



GDI INTEGRATED FACILITY SERVICES INC.

MAJORITY VOTING POLICY

The board of directors (the “**Board**”) of GDI Integrated Facility Services Inc. (the “**Company**”) believes that each director should have the confidence and support of the Company's shareholders. To this end, the Board has unanimously adopted this policy which applies to all current and future directors of the Company.

Forms of proxy for the election of directors will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee. The chair of the Board will ensure that the number of shares voted in favour or withheld from voting for each director nominee are recorded and promptly made public after the meeting. If the vote was by a show of hands, the Company will disclose the number of shares voted by proxy in favour or withheld for each director.

Pursuant to this policy, in an uncontested election of directors of the Company, if a majority of the votes received by a director or nominee are "withhold" votes, the director must tender his or her resignation to the Board. The Board will then decide on accepting or rejecting the resignation within 90 days after the date of the relevant meeting and issue a press release promptly after making its decision. The Board expects to accept the resignation absent exceptional circumstances. A director who tenders a resignation pursuant to the majority voting policy will not participate in any meeting of the Board or of a committee of the Board at which the resignation is considered.

If a resignation is accepted, the Board may leave the resulting vacancy unfilled until the next annual general meeting or fill the vacancy through the appointment of a new director.

This policy does not apply where the number of nominees for election as a director exceeds the number of directors to be elected and/or an election involves a proxy battle i.e., where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board or public communications are disseminated against one or more nominees who are supported by the Board.