief Financial Officer, or failing him, Chan Galbato, Chairperson of the Board, YOU MUST deposit your proxy with Computershare Investor Services Inc. ("Computershare") AND visit <https://www.computershare.com/NFIGroup> by no later than 11:00 am (Winnipeg time) on May 7, 2025 to provide Computershare with your proxyholder's contact information, so that Computershare may provide the proxyholder with an invite code via email after the deadline for depositing proxies. This invite code will allow your proxyholder to log in and vote at the Meeting (as described below). Without an invite code your proxyholder will only be able to log into the virtual meeting as a guest, but will not be able to vote.

This proxy is solicited on behalf of management of NFI Group Inc. (the "Company"). The undersigned holder of common shares of the Company hereby appoints Paul Soubry, President and Chief Executive Officer, or failing him, Brian Dewsnup, Chief Financial Officer, or failing him, Chan Galbato, Chairperson of the Board, with full power of substitution, or instead of any of them _____, as proxy of the undersigned, to attend, vote and act for and on behalf of the undersigned at the Annual and Special Meeting of Shareholders of NFI Group Inc. (the "Meeting") to be held on Friday May 9, 2025 at 11:00 am (Winnipeg time) 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>, and at all adjournments or postponements thereof, upon the following matters:

The directors and management of the Company recommend shareholders vote FOR items 1, 2, 3 and 4. Where no choice is specified, the proxyholders designated by management intend to vote FOR items 1, 2, 3 and 4.

1. Appointment of Auditors

Appointment of Deloitte LLP as auditors and authorizing the board of directors to fix the remuneration of the auditors.

FOR

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WITHHOLD

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2. Election of Directors

The proposed nominees are:

- 01 Aziz Aghili
- 02 Larry Edwards
- 03 Chan Galbato
- 04 Adam Gray
- 05 Paulo Cezar da Silva Nunes
- 06 Anne Marie O'Donovan
- 07 Colin Robertson
- 08 Maryse Saint-Laurent
- 09 Paul Soubry
- 10 Jannet Walker-Ford
- 11 Katherine Winter

FOR

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WITHHOLD

☐☐☐☐☐☐☐☐☐☐☐

3. Adoption of the 2025 Restricted Share Unit Plan for Non-Employee Directors

An ordinary resolution to adopt the new 2025 Restricted Share Unit Plan for Non-Employee Directors.

FOR

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AGAINST

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4. Approach to Executive Compensation

An advisory resolution on approach to executive compensation.

FOR

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AGAINST

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Dated this _____ day of _____, 2025.

To be valid, this proxy must be signed and deposited with Computershare Investor Services Inc. at the 9th Floor, North Tower, 100 University Avenue, Toronto, Ontario M5J 2Y1 not later than 11:00 am (Winnipeg time) on May 7, 2025, or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before any adjourned or postponed Meeting. This proxy revokes and supersedes all proxies of earlier dates.

Number of Common Shares _____

Signature of Shareholder _____

Name of Shareholder (Please PRINT clearly) _____

NOTES:

- (1) Reference is made to the management information circular dated March 21, 2025 (the “**Information Circular**”) for further information. This proxy should be read in conjunction with the Information Circular. Capitalized terms used and not otherwise defined herein shall have the meanings given to them in the Information Circular.
- (2) The individuals named in this form of proxy are representatives of management of the Company. **You have the right to appoint someone else to represent you at the Meeting or any adjournment or postponement thereof.** If you wish to appoint someone else to represent you at the Meeting or any adjournment or postponement thereof, insert that other person’s name in the blank space. The person you appoint to represent you at the Meeting need not be a shareholder of the Company. **In addition, if you are appointing a proxyholder to represent you at the virtual meeting, you MUST visit <https://www.computershare.com/NFIGroup> by no later than 11:00 am (Winnipeg time) on May 7, 2025 to provide Computershare with your proxyholder’s contact information, so that Computershare may provide the proxyholder with an invite code via email after the deadline for depositing proxies. This invite code will allow your proxyholder to log in and vote at the virtual meeting. Without an invite code your proxyholder will only be able to log in to the virtual meeting as a guest, but will not be able to vote.**
- (3) If an individual, please sign exactly as your shares are registered.

If the shareholder is a corporation, this proxy must be executed by a duly authorized officer or attorney of the shareholder and, if the corporation has a corporate seal, its corporate seal should be affixed. You may be required to provide documentation evidencing your authorization to sign this proxy.

If shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of the deceased or other shareholder, the shareholder’s name must be printed in the space provided, the proxy must be signed by the legal representative with his/her name printed below his/her signature and evidence of authority to sign on behalf of the shareholder must be attached to the proxy.

In many cases, shares beneficially owned by a holder (a “**Beneficial Owner**”) are registered in the name of the securities dealer or broker or other intermediary, or depository (such as CDS Clearing and Depository Services Inc.) Beneficial Owners should, in particular, review the section entitled “Information for Beneficial Owners of Common Shares” in the Information Circular and carefully follow the instructions provided.

All registered owners of shares should refer to the Information Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting or any adjournment or postponement thereof.

- (4) The securities represented by this proxy will be voted for or against or withheld from voting, as the case may be, in accordance with your instructions on any poll of a resolution or ballot that may be called for and, if you specify a choice with respect to any matter to be acted upon, the securities will be voted accordingly. **In the absence of instructions to the contrary, the shares will be VOTED FOR the above-mentioned items.** Management of the Company presently knows of no amendments or variations to the matters identified in the notice of meeting or of other matters which may properly come before the Meeting or any adjournment or postponement thereof. If any such amendments, variations or other matters that are not known should properly come before the Meeting or any adjournment or postponement thereof, the shares will be voted on such matters in accordance with the best judgment of the said proxyholder.
- (5) **If this proxy is not dated in the space provided, it is deemed to bear the date on which it is mailed by management of the Company. The deadline for the deposit of this proxy may be waived or extended by the Chair of the Meeting at his or her discretion, and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy.**