

**PROXY**

**FOR THE ANNUAL MEETING OF SHAREHOLDERS OF  
FIRSTSERVICE CORPORATION**

**April 16, 2009**

The undersigned shareholder of **FIRSTSERVICE CORPORATION** (the "**Corporation**") hereby appoints Peter F. Cohen, the Chair of the Board of Directors of the Corporation, or failing him, Douglas G. Cooke, the Corporate Secretary of the Corporation, or instead of either of the foregoing,

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as the lawful attorney and proxy of the undersigned, with power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned at the annual meeting of voting shareholders of the Corporation to be held at The Hazelton Hotel, Yorkville Room, 118 Yorkville Avenue, Toronto, Ontario on Thursday, April 16, 2009 at 4:00 p.m. (Toronto Time), and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment(s) or postponement(s) thereof, and, without limiting the generality of the power hereby conferred, with respect to all voting shares registered in the name of the undersigned. Without limiting the general authorization and powers hereby given, the nominee(s) named above are specifically directed to vote or withhold from voting as indicated below with respect to all voting shares registered in the name of the undersigned:

**1. Appointment of Auditors**

**VOTE FOR  or WITHHOLD FROM VOTING**

in respect of the appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as the independent auditors of the Corporation and authorizing the directors to fix their remuneration.

**2. Election of Directors**

	<u>Vote For</u>	<u>Withhold From Voting</u>		<u>Vote For</u>	<u>Withhold From Voting</u>
David R. Beatty	<input type="checkbox"/>	<input type="checkbox"/>	Michael D. Harris	<input type="checkbox"/>	<input type="checkbox"/>
Brendan Calder	<input type="checkbox"/>	<input type="checkbox"/>	Jay S. Hennick	<input type="checkbox"/>	<input type="checkbox"/>
Peter F. Cohen	<input type="checkbox"/>	<input type="checkbox"/>	Steven S. Rogers	<input type="checkbox"/>	<input type="checkbox"/>
Bernard I. Ghert	<input type="checkbox"/>	<input type="checkbox"/>			

The shares represented by this proxy will be voted or be withheld from voting, as the case may be, on any ballot that may be called for at the meeting and, subject to the provisions of the *Business Corporations Act* (Ontario), where a choice is specified in respect of any matter to be acted upon, will be voted in accordance with the specification made.

**This proxy is solicited on behalf of management of the Corporation.** This proxy is to be read in conjunction with the accompanying Management Information Circular and Notice of Meeting.

**Without limiting the general authorization and power hereby given, all the voting shares registered in the name of the undersigned are to be voted as indicated above and may be voted in the discretion of the nominee with respect to amendments or variations to the matters identified in the notice of the meeting, and/or in respect of any other matters that may properly come before the meeting and in such manner as such nominee in his or her judgment may determine. If no choice is**

specified on how to vote on a particular matter, this proxy will confer discretionary authority and will be voted for all matters referred to above.

A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for him or her and on his or her behalf at the meeting other than the persons designated in this proxy. Such right may be exercised by filling in the name of such person in the blank space provided and striking out the names of management's nominees above. This proxy revokes and supersedes all proxies of earlier date.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
Print Full Name of Shareholder

\_\_\_\_\_  
Signature of Shareholder

NOTES:

- (1) This proxy form must be signed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized. If the shares are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of a deceased or other shareholder, the shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his or her name printed below his or her signature and evidence of authority to sign on behalf of the shareholder must be attached to this proxy.
- (2) If this proxy is not dated in the space above, it shall be deemed to bear the date on which the form of proxy is mailed by management of the Corporation.
- (3) Instruments appointing proxies to be used at the meeting or any adjournment(s) thereof must be deposited with **Equity Transfer & Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, or by facsimile to 416-361-0470**, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the holding of the meeting or any adjournment(s) thereof.