

FirstService to Separate into Two Independent Public Companies

February 10, 2015



FirstService

Creating value one step at a time

Advisory Regarding Forward-Looking Statements

Information in this presentation that is not a historical fact is “forward-looking information”. Words such as “plans”, “intends”, “outlook”, “expects”, “anticipates”, “estimates”, “believes”, “likely”, “should”, “could”, “will”, “may” and similar expressions are intended to identify statements containing forward-looking information. Forward-looking information in this presentation is based on current objectives, strategies, expectations and assumptions which management considers appropriate and reasonable at the time, including, but not limited to, general economic and industry growth rates, currency exchange and interest rates, competitive intensity and shareholder and regulatory approvals.

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Transaction Overview

Creating two strong industry leaders

- **Colliers International** – Top 3 global leader in commercial real estate services
- **FirstService Corporation (New)** – NA leader in residential property management and services
- Strong cash flows, compelling growth opportunities and long history of creating shareholder value
- “Spin-off” will be tax-free distribution to shareholders
- Conditional upon shareholder, court approvals and confirmation of tax-free nature
- Completion targeted for Q2 2015
- Hennick to Executive Chairman of Colliers & Chairman of FirstService
- Patterson to CEO of FirstService, Friedrichsen to CFO of Colliers, others to remain in place
- Founder to retain control, oversight and stewardship

2014 Financials⁽¹⁾

(US\$)

FirstService Corporation

Revenue \$2.7B

EBITDA

\$222M

Margin

8%



Colliers International

Revenue \$1.6B

EBITDA

\$145M

Margin

9%

**Top 3 global leader
in commercial real
estate services**



FirstService Corporation

Revenue \$1.1B

EBITDA

\$74M

Margin

7%

**North American
leader in
residential services**

Rationale for Separation

Distinct brands, customers and industry dynamics

Intensify focus on core businesses and customers and have flexibility to pursue independent value creation strategies

Attract appropriate investors and offer better comparability with publicly traded peers

Implement distinct capital allocation strategies and better alignment between management and shareholders

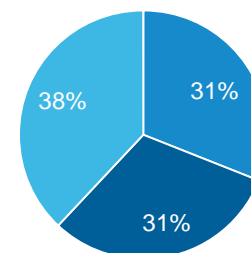
Create two different and compelling investment opportunities

Colliers International

Top 3 global leader in commercial real estate services

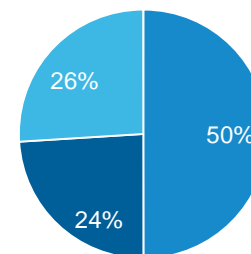
- Highly regarded international brand, global capabilities and broad array of services
 - 16,000 professionals, 502 offices, 67 countries
- Fastest growing company over past 10 years and ranked #5 global outsourcer (IAOP)
- Significant growth opportunities and industry consolidation on a global scale
- Strong cash flows, modest capex, variable costs
- Strong and conservative balance sheet
- Experienced management team
 - Executive Chairman – Jay Hennick
 - CEO – Doug Frye
 - COO – Dylan Taylor
 - CFO – John Friedrichsen

2014 Revenue by Service⁽¹⁾



■ Investment Sales ■ Leasing ■ Outsourcing & Advisory Services

2014 Revenue by Geography⁽¹⁾



■ Americas ■ Asia Pacific ■ EMEA

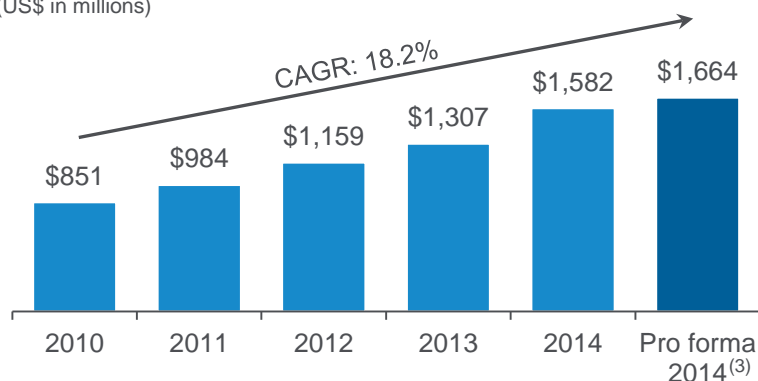
Colliers International

Historical financial performance

Impressive Growth and Margin Expansion^(1,2)

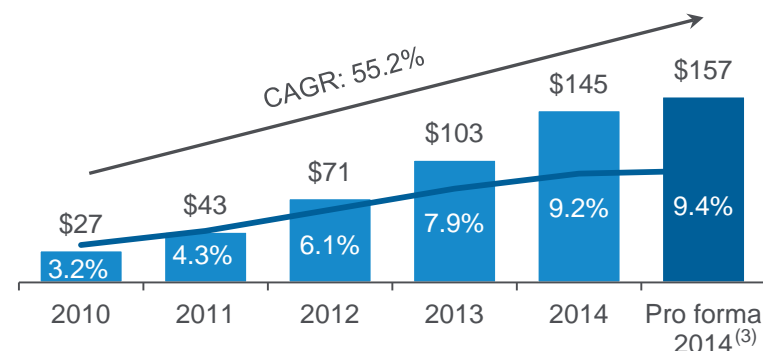
Revenue

(US\$ in millions)



Adjusted EBITDA and Margin

(US\$ in millions)



Financial Results

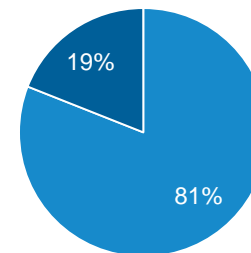
- Revenue and EBITDA CAGRs of 18.2% and 55.2%, respectively, dating from 2010
- Margin up 600bps+ since 2010

FirstService Corporation

Leader in residential real estate services

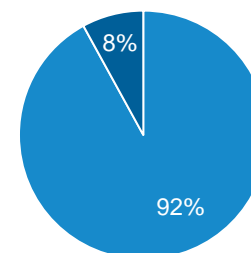
- Largest North American property manager
- Leading provider of property services through well-known franchise brands
- 85% recurring contracts, high retention rates
- Strong cash flows, modest capex
- Strong balance sheet
- Significant growth opportunities and margin enhancement potential
- Benefit from scale, expertise and differentiators to bring value to clients, reinforce service excellence
- Experienced management team
 - Founder & Chairman – Jay Hennick
 - CEO – Scott Patterson
 - CFO – Jeremy Rakusin

2014 Revenue by Service



■ Residential Services ■ Brands

2014 Revenue by Geography



■ U.S. Operations ■ Canadian Operations

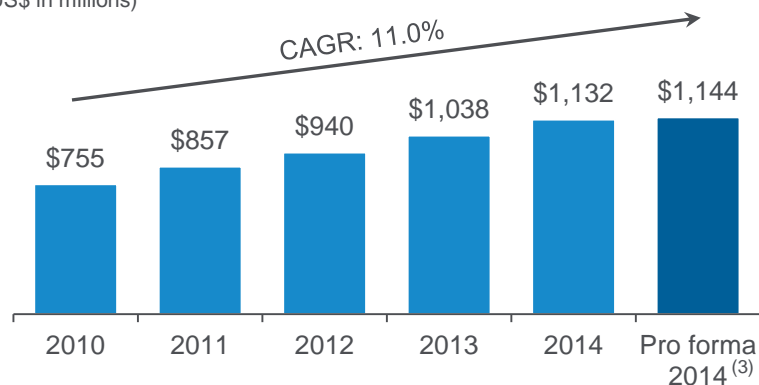
FirstService Corporation

Historical financial performance

Consistent and Predictable Revenue and EBITDA^(1,2)

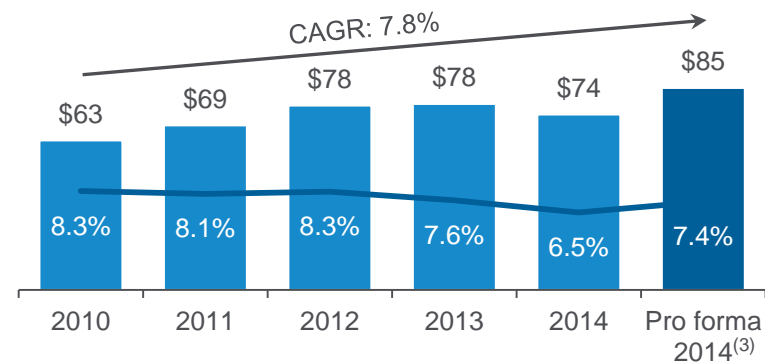
Revenue

(US\$ in millions)



Adjusted EBITDA and Margin

(US\$ in millions)



Financial Results

- Revenue and EBITDA CAGRs of 11.0% and 7.8%, respectively, dating from 2010

- (1) Adjusted EBITDA as presented above is a non-GAAP measure. Investors should consider non-GAAP measures in addition to, not as a substitute for, the comparable GAAP measures. A reconciliation is provided in the Company's earnings release dated February 10, 2015.
- (2) New FirstService results are inclusive of incremental corporate costs.
- (3) Pro forma revenue and adjusted EBITDA for 2014 reflects annualized contribution from completed acquisitions. Pro forma adjusted EBITDA for 2014 also reflects \$9.0 million of elevated employee medical benefits costs.

2015 Full-Year Expectations

Post-split 2015 full-year expectations	
Colliers International revenue growth	High single-digit percentage increase
Colliers International adjusted EBITDA margin	High single-digit percentage
FirstService Corporation revenue growth	Low double-digit percentage increase
FirstService Corporation adjusted EBITDA margin	High single-digit percentage
Financial leverage	Colliers: 1.0-1.5x net debt to adj. EBITDA FS: 2.0-2.5x net debt to adj. EBITDA
Effective tax rate	Colliers: high 20's percentage FS: low 30's percentage

Capital Structure

Guiding Principles

- Capital structures optimized
- Each company to reflect unique industry dynamics, growth prospects and cash flow characteristics

Colliers International

- Increased investment in M&A to complement existing business
- Capital structure to provide competitive advantage in CRE
- Targeting 1.0-1.5x financial leverage⁽¹⁾
- Anticipated dividend of \$0.08 per share per annum

FirstService Corporation

- Continued focus on organic growth and acquisitions
- Capital structure to reflect steady, recurring revenue profile
- Targeting 2.0-2.5x financial leverage⁽¹⁾
- Continuation of existing dividend of \$0.40 per share per annum

Summary

Structure and Consideration

- Create two independent public companies with independent Boards
- Each with strong cash flows, compelling opportunities and record of value creation
- Separation structured as a spin-off, tax-free distribution to shareholders

Colliers International

- Top 3 global leader in commercial real estate services
- 16,000 professionals, 502 offices, 67 countries (with affiliates)
- Revenue of \$1.6B for 2014 (\$2.3B with affiliates)
- Financial leverage of 1.0x-1.5x; anticipated dividend of \$0.08 per share per annum

FirstService Corporation

- Largest residential property manager, leading property services provider
- Revenue of \$1.1B for 2014 (\$2.4B of system wide sales with franchisees)
- Financial leverage of 2.0-2.5x
- Continue existing FirstService dividend of \$0.40 per share per annum

Leadership Team

- Jay Hennick, Executive Chairman of Colliers, Chairman of FirstService
- Scott Patterson to CEO of FirstService; John Friedrichsen to CFO of Colliers
- Existing key executives to remain in place
- Founder to retain control, oversight and stewardship of both companies

Conditions and Expected Closing

- Conditional upon shareholder, court approvals and confirmation of tax-free nature
- Completion targeted for Q2 2015