

# FIRST NATIONAL FINANCIAL CORPORATION

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual meeting (the “**Meeting**”) of the shareholders of First National Financial Corporation (the “**Corporation**”) will be held at the TMX Broadcast and Conference Centre on May 8, 2019, at 9:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the fiscal period ended December 31, 2018, together with the report of the auditors thereon (collectively the “**Audited Financial Statements**”);
2. to elect directors of the Corporation;
3. to appoint auditors for the Corporation and to authorize the directors of the Corporation to fix the remuneration of the auditors; and
4. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

### **Record Date**

The Corporation has fixed March 15, 2019, as the record date for the Meeting.

### **Notice-and-Access**

The Corporation is using notice-and-access to send this notice of meeting and the management information circular of the Corporation (the “**Management Information Circular**”), as well as the Audited Financial Statements and accompanying management discussion and analysis (collectively, the “**Proxy-Related Materials**”) to beneficial and registered holders of its common shares (the “**Common Shares**”). Under notice-and-access, you still receive a proxy or voting instruction form enabling you to vote at the Meeting. However, instead of a paper copy of the Proxy-Related Materials, you receive this notice of meeting which contains information about how to access the Proxy-Related Materials electronically.

The Corporation is sending the Proxy-Related Materials directly to beneficial owners of its Common Shares who have not objected to an intermediary disclosing their beneficial ownership information. The Corporation also does not intend to pay for the cost of intermediaries to deliver the Proxy-Related Materials and the form of proxy (or voting instruction form) to beneficial owners of its Common Shares who have objected to an intermediary disclosing their beneficial ownership information. Such objecting beneficial owners will not receive such materials unless the intermediary assumes the cost of sending these materials to them.

The Management Information Circular and form of proxy (or voting instruction form) for the Common Shares provide additional information concerning the matters to be dealt with at the Meeting. **You should access and review all information contained in the Management Information Circular and form of proxy (or voting instruction form) before voting.**

Shareholders with questions about notice-and-access can call Broadridge Investor Communication Solutions at 1-855-887-2244.

### **Websites Where Meeting Materials are Posted**

The Proxy-Related Materials can be viewed online on the Corporation’s website, <http://www.firstnational.ca/About-Us/Financial-Reports>, or under First National Financial Corporation’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

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

Beneficial shareholders may request that paper copies of the Proxy-Related Materials be mailed to them at no cost. Requests may be made up to one year from the date that the Management Information Circular was filed on SEDAR by calling First National Investor Relations at 1-800-465-0039. Requests should be received at least seven business days in advance of the date and time set out in your form of proxy (or voting instruction form) as a voting deadline if you would like to receive the Proxy Related Materials in advance of the voting deadline and meeting date.

## **Voting**

Beneficial shareholders should complete, sign and return the form of proxy (or voting instruction form) in accordance with the directions on the form and in the Management Information Circular.

Shareholders who are unable to attend the meeting in person are requested to complete, date, sign and deposit the enclosed form of proxy with Computershare Trust Company of Canada, 100 University Avenue, 11th Floor, Toronto, Ontario, M5J 2Y1, not later than 9:00 a.m. (Toronto time) on May 6, 2019, or forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the holding of any adjourned or postponed Meeting, or delivered to the Chair on the day of the Meeting or any adjournment or postponement thereof, so that as large a representation as possible may be had at the Meeting.

If you are a non-registered shareholder and have received this notice from your broker or another intermediary, please complete and return the form of proxy, voting information form or other authorization form provided to you by your broker or other intermediary in accordance with the instructions provided to you.

**DATED** at Toronto, this 25<sup>th</sup> day of March, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

/s/Stephen Smith

Stephen Smith  
President and Chief Executive Officer