

GDI INTEGRATED FACILITY SERVICES INC.

CHIEF EXECUTIVE OFFICER

POSITION DESCRIPTION

1. Introduction

The Board of Directors (the "**Board**") of GDI Integrated Facility Services Inc. (the "**Corporation**") has determined that, on the recommendation of the Human Resources and Governance Committee, the Corporation should adopt a formal position description for the chief executive officer of the Corporation, or any person acting in such capacity (the "**Chief Executive Officer**"), in accordance with the provisions of National Policy 58-201 – *Corporate Governance Guidelines*.

2. Appointment

The Board will appoint the Chief Executive Officer of the Corporation on such terms and conditions as the Board deems advisable.

3. Duties and Responsibilities

The Chief Executive Officer will be responsible for the day-to-day management of the business and affairs of the Corporation in accordance with the strategic plan and operating and capital budgets as approved by the Board. The duties and responsibilities of the Chief Executive Officer, as they relate to the day-to-day management of the business and affairs, are as follows:

3.1 Leadership and Governance

- (a) provide overall leadership to manage the Corporation in the best interests of the Corporation as a whole;
- (b) provide leadership, in conjunction with the Board, in establishing the Corporation's strategic direction, annual business plans and budgets;
- (c) regularly work with the directors of the Board, to ensure that directors are being provided with timely and relevant information necessary to discharge their statutory duties and responsibilities;
- (d) ensure that matters requiring decisions by the Board are brought to the Board's attention in a timely fashion;
- (e) devote substantially all of the Chief Executive Officer's working time to the business and affairs of the Corporation;
- (f) fostering a corporate culture that promotes ethical practices and encourages individual integrity and that maintains a positive work climate that is conducive to attracting, retaining and motivating top-quality employees at all levels;

- (g) directing and monitoring the activities of the Corporation in a manner that ensures that agreed upon targets are met and that the assets of the Corporation are safeguarded and optimized in the best interests of the shareholders;
- (h) acting as the chief spokesperson for the Corporation, the chief liaison for the markets and developing and maintaining appropriate communication procedures.

3.2 Corporate Social Responsibility

- (a) provide overall leadership to management in support of the Corporation's commitment to corporate social responsibility;
- (b) set the ethical tone for the Corporation and its management, including:
 - i. overseeing the administration and implementation of, and compliance with, the Corporation's policies and procedures;
 - ii. taking all reasonable steps to satisfy the Board as to the integrity of the Chief Executive Officer and other senior officers;
 - iii. taking all reasonable steps to satisfy the Board that the Chief Executive Officer and other senior officers create a culture of integrity throughout the Corporation; and
 - iv. fostering ethical and responsible decision making by management;

3.3 Strategic Planning

- (a) on an annual basis, ensure the development of a long-term strategic plan for the Corporation to maximize shareholder value and recommend the plan to the Board for consideration;
- (b) ensure the implementation of the strategic plan approved by the Board and report to the Board in a timely fashion on progress;
- (c) ensure the implementation of any acquisitions, divestitures or financings approved by the Board and report to the Board in a timely fashion on progress;
- (d) assuming ultimate accountability for the execution of the Corporation's strategy and policies and, where appropriate, their communication to the Corporation's key internal and external stakeholders;
- (e) develop an annual operating plan and financial budget that support the Corporation's long-term strategy;
- (f) developing and maintaining an effective management group;
- (g) developing and maintaining a viable succession plan covering all significant management positions;

3.4 Business and Organizational Management

- (a) ensure the development of an annual business plan and budget that supports the strategic plan and recommend the plan and budget to the Board for consideration;
- (b) manage the day-to-day business and affairs of the Corporation in accordance with the annual business plan and budget approved by the Board;
- (c) seeing to the continuous improvement in the quality and value of the products and services provided by the Corporation;
- (d) overseeing the Corporation's capital and financial management;
- (e) ensure the implementation of the annual business plan and budget within the delegations and general approval guidelines for management established by the Board;
- (f) approve all commitments within the limits of delegated general authority guidelines;
- (g) identify, develop and maintain all shareholder, business, political and stakeholder contacts and relationships necessary to facilitate the implementation of the strategic plan;
- (h) implement all policies adopted by the Board to ensure maintenance of the highest standards of business conduct and ethics, as well as compliance with all applicable laws, rules and regulations and corporate reporting and disclosure requirements;
- (i) ensure the efficient acquisition and allocation of the financial, human and other resources required by the Corporation to implement and achieve its strategic plan and ensure the implementation of effective control, monitoring and performance standards and systems relative to the utilization of all corporate resources;
- (j) collaborating with the Chair of the Board (the "**Chair**") and the Lead Director in the setting of Board agendas; and taking all reasonable steps to ensure that the Chair, the Lead Director and the Board are kept appropriately informed of the Corporation's overall business operations and of major issues facing the Corporation;
- (k) maintaining an effective communication link with the Chair, the Lead Director and the Board as a whole and meeting regularly and as required with other Board members to ensure that they are provided in a timely manner with all information and access to management necessary to allow the Board to fulfill its statutory and other obligations;

3.5 Risk Management and Disclosure

- (a) on an annual basis, and more frequently as required, identify, and review with the Board, the principal business risks associated with

the Corporation's business and design and implement appropriate systems and procedures to effectively monitor, manage and mitigate such risks;

- (b) serve as a spokesperson for the Corporation and establish the Corporation's communications framework and strategy;
- (c) ensure the accuracy, completeness, integrity and appropriate disclosure of the Corporation's financial statements and other financial information through appropriate policies and procedures;
- (d) establish and maintain the Corporation's disclosure controls and procedures through appropriate policies and procedures;
- (e) ensure that the Corporation complies with all regulatory requirements for financial information, reporting, disclosure requirements and internal controls over financial reporting;
- (f) provide required regulatory certifications regarding the business and affairs of the Corporation;
- (g) ensure the appropriate and timely disclosure of material information, in consultation with the Disclosure Committee established pursuant to any corporate policies or practices;
- (h) develop and implement an effective communications policy and program designed to facilitate the implementation of the Corporation's strategic plan;

3.6 Other Duties

- (a) carry out such other duties and responsibilities as the Board may request from time to time; and
- (b) subject to the By-laws of the Corporation, the approval of the Board (or appropriate Committee) shall be required for all significant decisions outside of the ordinary course of the Corporation's business, including major financings, acquisitions and dispositions or material departures from the Corporation's strategic plan or budgets.

4. Performance Assessment

The Human Resources and Governance Committee reviews and annually recommends to the Board the objectives which the Chief Executive Officer is responsible for meeting, assesses the Chief Executive Officer against these objectives and recommends to the Board the Chief Executive Officer's compensation.

Effective date: May 14, 2015.

Approved by: Board of Directors on May 14, 2015