

HUMAN RESOURCES AND GOVERNANCE COMMITTEE CHARTER

1. STATEMENT OF POLICY

The Human Resources and Governance Committee of the Board of Directors of GDI Integrated Facility Services Inc. (the “Committee”) shall serve in the role of compensation, human resources committee and of nominating committee as well as examining corporate governance practices observed within the Corporation (including Board practices and performance and that of its Committees and for making recommendations with respect to such matters to the Board).

2. COMPOSITION, QUALIFICATION AND ORGANIZATION

The Committee shall consist of at least three Directors. Each member shall be independent as such term is defined according to application securities laws and regulations.

Members of the Committee shall be appointed by the Board and serve for such term as the Board may determine. A member may be removed or replaced at any time by the Board. A member shall cease to be a member of the Committee on ceasing to be a Director.

The Board of Directors shall designate one of the members of the Committee to act as Committee Chair.

The Secretary or Assistant Secretary of the Corporation acts as Secretary at the meetings of the Committee.

3. SUB COMMITTEES

The Committee may, from time to time, appoint sub Committees consisting of some of their members and may delegate to such sub Committees any of its responsibilities.

4. DUTIES AND RESPONSABILITIES

The following are the duties and responsibilities of the Committee with respect to Human Resources.

- (a) to establish the Corporation’s approach to executive compensation, in consultation with Management and external independent consultants;
- (b) to review and make recommendations to the Board on the general compensation structures of the Corporation, including its subsidiaries and controlled entities;
- (c) to review the compensation of senior executive officers of the Corporation, including those of its subsidiaries and controlled entities, such compensation consisting of base salary, short-term incentive plan (annual bonus) and the long-term incentive program

- (stock option, incentive share unit and performance share unit plans) in line with corporate policies in effect and stated budget and other objectives;
- (d) to review the corporate goals and objectives for which the President and Chief Executive Officer is responsible and that are relevant to his compensation and to review and make recommendations to the Board on the suggested level or and/or changes in his overall compensation taking into consideration performance in light of those corporate goals and objectives and competitive compensation practices;
 - (e) to review the performance and make recommendations to the Board on the suggested level of and/or changes in the overall compensation of other senior executive officers of the Corporation and of the Chief Executive Officers of its subsidiaries, taking into consideration individual performance and competitive compensation practices;
 - (f) to make recommendations to the Board on any new incentive plan or on any material change to the Corporation's short-term and long-term incentive plans and to discharge any responsibilities imposed on the Committee by these plans;
 - (g) to review and make recommendations to the Board on special conditions applying to senior executives officers of the Corporation and its subsidiaries, in the event of a change in control of the Corporations;
 - (h) to review the share purchase plan recommend its adoption by the Board and or any material change to it;
 - (i) to review annually the extent to which designated senior executives and directors are meeting the minimum shareholdings expectations through shares or incentive or deferred share units;
 - (j) to monitor and review, as appropriate, the administration, funding and investment of the retirement plans of the Corporation, including its subsidiaries and controlled entities;
 - (k) to review annually the status of labour relations;
 - (l) to review annually Human Resources key performance indicators;
 - (m) to review annually health and safety indicators;
 - (n) determine what competencies, skills and personal qualities that should be sought in candidates as directors;
 - (o) assess the quality and effectiveness of the Board's relationship with management;
 - (p) recommend topics of interest or importance for discussion and/or action by the Board and address information requirements of the Directors;

- (q) review annually the Board and Committee effectiveness including contribution by individual Board or Committee members, continuing qualification and any potential conflict of interest;
- (r) review annually the charters, position descriptions and policies relating to corporate governance matters;
- (s) monitor compliance with the Code of Ethics and authorize, where appropriate, waivers of compliance for the benefit of any Directors or executive officers of the Corporation;
- (t) review the Privacy Policy and any material change to it and recommend its adoption by the Board;
- (u) review the Insider Trading policy and any material change to it and recommend its adoption by the Board;
- (v) review the Corporate Social Responsibility (“CSR”) Policy and any material change to it and recommend its adoption by the Board;
- (w) receive reports, on a bi-annual basis, on the CSR and related initiatives;
- (x) approve the engagement by a Director of an outside legal or other advisor at the expense of the Corporation;
- (y) to review and reassess annually the adequacy of this charter and to recommend any changes to the Board of Directors;
- (z) report to the Board after each of the Committee’s meetings;
- (aa)to review and reassess annually the adequacy of its Charter and recommend any changes to the Board;
- (bb) to perform such other functions as may from time to time be delegated to the Committee by the Board.

The following are the duties and responsibilities with respect to governance:

- (a) review the corporate governance practices of the Corporation in the context of its global business and affairs;
- (b) examine the adequacy and effectiveness of the Board’s corporate governance practices in light of changing regulatory requirements and make suggestions for their improvement;
- (c) oversee the size and composition of the Board and its Committees and provide advice to the Board in this regard;

- (d) advise the Board on the competencies and skills the Board as a whole, and individual Directors should possess in the context of the Corporation's global business and affairs ;
- (e) to review the results of employees surveys;
- (f) to ensure that the Corporation has in place the proper processes to deal with the succession of senior executive officers and directors;
- (g) to make recommendations to the Board on appointments of senior executive officers of the Corporation;
- (h) to review and to approve any severance or similar termination payments proposed to be made to any senior executive officer of the Corporation reporting to the President and CEO;
- (i) to administer, when authority is delegated to it by the Board, stock options, incentive share units, performance share units, deferred share units and other compensation plans;
- (j) to review and assess proposals for new Board candidates submitted by the *ad hoc* committee composed of the Board Chair, the Chair of the Human Resources and Corporate Governance Committees and the President and CEO of the Corporation to bring the proposed candidates as Directors forward to the Corporate Governance Committee so that it assesses the proposal for each new Board nominee, and to submit the proposed candidates as Directors to the Board before they are submitted to shareholders;
- (k) to make recommendations to the Board on the compensation of the Directors, the Board Chair and Committee Chairs;
- (l) in the event of an impending vacancy in the office of the Board Chair, to review and to bring the proposed candidate forward to the Board;
- (m) in the event of an impending vacancy in the office of the President and Chief Executive Officer, to review and to bring the proposed candidate forward to the Board;
- (n) to review, when authority is delegate to it by the Board, any specific risk facing the Corporation, including its subsidiaries and controlled entities, in the compensation and human resources sector and oversee the implementation by Management of appropriate systems to manage these risks,
- (o) to review and approve the compensation discussion and analysis included in the Corporation's Information Circular;
- (p) to review other information on executives and Directors' compensation included in the Corporation's Information Circular;

- (q) in consultation with Management, to retain, if required, the services of an outside compensation consultant to advise on the compensation of senior executive officers of the Corporation, including its subsidiaries and controlled entities, and to fix such consultant's fees and terms of retention;
- (r) pre-approve annually the budget for the non-executive compensation services to be provided by the same firm that provides executive consulting services;
- (s) to report to the Board of Directors generally after each of its meetings;

5. RESOURCES AND MEETINGS

The Committee shall have the resources and authority to discharge its duties and responsibilities.

The Committee shall meet at least two times a year.

The Committee may invite such members of management or outside consultants to its meetings as it may deem desirable or appropriate, subject to the maintenance of confidentiality of the Committee's deliberations where required.

The times and locations of meetings of the Committee or of any sub Committee, the calling of such meetings and all aspects of procedure at such meetings shall be determined by the Committee or sub Committee, as the case may be, provided that in every case:

- (a) at all meetings of the Committee or any sub Committee, a majority of the members shall constitute a quorum for the transactions of business;
- (b) the acts of the Committee or any sub Committee, at a duly constituted meeting, shall require no more than the vote of a majority of the members present and, furthermore, in any circumstance, a resolution or other instrument in writing signed by all members of the Committee or sub-Committee shall avail as the act of the Committee or such sub Committee; and
- (c) the Committee shall meet *in camera* at each of its meetings without any member of management, to ensure free and open discussion among the members, unless waived at a particular meeting by the members of the Committee.

The President and Chief Executive Officer will attend all Committee meetings, except, as applicable, for any *in camera* session where his presence is deemed not required by the Committee, in its discretion.

Approved by the Board of Directors, on May 14, 2015