



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

GDI Integrated Facility Services Inc.
GDI Services aux immeubles inc.

Corporate name / Dénomination sociale

1260997-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Raymond Edwards

Director / Directeur

2021-01-01

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation

GDI Integrated Facility Services Inc. / GDI Services aux immeubles inc.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Quebec

3 - The classes and any maximum number of shares that the corporation is authorized to issue

See attached schedule

4 - Restrictions, if any, on share transfers

None

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number

Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None

7 - Other provisions, if any

See attached schedule

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input type="radio"/>	183 - Long form: approved by special resolution of shareholders	<input checked="" type="radio"/>	184(1) - Vertical short-form: approved by resolution of directors	<input type="radio"/>	184(2) - Horizontal short-form: approved by resolution of directors
-----------------------	--	----------------------------------	--	-----------------------	--

9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
12577445 Canada Inc.	12 577 44 - 5	<i>SLavigne</i>
GDI Integrated Facility Services Inc. / GDI Services aux immeubles inc.	9 13 122 - 1	<i>SLavigne</i>
	-	
	-	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

SCHEDULE A

The authorized capital of the Corporation shall consist of an unlimited number of subordinate voting shares (the "**Subordinate Voting Shares**"), multiple voting shares (the "**Multiple Voting Shares**") and preferred shares (the "**Preferred Shares**"), all without nominal or par value.

1. DEFINITIONS

For purposes of this Schedule A, the following terms shall have the following meanings.

"**Act**" means the *Canada Business Corporations Act* as amended or supplemented from time to time.

"**Affiliate**" means, with respect to any specified Person, any other Person which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, such specified Person;

"**Birch Hill Entities**" means Birch Hill Equity Partners IV, LP, Birch Hill Equity Partners (Entrepreneurs) IV, LP, and Birch Hill Equity Partners (US) IV, LP;

"**Birch Hill Permitted Holders**" means any of the Birch Hill Entities and any of their Affiliates;

"**Group CB**" means Claude Bigras, Gestion Claude Bigras Inc. and Fiducie Claude Bigras,

"**Group CB Permitted Holders**" means any of Group CB and any of their Affiliates.

"**Permitted Holders**" means any of the (i) Birch Hill Permitted Holders and (ii) Group CB Permitted Holders;

"**Person**" means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company; and

"**Voting Shares**" means the Subordinate Voting Shares and Multiple Voting Shares

For purposes of this Schedule A, a Person is "controlled" by another Person or other Persons if: (i) in the case of a company or other body corporate wherever or however incorporated: (A) securities entitled to vote in the election of directors carrying in the aggregate more than 50% of the votes for the election of directors and representing in the aggregate more than 50% of the participating (equity) securities are held, other than by way of security only, directly or indirectly, by or solely for the benefit of the other Person or Persons, and (B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or (ii) in the case of a Person that is not a company or other body corporate: more than 50% of the participating (equity) and voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and "controls", "controlling" and "under common control with" shall be interpreted accordingly.

2. SUBORDINATE VOTING SHARES AND MULTIPLE VOTING SHARES

The rights, privileges, restrictions and conditions attaching to the Subordinate Voting Shares and the Multiple Voting Shares shall be as follows:

2.1 Dividends

Subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares of the Corporation, the holders of the Subordinate Voting Shares and the Multiple Voting Shares shall have the right to receive (i), as and when declared by the board of directors of the

Corporation, equally, share for share and without preference or distinction between such classes of shares, any dividend on such dates and for such amounts as the board of directors may from time to time determine; provided, however, that in the event of a payment of a dividend in the form of Voting Shares, holders of Subordinate Voting Shares shall receive Subordinate Voting Shares and holders of Multiple Voting Shares shall receive Multiple Voting Shares.

2.2 Participation in Case of Dissolution or Liquidation

Subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares of the Corporation, the holders of the Subordinate Voting Shares and the Multiple Voting Shares shall have the right, upon the liquidation, dissolution or winding-up of the Corporation or any other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, whether voluntarily or involuntarily, to receive, equally, share for share and without preference or distinction between such classes of shares, the remaining property of the Corporation.

2.3 Voting Rights

2.3.1 Each holder of Subordinate Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings of which only holders of another particular class or series shall have the right to vote. Each Subordinate Voting Share shall entitle the holder thereof to one (1) vote.

2.3.2 Each holder of Multiple Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings of which only holders of another particular class or series shall have the right to vote. Each Multiple Voting Share shall entitle the holder thereof to four (4) votes, subject to Section 2.3.3.

2.3.3 If the number of votes attaching to all issued and outstanding Multiple Voting Shares, as a percentage of the total number of votes attaching to all issued and outstanding Voting Shares, exceeds 40% at any given time, the votes attached to each Multiple Voting Share will decrease proportionately, automatically and without further act or formality such that the Multiple Voting Shares as a class do not carry more than 40% of the aggregate votes attached to all issued and outstanding Voting Shares.

2.3.4 For greater certainty, any votes cast by or on behalf of holders of Multiple Voting Shares in respect of Subordinate Voting Shares held by such holders shall not be subject to the limitations set forth in Section 2.3.3.

2.4 Subdivision or Consolidation

No subdivision or consolidation of the Subordinate Voting Shares or the Multiple Voting Shares shall be carried out unless, at the same time, the Multiple Voting Shares or the Subordinate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and, in such event, the rights, privileges, conditions and restrictions then attached to the Subordinate Voting Shares and the Multiple Voting Shares shall also apply to the Subordinate Voting Shares and the Multiple Voting Shares as subdivided or consolidated.

2.5 Conversion Rights

The Subordinate Voting Shares cannot be converted into any other class of shares.

Each outstanding Multiple Voting Share may at any time, at the option of the holder, be converted into one Subordinate Voting Share, on the following basis:

- 2.5.1 The conversion privilege shall be exercised by notice in writing given to the transfer agent of the Corporation, if one has been appointed by the Corporation, and if not, to the Secretary of the Corporation, accompanied by a certificate or certificates representing the Multiple Voting Shares in respect of which the holder desires to exercise such conversion privilege. Such notice shall be signed by the holder of the Multiple Voting Shares in respect of which such conversion privilege is being exercised, or by the duly authorized representative thereof, and shall specify the number of Multiple Voting Shares which such holder desires to have converted. The holder shall also pay any governmental or other tax imposed in respect of such conversion. The conversion of the Multiple Voting Shares into Subordinate Voting Shares shall take effect upon receipt by the transfer agent of the Corporation, if one has been appointed by the Corporation, and if not, by the Secretary of the Corporation of the conversion notice accompanied by the certificate or certificates representing the Multiple Voting Shares in respect of which the holder desires to exercise such conversion privilege.
- 2.5.2 Upon receipt of such notice and certificate or certificates, the Corporation shall, at its expense, effective as of the date of such receipt, issue or cause to be issued a certificate or certificates representing outstanding Subordinate Voting Shares upon the basis above prescribed to the holder of such Multiple Voting Shares. If less than all of the Multiple Voting Shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate representing the Multiple Voting Shares represented by the original certificate which are not to be converted.
- 2.5.3 The right of a registered holder of Multiple Voting Shares to convert such shares into Subordinate Voting Shares shall be deemed to have been exercised, and the registered holder of the Multiple Voting Shares to be converted (or any person or persons in whose name or names such registered holder shall have directed Subordinate Voting Shares to be registered) shall be deemed to have become a holder of Subordinate Voting Shares of record for all purposes, on the date of surrender of the certificate(s) representing the Multiple Voting Shares to be converted accompanied by notice in writing as referred to above or, in the case of automatic conversion pursuant to Section 2.6 hereof, on the date the holder of Multiple Voting Shares is deemed to have exercised its right to convert.

2.6 Automatic Conversions

- 2.6.1 Upon the first date that any Multiple Voting Share shall be held other than by a Permitted Holder, the Permitted Holder which held such Multiple Voting Share until such date, without any further action, shall automatically be deemed to have exercised the rights under Section 2.5 to convert such Multiple Voting Share into a fully paid and non-assessable Subordinate Voting Share, on a share for share basis.
- 2.6.2 All the Multiple Voting Shares held by the Birch Hill Permitted Holders will convert automatically into Subordinate Voting Shares at such time as the Birch Hill Permitted Holders that hold Multiple Voting Shares no longer hold and own, collectively, directly or indirectly, at least 10% of the beneficial ownership interests in the aggregate number of outstanding Multiple Voting Shares and Subordinate Voting Shares (it being understood that the number of Multiple Voting Shares shall be added to the number of Subordinate Voting Shares for the purposes of such calculation).
- 2.6.3 All the Multiple Voting Shares held by the Group CB Permitted Holders will convert automatically into Subordinate Voting Shares at such time that is the earlier to occur of the following: (i) Group CB Permitted Holders that hold Multiple Voting Shares no longer hold and own, collectively, directly or indirectly, at least 10% of the beneficial ownership interests in the aggregate number of outstanding Multiple Voting Shares and Subordinate Voting Shares (it

being understood that the number of Multiple Voting Shares shall be added to the number of Subordinate Voting Shares for the purposes of such calculation) and (ii) Claude Biggs is neither the President and CEO nor a director of the Corporation.

2.7 Right to Subscribe

In the event of any distribution or issuance, including by way of a share dividend, (a "Distribution") of voting shares of the Corporation (other than Multiple Voting Shares, Subordinate Voting Shares issued upon the conversion of Multiple Voting Shares or voting shares issued pursuant to the exercise of a right attached to any security of the Corporation issued prior to the Distribution) (the "Distributed Shares") or of securities convertible or exchangeable into Distributed Shares or giving the right to acquire Distributed Shares (other than options or other securities issued under compensatory plans or other plans to purchase Distributed Shares or any other securities of the Corporation in favour of the management, directors, employees or consultants of the Corporation) (the "Convertible Securities" and, together with the Distributed Shares, the "Distributed Securities"), the Corporation shall issue to the holder(s) of Multiple Voting Shares, rights to subscribe for that number of Multiple Voting Shares, or, as the case may be, for securities convertible or exchangeable into or giving the right to acquire, on the same terms and conditions, including subscription or exercise price, as applicable, *mutatis mutandis* (except for the ultimate underlying securities which shall be Multiple Voting Shares), as those stipulated in the Convertible Securities, that number of Multiple Voting Shares, respectively, which carry, in the aggregate, a number of voting rights sufficient to fully maintain the proportion of total voting rights (on a fully diluted basis) associated with the then outstanding Multiple Voting Shares (the "Rights to Subscribe"). For the purpose of this Section 2.7, the 40% threshold set forth in Section 2.3.5 shall be disregarded and be deemed of no effect for the purpose of determining the number of Rights to Subscribe to be issued to the holders of Multiple Voting Shares.

The Rights to Subscribe shall be issued to the holder(s) of Multiple Voting Shares in a proportion equal to their respective holdings of Multiple Voting Shares and shall be issued concurrently with the completion of the Distribution of the applicable Distributed Securities as contemplated in the above paragraph. To the extent that any such Rights to Subscribe are exercised, in whole or in part, the securities underlying such Rights to Subscribe (the "Subscription Securities") shall be issued and must be paid for concurrently with the completion of the Distribution and payment to the Corporation of the issue price for the Distributed Securities, at the lowest price permitted by the applicable securities and stock exchange regulations and subject (as to such price) to the prior consent of the exchanges but at a price not lower than (i) if the Distributed Securities are Subordinate Voting Shares, the price at which Subordinate Voting Shares are then being issued or distributed, (ii) if the Distributed Securities are Convertible Securities, the price at which the applicable Convertible Securities are then being issued or distributed; and (iii) if the Distributed Securities are Distributed Shares (other than Subordinate Voting Shares, the higher of (a) the weighted average price of the transactions on the Subordinate Voting Shares on the Toronto Stock Exchange (or such other primary stock exchange on which they are listed, as the case may be) for the 20 trading days preceding the Distribution of such Distributed Shares and (b) the weighted average price of transactions on the Subordinate Voting Shares on the Toronto Stock Exchange (or such other primary stock exchange on which they are listed, as the case may be), the trading day before the Distribution of such Distributed Shares.

The privileges attached to Subscription Securities which are securities convertible or exchangeable into or giving the right to acquire Multiple Voting Shares shall only be exercisable if and whenever the same privileges attached to the Convertible Securities are exercised and shall not result in the issuance of a number of Multiple Voting Shares which increases the proportion (as in effect immediately prior to giving effect to the completion of the Distribution) of total voting rights associated with the Multiple Voting Shares after giving effect to the exercise by the holder(s) of the privileges attached to such Convertible Securities.

The right to receive Rights to Subscribe as described above, and the legal or beneficial ownership of the Rights to Subscribe, may be assigned in whole or in part among Permitted Holders, provided that written notice of any such assignment shall be sent promptly to the other holders of Multiple Voting Shares and the Corporation.

The Subordinate Voting Shares have no pre-emptive or subscription rights to purchase any securities of the Corporation.

An issuance of participating (equity) securities will not be rendered invalid due to a failure by the Corporation to comply with the provisions of this Section 2.7.

2.8 Single Class

Except as otherwise provided in the articles of the Corporation, Subordinate Voting Shares and Multiple Voting Shares are equal in all respects and shall be treated as shares of a single class for all purposes under the Act.

2.9 Certain Amendments

In addition to any other voting right or power as which the holders of Subordinate Voting Shares shall be entitled by law or regulation or other provisions of the articles of the Corporation from time to time in effect, but subject to the provisions of the articles of the Corporation, holders of Subordinate Voting Shares shall be entitled to vote separately as a class, in addition to any other vote of shareholders that may be required, in respect of any alteration, repeal or amendment of the articles of the Corporation which would adversely affect the powers, preferences or rights of the holders of Subordinate Voting Shares, including an amendment to the terms of the articles of the Corporation that provide that any Multiple Voting Shares sold or transferred to a Person that is not a Permitted Holder shall be automatically converted into Subordinate Voting Shares.

2.10 Issuance of Additional Multiple Voting Shares

Subject to the provisions hereof, the Corporation may not issue additional Multiple Voting Shares without having first obtained minority approval of the shareholders of the Corporation expressed by the affirmative vote of not less than a majority (50% + 1) of the votes cast by such minority shareholders present in person or represented by proxy and entitled to vote at a meeting duly held for such purpose, the whole in accordance with the TSX Company Manual; provided, however, that such approval is not required in connection with a subdivision or conversion on a *pro rata* basis as between the Subordinate Voting Shares and the Multiple Voting Shares or the issuance of Multiple Voting Shares pursuant to the exercise of the Right to Subscribe pursuant to Section 2.7 herein.

2.11 Transfer of Multiple Voting Shares between Holders

Any purchase, sale, transfer and assignment of Multiple Voting Shares between holders of Multiple Voting Shares shall be for a price per Multiple Voting Share that does not exceed 114.9% of the higher of (a) the weighted average price of the transactions on the Subordinate Voting Shares on the Toronto Stock Exchange (or such other primary stock exchange on which they are listed, as the case may be) for the 20 trading days preceding the effective date of the purchase, sale, transfer or assignment of such Multiple Voting Shares and (b) the weighted average price of transactions on the Subordinate Voting Shares on the Toronto Stock Exchange (or such other primary stock exchange on which they are listed, as the case may be), the trading day before the effective date of the purchase, sale, transfer or assignment of such Multiple Voting Shares.

3. PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, are as follows:

3.1 Right of Board of Directors to Issue one or more Series

3.1.1 The board of directors of the Corporation may from time to time issue the Preferred Shares in one or more series, each series to consist of such number of shares as may before issuance thereof be determined by the board of directors.

3.1.2 The board of directors of the Corporation may by resolution amend the articles of the Corporation (subject as hereinafter provided) to create any series of Preferred Shares and to fix, before issuance, the designation, rights, privileges, restrictions and conditions to attach to the Preferred Shares of each series, including, without limiting the generality of the foregoing, the rate, form, entitlement and payment of preferential dividends, the date and place of payment thereof, the redemption price, terms, procedures and conditions of redemption, if any, voting rights and conversion rights (if any) and any sinking fund, purchase fund or other provisions attaching to the Preferred Shares of such series; and provided, however, that no shares of any series shall be issued until the Corporation has filed articles of amendment with the Director appointed under the Act, or such designated person in any other jurisdiction in which the Corporation may be continued.

3.2 Accumulated Dividends and Return of Capital

If any cumulative dividends or amounts payable on a return of capital in respect of a series of Preferred Shares are not paid in full, the shares of all series shall participate ratably in respect of accumulated dividends and return of capital.

3.3 Ranking of Preferred Shares

3.3.1 The Preferred Shares shall be entitled to preference over the Voting Shares and any other shares of the Corporation ranking junior to the Preferred Shares with respect to the payment of dividends, if any, and upon the liquidation, dissolution or winding-up of the Corporation or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntarily or involuntarily, and may also be given such other preferences over the Voting Shares and any other shares of the Corporation ranking junior to the Preferred Shares as may be fixed by the resolution of the board of directors of the Corporation as to the respective series authorized to be issued.

3.3.2 The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to the priority of payment of dividends and in the distribution of assets in the event of a liquidation or dissolution of the Corporation, exclusive of any conversion rights that may affect the aforesaid.

3.4 Dividends

No dividends shall at any time be declared or paid on or set apart for payment on any shares of the Corporation ranking junior to the Preferred Shares unless all dividends, if any, up to and including the dividend payable for the last completed period for which such dividend shall be payable on each series of the Preferred Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on such shares of the Corporation ranking junior to the Preferred Shares, nor shall the Corporation call for redemption or redeem or purchase for cancellation or reduce or

otherwise pay off any of the Preferred Shares (less than the total amount then outstanding) or any shares of the Corporation ranking junior to the Preferred Shares unless all dividends, if any, up to and including the dividend payable on each series of the Preferred Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment.

3.5 Purchase for Cancellation or Redemption

The Preferred Shares of any series may be purchased for cancellation or made subject to redemption by the Corporation out of capital pursuant to the provisions of the Act, if the board of directors of the Corporation so provide in the resolution of the board of directors relating to the issuance of such Preferred Shares, and upon such other terms and conditions as may be specified in the designations, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each such series as set forth in the said resolution of the board of directors and the articles of amendment of the Corporation relating to the issuance of such series.

3.6 No Right to Subscribe

The holders of the Preferred Shares shall not, as such, be entitled as of right to subscribe for or purchase or receive any part of any issue of shares, bonds, debentures or other securities of the Corporation now or hereafter authorized.

3.7 Amendment with Approval of Holders of Preferred Shares

No class of shares may be created, or have its rights and privileges increased, to rank on a parity with, or in priority to, the Preferred Shares with regard to the rights and privileges thereof, and without limiting the generality of the foregoing, capital and dividends, without the approval of the holders of the Preferred Shares.

3.8 Voting Rights

Except where required by the Act, the holders of the Preferred Shares shall not, as such, be entitled to receive notice of, to attend or to vote at meetings of the shareholders of the Corporation.

Item 7 - Other Provisions / Rubrique 7 - Autres dispositions

Schedule/Annexe

The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.



Form 2
**Initial Registered Office Address
and First Board of Directors**
*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2
**Siège social initial et premier
conseil d'administration**
*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

-
- 1 Corporate name
Dénomination sociale

GDI Integrated Facility Services Inc.
GDI Services aux immeubles inc.
-
- 2 Address of registered office
Adresse du siège social

695 90e Av
Lasalle QC H8R 3A4
-
- 3 Additional address
Autre adresse
-
- 4 Members of the board of directors
Membres du conseil d'administration

See attached schedule / Voir l'annexe ci-jointe
-
- 5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Stéphane Lavigne

Stéphane Lavigne
514-368-1504

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe

Members of the board of directors / Membres du conseil d'administration

Resident Canadian
Résident Canadien

Claude Brigas	9007 Boulevard Gouin Ouest, Montréal QC H4K 3P4, Canada	Yes / Oui
David G. Sammuel	35 Leonard's Crescent, Toronto ON M4N 3A5, Canada	Yes / Oui
Carl M. Youngman	94 Clement Road, Newton MA 02458, United States	No / Non
Suzanne Blanchet	21 rue François-De-Lauzon, La Prairie QC J5R 6W6, Canada	Yes / Oui
David A. Galloway	82 Cluny Drive, Toronto ON M4W 2R3, Canada	Yes / Oui
Michael Boychuk	14 rue Magnolia, Baie D'Urfé QC H9X 3P4, Canada	Yes / Oui
Richard G. Roy	993 Rte. Marie-Victorin, Verchères QC J0L 2R0, Canada	Yes / Oui