

Notice of 2024 Annual and Special Meeting of Shareholders and Notice of Availability of Proxy Materials

NOTICE IS HEREBY GIVEN THAT the annual and special meeting of shareholders (the “Meeting”) of Fiera Capital Corporation (“Fiera Capital” or the “Company”) will be held in person at the Centre Mont-Royal located at 2200 Mansfield Street, Montréal, Québec, H3A 3R8 on May 23, 2024, at 10:00 AM (Eastern Daylight Time) for the following purposes:

| Business of the Meeting | Voting Recommendation | For more details, please refer to: |
|---|-----------------------|---|
| 1. To receive the financial statements of Fiera Capital for the financial year ended December 31, 2023 and the independent auditor’s report thereon; | N.A. | Section entitled Business of the Meeting – Financial Statements and Independent Auditor’s Report of the management information circular dated April 8, 2024 (the “Circular”). |
| 2. To consider, and, if thought advisable, to approve, with or without variation, a resolution of the holders of class A subordinate voting shares of the Company and class B special voting shares of the Company approving and ratifying the adoption of the Company’s Advance Notice By-Law (By-Law No. 14); | VOTE FOR | Section entitled Business of the Meeting – Approve the Adoption and Ratification of the Company’s Advance Notice By-Law and Appendix “A” of the Circular. |
| 3. To elect the class A and class B directors; | VOTE FOR | Section entitled Business of the Meeting – Election of Directors of the Circular. |
| 4. To appoint the auditor and authorize the board of directors of Fiera Capital (the “Board of Directors”) to fix its remuneration; and | VOTE FOR | Section entitled Business of the Meeting - Appointment and Remuneration of Auditor of the Circular. |
| 5. To transact such further and other business as may properly come before the Meeting or any adjournment or postponement thereof. | N.A. | N.A. |

The record date for determination of shareholders entitled to receive notice and to vote at the Meeting is April 8, 2024. Accordingly, only the persons listed on the register of shareholders at the close of business on the record date of April 8, 2024 and duly appointed proxyholders (including non-registered (beneficial) shareholders who have duly appointed themselves as proxyholders), will be entitled to vote at the Meeting. **Please note that we are holding an in-person Meeting only and therefore, it will not be possible to attend the Meeting virtually.**

Notice-and-Access

As permitted by Canadian securities regulators, the Company is using notice-and-access to distribute the Circular prepared in connection with the Meeting to both registered and non-registered (beneficial) shareholders. This means that instead of receiving a paper copy of the Circular by mail, the shareholders will receive by mail **(i)** this notice, which explains how to access the Circular online and how to request a paper copy of the Circular, and **(ii)** a form of proxy or voting instruction form. Notice-and-access provides more choice to Shareholders and allows the Company to significantly reduce its printing and mailing costs, while adopting a sustainable approach.

How to Access this Notice and the Circular Online

This Notice of 2024 Annual and Special Meeting of Shareholders and the Circular are available on Fiera Capital's website at <https://ir.fieracapital.com/financial-documents/annual-filings> and on SEDAR+ at www.sedarplus.ca.

How to Request a Paper Copy of the Circular

Shareholders may request a paper copy of the Circular at no cost, up to one year from the date the Circular was filed on Sedar+. Requests for a paper copy of the Circular or for additional information regarding notice-and-access may be made as follows:



By Telephone

Call 1 (800) 361-3499 (toll free in Canada and the United States) or +1 514 954-3300 (other countries).



By E-mail

Send an email to:
GlobalLegalTeams@fieracapital.com.



By Mail

Send a letter to:
Fiera Capital Corporation
ATT: Global Legal Department
1981 McGill College Avenue, Suite 1500
Montréal, Québec, Canada
H3A 0H5

Before the Meeting, the Circular will be sent within three business days after receiving the request. To ensure you receive the Circular prior to the **10:00 AM** (Eastern Daylight Time) voting deadline on **May 21, 2024**, all requests for a paper copy must be received no later than on **May 8, 2024**. **Shareholders who request a paper copy of the Circular will not receive another form of proxy or voting instruction form.** After the Meeting, the Circular will be sent within ten calendar days after receiving the request.

Voting Information

Shareholders should read the Circular carefully before voting. Shareholders may exercise their right to vote their shares in advance of the Meeting by Internet, telephone or mail. Shareholders may also vote in-person at the Meeting or appoint another person to attend the in-person Meeting and to vote their shares on their behalf. Non-registered (beneficial) shareholders who wish to participate and vote in-person at the Meeting must appoint themselves as proxyholder on the voting instruction form or form of proxy, as applicable. Please refer to the instructions on your form of proxy or voting instruction form and to the section entitled [General Information about the Shareholders' Meeting – Voting Information and General Proxy Matters](#) of the Circular for details on how to vote and how to appoint a proxyholder.

Registered Shareholders

You are a registered shareholder when your name appears on your share certificate or your direct registration statement. If you are a registered shareholder, your form of proxy must be received by Computershare Investor Services Inc., our transfer agent, or you must have voted by Internet or by telephone **before 10:00 AM** (Eastern Daylight Time) on **May 21, 2024**, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to any such adjourned Meeting.

Non-Registered (Beneficial) Shareholders

You are a non-registered (beneficial) shareholder when the shares you own are not registered in your name but are instead registered in the name of an intermediary (a bank, trust company, securities dealer or broker or other financial institution) through which you purchased your shares. If you are a non-registered (beneficial) shareholder, your voting instruction form or form of proxy, as applicable, must be received by your intermediary with sufficient time for your vote to be processed **before 10:00 AM** (Eastern Daylight Time) on **May 21, 2024**, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to any such adjourned Meeting.

DATED at Montréal, Québec, this 8th day of April 2024.

BY ORDER OF THE BOARD OF DIRECTORS



Jean-Guy Desjardins

Chairman of the Board of Directors
and Global Chief Executive Officer
Fiera Capital Corporation