

PRESS RELEASE

For immediate release

Independent Proxy Advisory Firms ISS and Glass Lewis Recommend Shareholders Vote FOR the GDI Announced Plan of Arrangement

LaSalle, Quebec February 13th, 2026 – GDI Integrated Facility Services Inc. (“**GDI**” or the “**Company**”) (TSX: GDI) is pleased to announce that Institutional Shareholder Services Inc. (“**ISS**”) and Glass Lewis & Co. LLC (“**Glass Lewis**”) have each concluded and are recommending that GDI shareholders (the “**Shareholders**”) vote **FOR** 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. (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, subject to customary closing conditions.

In arriving at their respective recommendations for Shareholders to vote **FOR** the Arrangement:

- ISS stated “*the [Arrangement] makes strategic sense due to the certain liquidity provided by the premium cash consideration as well as the non-approval risk*”; and
- Glass Lewis stated “*the fundamental procedural and quantitative architecture suggests the proposed cash-out represents a reasonable risk-adjusted exit for unaffiliated investors at this juncture*”.

ISS and Glass Lewis are leading independent proxy voting and corporate governance advisory firms whose shareholder voting recommendations and analysis are subscribed to and are relied upon by many major institutional holders and influences certain pension funds, investment managers, mutual funds, and other institutional shareholders vote.

ACT NOW AND VOTE TODAY. Shareholders are encouraged to deposit their proxies and vote **FOR** the Arrangement ahead of the proxy deadline of February 19, 2026 at 9:30 a.m. (Eastern time).

The special committee of independent directors (the “**Special Committee**”) of GDI’s Board of Directors, having undertaken a thorough review of, and carefully considered the terms of the Arrangement and a number of other factors, and after consulting with outside legal and financial advisors, has unanimously recommended that the Board of Directors approve the Arrangement and recommend that Shareholders vote **FOR** the Arrangement. After careful consideration, having taken into account such factors and matters as it considered relevant, including the Special Committee’s unanimous recommendation, the Board of Directors (with interested directors abstaining) has determined that the Arrangement is in the best interests of the Company and is fair to the Shareholders (other than the Rollover Shareholders), and has **unanimously approved the Arrangement and recommends** that Shareholders vote **FOR** the Arrangement.

The terms of the Arrangement are further described in the management information circular (the “**Circular**”) and related materials for the Meeting, all of which are available on SEDAR+ at www.sedarplus.ca or on the Company’s website at <https://gdi.com/investors/>.

DETAILS ABOUT GDI’S SPECIAL MEETING OF SHAREHOLDERS

The special meeting of Shareholders (the “**Meeting**”) is scheduled to be held in person on **February 23, 2026 at 9:30 a.m. (Eastern time)** at St. James Club, Room Midway, located at 1145 Union Avenue, Montréal, Québec.

HOW TO VOTE

GDI shareholders may vote using the method that applies to how their shares are held. Please vote well in advance of the February 19, 2026 proxy deadline at 9:30 a.m. (Eastern time).

If You Are a Beneficial Shareholder

(You hold your shares through a bank, broker or other intermediary)

The majority of beneficial shareholders will receive a Voting Instruction Form (“**VIF**”) from Broadridge Financial Solutions. You will have a 16-digit control number that can be used to vote:

- **Online:**
Visit www.proxyvote.com and follow the instructions using your 16-digit control number.
- **By Telephone:**
Call the telephone number listed on your VIF and follow the recorded instructions. You will need your 16-digit control number.

Beneficial shareholders who wish to attend the Meeting in person must appoint themselves as proxyholder by following the instructions on their VIF.

If You Are a Registered Shareholder

(You hold a physical share certificate or your shares are registered directly in your name)

You will have received a form of proxy with a 13-digit control number. You may vote your shares:

- **Online:**
Visit www.meeting-vote.com and follow the instructions on the screen using your 13-digit control number.
- **By Telephone:**
Call 1-888-489-7352 (toll-free in Canada and the United States) and follow the instructions. You will need your 13-digit control number.
- **By Email:**
Scan and email your completed, dated and signed form of proxy to proxyvote@tmx.com.
- **By Fax:**
Fax your completed, dated and signed form of proxy to 416-607-7964.

Registered shareholders may also attend the Meeting in person and register with the transfer agent upon arrival.

NEED HELP VOTING?

Shareholders who have questions about voting their shares or require assistance may contact Sodali & Co, GDI's shareholder communications advisor and proxy solicitation agent:

- Toll-Free (North America): 1-833-711-4834
- Banks, brokers and outside North America: 1-289-695-3075
- Email: assistance@investor.sodali.com

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

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