

Dear Investor,

We are sending you this information package because you hold securities of one or more of the following mutual funds: NBI Tactical Mortgage & Income Fund, NBI Strategic U.S. Income and Growth Fund, NBI High Yield Bond Private Portfolio, NBI Jarislowsky Fraser Select Balanced Fund, National Bank Secure Diversified Fund, NBI Dividend Fund, National Bank Conservative Diversified Fund, National Bank Moderate Diversified Fund, National Bank Balanced Diversified Fund, National Bank Growth Diversified Fund, NBI Canadian Equity Fund, NBI Canadian Small Cap Equity Private Portfolio, NBI Real Assets Private Portfolio, NBI U.S. Dividend Fund, NBI Canadian Index Fund, NBI U.S. Index Fund, NBI U.S. Currency Neutral Index Fund, NBI International Index Fund, NBI International Currency Neutral Index Fund, NBI Canadian Diversified Bond Private Portfolio, NBI Municipal Bond Plus Private Portfolio, NBI Global Bond Fund, Meritage Tactical ETF Fixed Income Portfolio, NBI Canadian Equity Index Fund, NBI U.S. Equity Index Fund, NBI International Equity Index Fund, NBI Jarislowsky Fraser Select Income Fund, NBI Jarislowsky Fraser Select Canadian Equity Fund, Meritage Canadian Equity Class Portfolio, Meritage Global Equity Class Portfolio, Meritage Growth Class Portfolio, Meritage Growth Plus Class Portfolio, Meritage Global Growth Class Portfolio and Meritage Global Growth Plus Class Portfolio (the “**Funds**” and individually, a “**Fund**”).

We are writing to notify you that a special meeting of securityholders of each Fund will be held virtually on May 17, 2021 at 9:30 a.m. E.T. (each individually, a “**Meeting**” and collectively, the “**Meetings**”).

Participation at Virtual Meetings

The Meetings will be hosted online by way of a live webcast. You will not be able to attend the Meetings in person. Securityholders may attend the Meetings online at <https://web.lumiagm.com/414833115> and using the following password [bni2021](https://web.lumiagm.com/414833115) (case sensitive), to participate, vote, or submit questions during the live webcast of the Meetings.

Securityholders who wish to appoint a third party proxyholder to represent them at the online meeting must submit their proxy prior to registering their proxyholder. Registering your proxyholder is an additional step once you have submitted your proxy. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. To register a proxyholder, you MUST visit <https://www.computershare.com/NBI> by no later than 9:30 a.m. (E.T.) on May 13, 2021 and provide Computershare Trust Company of Canada / Computershare Investor Services Inc. (“**Computershare**”) with your proxyholder’s contact information, so that Computershare may provide your proxyholder with a Username via email.

It is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences.

In order to participate online, securityholders must have a valid 15-digit control number located on the form of proxy and proxyholders must have received an email from Computershare containing a Username.

Purpose of the Meetings

At the Meetings, securityholders will be asked to consider the following matters:

1. **Terminating Fund Mergers** – For securityholders of the Terminating Trust Funds only, approving the merger of each Terminating Trust Fund into its corresponding continuing fund, as set forth in the following table:

| Terminating Trust Fund | Continuing Fund |
|---|-------------------------------------|
| NBI Tactical Mortgage & Income Fund | NBI Floating Rate Income Fund |
| NBI Strategic U.S. Income and Growth Fund | NBI Unconstrained Fixed Income Fund |
| NBI High Yield Bond Private Portfolio | NBI High Yield Bond Fund |

| Terminating Trust Fund | Continuing Fund |
|---|--|
| NBI Jarislowsky Fraser Select Balanced Fund | NBI Jarislowsky Fraser Select Income Fund |
| National Bank Secure Diversified Fund | NBI Secure Portfolio |
| NBI Dividend Fund | NBI Conservative Portfolio |
| National Bank Conservative Diversified Fund | |
| National Bank Moderate Diversified Fund | NBI Moderate Portfolio |
| National Bank Balanced Diversified Fund | NBI Balanced Portfolio |
| National Bank Growth Diversified Fund | NBI Growth Portfolio |
| NBI Canadian Equity Fund | NBI Jarislowsky Fraser Select Canadian Equity Fund |
| NBI Canadian Small Cap Equity Private Portfolio | NBI Small Cap Fund |
| NBI Real Assets Private Portfolio | NBI Global Real Assets Income Fund |
| NBI U.S. Dividend Fund | NBI <i>SmartData</i> U.S. Equity Fund |
| NBI Canadian Index Fund | NBI Canadian Equity Index Fund |
| NBI U.S. Index Fund | NBI U.S. Equity Index Fund |
| NBI U.S. Currency Neutral Index Fund | |
| NBI International Index Fund | NBI International Equity Index Fund |
| NBI International Currency Neutral Index Fund | |
| NBI Canadian Diversified Bond Private Portfolio | NBI Canadian Bond Private Portfolio |
| NBI Municipal Bond Plus Private Portfolio | |
| NBI Global Bond Fund | NBI Global Tactical Bond Fund |
| Meritage Tactical ETF Fixed Income Portfolio | |

2. **National Bank Funds Corporation (the “Corporation”) Mergers** – For securityholders of the Terminating Corporate Funds only, approving the sale of all or substantially all of the property of the Corporation, other than in the ordinary course of business, in order to effect the merger of each Terminating Corporate Fund into its applicable continuing fund, as set forth in the following table:

| Terminating Corporate Fund | Continuing Fund |
|---|---------------------------------------|
| Meritage Canadian Equity Class Portfolio | Meritage Canadian Equity Portfolio |
| Meritage Global Equity Class Portfolio | Meritage Global Equity Portfolio |
| Meritage Growth Class Portfolio | Meritage Growth Portfolio |
| Meritage Growth Plus Class Portfolio | Meritage Growth Plus Portfolio |
| Meritage Global Growth Class Portfolio | Meritage Global Growth Portfolio |
| Meritage Global Growth Plus Class Portfolio | Meritage Global Growth Plus Portfolio |

3. **Continuing Fund Mergers** – For securityholders of NBI Canadian Equity Index Fund, NBI U.S. Equity Index Fund and NBI International Equity Index Fund only, approving the merger of the relevant terminating fund(s) into the Continuing Fund, as set forth in the following table:

| Terminating Fund | Continuing Fund |
|---|-------------------------------------|
| NBI Canadian Index Fund | NBI Canadian Equity Index Fund |
| NBI U.S. Index Fund | NBI U.S. Equity Index Fund |
| NBI U.S. Currency Neutral Index Fund | |
| NBI International Index Fund | NBI International Equity Index Fund |
| NBI International Currency Neutral Index Fund | |

4. **Fixed Administration Fee** – For securityholders of NBI Jarislowsky Fraser Select Income Fund and NBI Jarislowsky Fraser Select Canadian Equity Fund only, to replace the method in which certain operating expenses are charged to each Fund with a fixed-rate administration fee.

Recommendation of Independent Review Committee

The Independent Review Committee (IRC) of the Funds has reviewed the potential conflict of interest matters related to the proposed fund mergers and fixed administration fee proposals, as described in the management information circular (the “Circular”), and has provided a positive recommendation, having determined that each fund merger and administration fee proposal, if implemented, achieves a fair and reasonable result for the relevant Fund.

While the IRC has determined that the implementation of the proposed fund mergers and fixed administration fee proposals would achieve a fair and reasonable result for each relevant Fund, it is not the role of the IRC to recommend that securityholders vote in favour of the proposed matters. The IRC’s determination does not constitute such a recommendation. Securityholders should review the proposed matters described in the Circular and make their own decisions.

The contents of this information package

In addition to the notice you are reading, this package includes:

- the form of proxy that you can use to vote the securities of the Fund you hold; and
- if applicable, a Fund Facts document for each series of the Continuing Fund that will be issued to you, as a securityholder of a Terminating Fund, upon the completion of the relevant merger.

This package does not include the Circular. Pursuant to exemptive relief, we have opted to use a notice-and-access procedure to reduce the volume of paper in the materials distributed for the Meetings. Instead of sending you a printed copy of the Circular, we have explained below how you can access the Circular online or request that a paper or electronic copy be sent to you free of charge. For more information about the notice-and-access procedures, please contact National Bank Investments Advisory Service at 514 871-2082 or, toll-free, at 1 888 270-3941 or email us at investments@nbc.ca.

How to obtain a copy of the Circular

We remind you to review the Circular before voting. It is available on our website at <https://www.nbc.ca/personal/savings-investments/solutions/funds-info.html> and on the website of the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. The materials will remain available on our website for one year after the date of this notice.

You can also request we send you a copy of the Circular by:

- emailing us at investments@nbc.ca; or
- calling us at 514 871-2082 or, toll-free, at 1 888 270-3941 during normal business hours

Prior to May 17, 2021, a copy of the Circular will be sent to you within three business days of receipt of your request. If you would like to receive a paper copy of the Circular before the proxy voting deadline of 9:30 a.m. (E.T.) on May 13, 2021, you should take into account our three business day period for processing requests, as well as Canada Post's service standard of four business days for first class mail and make your request no later than May 3, 2021.

You can also request a copy of the Circular on or after the date of the Meetings, up to one year after the date of this notice. In that case, if we receive your request on or after May 17, 2021, then we will send it to you within 10 calendar days of receipt of your request.

How to vote

You may vote your securities by mail, by phone, or on the internet. Please refer to the directions on your proxy for instructions on how to vote using these methods. **Securityholders are strongly encouraged to submit their votes or proxy forms ahead of the Meetings.**

We ask investors who are unable to attend the Meetings virtually to exercise their right to vote by completing, dating and signing the enclosed form of proxy and either delivering the completed proxy or mailing our couriering it to Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) PRIOR TO THE COMMENCEMENT OF THE MEETINGS, or of any adjourned, postponed or continued Meeting. Alternatively, you may enter your vote instruction by:

- facsimile to 1-866-249-7775 / 416-263-9524
- by Internet by going to the following website www.investorvote.com or scanning the QR code found on your proxy
- by touch tone telephone at 1-866-732-VOTE (8683) toll free.

To vote by telephone or the Internet, you will need to provide your control number located on the form of proxy.

**By Order of the Board of Directors of
National Bank Investments Inc.**, as manager of the Funds,
and on behalf of Natcan Trust Company as trustee of each
Fund other than the NBI Private Portfolios and the Terminating
Corporate Funds, and on behalf of National Bank Trust Inc. as
trustee for the NBI Private Portfolios

"Eric-Olivier Savoie"

Name: Eric-Olivier Savoie
Title: President and Chief Executive Officer

**By Order of the Board of Directors of
National Bank Funds Corporation**

"Eric-Olivier Savoie"

Name: Eric-Olivier Savoie
Title: President and Chief Executive Officer