



**GDI Integrated Facility Services Inc.**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN that the annual meeting (the "Meeting") of the holders of subordinate voting shares and multiple voting shares of the Company will be held at 9:30 a.m. (Eastern time) on May 11, 2017 at Club Saint-James, St-Denis Room, 1145 Union Avenue, Montreal, Qc H3B 3C2, to consider and take action on the following matters:**

- (1) to receive the consolidated financial statements of the Company for the fiscal year ended December 31, 2016, together with the notes thereto and the independent auditor's report thereon;
- (2) to elect the directors of the Company who will serve until the next annual meeting of shareholders or until their successors are elected or appointed;
- (3) to appoint the auditor of the Company; and
- (4) to transact such other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

**As a shareholder of the Company, it is very important that you read this material carefully and then vote your Shares, either by proxy or in person at the Meeting.**

The accompanying management proxy circular of the Company dated March 28, 2017 provides additional information relating to the matters to be dealt with at the Meeting. Also enclosed is a form of proxy for the Meeting.

The consolidated financial statements of the Company for the fiscal year ended December 31, 2016, together with the notes thereto, the independent auditor's report thereon and the related management's discussion and analysis are available on SEDAR at [www.sedar.com](http://www.sedar.com).

The Company's board of directors has fixed the close of business on March 31, 2017 as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting, or any postponement or adjournment thereof. No person who becomes a shareholder of record after that time will be entitled to vote at the Meeting or any postponement or adjournment thereof.

**A shareholder who is unable to be present at the Meeting and who wishes to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting may do so by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy, and, in either case, by returning the completed form of proxy in the pre-addressed return envelope provided for that purpose to CST Trust Company Inc. no later than 5:00 p.m. (Eastern time) on May 9, 2017, or if the Meeting is postponed or adjourned, by no later than 48 hours prior to the time of such postponed or adjourned meeting (excluding Saturdays, Sundays and holidays). Shareholders who have voted by proxy may still attend the Meeting.**

Shareholders are invited to attend the Meeting as there will be an opportunity to ask questions and meet with management of the Company. At the Meeting, the Company will also report on its business results for the fiscal year ended December 31, 2016.

Dated at LaSalle, Québec, this 28<sup>th</sup> day of March, 2017.

By order of the board of directors,

A handwritten signature in blue ink, appearing to read "J. Trottier", with a stylized flourish at the end.

Jocelyn Trottier  
Executive Vice President, president of Quebec region and corporate secretary