

PRESS RELEASE

For immediate release

GDI Integrated Facility Services Inc. Reiterates Compelling Reasons to Vote In Favour of the Proposed Transaction

LaSalle, Quebec February 5th, 2026 – GDI Integrated Facility Services Inc. (“**GDI**” or the “**Company**”) (TSX: GDI) today reiterates the compelling reasons to vote **IN FAVOUR** of the previously-announced plan of arrangement (the “**Arrangement**”), pursuant to which an entity (the “**Purchaser**”) affiliated with Birch Hill Equity Partners Management Inc. (“**Birch Hill**”) and Gestion Claude Bigras Inc. (“**GCB**” and, together with Birch Hill, the “**Rollover Shareholders**”), will acquire all the issued and outstanding subordinate voting shares of the Company (other than those beneficially owned by Birch Hill) for \$36.60 in cash per share (the “**Consideration**”), subject to customary closing conditions, pursuant to an arrangement agreement entered into between the Company and the Purchaser on December 22, 2025 (the “**Arrangement Agreement**”), to be submitted for approval at the special meeting of the holders (the “**Shareholders**”) of subordinate voting shares and multiple voting shares of the Company.

As Shareholders consider their vote on the Arrangement at the special meeting to be held on February 23, 2026 (the “**Meeting**”), GDI would like to remind them of the following:

- The Consideration represents a compelling 25% premium to the closing price on December 22, 2025 and a 30% premium to the 20-day volume weighted average trading price of the subordinate voting shares on the Toronto Stock Exchange for the period ending on December 22, 2025;
- The Consideration implies a compelling acquisition multiple for the Company at 10.5x Enterprise Value / Pro Forma Adjusted EBITDA (removing the impact of IFRS-16 as fully described in the Circular (as defined hereafter) and Pro Forma for the acquisition of Performance Environmental Services (“**PES**”));
- The Arrangement was reviewed and supported by a special committee of independent directors (the “**Special Committee**”) of GDI’s Board of Directors (the “**Board**”);
- The Arrangement provides Shareholders with certainty of value and liquidity; and
- The Arrangement is supported by an independent formal valuation and a fairness opinion by Scotia Capital Inc., an independent, qualified and reputable financial advisor,

the foregoing as more fully described in GDI’s management information circular (the “**Circular**”) and related materials filed on January 27, 2026.

The Board (with interested directors abstaining) unanimously recommends that Shareholders vote **IN FAVOUR** of the Arrangement.

GDI would also like to provide the following information regarding certain elements of the Arrangement.

Enterprise Value Multiple

The Consideration of \$36.60 per share implies a compelling acquisition multiple for the Company at 10.5x Enterprise Value / Pro Forma Adjusted EBITDA for FY2025F (removing the impact of IFRS-16 as fully described in the Circular and Pro Forma for the acquisition of PES). This multiple is in-line with GDI’s historical average forward trading multiple over the past 10 years (including peak COVID-19 years), demonstrating that the proposed Consideration is not opportunistic but rather very reasonable considering the Company’s historical valuation profile and current prospects.

Moreover, when considering today’s higher cost of capital context, relative to the earlier post-IPO period, the

Consideration's implied valuation multiple fully underscores the compelling proposition of the Arrangement to Shareholders. The Consideration reflects a full and justified price that captures the Company's realistic long-term prospects under a normalized context away from extraordinary highs created notably by COVID-19, which temporarily inflated sector performance and overall multiples.

Potential Acquisitions as Part of Formal Valuation

The public markets have become increasingly reluctant to support higher leverage levels and non-standard transactions such as turnaround and restructuring opportunities required for GDI to continue its acquisition driven growth strategy. Maintaining a balance between growth and the leverage ratios acceptable to public market investors imposes real constraints on GDI's ability to deploy capital efficiently. This reluctance towards indebtedness, combined with strict expectations on short term financial metrics, limits support for transactions that are strategically compelling but temporarily increase leverage or impact short term financial metrics such as organic growth or EBITDA margin. Post COVID 19 inflationary pressures and higher interest rates further compound this, making it increasingly difficult for GDI, as a public issuer, to execute acquisitions at the pace necessary to sustain its long term growth trajectory.

Due to changes in the economic and macroeconomic climate, completing acquisitions has become more complicated. Given GDI's specific context, it has become more challenging to reasonably predict future acquisitions. While GDI has historically been more active in acquisitions, formal valuations typically exclude unidentified transactions due to their unpredictable nature and associated financing considerations. The challenges in forecasting the specifics such as price, size, timing, financing and overall integration impact justify this exclusion from a formal valuation perspective. Historically, GDI's acquisitions have varied widely in terms of frequency, scale, purchase price, and respective financial impact. There is also uncertainty around the positive or negative impact of future acquisitions which could impact value.

Moreover, as GDI has grown in size, the effect of individual small-to-mid sized acquisitions, which historically drove a significant portion of its growth, is now less impactful on a consolidated basis, further reducing the relevance to ascribe meaningful value to hypothetical future acquisitions in a formal valuation. From an execution standpoint, there are uncertainties as to GDI's ability to continue executing and financing future acquisitions in a cost effective manner under the current M&A market context.

For these reasons, it was deemed appropriate and standard that the formal valuation excludes future unidentified M&A opportunities.

Negotiations and Review Process Conducted by the Special Committee

The Arrangement emerged from a proposal from Birch Hill, to fully acquire the Company through a take-private transaction. The Rollover Shareholders indicated to the Company and the Special Committee that they did not intend to support any alternative transaction or sell any of their shares in the Company. As a result, the Company did not conduct a public solicitation process or a formal "market check". Such a process would have introduced unnecessary delays and heightened execution risk.

In that context, the Special Committee, in consultation with experienced, qualified and independent financial and legal advisors, undertook robust, arm's length negotiations with the Purchaser. As a result of rigorous and thorough negotiation process, the Consideration was substantially increased several times from \$34.00 to \$36.60 per share.

In parallel, the Arrangement was reviewed and evaluated by the Special Committee relative to other strategic alternatives reasonably available to GDI, including continuing to operate as an independent publicly-traded Company. In the view of the Special Committee and the Board, after consulting with and receiving the advice of its advisors, and based upon their knowledge of the business, affairs, operations, assets, liabilities, financial condition, results of operations and prospects of the Company and the current and prospective environment in which it operates, it was determined that the Arrangement is an attractive proposal for the Shareholders relative to the other strategic alternatives, including the status quo. In the view of the Special Committee and the Board, the Arrangement provides more immediate value to Shareholders on a risk-adjusted basis than what is expected to be realizable by the Company as a stand-alone publicly-traded entity in the foreseeable future, considering the Company's historical and projected financial performance and current and anticipated market, competitive and economic conditions.

Furthermore, the Consideration was ultimately supported by an independent formal valuation range of \$32.00 to \$38.50 as well as a fairness opinion. The Consideration being offered is meaningfully higher than the mid-point range of the independent formal valuation.

Ability to Consider Superior Proposals

The Arrangement preserves flexibility for the Company to consider unsolicited acquisition proposals and allows the Board to change its recommendation to the Shareholders under certain circumstances. Under the terms of the Arrangement, GDI retains the ability to respond to superior proposals. Importantly, the terms of the Arrangement do not prevent consideration of a superior proposal, and the associated break fees are reasonable and customary and purposefully structured to balance optionality with closing certainty, ensuring Shareholders remain fully protected even in a “no shop” context.

Since the public announcement of the Arrangement on December 23, 2025, no superior proposals have been made to GDI as of the date of this release.

DETAILS ABOUT GDI'S SPECIAL MEETING OF SHAREHOLDERS

The Meeting is scheduled to be held in person on **Monday, February 23, 2026 at 9:30 a.m. (Eastern time)** at St. James Club, Room Midway, located at 1145 Union Avenue, Montréal, Québec, H3B 3C2. Shareholders of record as of January 20, 2026 are entitled to receive notice of and vote at the Meeting. Shareholders are urged to vote well in advance of the Meeting and, in any event, prior to the proxy voting deadline of 9:30 a.m. (Eastern time) on February 19, 2026 (or, if the Meeting is adjourned or postponed, no later than forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays, before any reconvened Meeting).

The Circular provides important information on the Arrangement and related matters, including voting procedures, the Meeting and instructions for Shareholders unable to attend the Meeting. Shareholders are urged to read the Circular and accompanying materials carefully and in their entirety. The mailing of the Circular and accompanying materials to Shareholders of record as of January 20, 2026 has commenced and the materials are available on SEDAR+ at www.sedarplus.ca or on the Company's website at <https://gdi.com/investors/>.

SHAREHOLDER QUESTIONS AND VOTING ASSISTANCE

Shareholders who have questions about the information contained in the Circular or require assistance with voting or in completing the form of proxy or voting instruction form should contact Sodali & Co., GDI's shareholder communications advisor and proxy solicitation agent, by toll free phone call in North America to 1-833-711-4834 or to 1-289-695-3075 for banks, brokers, and callers outside North America or by email at assistance@investor.sodali.com.

NON-IFRS MEASURES

The terms "Adjusted EBITDA" does not have a standardized definition prescribed by International Financial Reporting Standards and therefore, may not be comparable to similar measures presented by other companies. "Adjusted EBITDA" is defined as operating income before depreciation and amortization, transaction, reorganization and other costs, share-based compensation and strategic information technology projects configuration and customization costs. For more details and for a reconciliation of that measure to the most directly comparable IFRS measure, consult the "Operating and Financial Results" section of the Company's Management Discussion & Analysis for the 3rd quarter of 2025 filed on SEDAR+ on November 5, 2025.

ABOUT GDI

GDI is a leading integrated commercial facility services provider which offers a range of services in Canada and the United States to owners and managers of a variety of facility types including office buildings, educational facilities, distribution centers, industrial facilities, healthcare establishments, stadiums and event venues, hotels, shopping centres, airports and other transportation facilities. GDI's commercial facility services capabilities include commercial janitorial and building maintenance, energy advisory and system optimization, the installation, maintenance and repair of HVAC-R, mechanical, electrical and building automation systems, as well as other complementary services such as janitorial products manufacturing. GDI's subordinate voting shares are listed on the Toronto Stock Exchange (TSX: GDI). Additional information on GDI can be found on its website

at www.gdi.com.

CAUTION CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements in this press release may constitute forward-looking information within the meaning of securities laws, including statements relating to the anticipated benefits of the Arrangement for GDI and its stakeholders, regulatory, shareholder and Court approvals and the anticipated timing of completion of the Arrangement. Forward looking information may relate to GDI's future outlook and anticipated events, business, operations, financial performance, financial condition or results, and include the ability of the parties to receive, in a timely manner and on satisfactory terms, the necessary regulatory, shareholder and Court approvals, the ability of the parties to satisfy, in a timely manner, the other conditions to the closing of the Arrangement and the completion of the Arrangement on expected terms, the impact of the Arrangement and the dedication of substantial resources from GDI to pursuing the Arrangement on GDI's ability to maintain its current business relationships and its current and future operations, and, in some cases, can be identified by terminology such as "may"; "will"; "should"; "expect"; "plan"; "anticipate"; "believe"; "intend"; "estimate"; "predict"; "potential"; "continue"; "foresee"; "ensure" or other similar expressions concerning matters that are not historical facts. These statements are based on certain factors and assumptions including expected growth, results of operations, performance and business prospects and opportunities, which GDI believes are reasonable as of the current date. While management considers these assumptions to be reasonable based on information currently available to GDI, they may prove to be incorrect. It is impossible for GDI to predict with certainty the impact that the current economic uncertainties may have on future results. Forward-looking information is also subject to certain factors, including risks and uncertainties (including those described in the "Risk Factors" section of the Company's annual information form for the year ended December 31, 2024 and the Circular) that could cause actual results to differ materially from what GDI currently expects. Namely, these factors include risks that the Arrangement will not be completed on the terms and conditions, or on the timing, currently contemplated, and that it may not be completed at all, due to a failure to obtain or satisfy, in a timely manner or otherwise, required regulatory, shareholder and Court approvals and other conditions to the closing of the Arrangement or for other reasons, the failure to complete the Arrangement which could negatively impact the price of the shares or otherwise affect the business of GDI, the dedication of significant resources to pursuing the Arrangement and the restrictions imposed on GDI while the Arrangement is pending, the uncertainty surrounding the Arrangement that could adversely affect GDI's retention of customers and business partners, or the occurrence of a material adverse effect leading to the termination of the Arrangement Agreement. Therefore, future events and results may vary significantly from what management currently foresees. The reader should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While management may elect to do so, the Company is under no obligation and does not undertake to update or alter this information at any particular time, except as may be required by law.

For more information, please contact: GDI

Investors, Analysts

David Hinchey
Executive Vice President of Corporate Development
Telephone: 514.937.1851
Email: david.hinchey@gdi.com

Media

Christian Marcoux
Senior Vice President, Chief Legal Officer & Secretary
Telephone: 514.245.0080
Email: christian.marcoux@gdi.com