Notice of Annual Meeting of Shareholders

TO BE HELD ON MAY 13, 2021
AND

Management Information Circular

MARCH 31, 2021
March 31, 2021

Dear Shareholders:

You are cordially invited to attend the 2021 annual meeting (the “Meeting”) of holders of common shares (the “Shareholders”) of WSP Global Inc. (the “Corporation” or “WSP”) to be held on May 13, 2021 at 11:00 a.m. (Eastern Time). This year again, the Corporation is holding the Meeting as a virtual only meeting, which will be conducted via live webcast, where all Shareholders regardless of geographic location will have an equal opportunity to participate at the Meeting. Shareholders will not be able to attend the Meeting in person. The decision to hold a virtual meeting only was made again in an effort to contain the spread of the coronavirus (COVID-19) and to prioritize and support the well-being of our Shareholders, employees, directors and other Meeting attendees.

In a year characterized by the global health, social and economic impacts of the COVID-19 pandemic, we are extremely proud of our organization’s response to the unprecedented challenges presented by the crisis. Decisions were made quickly to ensure the safety and wellbeing of our people, while taking actions to safeguard our business and help the relief efforts across the world to keep our communities safe. The experience, decisiveness, intuition and close collaboration of our Management and Board of Directors, became more relevant than ever as WSP navigated the changing landscape.

Thanks to the resilience of our workforce, the agility of our operating model and our foundational strength, we were able to finish the year with a solid performance, in line with the financial objectives we had set at the beginning of the pandemic, and to remain focused on our strategy and the opportunities ahead.

While managing the challenges of the pandemic, we successfully completed an equity offering of over $570 million in the second quarter of 2020, which provided us with increased financial flexibility to continue to pursue our strategic ambitions. We once again were thrilled to count on the support of our anchor shareholders, Caisse de dépôt et placement du Québec and Canada Pension Plan Investment Board, as well as other institutional investors and the broader investment community.

We also maintained our vigilance on wider issues and risks, including health, safety and wellbeing, inclusion and diversity, ethics and compliance, and broader ESG matters, all of which remain top-of-mind as we continue to develop plans to mitigate our risks and reinforce our commitments. These important topics are further discussed in the accompanying management information circular dated March 31, 2021.

We ended the year by entering into an agreement to acquire Golder, a global consulting firm with approximately 7,000 people and an outstanding reputation in earth sciences and environmental consulting. Golder marks another important milestone in our journey to becoming the reference in our industry, in line with our 2019-2021 Global Strategic Plan. Together with Golder, we will be in a unique position to create the leading global environmental consulting firm with approximately 14,000 environment professionals dedicated to the world’s green transition ambitions. The acquisition of Golder also allowed us to welcome two new global long-term investors, GIC Private Limited and British Columbia Investment Management Corporation, who we sincerely thank for their trust.

In 2020, our limits as an organization were tested, and through the diligence, passion and commitment of our employees, the support of our highly engaged Board of Directors, the trust of our clients and the loyalty of our Shareholders, we came out stronger. We will maintain our energy and remain focused on providing value to our Shareholders, employees and clients, while executing a sustainable and successful business in 2021, and beyond.

We look forward to engaging with you at our Meeting.

Yours very truly,

Alexandre L’Heureux
President and Chief Executive Officer

Christopher Cole
Chairman of the Board of Directors
Notice of Annual Meeting of Shareholders and of Availability of Proxy Materials

NOTICE IS HEREBY GIVEN THAT the annual meeting (the “Meeting”) of holders (the “Shareholders”) of common shares (the “Shares”) of WSP Global Inc. (the “Corporation”) will be held on May 13, 2021 at 11:00 a.m. (Eastern Time) for the following purposes:

a. to receive the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2020 and to receive the independent auditor’s report thereon (for details, see subsection “Presentation of the Financial Statements” under the “Business of the Meeting” section of the management information circular of the Corporation dated March 31, 2021);

b. to elect each of the directors of the Corporation to hold office until the end of the next annual meeting of the Shareholders or until their successors are appointed (for details, see subsection “Election of Directors” under the “Business of the Meeting” section of the management information circular of the Corporation dated March 31, 2021);

c. to appoint the independent auditor of the Corporation for the forthcoming year and to authorize the directors to fix the auditor’s remuneration (for details, see subsection “Appointment of Auditor” under the “Business of the Meeting” section of the management information circular of the Corporation dated March 31, 2021);

d. to consider and approve, in a non-binding advisory capacity, the Corporation's approach to executive compensation policies (for details, see subsection “Non-Binding Advisory Vote on Executive Compensation” under the “Business of the Meeting” section of the management information circular of the Corporation dated March 31, 2021); and

e. to consider such other business, if any, that may properly come before the Meeting or any adjournment thereof.

Information respecting the use of discretionary authority to vote on any such other business may be found in the subsection “Completing the Form of Proxy” under the “General proxy matters” section of the management information circular of the Corporation dated March 31, 2021.

This year again, the Corporation is holding the Meeting as a virtual meeting only, which will be conducted via live webcast, where all Shareholders regardless of geographic location will have an equal opportunity to participate at the Meeting. Shareholders will not be able to attend the Meeting in person. This decision was made once again in an effort to contain the spread of the coronavirus (COVID-19) and to prioritize and support the well-being of our Shareholders, employees, directors and other Meeting attendees. All Shareholders will be able to attend, participate, submit questions and vote at the Meeting by logging in online at https://web.lumiagm.com/416700883 and following the instructions set forth in the management information circular of the Corporation dated March 31, 2021 under the section “General Proxy Matters - How to attend the Meeting”.

NOTICE-AND-ACCESS

As permitted by Canadian securities regulators, you are receiving this notification as the Corporation has decided to use the “notice-and-access” mechanism for delivery to the Shareholders of this notice of annual meeting of Shareholders, the management information circular of the Corporation dated March 31, 2021 prepared in connection with the Meeting and other proxy-related materials (the “Meeting Materials”) as well as the annual audited consolidated financial statements of the Corporation for the financial year ended December 31, 2020, together with the independent auditor's report thereon, and related management's discussion and analysis (together, the “Financial Statements”). This year again, the Corporation has adopted notice-and-access for both registered and non-registered Shareholders. Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials online, via SEDAR and one other website, rather than mailing paper copies of such materials to Shareholders. Under notice-and-access, Shareholders still receive a proxy form or voting instruction form enabling them to vote at the Meeting. However, instead of paper copies of the Meeting Materials and of the Financial Statements, Shareholders receive this notice which contains information on how they may access the Meeting Materials and the Financial Statements online and how to request paper copies of...
such documents. The use of notice-and-access will directly benefit the Corporation by substantially reducing our printing and mailing costs and is more environmentally friendly as it reduces paper use.

HOW TO ACCESS THE MEETING MATERIALS AND THE FINANCIAL STATEMENTS

On our website: [www.wsp.com](http://www.wsp.com) under “Investors”/“Reports & Filings”

On SEDAR: [www.sedar.com](http://www.sedar.com) under the Corporation’s profile

Shareholders are reminded to read the management information circular of the Corporation dated March 31, 2021 and other Meeting Materials carefully before voting their Shares.

HOW TO REQUEST A PAPER COPY OF THE MEETING MATERIALS AND OF THE FINANCIAL STATEMENTS

Before the Meeting

If your name appears on a share certificate, you are considered as a “registered Shareholder”. If your Shares are listed in an account statement provided to you by an intermediary, you are considered as a “non-registered Shareholder”. Whether you are a registered Shareholder or a non-registered Shareholder, you may request paper copies of the Meeting Materials and of the Financial Statements at no cost to you by calling AST Trust Company (Canada) (“AST”) at 1-888-433-6443 (toll free within North America) or 416-682-3801 (outside of North America), or by email at fulfilment@astfinancial.com.

Please note that you will not receive another form of proxy or voting instruction form; please retain your current one to vote your Shares.

In any case, requests for paper copies should be received at least five (5) business days prior to the proxy deposit date and time, which is set for May 11, 2021 at 11:00 a.m. (Eastern Time) in order to receive the Meeting Materials and the Financial Statements in advance of such date and the Meeting date. To ensure receipt of the paper copies in advance of the voting deadline and Meeting date, we estimate that your request must be received by no later than 5:00 pm (Eastern Time) on April 30, 2021.

After the Meeting

By telephone at 438-843-7519 or by email at corporatecommunications@wsp.com. Paper copies of the Meeting Materials and of the Financial Statements should be sent to you within ten (10) calendar days of receiving your request.

VOTING AND QUESTIONS AT THE MEETING

The record date (the “Record Date”) for determination of Shareholders entitled to receive notice of and to vote at the Meeting is March 31, 2021. Only Shareholders whose names have been entered in the register of Shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. Shareholders who acquire Shares after the Record Date will not be entitled to vote such Shares at the Meeting.

Shareholders and duly appointed proxyholders will be able to listen to the Meeting live, submit questions and submit their vote while the Meeting is being held by accessing the live audio webcast of the Meeting at [https://web.lumiagm.com/416700883](https://web.lumiagm.com/416700883). Please see the “General Proxy Matters” section of the management information circular of the Corporation dated March 31, 2021 for further details.

Shareholders who are unable to attend the Meeting or who wish to vote in advance of the Meeting, are asked to carefully follow the instructions on the proxy or voting instruction form. Only registered Shareholders and proxyholders may attend and vote at the Meeting. If you are a non-registered Shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your voting instruction form identifying such proxyholder.

It is recommended that you vote by telephone or Internet to ensure that your vote is received before the Meeting. To cast your vote by telephone or Internet, please have your proxy card or voting instruction form in hand and carefully follow the instructions contained therein. Your telephone or Internet vote authorizes the named proxyholders to vote your Shares in the same manner as if you mark, sign and return your proxy card or voting instruction form. If you vote by telephone or Internet, your vote must be received before 11:00 a.m. (Eastern Time) on May 11, 2021.

Non-registered Shareholders whose Shares are registered in the name of an intermediary should carefully follow the voting instructions provided by the intermediary or as described elsewhere in the management information circular of the Corporation dated March 31, 2021.
QUESTIONS
If you have any questions regarding this notice, the notice-and-access mechanism or the Meeting, whether you are a registered or non-registered Shareholder, please call AST at 1-800-387-0825.

DATED at the City of Montreal, in the Province of Quebec, this 31st day of March 2021.

BY ORDER OF THE BOARD OF DIRECTORS

Alexandre L’Heureux
President and Chief Executive Officer

Christopher Cole
Chairman of the Board of Directors
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GENERAL INFORMATION
This management information circular (the “Circular”) is provided in connection with the solicitation of proxies by and on behalf of the management (the “Management”) of WSP Global Inc. (the “Corporation” or “WSP”) for use at the annual meeting (the “Meeting”) of holders (the “Shareholders”) of common shares (the “Shares”) of the Corporation, and any adjournment thereof, to be held on May 13, 2021 at 11:00 a.m. (Eastern Time) and for purposes set forth in the accompanying notice of annual meeting of shareholders (the “Notice”). No person has been authorized to give any information or make any representation in connection with any other matters to be considered at the Meeting other than those contained in this Circular and, if given or made, any such information or representation must not be relied upon as having been authorized.

This year again, the Meeting will be held as a virtual meeting only, which will be conducted via live webcast. Shareholders will not be able to attend the Meeting in person. A summary of the information Shareholders will need to attend the Meeting online is provided below.

In this Circular, unless otherwise noted or the context otherwise indicates, references to “WSP” or the “Corporation” refer to WSP Global Inc. Where the context requires, these terms also include subsidiaries and associated companies to which WSP is the successor public issuer.

References in this Circular to the “Board of Directors” or “Board” refer to the board of directors of the Corporation. References to the “Shares” and to the “Shareholders” respectively refer to the common shares of the Corporation and to the shareholders of the Corporation.

The information provided in this Circular is given as of March 31, 2021, unless otherwise indicated.

SHARES AND QUORUM
The record date for determination of Shareholders entitled to receive notice of and to vote at the Meeting is March 31, 2021 (the “Record Date”). As of March 31, 2021, there were 113,771,466 Shares issued and outstanding. Each Share carries the right to one vote on all matters which come before the Meeting. Shareholders of record are entitled to receive notice of and vote at the Meeting. The list of Shareholders entitled to vote at the Meeting will be available for inspection after March 31, 2021, during usual business hours by contacting the Corporation's transfer agent, AST Trust Company (Canada) (“AST”), at 1-800-387-0825 or 416-682-3860.

Pursuant to the by-laws of the Corporation, a quorum of Shareholders is present at the Meeting if the holders of not less than 25% of the Shares entitled to vote at the Meeting are present in person or represented by proxy, and at least two persons entitled to vote at the Meeting are actually present at the Meeting, which for the purposes of the by-laws, includes persons participating in the Meeting by electronic means.

PRINCIPAL SHAREHOLDERS
As at March 31, 2021, to the knowledge of the Directors and executive officers of the Corporation based on publicly available filings, the only persons who beneficially owned, directly or indirectly, or exercised control or direction over Shares carrying 10% or more of the votes attached to all outstanding Shares are:

<table>
<thead>
<tr>
<th>Name</th>
<th>Number of Shares beneficially owned, controlled or directed directly or indirectly</th>
<th>Percentage of Shares outstanding</th>
</tr>
</thead>
<tbody>
<tr>
<td>Caisse de dépôt et placement du Québec</td>
<td>21,021,981</td>
<td>18.48%</td>
</tr>
<tr>
<td>Canada Pension Plan Investment Board</td>
<td>21,604,005</td>
<td>18.99%</td>
</tr>
</tbody>
</table>
General proxy matters

PROXY SOLICITATION

The solicitation of proxies by this Circular is being made by or on behalf of Management primarily by mail, but proxies may also be solicited via the Internet, by telephone, in writing or in person, by Directors, officers or regular employees of the Corporation who will receive no compensation therefor in addition to their regular remuneration. The cost of the solicitation is expected to be nominal and will be borne by the Corporation.

NOTICE-AND-ACCESS

As permitted by Canadian securities regulators and as was done in connection with last year’s annual meeting of shareholders of the Corporation, the Corporation uses the “notice-and-access” mechanism set out in National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer for delivery of the Meeting Materials as well as the Financial Statements to the Shareholders. The Corporation has adopted notice-and-access for both registered and non-registered Shareholders. Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials online, via SEDAR and one other website, rather than mailing paper copies of such materials to Shareholders. Instead of receiving this Circular with the form of proxy or voting instruction form, Shareholders received a Notice with instructions on how to access the remaining Meeting Materials online. The Notice and proxy form or voting instruction form have been sent to both registered and non-registered Shareholders. Non-registered Shareholders are either “objecting beneficial owners” or “OBOs” who object that intermediaries disclose information about their ownership in the Corporation, or “non-objecting beneficial owners” or “NOBOs”, who do not object to such disclosure. The Notice and voting instruction form are being sent by the Corporation to “OBOs” and “NOBOs” indirectly through intermediaries and the Corporation assumes the delivery costs thereof. The Circular and other relevant materials are available on the Internet at www.wsp.com under “Investors”/“Reports & Filings”/“Information Circular” and on the Canadian Securities Administrators' website at www.sedar.com.

HOW TO REQUEST A PAPER COPY OF THE MEETING MATERIALS AND OF THE FINANCIAL STATEMENTS

Before the Meeting

If your name appears on a share certificate, you are considered as a “registered Shareholder”. If your Shares are listed in an account statement provided to you by an intermediary, you are considered as a “non-registered Shareholder”. Whether you are a registered Shareholder or a non-registered Shareholder, you may request paper copies of the Meeting Materials and of the Financial Statements at no cost to you by calling AST at 1-888-433-6443 (toll free within North America) or 416-682-3801 (outside of North America), or by email at fulfillment@astfinancial.com.

Please note that you will not receive another form of proxy or voting instruction form; please retain your current one to vote your Shares.

In any case, requests for paper copies should be received at least five (5) business days prior to the proxy deposit date and time, which is set for May 11, 2021 at 11:00 a.m. (Eastern Time) in order to receive the Meeting Materials and the Financial Statements in advance of such date and the Meeting date. To ensure receipt of the paper copies in advance of the voting deadline and Meeting date, we estimate that your request must be received by no later than 5:00 pm (Eastern Time) on April 30, 2021.

After the Meeting

By telephone at 438-843-7519 or by email at corporatecommunications@wsp.com. Paper copies of the Meeting Materials and of the Financial Statements should be sent to you within ten (10) calendar days of receiving your request.
HOW TO ATTEND THE MEETING

This year again, the Corporation is holding the Meeting as a virtual meeting only, which will be conducted via live webcast, where all Shareholders regardless of geographic location will have an equal opportunity to participate at the Meeting. Shareholders will not be able to attend the Meeting in person. This decision was made once again in an effort to contain the spread of the coronavirus (COVID-19) and to prioritize and support the well-being of our Shareholders, employees, directors and other Meeting attendees. All Shareholders will be able to attend, participate, submit questions and vote at the Meeting by logging in online and following the instructions set forth below.

To access the Meeting, follow the instructions below:

— Log in at https://web.lumiagm.com/416700883. We encourage you to log in to the Meeting sufficiently in advance of the time it is scheduled to begin so that you have ample time to check into the Meeting online;
— Click “I am a guest” and then complete the online form; OR
— Click “I have a control number” and then enter your unique 13-digit control number or 13-digit proxyholder control number and password “WSP2021” (case sensitive).

How to find the control number to access the Meeting:

— Registered Shareholders: The control number is located on the form of proxy or in the email notification you received from AST. If you use your control number to log in to the Meeting, any vote you cast at the Meeting will revoke any proxy you previously submitted. If you do not wish to revoke a previously submitted proxy, you should not vote during the Meeting.
— Proxyholders: The 13-digit proxyholder control number will have been provided by email from AST following your registration, following the instructions set forth in the management information circular of the Corporation dated March 31, 2021. Failing to register will result in the Proxyholder not receiving a control number, which is required to vote at the Meeting.

When you attend the Meeting online, it is important that you are connected to the Internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting. You should allow ample time to check into the Meeting online. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please do not use Internet Explorer. Internal network security protocols including firewalls and VPN connections may block access to the Lumi platform. If you are experiencing any difficulty connecting or watching the Meeting, ensure your VPN setting is disabled or use a computer on a network not restricted to security settings of your organization.

YOUR VOTE IS IMPORTANT

As a Shareholder, it is very important that you read the following information on how to vote your Shares and then vote your Shares, either by proxy or by attending the Meeting.

VOTING

You can attend the Meeting or you can appoint someone else to vote for you as your proxyholder. A Shareholder entitled to vote at the Meeting may by means of a proxy appoint a proxyholder or one or more alternate proxyholders, who are not required to be Shareholders, to attend and act at the Meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. Voting by proxy means that you are giving the person named on your form of proxy (the “Proxyholder”) the authority to vote your Shares for you in accordance with your instructions at the Meeting or any adjournment thereof.

Alexandre L’Heureux and Philippe Fortier, who are named on the form of proxy or voting instruction form (“Named Proxyholders”), are executive officers of the Corporation and will vote your Shares for you in accordance with your instructions. As a Shareholder, you have the right to appoint a person or company to be your Proxyholder at the Meeting other than the Named Proxyholders by filling in the name of the person voting for you in the blank space provided on the form of proxy or the voting instruction form. If you appoint someone else, he or she must attend the Meeting to vote your Shares, otherwise your vote will not be taken into account.

How to Vote – Registered Shareholders

You are a registered Shareholder if your name appears on your share certificate.

If you are not sure whether you are a registered Shareholder, please contact the Corporation’s transfer agent, AST, at 1-800-387-0825.

BY PROXY

By Mail

Complete your form of proxy and return it in the business reply envelope provided or by delivery to AST’s office at 1 Toronto Street, Suite 1200, Toronto, ON M5C 2V6 for receipt before 11:00 a.m. (Eastern Time) on May 11, 2021 or by the Corporate Secretary at the Corporation’s registered office, 1600 René-Lévesque Blvd. West, 11th Floor, Montreal, Quebec, H3H 1P9, prior to commencement of the Meeting on the day of the Meeting or on the day of any adjournment or postponement thereof.
You can appoint a person other than the Named Proxyholders as your Proxyholder. This person does not have to be a Shareholder. Enter your name or the name of the other person attending the Meeting in the space provided in the form of proxy. You may choose to direct how your Proxyholder shall vote on matters that may come before the Meeting or any adjournment or postponement thereof. Unless you instruct otherwise your Proxyholder will have full authority to attend, vote, and otherwise act in respect of all matters that may come before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in the form of proxy or the Circular. You can also change your Proxyholder online at www.astvotemyproxy.com.

YOU MUST ALSO call AST at 1 866 751-6315 (toll free in Canada and the United States) or 1 212 235-5754 (other countries), or complete the online form at https://lp.astfinancial.com/ControlNumber, by 11:00 a.m. (Eastern Time) on May 11, 2021 to properly register your Proxyholder, so that AST may provide such Proxyholder with a 13-digit proxyholder control number via email. Such 13-digit proxyholder control number will differ from the control number set forth on your form of proxy. Without a 13-digit proxyholder control number, your Proxyholder will not be able to participate, interact, ask questions or vote at the Meeting, but will be able to attend as a guest. Make sure that the person you appoint as your Proxyholder is aware that he or she has been appointed and attends the Meeting online, otherwise your vote will not be taken into account. Please refer to the section of this Circular “Completing the Form of Proxy” on page 11 for further details.

By the Internet

Go to the website www.astvotemyproxy.com and follow the instructions on the screen. Your voting instructions are then conveyed electronically over the Internet.

You will need your 13-digit control number. You will find this number on your form of proxy.

If you return your proxy via the Internet, you can appoint a person other than the Named Proxyholders as your Proxyholder. This person does not have to be a Shareholder. Go to www.astvotemyproxy.com and enter your name or the name of the other person attending the Meeting in the space provided herein. YOU MUST ALSO call AST at 1 866 751-6315 (toll free in Canada and the United States) or 1 212 235-5754 (other countries), or complete the online form at https://lp.astfinancial.com/ControlNumber, by 11:00 a.m. (Eastern Time) on May 11, 2021 to properly register your Proxyholder, so that AST may provide such proxyholder with a 13-digit proxyholder control number via email. Such 13-digit proxyholder control number will differ from the control number set forth on your form of proxy. Without a 13-digit proxyholder control number, your Proxyholder will not be able to participate, interact, ask questions or vote at the Meeting, but will be able to attend as a guest. You may choose to direct how your Proxyholder shall vote on matters that may come before the Meeting or any adjournment or postponement thereof. Unless you instruct otherwise your Proxyholder will have full authority to attend, vote, and otherwise act in respect of all matters that may come before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in the proxy form or the Circular. You can also change your Proxyholder online at www.astvotemyproxy.com.

Make sure that the person you appoint as your Proxyholder is aware that he or she has been appointed and attends the Meeting online, otherwise your vote will not be taken into account.

The cut-off time for voting over the Internet is 11:00 a.m. (Eastern Time) on May 11, 2021.

By Telephone

Voting by proxy using the telephone is only available to Shareholders located in Canada or the United States.

Call 1-888-489-7352 (toll-free in Canada and the United States) from a touchtone telephone and follow the instructions. Your voting instructions are then conveyed by using touchtone selections over the telephone.

You will need your 13-digit control number. You will find this number on your form of proxy.

If you choose to convey your instructions by telephone, you cannot appoint as your Proxyholder any person other than the Named Proxyholders.

The cut-off time for voting over the telephone is 11:00 a.m. (Eastern Time) on May 11, 2021.

AT THE VIRTUAL MEETING

The Meeting will be a virtual meeting conducted via live audio webcast. Registered Shareholders can access the Meeting by visiting https://web.lumiagm.com/416700883. You will need your 13-digit control number found on your form of proxy. Shareholders and duly appointed Proxyholders will be able to listen to the Meeting live, submit questions and submit their vote while the Meeting is being held. If you plan to vote at the Meeting, it is important that you are connected to the Internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure Internet connectivity for the duration of the Meeting. You should allow ample time to log in to the Meeting online and complete the check-in procedures.
How to Vote – Non-Registered Shareholders

You are a non-registered Shareholder if your Nominee holds your Shares for you. If you are not sure whether you are a non-registered Shareholder, please contact your Nominee, person servicing your account or other intermediary.

**BY PROXY**

Your Nominee is required to ask for your voting instructions before the Meeting. Please contact your Nominee if you did not receive a request for voting instructions.

In most cases, non-registered Shareholders will receive a voting instruction form which allows them to provide their voting instructions by mail, the Internet or by telephone.

**By Mail**

You may vote your Shares by completing the voting instruction form as directed on the form and returning it in the business reply envelope provided for receipt before 11:00 a.m. (Eastern Time) on May 11, 2021. If you return your voting instruction form by mail, you can appoint a person other than the Named Proxyholders as your Proxyholder. This person does not have to be a Shareholder. To do so, enter your name or the name of the other person attending the Meeting in the space provided in the voting instruction form. YOU MUST ALSO call AST at 1 866 751-6315 (toll free in Canada and the United States) or 1 212 235-5754 (other countries), or complete the online form at https://lp.astfinancial.com/ControlNumber, by 11:00 a.m. (Eastern Time) on May 11, 2021 to properly register your Proxyholder, so that AST may provide such proxyholder with a 13-digit proxyholder control number via email. Without a 13-digit proxyholder control number, your Proxyholder will not be able to participate, interact, ask questions or vote at the Meeting, but will be able to attend as a guest. You may choose to direct how your Proxyholder shall vote on matters that may come before the Meeting or any adjournment or postponement thereof. Unless you instruct otherwise, your Proxyholder will have full authority to attend, vote, and otherwise act in respect of all matters that may come before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in the voting instruction form or the Circular. You can also change your Proxyholder online at www.proxyvote.com.

Make sure that the person you appoint as your Proxyholder is aware that he or she has been appointed and attends the Meeting online, otherwise your vote will not be taken into account.

**By the Internet**

Go to the website at www.proxyvote.com and follow the instructions on the screen. Your voting instructions are then conveyed electronically over the Internet.

You will need the 16-digit control number found on your voting instruction form.

If you vote online, you can appoint a person other than the Named Proxyholders indicated on the voting instruction form as your Proxyholder. This person does not have to be a Shareholder. To do so, go to www.proxyvote.com and enter your name or the name of the other person attending the Meeting in the space provided. YOU MUST ALSO call AST at 1 866 751-6315 (toll free in Canada and the United States) or 1 212 235-5754 (other countries), or complete the online form at https://lp.astfinancial.com/ControlNumber, by 11:00 a.m. (Eastern Time) on May 11, 2021 to properly register your Proxyholder, so that AST may provide such proxyholder with a 13-digit proxyholder control number via email. Without a 13-digit proxyholder control number, your Proxyholder will not be able to participate, interact, ask questions or vote at the Meeting, but will be able to attend as a guest. You may choose to direct how your Proxyholder shall vote on matters that may come before the Meeting or any adjournment or postponement thereof. Unless you instruct otherwise, your Proxyholder will have full authority to attend, vote, and otherwise act in respect of all matters that may come before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in the voting instruction form or the Circular. You can also change your Proxyholder online at www.proxyvote.com.

Make sure that the person you appoint as your Proxyholder is aware that he or she has been appointed and attends the Meeting online, otherwise your vote will not be taken into account.

The cut-off time for voting over the Internet is 11:00 a.m. (Eastern Time) on May 11, 2021.

**By Telephone**

Voting by proxy using the telephone is only available to Shareholders located in Canada or the United States.

Call 1-800-474-7493 or 1-800-474-7501 (toll-free in Canada in English or French, respectively) from a touchtone telephone and follow the instructions. Your voting instructions are then conveyed by using touchtone selections over the telephone.

You will need the 16-digit control number found on your voting instruction form.

If you choose to convey your instructions by telephone, you cannot appoint as your Proxyholder any person other than the Named Proxyholders.

The cut-off time for voting over the telephone is 11:00 a.m. (Eastern Time) on May 11, 2021.
AT THE VIRTUAL MEETING

You can vote your Shares at the Meeting if you have instructed your Nominee to appoint you as Proxyholder. To do this, write your name in the blank space provided on the voting instruction form and otherwise follow the instructions of your Nominee.

The Meeting will be a virtual meeting conducted via live audio webcast. Non-registered Shareholders can access the Meeting by visiting https://web.lumiagm.com/416700883. In order to vote at the Meeting, you must instruct your Nominee to appoint you as Proxyholder and YOU MUST ALSO call AST at 1 866 751-6315 (toll free in Canada and the United States) or 1 212 235-5754 (other countries), or complete the online form at https://lp.astfinancial.com/ControlNumber, by 11:00 a.m. (Eastern Time) on May 11, 2021 to properly register, so that AST may provide you with a 13-digit proxyholder control number via email. Without a 13-digit proxyholder control number, you will not be able to participate, interact, ask questions or vote at the Meeting, but will be able to attend as a guest.

Shareholders and duly appointed Proxyholders will be able to listen to the Meeting live, submit questions and submit their vote while the Meeting is being held. If you plan to vote at the Meeting, it is important that you are connected to the Internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure Internet connectivity for the duration of the Meeting. You should allow ample time to log in to the Meeting online and complete the check-in procedures.

How to Vote – Employees Holding Shares under the ESPP

Employee Shares purchased by employees of the Corporation or its subsidiaries under the ESPP are registered in the name of Sun Life. Sun Life holds the Employee Shares as trustee, in accordance with the provisions of the ESPP unless the employees have withdrawn their Employee Shares from the plan. If you are not sure whether you are an employee holding your Shares through Sun Life, please contact AST at 1-800-387-0825.

If you hold Employee Shares, you can direct your Proxyholder to vote your Employee Shares as you instruct. Instructions are given to your Proxyholder by proxy in the manner described below.

In the event that an employee holds any Shares other than Employee Shares, he or she must also complete a second form of proxy or voting instruction form with respect to such additional Shares in the manner indicated above for registered Shareholders or non-registered Shareholders, as applicable.

Please refer to the section of this Circular entitled “Completing the Form of Proxy” on page 11 for additional details.

BY PROXY

By Mail

You may vote your Employee Shares by completing your voting instruction form and returning it in the business reply envelope provided for receipt before 11:00 a.m. (Eastern Time) on May 11, 2021. If you return your voting instruction form by mail, you can appoint a person other than the Named Proxyholders as your Proxyholder. This person does not have to be a Shareholder. To do so, enter your name or the name of the other person attending the Meeting in the space provided in the voting instruction form. YOU MUST ALSO call AST at 1 866 751-6315 (toll free in Canada and the United States) or 1 212 235-5754 (other countries), or complete the online form at https://lp.astfinancial.com/ControlNumber, by 11:00 a.m. (Eastern Time) on May 11, 2021 to properly register your Proxyholder, so that AST may provide such proxyholder with a 13-digit proxyholder control number via email. Without a 13-digit proxyholder control number, you will not be able to participate, interact, ask questions or vote at the Meeting, but will be able to attend as a guest. You may choose to direct how your Proxyholder shall vote on matters that may come before the Meeting or any adjournment or postponement thereof. Unless you instruct otherwise your Proxyholder will have full authority to attend, vote, and otherwise act in respect of all matters that may come before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in the voting instruction form or the Circular. You can also change your Proxyholder online at www.astvotemyproxy.com.

Make sure that the person you appoint as your Proxyholder is aware that he or she has been appointed and attends the Meeting online, otherwise your vote will not be taken into account.

By the Internet

Go to the website at www.astvotemyproxy.com and follow the instructions on the screen. Your voting instructions are then conveyed electronically over the Internet.

You will need your 13-digit control number. You will find this number on your voting instruction form.

If you return your voting instruction form via the Internet, you can appoint a person other than the Named Proxyholders as your Proxyholder. This person does not have to be a Shareholder. To do so, go to www.astvotemyproxy.com and enter your name or the name of the other person attending the Meeting in the space provided. YOU MUST ALSO call AST at 1 866 751-6315 (toll free in Canada and the United States) or 1 212 235-5754 (other countries), or complete the online form at https://lp.astfinancial.com/ControlNumber, by 11:00 a.m. (Eastern Time) on May 11, 2021 to properly register your Proxyholder, so that AST may provide such proxyholder with a 13-digit proxyholder control number via email. Without a 13-digit
proxyholder control number, your Proxyholder will not be able to participate, interact, ask questions or vote at the Meeting, but will be able to attend as a guest. Make sure that the person you appoint as your Proxyholder is aware that he or she has been appointed and attends the Meeting online, otherwise your vote will not be taken into account.

The cut-off time for voting over the Internet is 11:00 a.m. (Eastern Time) on May 11, 2021.

**By Telephone**

Voting by proxy using the telephone is only available to Shareholders located in Canada or the United States.

Call 1-888-489-7352 (toll free in Canada and the United States) from a touchtone telephone and follow the instructions. Your voting instructions are then conveyed by using touchtone selections over the telephone.

You will need your 13-digit control number. You will find this number on your voting instruction form.

If you choose to convey your instructions by telephone, you cannot appoint as your Proxyholder any person other than the Named Proxyholders.

The cut-off time for voting over the telephone is 11:00 a.m. (Eastern Time) on May 11, 2021.

**AT THE VIRTUAL MEETING**

You can vote your Employee Shares at the Meeting if you have instructed your Nominee to appoint you as Proxyholder. To do this, go to [www.astvotemyproxy.com](http://www.astvotemyproxy.com) and enter your name in the space provided or write your name in the blank space provided on the voting instruction form and otherwise follow the instructions of your Nominee.

The Meeting will be a virtual meeting conducted via live audio webcast. Employees holding Employee Shares can access the Meeting by visiting [https://web.lumiagm.com/416700883](https://web.lumiagm.com/416700883). In order to vote at the Meeting, you must instruct your Nominee to appoint you as Proxyholder and **YOU MUST ALSO call AST at 1 866 751-6315 (toll free in Canada and the United States) or 1 212 235-5754 (other countries), or complete the online form at [https://lp.astfinancial.com/ControlNumber](https://lp.astfinancial.com/ControlNumber)**, by 11:00 a.m. (Eastern Time) on May 11, 2021 to properly register, so that AST may provide you with a 13-digit proxyholder control number via email. Without a 13-digit proxyholder control number, you will not be able to participate, interact, ask questions or vote at the Meeting, but will be able to attend as a guest.

Shareholders and duly appointed Proxyholders will be able to listen to the Meeting live, submit questions and submit their vote while the Meeting is being held. If you plan to vote at the Meeting, it is important that you are connected to the Internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure Internet connectivity for the duration of the Meeting. You should allow ample time to log in to the Meeting online and complete the check-in procedures.

**COMPLETING THE FORM OF PROXY**

You can choose to vote “FOR” or “WITHHOLD” with respect to the election of each of the proposed nominee directors, namely, Louis-Philippe Carrière, Christopher Cole, Alexandre L’Heureux, Birgit Nørgaard, Suzanne Rancourt, Paul Raymond, Pierre Shoiry and Linda Smith-Galipeau (the “Nominee Directors”), and the appointment of the independent auditor, and vote “FOR” or “AGAINST” with respect to the approval of an advisory, non-binding resolution in respect of the Corporation’s approach to executive compensation.

When you submit the form of proxy or voting instruction form, as applicable, without appointing an alternate Proxyholder, you authorize the Named Proxyholders to vote your Shares for you at the Meeting in accordance with your instructions.

If you have NOT specified how to vote on a particular matter, your Proxyholder is entitled to vote your Shares as they see fit. Please note that if you return your proxy without specifying how you want to vote your Shares and if you have authorized the Named Proxyholders as your Proxyholder, the Named Proxyholders will vote your Shares FOR each item scheduled to come before the Meeting and as they see fit on any other matter that may properly come before the Meeting.

Management is not aware of any other matters which will be presented for action at the Meeting. **If, however, other matters properly come before the Meeting, the Named Proxyholders will vote in accordance with their best judgment, pursuant to the discretionary authority conferred by the proxy with respect to such other matters.**

You have the right to appoint a person or company other than the Named Proxyholders to be your Proxyholder. **If you are appointing someone else to vote your Shares for you at the Meeting, fill in the name of the person voting for you in the blank space provided on the form of proxy or voting instruction form (as applicable).**

A Proxyholder has the same rights as the Shareholder by whom he or she was appointed to participate at the Meeting in respect of any matter, to vote by way of ballot at the Meeting and, except where the Proxyholder has conflicting instructions from more than one Shareholder, to vote at the Meeting in respect of any matter.
If you are an individual Shareholder, you or your authorized attorney must sign the form of proxy or voting instruction form. If you are a corporation or other legal entity, an authorized officer or attorney must sign the form of proxy or voting instruction form.

**CHANGING YOUR VOTE**

In addition to revocation in any other manner permitted by law, a Shareholder giving a proxy and submitting it by mail may revoke it by an instrument in writing executed by the Shareholder or the Shareholder's authorized attorney and deposited either at AST's office located at 1 Toronto Street, Suite 1200, Toronto, ON M5C 2V6 or at the Corporation's registered office, 1600 René-Lévesque Blvd. West, 11th Floor, Montreal, Quebec, H3H 1P9, to the attention of the Corporate Secretary, if you are a Shareholder holding Employee Shares, at any time before 11:00 a.m. (Eastern Time) on May 11, 2021, and if you are a Shareholder other than a Shareholder holding Employee Shares, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used.

If the voting instructions were conveyed online, by telephone or by mail, conveying new voting instructions online, by telephone or by mail prior to the applicable cut-off times will revoke the prior instructions. If you are a registered Shareholder, voting at the Meeting will automatically cancel any proxy you completed and submitted earlier.

**VOTING REQUIREMENTS**

The election of the Nominee Directors, the appointment of the independent auditor of the Corporation and the approval of an advisory, non-binding resolution on executive compensation policies will each be determined by a majority of votes validly cast by Shareholders at the Meeting by proxy or by participating to the Meeting. AST will count and tabulate the votes.

**SUBMITTING QUESTIONS AT THE MEETING**

If a Shareholder has a question about one of the items to be voted on by the Shareholders at the Meeting, such question may be submitted in the field provided in the web portal (https://web.lumiagm.com/416700883) at or before the time the matters are presented before the Meeting for consideration. Questions will be answered on any items to be voted on by the Shareholders at the Meeting before the voting is closed. Following adjournment of the formal business of the Meeting, the Corporation will hold a live Q&A session to address appropriate general questions from Shareholders regarding the Corporation. Only Shareholders and duly appointed Proxyholders may submit questions at the Meeting. Guests will not be able to submit questions, vote or otherwise participate at the Meeting; however, they will be able to join the webcast as a guest. Shareholders voting by proxy in advance of the Meeting are welcome to join the Meeting as guests.

The Chair of the Meeting reserves the right to edit questions or to reject questions he deems inappropriate in accordance with the rules of conduct and procedures of the Meeting which are available at www.wsp.com/agm and on the web platform https://web.lumiagm.com/416700883. Any questions pertinent to the Meeting that cannot be answered during the Meeting due to time constraints will be answered on the Corporation's website at www.wsp.com/agm. To ensure the Meeting is conducted in a manner that is fair to all Shareholders, the Chair of the Meeting may exercise broad discretion with respect to, for example, the order in which questions are asked and the amount of time devoted to any one question. The Chair of the Meeting may also limit the number of questions per Shareholder in order to ensure that as many Shareholders as possible will have the opportunity to ask questions.

In the event of technical malfunction or other significant problem that disrupts the Meeting, the Chair of the Meeting may adjourn, recess, or expedite the Meeting, or take such other action that the Chair determines is appropriate considering the circumstances.

For further information, please consult the rules of conduct and procedures available on the Corporation's website at www.wsp.com/agm.
Business of the Meeting

The following items will be covered at the Meeting:

(1) Presentation to the Shareholders of the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2020 and the independent auditor's report thereon;

(2) Election of each of the Nominee Directors who will serve until the end of the next annual meeting of the Shareholders or until their successors are appointed;

(3) Appointment of the independent auditor of the Corporation for the forthcoming year and the authorization to the Directors to fix the independent auditor's remuneration;

(4) Consideration and approval, in a non-binding, advisory capacity, of the approach to executive compensation policies; and

(5) Consideration of such other business, if any, that may properly come before the Meeting or any adjournment thereof.

As at the date of this Circular, Management is not aware of any changes to these items and does not expect any other items to be brought forward at the Meeting. If there are changes or new items, your Proxyholder can vote your Shares on these items as he or she sees fit.

PRESENTATION OF THE FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2020 and the report of the independent auditor thereon will be presented to Shareholders at the Meeting, and are available on our website at www.wsp.com under “Investors”/“Reports & Filings” or on SEDAR at www.sedar.com.

ELECTION OF DIRECTORS

The articles of the Corporation provide for a minimum of three and a maximum of ten Directors. The Board of Directors has fixed at eight the number of Directors to be elected at the Meeting. All of the Nominee Directors are currently members of the Board of Directors and were elected as such by the Shareholders of the Corporation at the annual meeting of Shareholders held on May 7, 2020. Each Director so elected at the Meeting will hold office until the end of the next annual meeting of Shareholders or until their successor is appointed, unless their office is vacated at an earlier date. Please see the section of this Circular entitled “Nominees for Election to the Board of Directors” on page 16 for additional information on each of the Nominee Directors.

If you have not specified how you want your Shares voted and if you have authorized the Named Proxyholders as your Proxyholder, the Named Proxyholders will vote FOR the election of each of the Nominee Directors. Shareholders should note that the form of proxy or voting instruction form, as applicable, provides for voting for individual Directors as opposed to voting for Directors as a slate.

APPOINTMENT OF AUDITOR

The Board of Directors, on the advice of the Audit Committee, recommends that PricewaterhouseCoopers LLP, Chartered Professional Accountants, be reappointed as independent auditor of the Corporation. The auditor appointed at the Meeting will serve until the next annual meeting of the Shareholders, or until its successor is appointed, at a remuneration to be fixed by the Board.

If you have not specified how you want your Shares voted and if you have authorized the Named Proxyholders as your Proxyholder, the Named Proxyholders will vote FOR the appointment of PricewaterhouseCoopers LLP as independent auditor of the Corporation and FOR authorizing the Board to determine their remuneration.
Pre-Approval Policy for External Auditor Services

The Audit Committee has adopted procedures for the pre-approval of engagement for services of its external auditor, which require pre-approval of all audit and non-audit services provided by the external auditor. Moreover, the Board of Directors, upon recommendation of the Audit Committee, approves, on an annual basis, the fees charged to the Corporation by PricewaterhouseCoopers LLP.

External Auditor Service Fee

For the years ended December 31, 2020 and December 31, 2019, the following fees were billed to the Corporation by its external auditor, PricewaterhouseCoopers LLP and its affiliates:

<table>
<thead>
<tr>
<th>Service Description</th>
<th>Year Ended December 31, 2020</th>
<th>Year Ended December 31, 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Audit Fees</td>
<td>$5,320,841</td>
<td>$4,939,202</td>
</tr>
<tr>
<td>Audit-Related Fees</td>
<td>$1,575,990</td>
<td>$912,443</td>
</tr>
<tr>
<td>Tax Fees</td>
<td>$580,547</td>
<td>$3,488,488</td>
</tr>
<tr>
<td>All Other Fees</td>
<td>$125,858</td>
<td>$115,290</td>
</tr>
<tr>
<td>Total Fees Paid</td>
<td>$7,603,237</td>
<td>$9,453,423</td>
</tr>
</tbody>
</table>

(1) “Audit Fees” include fees necessary to perform the annual audit of the Corporation's consolidated financial statements, as well as the annual audits of certain subsidiaries of the Corporation.
(2) “Audit-Related Fees” include fees for assurance and related services that are reasonably related to the performance of the audit or review of the financial statements and are not reported under “Audit Fees”.
(3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes mainly fees for tax compliance. The difference in tax fees between the year ended December 31, 2020 and the year ended December 31, 2019 is due in part to the fact that PwC acted in 2019 as tax service provider of a business that was acquired in 2018.
(4) “All Other Fees” include fees for products and services provided by the auditors other than those described above, including mainly professional fees for translation of quarterly and annual financial statements and management's discussion and analysis as well as Canadian Public Accountability Board (CPAB) fees and subscription to publications.

NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Governance, Ethics and Compensation Committee and the Board spend considerable time and effort overseeing the Corporation's executive compensation program, and are satisfied that the policies and programs in place are based on fundamental principles of pay-for-performance aimed at aligning the interests of the senior executive team with those of the Shareholders while reflecting competitive market practices. This compensation approach allows the Corporation to attract, retain and motivate high-performing executives who will be incented to increase business performance and enhance Shareholder value on a sustainable basis.

The Board is also committed to maintaining an ongoing engagement process with Shareholders by adopting effective measures to receive shareholder feedback. In this light, the purpose of the annual Shareholder non-binding advisory vote on executive compensation is to provide Shareholders with a formal opportunity to provide their views on the Corporation's approach to executive compensation, which is described in further detail under the section “Compensation Discussion and Analysis” starting on page 47 of this Circular. Shareholders are encouraged to carefully review the information provided in this Circular before voting on this matter. While Shareholders will provide their collective advisory vote, the Directors remain fully responsible for their compensation decisions and are not relieved of these responsibilities by a positive advisory vote by Shareholders.

At the annual meeting of Shareholders held on May 7, 2020, the Corporation's approach to executive compensation was approved by 94.24% of the Shares voted on the non-binding, advisory resolution on executive compensation.

The Board proposes that you indicate your support for the Corporation's approach to executive compensation disclosed in this Circular by voting in favor of the following advisory resolution:

“Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the Shareholders accept the approach to executive compensation disclosed in the Corporation's Circular delivered in advance of the 2021 Meeting.”

As this is an advisory vote, the results will not be binding upon the Board. The Board will, however, take the results of the vote into account, as appropriate, when considering future compensation policies, procedures, and decisions and in determining whether there is a need to significantly increase its engagement with Shareholders on compensation and related matters.

The Corporation will disclose the results of the Shareholder advisory vote as a part of its report on voting results and related press release to be posted on SEDAR at www.sedar.com and on the Corporation's website at www.wsp.com shortly after the Meeting. The Board will disclose to Shareholders in the management information circular for its next annual meeting, or earlier and by other means if advisable, any changes to the compensation plans made or to be made (or why no such changes were made) by the Board as a result of its engagement with Shareholders. In the event that a significant number of Shareholders oppose the resolution, the Board will consult with its Shareholders, particularly those who are known to have voted against it, in order to understand their
concerns and will review the Corporation's approach to compensation in the context of those concerns. Shareholders who have voted against the resolution will be encouraged to contact the Board to discuss their specific concerns.

If you have not specified how you want your Shares voted and if you have authorized the Named Proxyholders as your Proxyholder, the Named Proxyholders will vote FOR the above non-binding, advisory resolution on executive compensation.

**CONSIDERATION OF OTHER BUSINESS**

Following the conclusion of the formal business to be conducted at the Meeting, we will consider such other business, if any, that may properly come before the Meeting or any adjournment thereof.
DESCRIPTION OF THE NOMINEE DIRECTORS

The following tables set out information as at March 31, 2021, unless otherwise indicated, with respect to each of the Nominee Directors. All of the Nominee Directors are currently members of the Board of Directors and were elected as such by the Shareholders of the Corporation at the annual meeting of Shareholders held on May 7, 2020. For further detailed information on director independence, Board and Committee attendance, compensation and share ownership, please refer to the tables and narratives following this section.

Louis-Philippe Carrière has been a board member of Saputo Inc. since August 1, 2017, the day he retired as Chief Financial Officer and Secretary of the company, a position he held since 1997. In addition to his appointment as director, Mr. Carrière also acted as senior advisor for Saputo until April 2020. From 1986 to 1996, he held various management positions in finance and administration within Saputo. His responsibilities over the years have included oversight of various functions such as accounting, internal audit, taxation, legal, financing and information technology, as well as mergers and acquisitions. Mr. Carrière holds a bachelor's degree in management from the École des hautes études commerciales of Montréal and has been a member of the Ordre des comptables professionnels agréés du Québec since 1985. He was also appointed Fellow of the Ordre des comptables professionnels agréés du Québec (Québec CPA Order) in 2007.

Current Principal Occupation: Professional Non-Executive Director

WSP Board and Committee Memberships for 2020

<table>
<thead>
<tr>
<th>Board</th>
<th>Attendance for 2020(1)</th>
<th>Compensation Received for 2020(2)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board</td>
<td>17 of 17</td>
<td>100%</td>
</tr>
<tr>
<td>Audit Committee</td>
<td>6 of 6</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>$189,000</td>
</tr>
</tbody>
</table>

Past Years’ Voting Results

<table>
<thead>
<tr>
<th>YEAR</th>
<th>FOR</th>
<th>WITHHELD</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>99.33%</td>
<td>0.67%</td>
</tr>
<tr>
<td>2019</td>
<td>99.96%</td>
<td>0.04%</td>
</tr>
</tbody>
</table>

Other Public Board Memberships

<table>
<thead>
<tr>
<th>Saputo Inc.</th>
<th>Other Committee Memberships</th>
<th>Interlocking Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>

Securities Held or Controlled(3)

<table>
<thead>
<tr>
<th>SHARES</th>
<th>OPTIONS</th>
<th>PSUs</th>
<th>RSUs</th>
<th>DSUs</th>
<th>VALUE OF AT-RISK HOLDINGS</th>
<th>DIRECTOR SHARE OWNERSHIP REQUIREMENT MET(4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>3,100</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>11,134</td>
<td>$1,701,860</td>
<td>Yes</td>
</tr>
</tbody>
</table>

(1) See section entitled “Board and Committee Attendance” on page 24.
(2) Mr. Carrière elected to receive 100% of his 2020 annual compensation in equity-based awards; consequently, all Director compensation received by him in 2020 was paid in DSUs. See section entitled “Director Compensation” on page 27, including for a description of the compensation reduction agreed to by non-executive Directors for the year 2020.
(3) See section entitled “Non-Executive Nominee Director Share Ownership” on page 28. The value of at-risk holdings for non-executive Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on March 31, 2021 of $119.56.
(4) As of 2021, the Director Share Ownership Requirement for Mr. Carrière is $630,000. See section entitled “Non-Executive Nominee Director Share Ownership” on page 28.
Christopher Cole has over 40 years of experience in the engineering and consulting services fields. He is a Chartered Engineer who joined WSP as a partner at its inception, becoming Managing Director in 1987. Under his leadership, WSP was the first engineering consultant firm to become a fully-listed public company in 1990, growing organically and through acquisitions from a single-discipline U.K. consultant firm of 200 people to a 9000-strong multi-disciplinary global player with two-thirds of its business outside the U.K. prior to the historic 2012 merger with the Corporation. He has chaired the Board of the Corporation since that merger. He was non-executive Chairman of Ashtead Group plc from March 2007 to September 2018. In 2014, he became non-executive Chairman of Applus Services SA and he is also currently non-executive Chairman of Tracsis plc. He stepped down as Chairman of Redcentric plc in October 2019.

**Current Principal Occupation:** Professional Non-Executive Director

<table>
<thead>
<tr>
<th>WSP Board and Committee Memberships for 2020</th>
<th>Attendance for 2020(^{(1)})</th>
<th>Compensation Received for 2020(^{(2)})</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board</td>
<td>17 of 17 (100%)</td>
<td>$371,066</td>
</tr>
<tr>
<td>Governance, Ethics and Compensation Committee</td>
<td>6 of 6 (100%)</td>
<td></td>
</tr>
</tbody>
</table>

**Past Years’ Voting Results**

<table>
<thead>
<tr>
<th>YEAR</th>
<th>FOR</th>
<th>WITHHELD</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>92.03%</td>
<td>7.97%</td>
</tr>
<tr>
<td>2019</td>
<td>92.53%</td>
<td>7.47%</td>
</tr>
</tbody>
</table>

**Other Public Board Memberships**

<table>
<thead>
<tr>
<th>OTHER COMMITTEE MEMBERSHIPS</th>
<th>INTERLOCKING RELATIONSHIPS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Applus Services SA</td>
<td>ESG Committee</td>
</tr>
<tr>
<td>Tracsis plc</td>
<td>None</td>
</tr>
</tbody>
</table>

**Securities Held or Controlled\(^{(3)}\)**

<table>
<thead>
<tr>
<th>SHARES</th>
<th>OPTIONS</th>
<th>PSUs</th>
<th>RSUs</th>
<th>DSUs</th>
<th>VALUE OF AT-RISK HOLDINGS</th>
<th>DIRECTOR SHARE OWNERSHIP REQUIREMENT MET(^{(4)})</th>
</tr>
</thead>
<tbody>
<tr>
<td>22,835</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>$2,730,153</td>
<td>Yes</td>
</tr>
</tbody>
</table>

\(\text{(1)}\) See section entitled “Board and Committee Attendance” on page 24.

\(\text{(2)}\) This includes only the compensation received by Mr. Cole as a Director. Mr. Cole’s retainer is GBP 240,000 and is paid in GBP in four instalments. The amount shown above is the amount in Canadian dollars converted on the basis of the actual exchange rate used to pay the Chairman’s retainer. The average exchange rate for 2020 was $1.7160 to GBP 1. Mr. Cole elected to receive the equity-based portion of his 2020 annual compensation in cash; consequently, all Director compensation received by him in 2020 was paid in cash. See section entitled “Director Compensation” on page 27, including for a description of the compensation reduction agreed to by non-executive Directors for the year 2020.

\(\text{(3)}\) See section entitled “Non-Executive Nominee Director Share Ownership” on page 28. The value of at-risk holdings for non-executive Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on March 31, 2021 of $119.56.

\(\text{(4)}\) As of 2021, the Director Share Ownership Requirement for Mr. Cole is $1,235,520 (which was calculated by converting his annual retainer in Canadian dollars on the basis of the actual exchange rate used to pay the Chairman’s retainer, which has been, respectively for each of the four instalments, of $1.7466 to GBP 1, $1.6928 to GBP 1, $1.7050 to GBP 1, and $1.7196 to GBP 1, for an average exchange rate of $1.7160 to GBP 1 in 2020). See section entitled “Non-Executive Nominee Director Share Ownership” on page 28.
Alexandre L’Heureux is the President and Chief Executive Officer of the Corporation. Mr. L’Heureux joined WSP as Chief Financial Officer in July 2010, and held this role until transitioning to the role of President and CEO in October 2016. Mr. L’Heureux’s vision and leadership have been key to WSP’s global growth, completing more than 60 acquisitions throughout his time at the company, thus significantly increasing WSP’s geographical footprint and adding close to 50,000 talented employees to our workforce. Mr. L’Heureux brings to WSP over 25 years of international experience, with a strong skillset in finance, mergers and acquisitions and business strategy. Before joining WSP, from 2005 to 2010, Mr. L’Heureux was a Partner and Chief Financial Officer atAuven Therapeutics L.L.L.P. Prior to that, he developed extensive knowledge of the alternative investments industry as the Vice President of Operations at Citibank – Hedge Fund Services (formerly BISYS Hedge Fund Services). He is a member of the Canadian Institute of Chartered Accountants and of the Chartered Financial Analysts Institute. Mr. L’Heureux was also appointed Fellow of the Ordre des comptables professionnels agréés du Québec (Quebec CPA Order) in 2017.

**Current Principal Occupation:** President and CEO of the Corporation

<table>
<thead>
<tr>
<th>WSP Board and Committee Memberships for 2020</th>
<th>Attendance for 2020(1)</th>
<th>Compensation Received for 2020(2)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board</td>
<td>17 of 17 100%</td>
<td>None</td>
</tr>
</tbody>
</table>

**Past Years’ Voting Results**

<table>
<thead>
<tr>
<th>YEAR</th>
<th>FOR 99.68%</th>
<th>WITHHELD 0.32%</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2019</td>
<td>99.96%</td>
<td>0.04%</td>
</tr>
</tbody>
</table>

**Other Public Board Memberships**

| None | None | None |

**Other Committee Memberships**

| None | None | None |

**Interlocking Relationships**

| None | None | None |

**Securities Held or Controlled(3)**

| SHARES | OPTIONS 464,192 | PSUs 132,255 | RSUs None | DSUs 117,771 | VALUE OF AT-RISK HOLDINGS $60,721,721 | EXECUTIVE SHARE OWNERSHIP REQUIREMENT MET(4) Yes |

(1) See section entitled “Board and Committee Attendance” on page 24.

(2) Mr. L’Heureux does not receive an annual retainer or any other fees in respect of his role as a Director or participation in Board of Directors’ meetings as Mr. L’Heureux is the President and CEO of the Corporation. Please see the section entitled “Compensation Discussion & Analysis” on page 47 for a discussion on the compensation paid to Mr. L’Heureux.

(3) Mr. L’Heureux’s value of at-risk holdings represents the total value of Shares ($4,740,124), vested and unvested Options (464,192 Options representing $24,688,551), vested and unvested PSUs ($15,812,376) and vested and unvested DSUs ($14,080,670), including Dividend Equivalents earned on PSUs and DSUs but not yet credited thereto. The value of the Shares and DSUs is based on the closing price of the Shares on the TSX on March 31, 2021 of $119.56. The value of Options is calculated based on the difference between the closing price of the Shares on the TSX on March 31, 2021 of $119.56 and the Option exercise price, multiplied by the number of unexercised Options. The value of unvested PSUs has been calculated based on the closing price of the Shares on the TSX on March 31, 2021 of $119.56 and assuming the Corporation had achieved all performance targets and 100% of the PSUs had vested on March 31, 2021. Subject to the attainment of the performance measure and targets of the award as set out under “Compensation Discussion and Analysis – Description of Compensation paid to NEOs in 2020 – Long-Term Incentive Plans”, the number of PSUs that will actually vest will be between 0% and 200% of the award granted. Furthermore, the actual value realized upon the future vesting and payment of such awards may be greater or less than the grant date fair value. Please see the section entitled “Compensation Discussion and Analysis” on page 47 for a discussion on securities held or controlled by Mr. L’Heureux.

(4) For the purpose of assessing ownership levels only, the value of Shares, vested Options and vested DSUs is included while the potential value of unvested Options, unvested PSUs, RSUs and PSUs is not included. As of 2021, the Executive Share Ownership Requirement for Mr. L’Heureux is $5,150,000. See section entitled “Executive Share Ownership Requirement” on page 54.
Birgit Nørgaard is a professional board member with extensive experience in consulting and management. Ms. Nørgaard was CEO of Grontmij | Carl Bro A/S, as well as COO of Grontmij N.V. from 2006 to 2010. From 2003 to 2006, she was CEO of the Carl Bro Group A/S and was the executive director of that company from 2001 to 2003. She has previously been a consultant at McKinsey from 1984 to 1990 and has held executive positions at Danisco from 1990 to 2000 and TDC Mobile International in 2000 and 2001. Ms. Nørgaard has held several board positions since 1994. Since 2010, Ms. Nørgaard has been a full-time director for various public and private entities, including companies in the engineering business. She is currently a director of DSV A/S, NCC AB, Danish Growth Capital, RGS Nordic A/S and Associated British Ports Holdings. Ms. Nørgaard is also currently chairman of Norisol A/S and related companies, vice chairman of the board of NNE A/S and The Danish Council for ICT. She has a MSc. from the Copenhagen Business School and an MBA from INSEAD, a well-known international business school.

Current Principal Occupation: Professional Non-Executive Director

<table>
<thead>
<tr>
<th>WSP Board and Committee Memberships for 2020</th>
<th>Attendance for 2020(1)</th>
<th>Compensation Received for 2020(2)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board</td>
<td>17 of 17</td>
<td>$166,500</td>
</tr>
<tr>
<td>Governance, Ethics and Compensation Committee</td>
<td>6 of 6</td>
<td></td>
</tr>
</tbody>
</table>

Past Years’ Voting Results

<table>
<thead>
<tr>
<th>YEAR</th>
<th>FOR</th>
<th>WITHHELD</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>99.73%</td>
<td>0.27%</td>
</tr>
<tr>
<td>2019</td>
<td>99.51%</td>
<td>0.49%</td>
</tr>
</tbody>
</table>

Other Public Board Memberships

<table>
<thead>
<tr>
<th>DSV A/S</th>
<th>Other Committee Memberships</th>
<th>Interlocking Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nomination Committee</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>NCC AB</td>
<td>Audit Committee</td>
<td>None</td>
</tr>
</tbody>
</table>

Securities Held or Controlled(3)

<table>
<thead>
<tr>
<th>SHARES</th>
<th>OPTIONS</th>
<th>PSUs</th>
<th>RSUs</th>
<th>DSUs</th>
<th>VALUE OF AT-RISK HOLDINGS</th>
<th>DIRECTOR SHARE OWNERSHIP REQUIREMENT MET(4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>4,500</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>$538,020</td>
<td>Minimum Annual Requirement Met</td>
</tr>
</tbody>
</table>

(1) See section entitled “Board and Committee Attendance” on page 24.
(2) Ms. Nørgaard elected to receive the equity-based portion of her 2020 annual compensation in cash; consequently, all Director compensation received by her in 2020 was paid in cash. See section entitled “Director Compensation” on page 27, including for a description of the compensation reduction agreed to by non-executive Directors for the year 2020.
(3) See section entitled “Non-Executive Nominee Director Share Ownership” on page 28. The value of at-risk holdings for non-executive Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on March 31, 2021 of $119.56.
(4) As of 2021, the Director Share Ownership Requirement for Ms. Nørgaard is $555,000, which she has until December 31, 2021 to meet. See section entitled “Non-Executive Nominee Director Share Ownership” on page 28.
Suzanne Rancourt is a corporate director with more than 30 years of experience in consulting and management in the sector of information technology. From 2006 to 2016, she was Vice-President Enterprise Risks and Internal Audit at CGI. Since her arrival at CGI in 1985, she held increasing senior positions in consulting, strategy and information technology, business development, project management and corporate functions in a multinational environment. Prior to her arrival at CGI, Ms. Rancourt began her career as an auditor and worked in operations, finance and accounting in distribution, retail and financial industries. She holds a bachelor’s degree in Business Administration from Université du Quebec à Montréal and an ICD.D designation from the Institute of Corporate Directors. She is a Chartered Professional Accountant (CPA, CGA).

**Current Principal Occupation:** Professional Non-Executive Director

### WSP Board and Committee Memberships for 2020

<table>
<thead>
<tr>
<th>Membership</th>
<th>Attendance</th>
<th>Compensation Received for 2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board</td>
<td>17 of 17</td>
<td>$171,000</td>
</tr>
<tr>
<td>Audit Committee</td>
<td>6 of 6</td>
<td></td>
</tr>
</tbody>
</table>

### Past Years’ Voting Results

<table>
<thead>
<tr>
<th>Year</th>
<th>For</th>
<th>Withheld</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>99.38%</td>
<td>0.62%</td>
</tr>
<tr>
<td>2019</td>
<td>99.97%</td>
<td>0.03%</td>
</tr>
</tbody>
</table>

### Other Public Board Memberships

<table>
<thead>
<tr>
<th>Membership</th>
<th>Interlocking Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>

### Securities Held or Controlled

<table>
<thead>
<tr>
<th>Shares</th>
<th>Options</th>
<th>PSUs</th>
<th>RSUs</th>
<th>DSUs</th>
<th>Value of At-Risk Holdings</th>
<th>Director Share Ownership Requirement Met</th>
</tr>
</thead>
<tbody>
<tr>
<td>4,928</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>4,633</td>
<td>$1,143,130</td>
<td>Yes</td>
</tr>
</tbody>
</table>

---

(1) See section entitled “Board and Committee Attendance” on page 24.

(2) Ms. Rancourt elected to receive 100% of her 2020 annual compensation in equity-based awards; consequently, all Director compensation received by her in 2020 was paid in DSUs. See section entitled “Director Compensation” on page 27, including for a description of the compensation reduction agreed to by non-executive Directors for the year 2020.

(3) See section entitled “Non-Executive Nominee Director Share Ownership” on page 28. The value of at-risk holdings for non-executive Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on March 31, 2021 of $119.56.

(4) As of 2021, the Director Share Ownership Requirement for Ms. Rancourt is $570,000. See section entitled “Non-Executive Nominee Director Share Ownership” on page 28.
Paul Raymond has been President and CEO of Alithya Group Inc. since 2012 and oversees Alithya’s strategy, organizational development and accelerated growth. Mr. Raymond has been a member of the Board of Directors of Alithya since April 2011. Prior to joining Alithya, Mr. Raymond held several key senior management positions at CGI, a major information technology firm, from 1993 until 2010 and served as an officer in the Canadian Armed Forces for 11 years. During his career, he worked in Canada, the United States as well as in Europe. Mr. Raymond is currently serving on the Board of the Quebec Technology Association (AQT) and the Chamber of Commerce of Metropolitan Montreal. In addition, he is a Governor of the Quebec Employers Council (CPQ). Mr. Raymond is a Computer Engineering graduate from the Royal Military College of Canada and a member of the Institute of Corporate Directors.

Current Principal Occupation: President, CEO and Executive Director, Alithya Group Inc.
Pierre Shoiry is the former President and CEO of the Corporation and transitioned to his current role of Vice Chairman of the Corporation in 2016. Mr. Shoiry has more than 35 years of experience in the engineering services industry. Employed by the Corporation since 1989, he was previously Senior Associate Engineer in Municipal Infrastructure and Vice-President of Business Development. He was the President and Chief Executive Officer of the Corporation from 1995 to 2016. During these years, the predecessor company GENIVAR grew through organic growth and acquisitions to become one of the largest multidisciplinary firms in the province of Quebec. After listing the company as the GENIVAR Income Fund in 2006 on the Toronto Stock Exchange, the company continued its expansion across Canada through the merger and integration of over 80 consulting engineering firms before the historic acquisition and merger with WSP, a 9,000-person multidisciplinary global firm in 2012. In 2014, the strategic acquisition of Parsons Brinckerhoff, a 14,000-person global champion, further strengthened the Corporation. Under his leadership, the Corporation grew from a regional firm of 300 employees to one of the leading international consulting firms with 34,000 employees across 40 countries at the time of implementation of his succession plan in 2016. Mr. Shoiry holds a bachelor's degree in applied science with a major in civil engineering, as well as a Master's degree in applied science from Laval University.

Current Principal Occupation: Vice Chairman of the Board

<table>
<thead>
<tr>
<th>WSP Board and Committee Memberships for 2020</th>
<th>Attendance for 2020&lt;sup&gt;(1)&lt;/sup&gt;</th>
<th>Compensation Received for 2020&lt;sup&gt;(2)&lt;/sup&gt;</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board</td>
<td>17 of 17 (100%)</td>
<td>$270,000</td>
</tr>
</tbody>
</table>

Past Years’ Voting Results

<table>
<thead>
<tr>
<th>YEAR</th>
<th>FOR</th>
<th>WITHHELD</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>99.30%</td>
<td>0.70%</td>
</tr>
<tr>
<td>2019</td>
<td>99.41%</td>
<td>0.59%</td>
</tr>
</tbody>
</table>

Other Public Board Memberships

None

Other Committee Memberships

None

Interlocking Relationships

None

Securities Held or Controlled<sup>(3)</sup>

<table>
<thead>
<tr>
<th>SHARES</th>
<th>OPTIONS</th>
<th>PSUs</th>
<th>RSUs</th>
<th>DSUs</th>
<th>VALUE OF AT-RISK HOLDINGS</th>
<th>DIRECTOR SHARE OWNERSHIP REQUIREMENT MET&lt;sup&gt;(4)&lt;/sup&gt;</th>
</tr>
</thead>
<tbody>
<tr>
<td>632,202</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>17,055</td>
<td>$77,625,113</td>
<td>Yes</td>
</tr>
</tbody>
</table>

<sup>(1)</sup> See section entitled “Board and Committee Attendance” on page 24.

<sup>(2)</sup> This includes only the compensation received by Mr. Shoiry as a Director. Mr. Shoiry elected to receive 100% of his 2020 annual compensation in equity-based awards; consequently, all Director compensation received by him in 2020 was paid in DSUs. See section entitled “Director Compensation” on page 27, including for a description of the compensation reduction agreed to by non-executive Directors for the year 2020.

<sup>(3)</sup> See section entitled “Non-Executive Nominee Director Share Ownership” on page 28. The value of at-risk holdings for non-executive Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on March 31, 2021 of $119.56.

<sup>(4)</sup> As of 2021, the Director Share Ownership Requirement for Mr. Shoiry is $900,000. See section entitled “Non-Executive Nominee Director Share Ownership” on page 28.
Linda Smith-Galipeau is a professional board member with extensive experience in professional services and talent management. Ms. Smith-Galipeau was CEO of Randstad North America and served as executive board member of Randstad Holding N.V., one of the world's largest HR services companies until March 26, 2019. Ms. Smith-Galipeau oversaw Randstad's operations in the U.S. and Canada as well as Randstad Digital Ventures, which includes Monster and RiseSmart. Ms. Smith-Galipeau also chaired the Randstad Innovation Fund, a strategic corporate venture fund that invests in early stage HR technology companies. Prior to assuming this role in 2012, Ms. Smith-Galipeau served as president of Randstad U.S. staffing division for four years. She founded Randstad's Canadian operation in 1997, growing it organically into one of the country's leading staffing firms. Ms. Smith-Galipeau holds an MBA from McGill University in Marketing and Managerial Economics.

Current Principal Occupation: Professional Non-Executive Director

<table>
<thead>
<tr>
<th>WSP Board and Committee Memberships for 2020</th>
<th>Attendance for 2020(1)</th>
<th>Compensation Received for 2020(2)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board</td>
<td>17 of 17 100%</td>
<td>$184,500</td>
</tr>
<tr>
<td>Governance, Ethics and Compensation Committee</td>
<td>6 of 6 100%</td>
<td></td>
</tr>
</tbody>
</table>

Past Years’ Voting Results

<table>
<thead>
<tr>
<th>YEAR</th>
<th>FOR</th>
<th>WITHHELD</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>99.51%</td>
<td>0.49%</td>
</tr>
<tr>
<td>2019</td>
<td>99.71%</td>
<td>0.29%</td>
</tr>
</tbody>
</table>

Other Public Board Memberships

Other Committee Memberships

Interlocking Relationships

None

Securities Held or Controlled(3)

<table>
<thead>
<tr>
<th>SHARES</th>
<th>OPTIONS</th>
<th>PSUs</th>
<th>RSUs</th>
<th>DSUs</th>
<th>VALUE OF AT-RISK HOLDINGS</th>
<th>DIRECTOR SHARE OWNERSHIP REQUIREMENT MET(4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>4,903</td>
<td>Minimum Annual Requirement Met</td>
</tr>
</tbody>
</table>

(1) See section entitled “Board and Committee Attendance” on page 24.
(2) Ms. Smith-Galipeau elected to receive 100% of her 2020 annual compensation in equity-based awards; consequently, all Director compensation received by her in 2020 was paid in DSUs. See section entitled “Director Compensation” on page 27, including for a description of the compensation reduction agreed to by non-executive Directors for the year 2020.
(3) See section entitled “Non-Executive Nominee Director Share Ownership” on page 17. The value of at-risk holdings for non-executive Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on March 31, 2021 of $119.56.
(4) As of 2021, the Director Share Ownership Requirement for Ms. Smith-Galipeau is $615,000, which she has until January 1, 2024 to meet. See section entitled “Non-Executive Nominee Director Share Ownership” on page 28.
BOARD AND COMMITTEE ATTENDANCE

The following table summarizes the attendance of the Directors and Committee members of the Board of Directors for the period from January 1, 2020 to December 31, 2020:

<table>
<thead>
<tr>
<th>Directors</th>
<th>Board (Total)</th>
<th>Audit Committee (Total)</th>
<th>Committees (Total)</th>
<th>Overall Attendance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Louis-Philippe Carrière</td>
<td>17 of 17</td>
<td>6 of 6</td>
<td>-</td>
<td>23 of 23 (100%)</td>
</tr>
<tr>
<td>Christopher Cole</td>
<td>17 of 17</td>
<td>-</td>
<td>6 of 6</td>
<td>23 of 23 (100%)</td>
</tr>
<tr>
<td>Alexandre L’Heureux</td>
<td>17 of 17</td>
<td>-</td>
<td>-</td>
<td>17 of 17 (100%)</td>
</tr>
<tr>
<td>Birgit Nørgaard</td>
<td>17 of 17</td>
<td>-</td>
<td>6 of 6</td>
<td>23 of 23 (100%)</td>
</tr>
<tr>
<td>Suzanne Rancourt</td>
<td>17 of 17</td>
<td>6 of 6</td>
<td>-</td>
<td>23 of 23 (100%)</td>
</tr>
<tr>
<td>Paul Raymond</td>
<td>17 of 17</td>
<td>6 of 6</td>
<td>-</td>
<td>23 of 23 (100%)</td>
</tr>
<tr>
<td>Pierre Shoiry</td>
<td>17 of 17</td>
<td>-</td>
<td>-</td>
<td>17 of 17 (100%)</td>
</tr>
<tr>
<td>Linda Smith-Galipeau</td>
<td>17 of 17</td>
<td>-</td>
<td>6 of 6</td>
<td>23 of 23 (100%)</td>
</tr>
</tbody>
</table>

DIRECTOR INDEPENDENCE

The charter of the Board of Directors provides that the Board of Directors must at all times be constituted of a majority of individuals who are independent. Based on the information received from each Nominee Director and having taken into account the independence criteria set forth below, the Board of Directors concluded that all Nominee Directors, including the Chairman whose role is separate from that of the President and CEO of the Corporation, with the exception of Alexandre L’Heureux, are independent within the meaning of the CSA Audit Committee Rules. As of January 1, 2021, Mr. Pierre Shoiry is no longer deemed to have a “material relationship” with the Corporation as he ceased to be an employee or executive officer of the Corporation in October 2016 and ceased to receive more than $75,000 in direct compensation from the Corporation during any 12-month period within the last 3 years.

Therefore, except for Alexandre L’Heureux, President and CEO of the Corporation, all other Nominee Directors, namely Louis-Philippe Carrière, Christopher Cole, Birgit Nørgaard, Suzanne Rancourt, Paul Raymond, Pierre Shoiry and Linda Smith-Galipeau are “independent” Directors within the meaning of the CSA Audit Committee Rules in that each of them has no direct or indirect material relationship with the Corporation and, in the reasonable opinion of the Board of Directors, is independent under the applicable laws, regulations and listing requirements to which the Corporation is subject.

The following table sets forth the relationship of the Nominee Directors:

<table>
<thead>
<tr>
<th>Name</th>
<th>Independent</th>
<th>Non-Independent</th>
<th>Reason for Non-Independence</th>
</tr>
</thead>
<tbody>
<tr>
<td>Louis-Philippe Carrière</td>
<td>✓</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Christopher Cole</td>
<td>✓</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Alexandre L’Heureux</td>
<td>✓</td>
<td>✓</td>
<td>Mr. L’Heureux is the President and CEO of the Corporation.</td>
</tr>
<tr>
<td>Birgit Nørgaard</td>
<td>✓</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Suzanne Rancourt</td>
<td>✓</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Paul Raymond</td>
<td>✓</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pierre Shoiry</td>
<td>✓</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Linda Smith-Galipeau</td>
<td>✓</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

To ensure the Directors exercise independent judgment in considering transactions, agreements or decisions in respect of which a Director has a material interest, the Directors are required to disclose all actual or potential conflicts of interest and refrain from voting on such matters in accordance with applicable law. Directors are also required to excuse themselves from any discussion or decision on any matter in which they are precluded from voting as a result of a conflict of interest or which otherwise affects their personal, business or professional interests.
To facilitate the ability of the Board to function independently of Management, the following structures and processes have also been put into place:

— no more than two employees of the Corporation can serve as Directors at any time;
— when appropriate, members of Management, including the President and CEO, are not present for the discussion and determination of certain matters at meetings of the Board and Committees;
— under the by-laws of the Corporation, any one Director may call a meeting of the Board;
— the President and CEO’s compensation is considered, in his absence, by the Governance, Ethics and Compensation Committee and by the Board;
— in addition to the standing committees of the Board, independent committees may be appointed from time to time, when appropriate; and
— the independent Directors have the opportunity to meet in camera, without any non-independent Directors or members of Management present, at the end of each Board and Committee meeting.

**DIRECTORSHIPS OF OTHER REPORTING ISSUERS**

As at March 31, 2021, some Nominee Directors are directors of other public entities, as shown in the following table:

<table>
<thead>
<tr>
<th>Name</th>
<th>Public Entity</th>
<th>Committee(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Louis-Philippe Carrière</td>
<td>Saputo Inc.</td>
<td>None</td>
</tr>
<tr>
<td>Christopher Cole</td>
<td>Applus Services S.A. (Non-Executive Chairman)</td>
<td>ESG Committee None</td>
</tr>
<tr>
<td></td>
<td>Tracsis plc (Non-Executive Chairman)</td>
<td>ESG Committee None</td>
</tr>
<tr>
<td>Birgit Nørgaard</td>
<td>DSV A/S</td>
<td>Nomination Committee</td>
</tr>
<tr>
<td></td>
<td>NCC AB</td>
<td>Audit Committee</td>
</tr>
<tr>
<td>Paul Raymond</td>
<td>Alithya Group Inc.</td>
<td>None</td>
</tr>
</tbody>
</table>

**Board Interlocks**

In addition to the independence requirements, the Corporate Governance Guidelines provide that there shall be no more than two board interlocks at any given time. A board interlock occurs when two Directors also serve together on the board of another for-profit organization. As of the date of this Circular, there are no board interlocks.

**Limitations on other Board Service**

The Corporate Governance Guidelines also contain limitations on the number of other directorships that Directors and the CEO may hold. Generally, Directors should limit their service as directors on publicly-held company and investment company boards to no more than five (including the Board) and the CEO may not serve on more than two public company boards (including the Board). Service on the boards of subsidiary companies with no publicly traded stock is not included in these calculations. Furthermore, no Director is permitted to serve as director, officer or employee of a direct competitor of the Corporation. In all cases, prior to accepting an appointment to the board of directors of any company, a Director must first request the permission of the Chairman of the Board. Should it be the Chairman of the Board who wishes to join any other board of directors, then the request must be made with the Chair of the Governance, Ethics and Compensation Committee.

**ADDITIONAL DISCLOSURE RELATING TO DIRECTORS**

To the knowledge of the Corporation, none of the Directors or executive officers of the Corporation is, or within ten years before the date hereof has been, a director, chief executive officer or chief financial officer of a company (including WSP) that: (i) was the subject of a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days while the director or executive officer was acting in the capacity as director, chief executive officer, or chief financial officer, or (ii) was subject to a cease trade order or similar order, or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in that capacity.

In addition, to the knowledge of the Corporation, except as described below, no Director or executive officer of the Corporation, or any of their respective personal holding companies, nor any Shareholder holding a sufficient number of securities to affect materially the control of the Corporation: (i) is, or within ten years before the date hereof has been, a director or executive officer of any company (including WSP) that, while that person was acting in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (ii) has, within ten years before the date hereof,
become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder. In April 2012, Ms. Nørgaard was appointed chairperson of the privately held Danish company E. Pihl & Son A.S., a general contractor operating in both the Nordic markets as well as abroad. Prior to Ms. Nørgaard’s involvement, E. Pihl & Son A.S. was already in financial difficulty and in August 2013, E. Pihl & Son A.S. filed for bankruptcy.

To the knowledge of the Corporation, except as described below, no Director or executive officer of the Corporation, or any of their respective personal holding companies, or Shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation has (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision. On November 8, 2019, Mr. Shoiry reached a settlement with the Ordre des ingénieurs du Québec and entered into a plea recognizing that he did not put in place the necessary measures to supervise the application of internal rules related to the bidding for public contracts and financing of political activities before 2010. He also paid a fine of $75,000 in the aggregate.
The compensation program of the Board of Directors is designed to attract and retain highly talented and experienced directors, leading to the long-term success of the Corporation. This requires that Directors be adequately and competitively compensated.

Directors’ compensation is based on a fixed annual retainer with no additional “per meeting” fees. No director compensation is paid to Directors who are employees of the Corporation. Mr. Cole and Mr. Shoiry continue to receive medical coverage following their transition to Chairman in 2013 and Vice Chairman in 2016, respectively.

The compensation of the Chairman and the Vice Chairman is 45% cash-based and 55% equity-based consisting of DSU awards, while the compensation of the other non-executive Directors is 40% cash-based and 60% equity-based consisting of DSU awards. To the extent that the Minimum Annual Requirement of a Director under the Director Share Ownership Requirements for any particular year is met, a Director is entitled to elect to receive the equity-based portion of his or her annual compensation in cash. Directors may also elect to receive up to 100% of their compensation in DSUs. To the extent that the Minimum Annual Requirement of a Director for any particular year has not been met, the Director will receive 100% of the equity portion of his or her annual compensation in DSUs for such year. In addition, the Corporation reimburses Directors for reasonable travel and out-of-pocket expenses relating to Directors’ duties.

The following table displays the annual retainers for the year ended December 31, 2020 for all non-executive Directors, which remain unchanged from the previous year. In support of the measures implemented by Management to adjust its cost structure during the COVID-19 pandemic, the non-executive Directors agreed to a compensation reduction of 20% for half of the year 2020 to align with base salary reductions taken by senior Management. All Directors are paid in Canadian dollars, except for the Chair of the Board, who is paid in GBP.

<table>
<thead>
<tr>
<th>Director Position</th>
<th>Annual Retainer[^1][^2]</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair of the Board</td>
<td>$411,840[^3]</td>
</tr>
<tr>
<td>Vice Chairman of the Board</td>
<td>$300,000</td>
</tr>
<tr>
<td>Chair of the Audit Committee</td>
<td>$210,000</td>
</tr>
<tr>
<td>Chair of the Governance, Ethics and Compensation Committee</td>
<td>$205,000</td>
</tr>
<tr>
<td>Member of the Audit Committee</td>
<td>$190,000</td>
</tr>
<tr>
<td>Member of the Governance, Ethics and Compensation Committee</td>
<td>$185,000</td>
</tr>
<tr>
<td>Director</td>
<td>$180,000</td>
</tr>
</tbody>
</table>

[^1]: A non-executive Director who holds more than one position will receive the higher of the retainer amount corresponding to any of such positions such that no duplicative amount will be paid.
[^2]: Represents the 2020 annual retainers, prior to COVID-19 related reductions. See section “Director Compensation Table” on page 29 for the actual compensation paid to the non-executive Directors in 2020.
[^3]: The Chairman’s retainer is GBP 240,000 and is paid in GBP in four instalments. The amount shown above is the amount in Canadian dollars converted on the basis of the actual exchange rate used to pay the Chairman’s retainer, prior to the 20% COVID-19 related reductions as referenced above. The average exchange rate for 2020 was $1.7160 to GBP 1.

**DSU PLAN**

The DSU Plan was initially adopted in 2015 to allow the payment of a portion of the compensation of non-executive Directors in the form of equity-based DSUs. The DSU Plan was designed to enhance the Corporation’s ability to attract and retain talented individuals to serve as members of the Board, to promote alignment of interests between the Directors and the Shareholders and to assist Directors in fulfilling the Director Share Ownership Requirements.

Unless otherwise determined, DSUs vest immediately upon being granted. However, no Director who is a holder of DSUs has any right to receive any payment under the DSU Plan until he or she ceases to be an Eligible Director (and is not at that time an employee of the Corporation) including by death, disability, retirement or resignation (a “Termination Date”). Unless they have met the Minimum Annual Requirement under the Director Share Ownership Requirements for a given fiscal year and made an election to receive the equity-based portion of their annual compensation in cash, Eligible Directors receive part of their compensation in DSUs, the exact number of which is calculated using the Market Value of the Shares at the time of the grant.
In accordance with the terms of the DSU Plan, a Dividend Equivalent is to be computed in the form of additional DSUs calculated as of each dividend payment date in respect of which normal cash dividends are paid on the Shares and vesting on each such date, unless otherwise determined. The settlement of such additional DSUs will occur in accordance with the same terms as the underlying DSUs.

Detailed information on the DSU Plan is included in Schedule C of this Circular.

NON-EXECUTIVE DIRECTOR MINIMUM SHARE OWNERSHIP REQUIREMENT

The Corporation believes that the economic interests of Directors should be aligned with those of Shareholders. As of 2014, the Governance, Ethics and Compensation Committee established minimum share ownership requirements applicable to non-executive Directors. In 2019, the minimum share ownership requirements for non-executive Directors was increased from three (3) times to five (5) times the Cash-Based Component of their respective annual retainer and extended by one (1) year until December 31, 2021, such ownership requirements to be progressively achieved over a period of five (5) years from their appointment to the Board, or prior to December 31, 2020, whichever was later. In 2021, the minimum share ownership requirements for non-executive Directors was increased from five (5) times the Cash-Based Component of their respective annual retainer to three (3) times their total annual retainer, and extended by one (1) year until December 31, 2021 (the “Director Share Ownership Requirement”). Such ownership requirements are to be progressively achieved over a period of five (5) years from their appointment to the Board, or prior to December 31, 2021, whichever is later. Consequently, a non-executive Director is expected to meet 20% of the aggregate Director requirements are to be progressively achieved over a period of five (5) years from their appointment to the Board, or prior to December 31, 2020, whichever was later. In 2021, the minimum share ownership requirements for non-executive Directors was increased from five (5) times the Cash-Based Component of their respective annual retainer to three (3) times their total annual retainer, and extended by one (1) year until December 31, 2021 (the “Director Share Ownership Requirement”). Such ownership requirements are to be progressively achieved over a period of five (5) years from their appointment to the Board, or prior to December 31, 2021, whichever is later. Consequently, a non-executive Director is expected to meet 20% of the aggregate Director Share Ownership Requirement by the end of the first year starting from December 31, 2016 or of his or her appointment as a Director, whichever was later, 40% by the end of the second year, 60% by the end of the third year, 80% by the end of the fourth year and the aggregate threshold by the end of the five-year period (the “Minimum Annual Requirement”). The Director Share Ownership Requirement can be fulfilled through the ownership of equity-based awards such as DSUs paid as part of the annual director compensation or through the purchase of Shares on the open market or a combination of both. To the extent that the Minimum Annual Requirement of a Director for any particular year has not been met, the Director will receive 100% of the equity portion of his or her annual compensation in DSUs for such year. To the extent that the Minimum Annual Requirement of a Director for any particular year has been met, a Director will be entitled to elect to receive the equity-based portion of his or her annual compensation in cash. Directors may also choose to receive 100% of their compensation in the form of DSUs, regardless of having met their Minimum Annual Requirement.

Directors may not purchase financial instruments to hedge or offset a decrease in the market value of Shares held for the purpose of the Director Share Ownership Requirement. As the President and CEO, Alexandre L’Heureux is required to comply with the Executive Share Ownership Requirement (see section entitled “Executive Share Ownership Requirement” on page 54 for additional details).

NON-EXECUTIVE NOMINEE DIRECTOR SHARE OWNERSHIP

The following table presents share ownership information for non-executive Nominee Directors as at December 31, 2020.

<table>
<thead>
<tr>
<th>Name(1)</th>
<th>Number of Shares</th>
<th>Number of Equity-Based Awards(2)</th>
<th>Total Number of Shares and Equity-Based Awards</th>
<th>Value of at-Risk Holdings of Shares and Equity-Based Awards(3)</th>
<th>Minimum Annual Requirement for Director Share Ownership Requirement Met (✓) or (X)</th>
<th>If Not Already Met, Date by Which the Aggregate Director Share Ownership Requirement Must be Met(4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Louis Philippe Carrière</td>
<td>3,100</td>
<td>10,667</td>
<td>13,767</td>
<td>$1,660,163</td>
<td>✓</td>
<td>Requirement is met</td>
</tr>
<tr>
<td>Christopher Cole</td>
<td>22,835</td>
<td>-</td>
<td>15,767</td>
<td>$6,003,723</td>
<td>✓</td>
<td>Requirement is met</td>
</tr>
<tr>
<td>Birgit Nørgaard</td>
<td>4,500</td>
<td>-</td>
<td>4,500</td>
<td>$542,655</td>
<td>✓</td>
<td>December 31, 2021</td>
</tr>
<tr>
<td>Suzanne Rancourt</td>
<td>4,928</td>
<td>4,423</td>
<td>16,351</td>
<td>$1,127,637</td>
<td>✓</td>
<td>Requirement is met</td>
</tr>
<tr>
<td>Paul Raymond</td>
<td>1,000</td>
<td>1,757</td>
<td>2,757</td>
<td>$332,467</td>
<td>✓</td>
<td>May 15, 2024</td>
</tr>
<tr>
<td>Pierre Shoiry</td>
<td>632,202</td>
<td>16,384</td>
<td>648,586</td>
<td>$78,212,986</td>
<td>✓</td>
<td>Requirement is met</td>
</tr>
<tr>
<td>Linda Smith-Galipeau</td>
<td>-</td>
<td>4,888</td>
<td>4,888</td>
<td>$589,444</td>
<td>✓</td>
<td>January 1, 2024</td>
</tr>
</tbody>
</table>

(1) As the President and CEO, Alexandre L’Heureux is required to comply with the Executive Share Ownership Requirement (see section entitled “Executive Share Ownership Requirement” on page 54 for additional details).
(2) Consist of DSUs issued under the DSU Plan including Dividend Equivalents earned on those DSUs but not yet credited thereto.
(3) The value of at-risk holdings for Directors represents the total value of Shares and vested DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the DSUs and Shares has been calculated based on the closing price of the Shares on the TSX on December 31, 2020 of $120.59.
(4) As of 2021, the Director Share Ownership Requirement for Mr. Carrière is $630,000, for Mr. Cole it is $2,753,673 (which was calculated by converting his annual retainer in Canadian dollars on the basis of the actual exchange rate used to pay the Chairman’s retainer, which has been, respectively for each of the four instalments, of $1.7466 to GBP 1, $1.6928 to GBP 1, $1.7050 to GBP 1 and $1.7196 to GBP 1, for an average exchange rate of $1.7160 to GBP 1 in 2020), for Ms. Nørgaard it is $555,000, for Ms. Rancourt and Mr. Raymond it is $570,000, for Mr. Shoiry it is $900,000 and for Ms. Smith-Galipeau it is $615,000.
DIRECTOR COMPENSATION TABLE

The table below shows the total compensation earned by each non-executive Director as of December 31, 2020, for services rendered in the fiscal year ended December 31, 2020. All fees are paid in Canadian dollars, except for fees paid to the Chairman, which are paid in GBP. Apart from DSUs, and apart from Mr. Cole and Mr. Shoiry who continue to receive medical coverage following their transition to Chairman in 2013 and Vice Chairman in 2016, respectively, non-executive Directors do not benefit from any other equity-based awards, option-based awards, non-equity incentives, pension plan or any other form of compensation. Amounts shown are yearly, but are paid quarterly.

<table>
<thead>
<tr>
<th>Name</th>
<th>Cash Fees Earned ($)</th>
<th>Equity-Based Awards(1) ($)</th>
<th>Option-Based Award ($)</th>
<th>Non-Equity Incentive Plan Compensation ($)</th>
<th>Pension Value ($)</th>
<th>All Other Compensation ($)</th>
<th>Total Compensation(2) ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Louis-Philippe Carrière(3)</td>
<td>-</td>
<td>$189,000</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>$189,000</td>
</tr>
<tr>
<td>Christopher Cole(4)</td>
<td>$371,066</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>6,328</td>
<td>$377,394</td>
</tr>
<tr>
<td>Birgit Nørgaard(5)</td>
<td>$166,500</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>$166,500</td>
</tr>
<tr>
<td>Suzanne Rancourt(6)</td>
<td>-</td>
<td>$171,000</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>$171,000</td>
</tr>
<tr>
<td>Paul Raymond(7)</td>
<td>$85,500</td>
<td>$85,500</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>4,212</td>
<td>$274,212</td>
</tr>
<tr>
<td>Pierre Shoiry(8)</td>
<td>-</td>
<td>$270,000</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>$274,212</td>
</tr>
<tr>
<td>Linda Smith-Galipeau(9)</td>
<td>-</td>
<td>$184,500</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>$184,500</td>
</tr>
</tbody>
</table>

(1) Consist of DSUs issued under the DSU Plan.
(2) In support of the measures implemented by Management to adjust its cost structure during the COVID-19 pandemic, the non-executive Directors agreed to a compensation reduction of 20% for half of the year 2020 to align with base salary reductions taken by senior Management of WSP. See section “Director Compensation” on page 27 for the annual retainers prior to such reduction.
(3) Mr. Carrière is the Chair of the Audit Committee.
(4) Mr. Cole is the Chairman of the Board. Mr. Cole’s annual retainer is GBP 240,000 and is paid in GBP in four instalments. The amount shown above is the amount in Canadian dollars converted on the basis of the actual exchange rate used to pay the Chairman’s retainer, which has been, respectively for each of the four instalments, of $1.7466 to GBP 1, $1.6928 to GBP 1, $1.7050 to GBP 1 and $1.7196 to GBP 1 in 2020. Mr. Cole continues to receive medical coverage following his transition to Chairman on July 1, 2013 (see under “All Other Compensation” in the table above). Such benefits are paid in GBP although the amount shown above is in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements, which in 2020 was $1.7201 to GBP 1. Mr. Cole is also a member of the Governance, Ethics and Compensation Committee but receives no further compensation for services rendered in that role.
(5) Ms. Nørgaard is a member of the Governance, Ethics and Compensation Committee.
(6) Ms. Rancourt is a member of the Audit Committee.
(7) Mr. Raymond is a member of the Audit Committee.
(8) Mr. Shoiry is the Vice Chairma of the Board. Mr. Shoiry continues to receive medical coverage following his transition to Vice Chairman in 2016 (see under “All Other Compensation” in the table above).
(9) Ms. Smith-Galipeau is the Chair of the Governance, Ethics and Compensation Committee.

Incentive Plan Awards Table

The following table summarizes for each non-executive Director the number of share-based awards outstanding as at December 31, 2020.

<table>
<thead>
<tr>
<th>Name</th>
<th>Number of Shares or Units of Shares that Have Not Vested (#)</th>
<th>Market or Payout Value of Share-Based Awards that Have Not Vested ($)</th>
<th>Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed(1) ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Louis-Philippe Carrière</td>
<td>-</td>
<td>-</td>
<td>1,286,334</td>
</tr>
<tr>
<td>Christopher Cole</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Birgit Nørgaard</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Suzanne Rancourt</td>
<td>-</td>
<td>-</td>
<td>533,370</td>
</tr>
<tr>
<td>Paul Raymond</td>
<td>-</td>
<td>-</td>
<td>211,877</td>
</tr>
<tr>
<td>Pierre Shoiry</td>
<td>-</td>
<td>-</td>
<td>1,975,747</td>
</tr>
<tr>
<td>Linda Smith-Galipeau</td>
<td>-</td>
<td>-</td>
<td>589,444</td>
</tr>
</tbody>
</table>

(1) Consist of DSUs, including DSUs issued as Dividend Equivalents earned during 2020, but not yet credited thereto. The value of DSUs that have vested but not been paid out at fiscal year-end is determined by multiplying the number of vested DSUs held as at December 31, 2020 by the closing price of the Shares on the TSX on December 31, 2020 of $120.59.
Incentive Plan Awards – Value Vested or Earned During the Year

The following table provides a summary of the value of vested share-based awards compensation earned by each non-executive Director during the Corporation’s fiscal year ended December 31, 2020.

<table>
<thead>
<tr>
<th>Name</th>
<th>Options-Based Awards – Value Vested During the Year ($)</th>
<th>Share-Based Awards – Value Vested During the Year ($)</th>
<th>Non-Equity Incentive Plan Compensation – Value Earned During the Year ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Louis-Philippe Carrière</td>
<td>-</td>
<td>202,969</td>
<td>-</td>
</tr>
<tr>
<td>Christopher Cole</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Birgit Nørgaard</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Suzanne Rancourt</td>
<td>-</td>
<td>175,883</td>
<td>-</td>
</tr>
<tr>
<td>Paul Raymond</td>
<td>-</td>
<td>87,268</td>
<td>-</td>
</tr>
<tr>
<td>Pierre Shoiry</td>
<td>-</td>
<td>291,654</td>
<td>-</td>
</tr>
<tr>
<td>Linda Smith-Galipeau</td>
<td>-</td>
<td>189,940</td>
<td>-</td>
</tr>
</tbody>
</table>

(1) The value of DSUs that have vested during the year is determined by multiplying the number of units that have vested during 2020 by the closing price of the Shares on the TSX on each grant date. DSUs are paid quarterly. The amounts shown in this column include DSUs issued as Dividend Equivalents earned during 2020, but not yet credited thereto. Vested DSUs become payable once employment with the Corporation is terminated for any reason other than for cause.

UPCOMING CHANGES TO DIRECTOR COMPENSATION IN 2021

Considering the changes made to the compensation program for non-executive Directors effective as of January 1, 2019, there are currently no planned changes to Director compensation for 2021.
We consider strong and transparent corporate governance practices to be an important factor in the overall success of the Corporation and we are committed to adopting and adhering to the highest standards in corporate governance. The Corporation's corporate governance guidelines (the “Corporate Governance Guidelines”) adopted by the Board on December 11, 2015 and as amended from time to time, which are available on our website at www.wsp.com, reflect this commitment. The Corporation revises the Corporate Governance Guidelines on an ongoing basis in order to respond to regulatory changes and the evolution of best practices.

As a Canadian reporting issuer with securities listed on the TSX, the Corporation complies with all applicable rules adopted by the CSA. The Corporation also complies with the CSA Audit Committee Rules. The CSA Audit Committee Rules include requirements regarding audit committee composition and responsibilities, as well as reporting obligations with respect to audit related matters. Reference is made to the section entitled “About the Audit Committee” of the Corporation's AIF available on www.sedar.com and on our website at www.wsp.com, and which may be obtained free of charge, on request, from the Communications team of the Corporation at corporatecommunications@wsp.com.


The Board of Directors has two permanent committees: the Audit Committee and the Governance, Ethics and Compensation Committee. The following descriptions of the Corporate Governance Guidelines, the Board of Directors, the Committees, and other matters reflect the Corporation's compliance with the CSA Disclosure Instrument, the CSA Governance Policy and Canadian corporate governance best practices.

The Board of Directors has approved the disclosure of the Corporation's corporate governance practices described below, on the recommendation of the Governance, Ethics and Compensation Committee.

**ETHICAL BUSINESS BEHAVIOUR AND CODE OF CONDUCT**

Sound, ethical business practices are fundamental to the Corporation's business. The Corporation has a Code of Conduct and ancillary policies related to ethical business practices, including an Anti-Corruption Policy, a Gifts, Entertainment and Hospitality Policy, and a Working with Third Parties Policy (collectively, the “Code of Conduct”). The Code of Conduct applies to the Corporation's Directors and officers, employees and independent contractors. The Code of Conduct requires strict compliance with legal requirements and sets the Corporation's standards for ethical business conduct. Topics addressed in the Code of Conduct include, among others, business integrity, conflicts of interest, insider trading, use of corporate assets, fraudulent or dishonest activities, personal and confidential information, fair competition, employment policies, anti-retaliation policy, and reporting suspected non-compliance with the Code.

The Code of Conduct is introduced by way of an ongoing structured training and communications program. This ensures that, on a regular basis, the Corporation's Directors and officers, employees and independent contractors review the most current policies of the Corporation and underlying guidelines in place. Training is notably aimed at recognizing issues and escalating them in the organization for effective measures to be implemented in a timely fashion. As for new hires, the training has been incorporated into the induction process. The Corporation additionally requires that all employees complete an annual refresher training and provides specialized training sessions for specific employees, where it is determined that such training would be beneficial.

The Governance, Ethics and Compensation Committee has the responsibility of overseeing the interpretation of the Code of Conduct. The Chief Ethics and Compliance Officer of the Corporation oversees the Corporation's ethics and compliance program and is responsible for the day-to-day interpretation and application of the Code of Conduct, for proposing adjustments to the Code of Conduct and for ensuring that the associated training program is duly implemented throughout the Corporation. The Code of Conduct is regularly reviewed and updated. The Chief Ethics and Compliance Officer of the Corporation reports on this process on an annual basis and proposes any changes for review to the Governance, Ethics and Compensation Committee. In 2020, following an audit of WSP's ethics and compliance program conducted by Ethisphere, WSP was awarded with the Compliance Leader Verification certification, which attests to the quality of the Corporation's ethics and compliance program.
The Code of Conduct provides that each of the Corporation's Directors and officers, employees and independent contractors has an obligation to report violations or suspected violations of the Code of Conduct. The Corporation does not tolerate retaliation against anyone for making a report in good faith. In addition, the Corporation's Business Conduct Hotline provides a means to raise issues of concern confidentially and anonymously with a third-party service provider. Any information received is processed by an independent party, the Chief Ethics and Compliance Officer of the Corporation, or the Vice President, Internal Audit of the Corporation who are required to advise the Chair of the Governance, Ethics and Compensation Committee or of the Audit Committee, as applicable. Pursuant to the Code of Conduct, the Chief Ethics and Compliance Officer of the Corporation is charged with the responsibility for maintaining the Business Conduct Hotline and ensuring that alleged Code of Conduct violations are investigated. The Code of Conduct is available on the Corporation's website at www.wsp.com and on SEDAR at www.sedar.com.

SHAREHOLDER ENGAGEMENT

Reaching out to stakeholders and listening to their opinions is an important value of the Corporation and is crucial in understanding our investors' concerns and sentiment. As such, the Board seeks to engage, primarily through its Chairman, Vice Chairman, CEO and CFO, in ongoing constructive dialogue with Shareholders and other stakeholders on a wide range of topics, including executive compensation and governance matters.

The Corporation engages with Shareholders through a variety of channels, including the Corporation's website at www.wsp.com, quarterly conference calls and periodic investor day meetings or similar events (breakfasts, site visits, virtual conferences) (see section entitled “Investor Days and Related Events” page 33 for additional details).

WSP's communications with Shareholders and the investment community generally is currently under the responsibility of the CFO, who can be contacted by mail, phone or email at:

WSP Global Inc.
1600 René-Lévesque Blvd. West
11th Floor
Montreal, Quebec, H3H 1P9
Attn: Chief Financial Officer
514-340-0046
corporatecommunications@wsp.com

Shareholders may also communicate directly with members of the Board, including the Chairman, through the Corporate Secretary (being the Board's designated agent to receive and review communications addressed to it or to an individual Director), by directing communications by mail to WSP Global Inc., c/o Corporate Secretary, 1600 René-Lévesque Blvd. West, 11th Floor, Montreal, Quebec, Canada, H3H 1P9, marking the envelope “Confidential”. All topics that are appropriate for the Board to address will be forwarded to the indicated addressee.

The Chairman and other Directors can answer Shareholders’ questions at the Meeting and at any other meeting of Shareholders.

Continuous Disclosure and Disclosure Policy

The Corporation has adopted a Public Disclosure Policy to provide guidelines with respect to the dissemination and disclosure of information to the investment community and Shareholders. The objectives of the Public Disclosure Policy seek to ensure that communications are timely, accurate and broadly disseminated in accordance with applicable legislation, and sound disclosure practices which maintain the confidence of the investment community, including investors, in the integrity of the Corporation's information.

Sound disclosure practices are the most valuable means of communicating with Shareholders, and the Corporation believes that through its annual and ad hoc disclosure documents, including, among others, this Circular, the Corporation's financial statements and accompanying management's discussion and analysis, annual information form, annual report, quarterly interim reports and conference calls, periodic press releases, as well as the Corporation's website and sustainability report, it effectively communicates its commitment to not only meet but exceed governance standards, be they imposed by legislation or encouraged as best practices. The Corporation is committed to providing timely, accurate, and balanced disclosure of material information consistent with legal and regulatory requirements.

The Corporation has established a public disclosure committee to support the CEO and CFO in identifying material information and determining how and when to disclose that material information and to seek to ensure that all material disclosures comply with relevant securities legislation. The public disclosure committee is composed of the CFO, the Chief Legal Officer, the Investor Relations Officer and the Chief Accounting Officer of the Corporation and reviews and evaluates disclosures and potential disclosures prior to the release of the Corporation's quarterly, annual and other disclosure documents. Dissemination to the public of material information, both financial and non-financial, which was previously undisclosed, must be reviewed and approved in advance by the public disclosure committee.

Say on Pay

The Corporation has adopted a “say on pay” policy, the purpose of which is to provide appropriate Director accountability to the Shareholders for the Board’s compensation decisions, by giving Shareholders a formal opportunity on an annual basis to provide their views on the disclosed objectives of the executive compensation plans of the Corporation and on the plans themselves.

The Governance, Ethics and Compensation Committee carefully considers Shareholder feedback on the Corporation’s executive compensation programs, and works to continue the design and implementation of compensation programs that promote the creation of Shareholder value and further our executive compensation philosophy in a challenging economic environment.

As this is an advisory vote, the results are not binding upon the Board; however, the Board will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures, and decisions and in determining whether there is a need to significantly increase their engagement with Shareholders on compensation and related matters. The Corporation discloses the results of the Shareholder non-binding advisory vote as part of its report on voting results and related press release to be posted on SEDAR at www.sedar.com and on the Corporation’s website at www.wsp.com. The Board discloses to Shareholders, no later than in the management information circular for its next annual meeting, the changes to the compensation plans made or to be made (or why no such changes were made) by the Board as a result of its engagement with Shareholders. In the event that a significant number of Shareholders oppose the resolution, the Board will consult with its Shareholders, particularly those who are known to have voted against it, in order to understand their concerns and will review the Corporation’s approach to compensation in the context of those concerns. Shareholders who have voted against the resolution will be encouraged to contact the Board to discuss their specific concerns.

At the 2020 annual meeting of Shareholders held on May 7, 2020, the non-binding advisory vote on executive compensation received significant Shareholder support with 94.24% of affirmative votes. The Board and the Governance, Ethics and Compensation Committee greatly value the Shareholder feedback on executive compensation and, after considering the 2020 results, worked to continue the design and implementation of compensation programs that promote the creation of Shareholder value and align the interests of executive officers with those of Shareholders.

The “say on pay” policy (Advisory Vote on Executive Compensation) is available on the Corporation’s website at www.wsp.com.

Majority Voting Policy

The Board of Directors has adopted a Majority Voting Policy that provides that, in an uncontested election of Directors, a nominee director who receives less than a majority of the votes cast with respect to his or her election must immediately tender his or her resignation to the Board. The Board of Directors will accept the resignation absent exceptional circumstances and will announce its decision in a press release within 90 days following the meeting of Shareholders resulting in the resignation. The Majority Voting Policy is available on the Corporation’s website at www.wsp.com.

Investor Days and Related Events

The Corporation holds “investor days” or similar events (breakfasts, site visits, virtual conferences, presentations by the Corporation’s senior officers, quarterly earnings and acquisition-specific calls and other meetings, etc.) on a periodic basis at which Management can exchange with analysts, Shareholders and other stakeholders of the Corporation. During these meetings, Management provides an update to analysts, Shareholders and other stakeholders on the Corporation’s operations, performance and outlook while making sure to respect its disclosure obligations and avoid any selective disclosure. These meetings also provide analysts, Shareholders and stakeholders with the opportunity to raise questions and concerns to Management regarding the Corporation’s business and affairs.

Feedback from Shareholders comes from one-on-one or group meetings, in addition to regular interactions on specific questions between the Corporation's investor relations department and Shareholders. Investor relations conferences, and results conference calls are broadcasted live through the website of the Corporation at www.wsp.com. Materials from results conference calls as well as a transcript of the call are archived and available on the website of the Corporation at www.wsp.com.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”)

WSP’s environmental, social and governance (“ESG”) initiatives support our efforts in responsible corporate citizenship, underpin our business strategy and enable the Corporation to mitigate risks related to our reputation in ESG. WSP’s Global Sustainability Policy guides our actions and our approach. It is aligned to our strategic pillars of Clients, Expertise, Operational Excellence and People & Culture, allowing us to report clearly on our progress in our annual Global Sustainability Report. The Global Sustainability Policy is reviewed annually and was last updated in 2020. Reports on various initiatives are made quarterly to the global leadership team, the Governance, Ethics and Compensation Committee and the Board of Directors. The Global Sustainability Policy and our latest Global Sustainability Report, which is published on an annual basis, are available on the Corporation’s website at www.wsp.com.

In 2019, WSP reviewed Board-level responsibility for ESG, assigning this in the first quarter of 2019 to the Chair of the Governance, Ethics and Compensation Committee, and also naming a Global Sustainability Sponsor. The title of this sponsorship position was modified in 2020 to Global Corporate Director, ESG. In 2019, the Governance, Ethics and Compensation Committee Charter was also amended to add to the duties and responsibilities of that committee: (i) the review of WSP’s sustainability policies and practices and the monitoring of WSP’s commitment to sustainability; and (ii) the review of the Corporation’s environmental and social policies and
oversight of WSP's strategy and reporting of environmental, social and governance matters (which scope was expanded and delegated by the Board to the Governance, Ethics and Compensation Committee).

To further support governance of ESG matters, we have incorporated principal ESG-related risks into our Enterprise Risk Management (ERM) program, and plan to begin formal assessment of the risks on a standardized basis in 2021.

As part of WSP's commitment to deliver on the sustainability ambitions outlined in its 2019-2021 global strategic plan, the Corporation announced on February 4, 2020 that it had amended its credit facility to include financing terms that reduce or increase the borrowing costs on the lending facility as sustainability targets are met or missed, thereby becoming the first professional services firm to sign a sustainability-linked syndicated credit facility in the Americas. The three sustainability performance targets that highlight and measure WSP's continued advancement of its sustainability initiatives are (i) reduction in market-based greenhouse gas emissions across its global operations from 2018 to 2021; (ii) increased percentage of “Green” Revenues (revenues from services having a positive impact on the environment) by the end of 2021; and (iii) increase in the percentage of management positions held by women by the end of 2021.

WSP uses recognized frameworks to communicate ESG performance to stakeholders; using these frameworks also supports the Corporation's constant efforts to evaluate, monitor and improve its ESG strategies. For example, the Corporation prepares its Global Sustainability Report in accordance with the “Global Reporting Initiative (GRI) Standards: Core Option”. In WSP's 2020 Global Sustainability Report, the Corporation plans to include Sustainability Accounting Standards Board (SASB) indicators for the first time, to measure its performance in a way that facilitates comparison within its industry. We also plan to increase the reporting of climate-related financial information, in accordance with the Task Force on Climate-related Financial Disclosures (TCFD) reporting recommendations.

At the end of 2020, the scope of the Corporation's existing global Sustainability Task Force was expanded to include further ESG topics, and it was duly renamed the Global Environmental, Social and Governance Committee (“ESG Committee”). The Global Corporate Director, ESG, reports on ESG progress and initiatives to the Governance, Ethics and Compensation Committee on a quarterly basis. The ESG Committee provides a forum to enhance the Corporation's ESG performance and advance its initiatives from both a regional and global perspective, on behalf of all our stakeholders. Membership of the ESG Committee includes representation from regional leaders, as well as WSP’s global corporate functions.

In April 2019, WSP became a signatory of the United Nations Global Compact (UNGC). Participants to the UNGC commit to setting in motion changes to their business and incorporating the 10 UNGC principles into their overall strategy, culture and day-to-day operations. WSP began to report on progress related to the UNGC commitment in 2020 and will continue to report annually. Through this pledge, WSP has reiterated its commitment to contribute to the United Nations Sustainable Development Goals (SDGs). The Corporation’s market sectors and therefore many of its projects contribute directly to the SDGs.

Engaging with stakeholders to discuss strategy and progress is an important part of WSP's ESG program. This involves regular engagement and open dialogues with investors and shareholders on the topic, including presentations at investor conferences, which are led by the Investor Relations team and the Global Corporate Director, ESG. Feedback from investors is considered in enhancements to the Corporation's ESG program and reporting.

Additional disclosure on WSP's initiatives, practices and efforts around each of the ESG pillars is included in this section of the Circular entitled “Disclosure Of Corporate Governance Practices”. Specifically, the Environmental pillar is covered under “Environmental”, the Social pillar is covered under “Inclusion and Diversity”, “Health, Safety and Wellbeing” and “Employee Engagement during the COVID-19 Pandemic”, and the “Governance” pillar is discussed throughout this section “Disclosure Of Corporate Governance Practices”.

**COMPOSITION OF THE BOARD OF DIRECTORS**

**Board Size**
The Board of Directors is currently comprised of eight members and has fixed at eight the number of Directors to be elected at the Meeting, being Louis-Philippe Carrière, Christopher Cole, Alexandre L’Heureux, Birgit Nørgaard, Suzanne Rancourt, Paul Raymond, Pierre Shoiry and Linda Smith-Galipeau. All of the Nominee Directors are currently members of the Board of Directors and were elected as such by the Shareholders of the Corporation at the annual meeting of Shareholders held on May 7, 2020.

**Board and Committee Organization**
The Board of Directors and Committee meetings are generally organized as follows:

— five regularly scheduled Board meetings each year, including a one-day meeting to consider and approve the Corporation's budget and strategy;
— five regularly scheduled Audit Committee meetings per year and five regularly scheduled Governance, Ethics and Compensation Committee meetings per year;
— special Board or Committee meetings are held when deemed necessary; and
members of Management and certain other key employees are regularly called upon to give presentations at the Board and Committee meetings.

The Board and the Committees each have a one-year working plan of items for discussion. These working plans are reviewed and adapted at least annually to ensure that all of the matters reserved to the Board and the Committees, as well as other key issues, are discussed at the appropriate time.

The Chairman sets Board agendas with the CEO and works together with the CFO and Corporate Secretary to make sure that the information communicated to the Board and the Committees is accurate, timely and clear. This applies in advance of regularly scheduled meetings and, in exceptional circumstances, between these meetings. In addition, Directors are provided with Board and Committee materials electronically in advance of each meeting.

The Board reviews reports from each of the Committees and receives, from time to time, reports from members of Management, other key employees, the Corporate Secretary, as well as outside consultants as deemed necessary. The Board and the Committees may also seek independent professional advice to assist them in their duties, at the Corporation’s expense.

Independence of Directors

The charter of the Board of Directors provides that the Board of Directors must at all times be constituted of a majority of individuals who are independent within the meaning of the CSA Audit Committee Rules. Please refer to the section entitled “Director Independence” on page 24 of this Circular for the determination of the Board on the independence of the Directors.

In Camera Meetings

The agenda for each Board and Committee meeting provides for independent Directors to have the opportunity to meet in camera without Management present at the end of each regularly scheduled meeting of the Board or Committees. The in camera portion of such meetings encourages open and candid discussions among those Directors and provides them with an opportunity to express their views on key topics before decisions are taken. During the fiscal year ended December 31, 2020, the non-executive Directors either met or determined that it was not necessary to hold an in camera meeting following each regularly scheduled Board, Audit Committee and Governance, Ethics and Compensation Committee meeting. The Directors determined that it was necessary to hold one in camera session at the Board, six in camera sessions at the Audit Committee and five in camera sessions at or in connection with the Governance, Ethics and Compensation Committee meetings during the fiscal year ended December 31, 2020. During each meeting, the independent directors are encouraged to ask questions and to challenge Management and, thanks to an open and constructive working relationship, conversations at the meetings among the independent directors are encouraged to be open and candid regardless of the presence of non-independent directors or Management. If ever there is a topic that an independent director would like to discuss in camera, they are encouraged to make use of the time allocated in the agenda for this purpose at the end of each meeting. In addition to these in camera sessions, private meetings of the Directors are held on an ad hoc basis.

Position Descriptions

The Board of Directors has developed written position descriptions for the Chairman, the CEO and the Chair of each of the Audit Committee and the Governance, Ethics and Compensation Committee. Summaries of the foregoing position descriptions are attached to this Circular as Schedule B, and the complete text of the position descriptions can be found on the Corporation’s website at www.wsp.com. These descriptions are reviewed annually by the Governance, Ethics and Compensation Committee and are updated as required.

Directors’ Attendance Policy

The Corporate Governance Guidelines provide that each Director must have a combined attendance rate of 75% or more at Board and Committee meetings to stand for re-election, unless exceptional circumstances arise such as illness, death in the family or other similar circumstances.

Non-attendance at Board and Committee meetings is rare, and typically occurs when an unexpected commitment arises, a special meeting is convened on short notice or when there is a prior conflict with a meeting which had been scheduled and could not be rearranged. Given that Directors are provided with Board and Committee materials in advance of the meetings, Directors who are unable to attend are encouraged to provide comments and feedback to either the Chairman, the Chair of the relevant Committee or the Corporate Secretary, who then seek to ensure those comments and views are raised at the meeting. In addition, Directors who are unable to attend a particular meeting are encouraged to contact the Corporate Secretary as soon as practicable thereafter to be provided with an update and a briefing of discussions and resolutions passed at the meeting. Please see the section entitled “Board and Committee Attendance” on page 24.
Nomination Process and Skills Matrix

The Governance, Ethics and Compensation Committee is composed entirely of independent Directors and its responsibilities include among other things:

— planning succession for the Board of Directors, including for the Chair of the Board of Directors and the Chair of each Committee;
— identifying and recommending to the Board of Directors suitable director candidates;
— determining the composition of the Board of Directors;
— implementing and conducting a process to assess, on an annual basis, the effectiveness of the Board of Directors, the Committees, and the individual performance of each Director; and
— nominating and evaluating, as well as planning succession for, the CEO and other executive officers of the Corporation.

As part of this process, to encourage an objective nomination process, the Governance, Ethics and Compensation Committee considers what competencies, skills and personal attributes the Board of Directors, as a whole, should possess, then assesses the skill sets and personal attributes of current Directors and identifies any additional skills sets or personal attributes deemed to be beneficial. Ultimately, candidates are assessed on their individual qualifications, diversity, breadth of experience, expertise, integrity and character, sound and independent judgment, insight and business acumen. Directors are expected to display these personal qualities and apply sound business judgment to help the Board make wise decisions and provide thoughtful and informed counsel to Management.

When identifying candidates to nominate for election to the Board or in its review of executive officer succession planning and talent management, the Governance, Ethics and Compensation Committee will:

— consider individuals who are highly qualified, based on their talents, experience, functional expertise and personal skills, character and qualities having regards to the Corporation’s current and future plans and objectives, as well as anticipated regulatory and market developments;
— consider criteria that promote gender balance and diversity, including with regards to women, national origin and ethnicity, including Indigenous peoples and members of visible minorities, persons with disabilities and other dimensions;
— consider the level of representation of women on the Board and in executive officer positions along with other markers of diversity when making recommendations for nominees to the Board or for appointment as executive officers and in general with regard to succession planning for the Board and executive officers; and
— as required, engage qualified independent external advisors to assist the Board in conducting its search for candidates that meet the Board’s criteria regarding skills, gender balance, experience and diversity.

The Governance, Ethics and Compensation Committee uses a skills matrix to identify those areas which are necessary for the Board to carry out its mandate effectively and to regularly consider board composition and anticipated board vacancies in light of its stated objectives and policies. The skills matrix was updated by the Governance, Ethics and Compensation Committee in the fiscal year ended December 31, 2016 and, subject to minor changes, remained substantially the same for the following fiscal years.

The following table reflects the diverse skill set of the Nominee Directors and identifies the specific experience, expertise and personal attributes brought by each individual Nominee Director.
<table>
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<tr>
<th>Industry Experience</th>
<th>Louis-Philippe Carrière</th>
<th>Christopher Cole</th>
<th>Alexandre L’Heureux</th>
<th>Birgit Nørgaard</th>
<th>Suzanne Rancourt</th>
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Legend:
- ● Extensive knowledge and experience with regular exposure (known as an expert)
- ● Advance knowledge combined with experience
- ● General knowledge with some practical experience
Geographic Location

As the Corporation is engaged in wide-ranging operations, conducts business in countries around the world with global partners and operates within complex political and economic environments, the Board attempts to recruit and select Board candidates that have global business understanding and experience. Many current Directors also have extensive international business experience.

The following table illustrates the geographic location of the Nominee Directors:

<table>
<thead>
<tr>
<th>Country of Residence</th>
<th>Nominee Directors</th>
</tr>
</thead>
<tbody>
<tr>
<td>Canada</td>
<td>Louis-Philippe Carrière, Alexandre L’Heureux, Suzanne Rancourt, Paul Raymond, Pierre Shoiry</td>
</tr>
<tr>
<td>United Kingdom</td>
<td>Christopher Cole</td>
</tr>
<tr>
<td>Denmark</td>
<td>Birgit Nørgaard</td>
</tr>
<tr>
<td>United States of America</td>
<td>Linda Smith-Galipeau</td>
</tr>
</tbody>
</table>

Serving on the Board of Directors

ORIENTATION

The Board of Directors considers that orienting and educating new Directors is an important element of ensuring responsible governance and is committed to the ongoing professional development of its Directors. Suitably-oriented and educated Directors support the Board's objective to provide strategic value and oversight to the President and CEO and to Management. The Corporation's Directors Orientation Plan and Development Program (the “Orientation and Development Plan”) seeks to ensure that each new Director fully understands the Corporation's governance structure, the role of the Board and the Committees, the expectations in respect of individual performance and the Corporation's operations and working environment.

Pursuant to the Orientation and Development Plan, new Directors are provided with an extensive information package on the Corporation and its industry, including:

- the history of the Corporation, its articles, by-laws and corporate chart;
- the Corporation's current strategic plan and operating budget;
- the previous years' minutes, investor relations reports, annual reports and key continuous disclosure documents of the Corporation;
- the charters and work plans of the Board and the Committees, and the position descriptions of the Chairman, CEO, CFO and the Chair of each Committee;
- the current executive and director compensation programs of the Corporation, and the Directors and Officers insurance policy;
- the Corporation's material policies and procedures, including the Code of Conduct; and
- information on the Corporation's business sectors and industry.

New members of the Board of Directors are also invited to attend orientation sessions with members of Management and other Directors to discuss the Corporation's business, industry, financial performance and comparative industry data, its strategic direction, key performance indicators and its current performance, challenges and opportunities, and the Corporation's major risks and risk management strategy. Within a year of the appointment of a new Director, the Chairman and Corporate Secretary will meet with such Director to obtain feedback on the orientation process, determine comfort level with the Director's role, and to determine if any additional information is required by such Director.

CONTINUING EDUCATION

In accordance with the Orientation and Development Plan, the Board of Directors, in consultation with the Governance, Ethics and Compensation Committee, encourages professional development and continuing education of Directors. The development program is tailored to the specific needs, skills and competencies of the Board, the Committees and each individual Director and customized to the strategic environment of the Corporation. The Corporation also provides quarterly reports on the operations and finance of the Corporation to the Directors as well as analyst studies, industry studies, investor relations reports and legislative updates that are relevant to the Corporation's operations and benchmarking information. Moreover, Directors receive various presentations from Management at each regularly scheduled meeting on a variety of subjects relevant to the Corporation's business, industry, and legal or other environment, in addition to being provided with updates and short summaries of relevant information. Directors also receive presentations from external sources on a variety of topics impacting the Corporation's business and on the global economic environment. Directors are also invited to attend site visits which are generally organized on a yearly basis, as appropriate. Documentation and selected presentations are also provided to the Directors to ensure that their knowledge and understanding of the Corporation's business remain current. Moreover, Directors are encouraged to attend seminars and other educational programs and the Corporation undertakes to assume the costs of such courses.
In 2020, members of the Board and the Committees frequently discussed at the meetings various COVID-19 related topics in addition to participating in the following presentations and events:

<table>
<thead>
<tr>
<th>Date</th>
<th>Topic</th>
<th>Presenter(s)</th>
<th>Attendees</th>
</tr>
</thead>
<tbody>
<tr>
<td>February 3, 2020</td>
<td>IFRS Update</td>
<td>David Langlois, Chief Accounting and Treasury Officer</td>
<td>Audit Committee Members</td>
</tr>
<tr>
<td>May 5, 2020</td>
<td>Report on global and regional diversity and inclusion programs and initiatives (including gender balance)</td>
<td>Robert Ouellette, Chief Corporate Services Officer</td>
<td>All Directors</td>
</tr>
<tr>
<td>May 5, 2020</td>
<td>Report on sustainability and broader environmental and social issues</td>
<td>André-Martin Bouchard, Global Director, Environment &amp; Resources, Global Corporate Director, ESG</td>
<td>All Directors</td>
</tr>
<tr>
<td>August 4, 2020</td>
<td>Overview of the U.S. business, including leadership, clients, markets and projects</td>
<td>Lewis (Lou) Cornell, President and CEO of WSP, USA</td>
<td>All Directors</td>
</tr>
<tr>
<td>August 5, 2020</td>
<td>Overview of insurance programs of the Corporation and insurance landscape</td>
<td>Brigitte Roy, VP, Global Head of Insurance, Claims and Litigation</td>
<td>All Directors</td>
</tr>
<tr>
<td>December 8, 2020</td>
<td>Overview of the Corporation’s Major Projects Delivery and Programs</td>
<td>Marie-Claude Dumas, Global Director, Major Projects &amp; Programs/Executive Market Leader - Quebec</td>
<td>All Directors</td>
</tr>
<tr>
<td>December 9, 2020</td>
<td>Ethics training</td>
<td>Eric Feldman, Senior VP and Managing Director, Corporate Ethics and Compliance Programs for Affiliated Monitors Inc.</td>
<td>All Directors</td>
</tr>
<tr>
<td>December 17, 2020</td>
<td>IFRS Update</td>
<td>David Langlois, Chief Accounting and Treasury Officer</td>
<td>Audit Committee Members</td>
</tr>
</tbody>
</table>

**Mechanisms for Board Renewal**

**TERM LIMITS AND MANDATORY RETIREMENT**

The Board does not believe in term limits or mandatory retirement, nor does it believe that Directors should necessarily expect to be re-nominated annually. On an ongoing basis, a balance must be struck between ensuring that there are fresh ideas and viewpoints available to the Board while not losing the insight, experience and other benefits of continuity contributed by longer serving Directors. As such, the Board has determined that the tenure of Directors will not be subject to a mandatory retirement age or a maximum term limit.

To provide for adequate board renewal, the Governance, Ethics and Compensation Committee conducts the Director assessments described below, the results of which are used to assess the performance of the Board and determine improvements to Board composition. The Board has demonstrated the effectiveness of its approach as a mechanism for Board renewal as only three out of the eight Nominee Directors, representing 37.5% of the Nominee Directors, were Directors of the Corporation prior to 2016, and the composition of the Board has changed at every annual meeting of Shareholders between 2011 and 2017, inclusively, and in 2019.

**ASSESSMENTS**

The Governance, Ethics and Compensation Committee has developed a process in order to assess the effectiveness and performance of the Board, its Chairman, the Committees and their respective Chairs, as well as to appraise such member’s own participation on the Board of Directors. The Board conducts a comprehensive survey of all of the Directors annually to this effect. During 2020, the Directors completed a Director self-evaluation questionnaire, an evaluation of the effectiveness of the Board and Committees as well as an evaluation of the Chair of the Board and the Chair of each Committee. This provides an opportunity for Directors to provide their feedback on the effectiveness and performance of the Board and the Committees. The results from this assessment are collated and discussed by the Chairman at a meeting of the Board of Directors, in addition to being discussed individually with Directors.
ROLE AND DUTIES OF THE BOARD OF DIRECTORS AND ITS COMMITTEES

Board Mandate

The Board of Directors is responsible for the stewardship of the Corporation. To carry out this role, the Board oversees the conduct, direction, and results of the Corporation's business. In turn, Management is mandated to conduct the day-to-day business and affairs of the Corporation and is responsible for implementing the strategies, goals, and directions approved by the Board.

The duties and responsibilities of the Board are to supervise the management of the business and affairs of the Corporation and to act with a view towards the best interests of the Corporation. In discharging its mandate, the Board is responsible for the oversight and review of the development or approval of, among other things, the following matters:

- the strategic planning process of the Corporation;
- a strategic plan for the Corporation that takes into consideration, among other things, the longer-term opportunities and risks of the business;
- annual capital and operating budgets that support the Corporation's ability to meet its strategic objectives;
- all significant decisions outside of the ordinary course of the Corporation's business, including major financings and material acquisitions and divestitures;
- succession planning, including the appointment of the CEO and CFO;
- the implementation, review of and compliance with the Corporation's material policies;
- a communications policy for the Corporation to facilitate communications with investors, other interested parties and the investment community more generally;
- a reporting system that accurately measures the Corporation's performance against its strategic plan; and
- the integrity of the Corporation's internal control over financial reporting, management information systems, disclosure control and procedures, and financial disclosure.

The Board also has the responsibility of managing the risks to the Corporation's business and must:

- confirm that Management identifies the principal risks of the Corporation's business and implements appropriate systems to manage these risks; and
- evaluate and assess information provided by Management and others about the effectiveness of the Corporation's risk management systems.

In the context of the COVID-19 pandemic, the Board worked closely with Management to formulate and execute quickly and efficiently a plan to manage the challenges brought upon by the health crisis. Board members met more frequently, for a total of seventeen meetings in 2020, to ensure the stewardship of the Corporation, provide support and guidance to Management, and manage the risks associated with the pandemic.

The Board also has the mandate to assess the effectiveness of the Board as a whole, the Committees and the contribution of individual Directors.

The Board discharges its responsibilities directly and through its Committees, currently consisting of the Audit Committee and the Governance, Ethics and Compensation Committee.

The Board of Directors has adopted a written charter which sets out, among other things, its role and responsibilities. The charter of the Board of Directors, as amended from time to time, is attached as Schedule A of this Circular.

Committees of the Board of Directors

The Board of Directors has an Audit Committee and a Governance, Ethics and Compensation Committee. The roles and responsibilities of each of the Audit Committee and the Governance, Ethics and Compensation Committee are set out in formal written charters which are available on the Corporation's website at www.wsp.com. These charters are reviewed annually so that they reflect best practices as well as applicable regulatory requirements.

The following section includes reports from each of the Committees, which describe its members, responsibilities and activities.

AUDIT COMMITTEE

The Audit Committee is currently composed of three members: Louis-Philippe Carrière (Chair), Suzanne Rancourt and Paul Raymond, who have all been members of the Audit Committee since at least the annual meeting of Shareholders held on May 15, 2019. Each of these individuals is independent from the Corporation within the meaning of the CSA Audit Committee Rules. In addition, each of the members of the Audit Committee is "financially literate" within the meaning of the CSA Audit Committee Rules. The members of the Audit Committee have no direct or indirect relationships with Management, the Corporation or any of its subsidiaries which, in the opinion of the Board of Directors, may interfere with such members' independence from Management, the
Corporation and its subsidiaries. For more information regarding the relevant education and experience of each member of the Audit Committee, please refer to the “Description of the Nominee Directors” section of this Circular on page 16.

The Board of Directors has adopted a written charter for the Audit Committee, which sets out the Audit Committee’s key responsibilities, including, without limitation, the following:

− overseeing the quality, integrity and timeliness of the Corporation’s financial reporting;
− ensuring that adequate procedures are in place for the review of the Corporation’s public disclosure documents;
− overseeing the Corporation’s risk management systems;
− reviewing the Corporation’s internal control system;
− reviewing related-party transactions of the Corporation and consider any applicable risk;
− overseeing the work and reviewing the independence of the external auditors of the Corporation;
− overseeing the work of the internal auditor of the Corporation; and
− overseeing the adequacy of the Corporation’s process for complying with laws and regulations.

The Audit Committee met six times in 2020. In accordance with its internal work plan and its charter, the Audit Committee executed the following key projects throughout the course of the year:

− conducted a review of the services rendered by the Corporation’s external auditors;
− conducted a review of the pre-approval policy for external auditors which provides for the pre-approval by the Audit Committee of all audit and non-audit services prior to engagement;
− conducted a review of the annual fraud risk assessment;
− oversaw the internal audit plan, responsibilities, activities, budget and staffing;
− oversaw the Corporation’s Enterprise Risk Management program;
− oversaw the Corporation’s enterprise resource planning;
− oversaw the Corporation’s plan and strategy, including IT general controls, regarding the disclosure controls and procedures and the international controls over financial reporting of the Corporation, as contemplated by National Instrument 52-109 – Certificate of Disclosure in Issuers’ Annual and Interim Filings; and
− oversaw the Information Technology and Information Security programs.

Please refer to the section of the Corporation’s AIF entitled “About the Audit Committee” for additional information on the Audit Committee. The AIF is available on the Corporation’s website at www.wsp.com and on SEDAR at www.sedar.com. The written charter of the Audit Committee is also available on the Corporation’s website at www.wsp.com.

GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE

The Governance, Ethics and Compensation Committee is currently composed of three members: Linda Smith-Galipeau (Chair), Birgit Nørgaard and Christopher Cole, who have all been members of the Governance, Ethics and Compensation Committee since at least the annual meeting of Shareholders held on May 15, 2019. Each of these individuals is independent from the Corporation within the meaning of the CSA Audit Committee Rules. The Governance, Ethics and Compensation Committee members have several years of experience in negotiating executive compensation and in managing governance, ethics and compensation in large businesses. For more information regarding the professional backgrounds of the Governance, Ethics and Compensation Committee members, please refer to the “Description of the Nominee Directors” section of this Circular on page 16.

The Board of Directors has adopted a written charter for the Governance, Ethics and Compensation Committee, which sets out the Committee’s key responsibilities. The written charter of the Governance, Ethics and Compensation Committee is available on the Corporation’s website at www.wsp.com.

The Governance, Ethics and Compensation Committee’s key responsibilities include, among others, the following:

− develop a set of corporate governance guidelines for the Board’s overall stewardship responsibility and the discharge of its obligations to the Corporation’s stakeholders;
− review, report and, when appropriate, provide recommendations to the Board annually on the Corporation’s policies, programs and practices relating to business conduct and ethics, including the Code of Conduct;
− propose new candidates for election or appointment to the Board of Directors, and develop and review, as appropriate, an orientation and continuing education program for Directors;
− develop appropriate qualifications and criteria for the selection of Directors;
— conduct reviews of Director remuneration for Board and Committee services in relation to current industry practices;
— develop a process to assess the effectiveness of the Board and its committees, including their respective chairpersons;
— assess the competencies and skills each existing director possesses and their contribution to the overall skill set required for the Board;
— consider and recommend for approval by the Board of Directors the appointment of the CEO and the CFO;
— together with the Chairman, review the performance of the CEO against pre-set specific performance criteria relevant to the compensation of the CEO and make recommendations to the Board on the compensation of the CEO based on these evaluations;
— together with the CEO, review the performance of the other executive officers of the Corporation against pre-set specific performance criteria relevant to their compensation and make recommendations to the Board on the compensation of these executive officers based on such evaluations;
— review, with the Chairman and the CEO, the succession plans of the CEO and other executive officers, and the emergency CEO succession plan, and make recommendations to the Board;
— oversee the design, implementation and administration of any executive long-term or short-term incentive plans and the establishment of guidelines for any director or executive share ownership requirements;
— conduct an annual review and approval of compensation disclosure;
— review the Corporation's health, safety and wellbeing policies and practices;
— review the Corporation's sustainability policies and practices and monitor the Corporation's commitment to sustainability; and
— review the Corporation's environmental and social policies and oversee the Corporation's strategy and reporting of environmental and social matters.

The Governance, Ethics and Compensation Committee met six times in 2020. In accordance with its internal work plan and its charter, the Governance, Ethics and Compensation Committee executed the following key projects throughout the course of the year:
— conducted a review of the annual performance process of the directors, the chairs, the Board and the Committees, as well as the annual review of competencies, skills and personal qualities of directors;
— conducted a review of the charters of the Board and the Committees, and the position descriptions of the CEO, CFO, Chief Ethics Officer, and Chair of the Board and of each Committee;
— conducted a review of the compensation philosophy and strategy for 2021;
— conducted a review of the 2020 compensation program in light of the COVID-19 pandemic;
— conducted a review of the talent management and succession planning, including the CEO succession planning process;
— conducted a review of the directors' orientation plan and development program;
— conducted a review of the Code of Conduct, Corporate Governance Guidelines, Global Health and Safety Policy, and Global Sustainability Policy;
— oversaw the ethics and compliance program;
— oversaw the health and safety policies and practices;
— oversaw the sustainability program;
— oversaw the global and regional inclusion and diversity programs and initiatives; and
— conducted a review of the LTIPs.

Inclusion and Diversity
The Corporation is committed to promoting a culture that empowers its people through a work environment where inclusion and diversity (“I&D”) are both expected and valued. WSP’s approach to I&D is part of our wider commitment to Environment, Social and Governance matters.

The Corporation is consequently dedicated to maintaining high standards of governance in all aspects of its business and affairs, including inclusion and diversity, and recognizes the importance and benefit of having a Board and Management comprised of highly talented and experienced individuals having regard to the need to foster and promote diversity among Directors and Management, as well as within WSP’s workforce.

GLOBAL I&D POLICY
As part of its ongoing commitment to promoting inclusion and diversity at every level of the Corporation, WSP adopted a “Global Inclusion and Diversity Policy” that highlights the Corporation’s view that inclusion and diversity are critical in building a culture of innovation, engagement and performance. This policy applies to all employees and WSP business-related processes and practices. In early 2021, this policy was refreshed to better reflect WSP’s long-term I&D vision, approach and minimum standards regarding employees and regional management. Pursuant to this policy, each of WSP’s regions has or will develop inclusion and diversity
priorities and action plans in accordance with the local legislation and context to comply with, align, support and promote the Global Inclusion and Diversity Policy, WSP believes that by supporting and promoting an inclusive and diverse workplace, its employees can tap into their full potential by feeling valued and knowing that they are an integral part of the organization. WSP assesses periodically the effectiveness of this policy statement at achieving the organization’s diversity objectives, monitors the implementation of these guidelines and reports annually to the Governance, Ethics and Compensation Committee. Furthermore, the Governance, Ethics and Compensation Committee, in collaboration with the Chairman of the Board, conducts periodic evaluations and assessments of individual board members as well as the Committees and the Board as a whole to identify strengths and areas of improvement.

**I&D MEASURES IN BOARD AND SENIOR MANAGEMENT APPOINTMENT**

The Corporation also has written policies in place with respect to the identification and nomination of women Directors as well as executive officers. In 2020 and 2021, the Corporation also revised certain of its written policies in order to foster and promote nomination of Indigenous peoples, persons with disabilities and members of visible minorities (collectively, “Designated Groups”) as members of the Board and in executive officer positions. For instance, the Corporate Governance Guidelines provide that, when identifying candidates to nominate for election to the Board or in its review of executive officer succession planning and talent management, the Governance, Ethics and Compensation Committee considers objective criteria that promote gender balance and diversity with regard to women and the Designated Groups as well as taking into account other dimensions and factors. Although the Committee is not formally required to consider the level of representation of members of the Designated Groups on the Board and in executive officer positions in the search for and selection of candidates, it must, however, consider the level of representation of women and, where necessary, seeks advice from qualified external advisors to assist in this search, and issues directives to such advisors to include qualified candidates of both genders when providing their recommendations.

**ESTABLISHING TARGETS TO DIVERSITY**

The Corporation has recently amended its Corporate Governance Guidelines in order to set a formal target of 30% women on its Board of Directors. This target is currently achieved and surpassed, as 37.5% of WSP’s Board members are women as of March 31, 2021. As set out in its 2019-2021 global strategic plan, WSP also has an objective that 30% of management positions (which includes business leaders and middle management) be held by women by end of 2021. In 2019 and 2020, WSP’s regions deployed a series of talent acquisition, awareness, learning, career development and recognition initiatives. The global 2021 focus will be on providing greater emphasis on development opportunities for women leaders in WSP’s operations to help advance this matter.

To support the development of its future leaders, WSP’s Global Leadership Forum - established in 2017 to leverage a global network of employee leaders to improve organizational alignment, collaboration and workforce engagement – continues to provide opportunities for high potential and those in the Corporation’s succession plan. In 2020, around 360 women were invited to global initiatives offered by WSP, which equates to a representation of just under 30%.

As of March 31, 2021:

- 35% of leadership positions in support functions and operations across WSP major regions are held by women, a proportion that WSP continues to seek to increase. These represent 170 leadership positions out of a total of 483.
- 37.5% of the members of the Board of Directors are women. There are three (3) women, out a total of eight (8) Nominee Directors. There are no persons who self-identify as a person with disabilities, Indigenous or visible minority among the Nominee Directors. The Board believes the effectiveness of the current nomination process in achieving the Corporation’s gender balance objectives is demonstrated as all three women on the Board were nominated after 2013.
- 22% of the members of the Corporation’s Senior Management team are women. There are four (4) women out of a total of eighteen (18) Senior Management members. Among the Senior Management team there are no persons who self-identify as a person with disabilities or Indigenous and one (1) person self-identifies as a visible minority (5.6%).

The Board will continue to promote its diversity objectives through the initiatives set out in, among other things, the Corporate Governance Guidelines and its 2019-2021 global strategic plan, with a view to identifying and fostering the development of a suitable pool of candidates for nomination or appointment over time. The Governance, Ethics and Compensation Committee, in its periodic review of the composition of the Board and executive officer appointments, assesses the effectiveness of the Board and senior management nomination process in achieving the Corporation’s diversity objectives, and monitors the implementation of these guidelines. To date, the Corporation has not adopted a target on the representation of members of the Designated Groups on the Board and among the executive officers, but the Corporation will continue to evaluate the potential establishment of targets for the representation of members of the Designated Groups on the Board and among executive officers.

**ADDITIONAL I&D INITIATIVES**

In 2018, the President and CEO of the Corporation became a member of the 30% Club Canada, an organization whose mission is to reach at least 30% representation of women on all boards and C-suites, globally. 30% Club Canada aims to engage both board Chairs and CEOs to achieve better gender balance at the board level, as well as at executive management levels. WSP’s participation in the 30% Club Canada nurtures its ongoing commitment to promote and foster gender diversity.

WSP also continues to work towards a diverse and balanced workforce, which we believe represents a greater mix of skills and more
inclusive workplace culture. In addition, the Corporation has created an agile working environment globally which supports personal vitality and work-life balance, enables gender balance and supports diversity by making the Corporation more accommodating of different people.

In 2020, under the leadership of the CEO, WSP nominated Marie-Claude Dumas, a member of the Corporation’s Global Leadership Team, as its new I&D Global Sponsor to propel its I&D roadmap forward. The Corporation refreshed its strategy and I&D long-term vision geared toward evolving its inclusive mindset through fostering a trusting workplace, enabling its people to speak up, managing fairly in a consistent manner and sharing its learnings. As part of its sustainability engagement, this is the vision WSP aspires to be recognized for by its people, peers and clients.

Aligned with this vision, I&D efforts include focus on under-represented groups related to race and ethnicity and affinity groups such as LGBTQ+. WSP is also sustaining its efforts geared towards its gender balance leadership ambitions. In 2020, a series of I&D awareness, networking and development and career initiatives were deployed throughout WSP regions in a way that is adapted to each region’s current context and realities.

Under the I&D Global sponsorship, WSP has created in 2020 a Global Inclusion and Diversity Network composed of participants across all regions and from all levels of the organization. The network participants share their practices on matters promoting inclusion, diversity, equality and sense of belonging and participate in establishing global overarching targets to ensure I&D progress. Action plans focus on ensuring relevant diagnostics and leadership commitment toward I&D.

**Health, Safety and Wellbeing**

With employees located all over the world, it is essential that the Corporation takes a robust approach to health, safety and wellbeing. The Corporation has to comply with applicable health and safety laws and regulations and is committed to providing its employees and others who may be affected by its activities with a healthy, safe and secure environment.

We keep health, safety and wellbeing “front of mind” for employees by means of robust processes and procedures in all regions, supported by regular communications and mandatory training. The Corporation’s Global Head of Health, Safety & Security has developed arrangements which promote a positive health, safety and wellbeing culture. To achieve this, the Global Head of Health, Safety & Security has the support of the global and regional leadership teams who ensure the Corporation provides visible and tangible leadership on these issues, wherever we operate in the world.

The Corporation’s commitments are outlined in its Global Health, Safety and Wellbeing Policy, as well as its Expectations for Health, Safety and Wellbeing Management, which establish a framework for WSP’s health, safety and wellbeing program developed from internationally recognized standards. Those two frameworks have been renamed by WSP in 2021 to include “wellbeing” and have also been updated to further address the Corporation’s focus on various wellbeing initiatives which are an integral part of WSP’s health and safety arrangements. Under the Expectations for Health, Safety and Wellbeing Management guidelines, each of the regions in which WSP operates is required to establish a structured program and implement and manage initiatives to help identify and control work-related hazards that could harm employees’ psychological health and wellbeing, as well as their physical health and safety. By strengthening the Corporation’s focus on employee wellbeing, WSP aims to better recognize, mitigate and prevent certain factors and conditions that have the potential to harm their psychological wellbeing.

As part of the measures taken in response to COVID-19 the regions in which WSP operates complemented their existing health and wellness offerings to better support our people. Those additional initiatives included training programs enabling participants to provide mental health triage and support to colleagues, workshops for managers designed to enhance understanding of common mental health matters, and practical strategies, wellbeing program webinars as well as client and employee webinars to share expertise on the effects of the COVID-19 pandemic on society and markets.

Moreover, WSP has established an overseas security program comprising processes and procedures, developed by industry experts, which ensure WSP’s employees have 24/7 support wherever they are deployed in the world.

**Employee Engagement during the COVID-19 Pandemic**

In response to the COVID-19 pandemic, WSP’s regions adapted their employee check-ins to gain insight on their new reality and needs. The COVID-19 pandemic resulted in a very different social environment for our people, ranging from additional duties of caring for family members, to isolation, and managing team and productivity in a virtual working environment. Given this unprecedented situation, WSP’s regions adapted the Corporation’s existing health and wellbeing offerings and support, with common approaches toward ongoing communications, learning opportunities as well as wellbeing resources and tool.

Overall, WSP’s response to support our people was well received, as attested by pulse surveys performed by the Corporation globally in 2020. These surveys allowed WSP to gain insight on its approach to the challenges of the pandemic as well as the ones ahead, and to adapt accordingly. Generally, increased communication efforts have been perceived positively and employees felt well equipped to work remotely with minor productivity issues related to home technology, ergonomics or home space.

As WSP pursues its efforts toward employee engagement, the tools introduced during the pandemic will remain and be improved to stay connected and respond more effectively to our people’s needs.
Strategic Planning
The Board participates directly or through the Committees in developing and approving the mission of the Corporation’s business, its objectives and goals and the strategy for their achievement.

Management is responsible for developing a strategic plan for the Corporation, which it presents to the Board each year either for approval or to update the Directors on the existing strategic plan, as the case may be. At least one meeting is scheduled annually to discuss strategic issues such as corporate opportunities and the main risks faced by the Corporation’s business and to consider and approve, as applicable, the Corporation’s strategic plan for the next few years. The implementation of corporate strategy and important strategic issues are reviewed and discussed regularly at Board meetings, and Management presents any important changes to strategy to the Board as the need arises throughout the year. Furthermore, the Board oversees the implementation of the strategic plan and monitors the Corporation’s performance against the strategic plan using key performance metrics.

In connection with the 2019-2021 global strategic planning, the Board worked with Management to elaborate the tenets and key objectives for the next three years and to develop the Corporation’s strategy. The 2019-2021 global strategic plan, approved by the Board in December 2018, is the result of this exercise.

Enterprise Risk Management
The Board provides oversight and carries out its risk management mandate primarily through the Audit Committee. The Audit Committee’s oversight role seeks to ensure that Management has designed appropriate methods for identifying, evaluating, managing, mitigating and reporting on the principal risks inherent to the Corporation’s business and strategic direction and further that the Corporation’s systems, policies and practices are appropriate and address the Corporation’s principal risks. The Corporation hosts a global web platform used by all its major regions which provides a standardized risk assessment approach and methodology. The Audit Committee is not involved in the day-to-day risk management activities; rather, it is responsible for overseeing the establishment and continuous evolution of the ERM framework to allow Management to adequately and timely bring to the Board’s attention the Corporation’s key risks. ERM assessments are performed on key risks on a quarterly basis by the regions, consolidated at the global level, and reported quarterly to the Audit Committee. The Audit Committee is also responsible for reviewing the Corporation’s risk appetite, risk tolerance, validating the key risks on an annual basis and monitoring the evolution of any emerging risks.

Succession Planning
The Board of Directors is responsible for seeking to ensure that the Corporation is supported by an appropriate organizational structure, including a President and CEO and other executives who have complementary skills and expertise to provide for the sound management of the business and affairs of the Corporation and its long-term profitability.

To provide for the foregoing, the Board of Directors delegates this function to the Governance, Ethics and Compensation Committee that advises the Board and Management in relation to its succession planning including the appointment and monitoring of senior Management. To limit the risk that the Corporation’s operations suffer from a succession gap, succession planning is reviewed annually to facilitate talent renewal and smooth leadership transitions for key strategic roles and to identify areas of improvement.

The Corporation reviews annually its succession plan for the President and CEO and other key members of senior Management. The Corporation maintains a succession plan listing, for the CEO and each critical position, with potential internal succession as “ready now”, “short-term ready within up to five years”, “long-term ready in more than five years”, plus “emergency” plan for short-term absences, as well as potential external candidates for succession. For the President and CEO role, the contingency exercise plans for both a temporary replacement scenario as well as a permanent replacement scenario following a departure without material notice. The succession plan fits into the Corporation’s overall talent management framework and is the subject of an increased focus by Management, the Board and its Committees. The succession plan is used within the Corporation to identify succession pipeline across sectors and geographies but is intrinsically a continuous and evolving process.

Environmental
GOVERNANCE AND STRATEGY
WSP set a number of non-financial objectives as part of its 2019-2021 global strategic plan, to ensure that growth is in harmony with sustainability principles. As an example, WSP announced the objective for a 25% reduction in absolute, market-based greenhouse gas emissions across its global operations from 2018 to 2030, with an interim reduction target of 5% by 2021. The primary focus of the Corporation’s internal global Sustainability Task Force is the achievement of this reduction target.

In addition, the Corporation is in the process of updating its climate ambitions to align with current science. In 2020, guided by criteria from the Science Based Targets initiative (SBTi), WSP formally committed to setting science-based greenhouse gas emissions targets for both its operations and its supply chain.
REPORTING FRAMEWORK
To support its climate-related disclosure, WSP responds to the CDP Climate Change Questionnaire on an annual basis. In 2020, the Corporation achieved an “A-” score for its response, for the second year in a row. In 2021, WSP is carrying out a climate-related scenario analysis of physical and transition risks and opportunities in its business, as part of its journey to improve alignment with Task Force on Climate-related Financial Disclosures (TCFD) reporting recommendations.

OUR BUSINESS
Moreover, WSP’s reputation in environmental services has been built on helping clients worldwide mitigate risk, manage and reduce impacts, and maximize opportunities related to sustainability, climate change, energy use and the environment. The Corporation’s corporate ESG program is closely linked to how it works with its clients, as it embeds sustainability in its services and advice, in its operations, and in the communities in which it operates. WSP’s broad range of services includes advising on ESG matters to help its clients make the best decisions at the executive level.

In its Global Sustainability Policy, WSP states that it will prepare its clients for the future by understanding trends related to society, climate change, technology and resources and reflecting them in the Corporation’s designs and advice. This is especially important, as many of WSP’s client projects have design lives of decades. Future Ready® is WSP’s global program to promote these key trends and challenge its teams to work with its clients to advise on solutions that are both ready for today and the years to come. The program provides the ideal basis for thought leadership on challenges facing societies.

In its 2019-2021 global strategic plan, WSP communicated its plan to execute its Future Ready® approach globally by 2021. With the launch of the program in Asia, Latin America and Central Europe in 2020, WSP has now achieved its ambition to execute Future Ready® globally.
The Governance, Ethics and Compensation Committee is pleased to provide you with an overview of the Corporation's executive compensation framework and its relationship to the long-term performance of the Corporation and to value creation for our Shareholders. Compensation of NEOs and other executives is closely tied to the performance of the Corporation through (i) the Short Term Incentive Plan (STIP), which pays out on the basis of performance targets mainly related to consolidated and regional Adjusted EBITDA\(^1\), total and Organic Sales Growth\(^2\) and DSO\(^3\) performance; and (ii) the Long Term Incentive Program through grants of PSUs under the PSU Plan which also vest on the basis of earnings per share growth and relative TSR, grants of RSUs under the RSU Plan, and grants of Options under the LTI Plan which are tied to WSP's share performance. In addition, the Corporation provides certain executives with the option to substitute their RSU awards with DSUs and to receive a portion or all of their STIP in the form of DSUs, increasing the long-term alignment of their interests with those of our Shareholders.

We strongly believe in the transparent disclosure of all facets of our executive pay programs which we have sought to reflect in this Compensation Discussion & Analysis. In 2020, the "say on pay" advisory vote received 94.24% support from Shareholders, signaling that the Shareholders support our executive pay programs. We believe we have the right balance between offering pay programs that reward short- and long-term performance appropriately while ensuring that pay remains fair and competitive in comparison to benchmarks and Shareholder expectations as WSP continues to grow and expand on a global scale. While the Board is satisfied with the results of the advisory vote, we will continue to monitor trends and best practices on executive compensation in order to continuously reinforce the relationship between pay and performance.

**WSP’s Performance in 2020**

The year 2020 was marked with the unprecedented impacts of the COVID-19 pandemic. WSP reacted proactively and efficiently by implementing business continuity plans to ensure the safety of its people, to continue to deliver projects to its clients, to leverage technology and to control its costs and spending. The Corporation adapted its approach throughout the year as the situation evolved and will continue to navigate the changing landscape. After ensuring the safety and wellbeing of its people, in addition to taking actions to safeguard its business, WSP's mindset shifted to expanding on what could be possible in this new landscape to continue to position the Corporation for long-term success. In this context, the Corporation successfully completed an equity offering of over $570 million in the second quarter of 2020, providing it with increased financial flexibility to continue to pursue its strategic ambitions.

The Corporation concluded the year by entering into an agreement to acquire Golder, a global consulting firm with approximately 7000 people across more than 30 countries and an outstanding reputation in earth sciences and environmental consulting. Together with Golder, the Corporation will be the leading global environmental consulting firm with approximately 14,000 environment professionals dedicated to advancing the world’s green transition.

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\(^{1}\) "Adjusted EBITDA" is defined as earnings before net financing expense (except interest income), income tax expense, depreciation, amortization, impairment charges and reversals thereof, share of income tax expense and depreciation of associates and acquisition, integration and restructuring costs. Shareholders are cautioned that Adjusted EBITDA should not be considered an alternative to net earnings nor earnings before net financing expense and income taxes for the period (as determined in accordance with IFRS) as an indicator of the Corporation's performance, or an alternative to cash flows from operating activities as a measure of the liquidity and cash flows. Adjusted EBITDA is a non-IFRS measure and, as such, does not have any standardized definition within IFRS and may not be comparable to similar measures reported by other issuers. Refer to section 22, “Glossary of non-IFRS measures and segment reporting measures” in the Corporation’s management’s discussion & analysis for the fiscal year ended December 31, 2020 available on SEDAR at www.sedar.com for additional information regarding such measure and reconciliation to the nearest IFRS measure.

\(^{2}\) “Organic Sales Growth” is an internal compensation performance metric calculated based on sales growth excluding Acquisition Growth, divestiture impacts and foreign currency impacts over the previous fiscal year.

\(^{3}\) “DSO” (days sales outstanding) represents the average number of days to convert the Corporation’s trade receivables (net of sales taxes) and costs and anticipated profits in excess of billings into cash, net of billings in excess of costs and anticipated profits. DSO is a non-IFRS measure and, as such, does not have any standardized definition within IFRS and may not be comparable to similar measures reported by other issuers. Refer to section 22, “Glossary of non-IFRS measures and segment reporting measures” in the Corporation’s management’s discussion & analysis for the fiscal year ended December 31, 2020 available on SEDAR at www.sedar.com for additional information regarding such measure.
Despite the many challenges of 2020, the Corporation delivered on its ambitions for the year ended December 31, 2020 by completing the year in a robust financial position with an improved Adjusted EBITDA margin of 15.4%, compared to 15.1% in the previous year, a healthy backlog and record low DSO. The flexibility and strength of our operating model and tremendous efforts of our leadership and teams have allowed us to end 2020 with solid results that are in line with the financial objectives of protecting our financial position and maintaining our margin, which we had set at the beginning of the pandemic. Overall, Net Revenues\(^4\) for the year ended December 31, 2020 contracted organically by 3.6%, on a constant currency basis, in line with the Corporation's 2020 outlook. For more information on WSP's performance, we invite you to review the Corporation's annual audited consolidated financial statements and management's discussion & analysis for the year ended December 31, 2020, which are available on the Corporation's website at [www.wsp.com](http://www.wsp.com) and on SEDAR at [www.sedar.com](http://www.sedar.com).

**Impact of Performance on Pay Outcomes**

Ambitious STIP targets were set at the beginning of 2020 in light of the Corporation's prospects at such time and we are largely pleased with the performance of the business, especially in light of the impacts of the COVID-19 pandemic. The outlook on long-term incentive plans is positive with payouts remaining closely tied to the creation of shareholder value. The three-year earnings per share growth and relative TSR performance conditions set in 2018 for the 2018 PSU awards were met at 145% and the corresponding units will be valued and paid in accordance with the PSU Plan.

We continue to believe that our short-term and long-term executive compensation framework appropriately rewards the performance of our executives while being fair and competitive in comparison with our peers and aligned with Shareholder expectations. As such, the Board of Directors decided to maintain the Corporation's 2020 STIP and LTIP programs unchanged, as approved by the Board in 2019 for the year 2020, and to effect payouts accordingly.

**Evaluation of our Compensation Program**

Given the continued and considerable growth of WSP in recent years and in connection with our 2019-2021 global strategic plan, the Governance, Ethics and Compensation Committee performed a thorough review of executive compensation in 2018 and retained independent consultants to assist it in this task. Changes were identified and implemented in 2019, to improve our market competitiveness and increase the alignment between our Shareholders and our senior leaders’ interests. No significant changes were made to our approach to compensation in 2020. For NEOs in global roles, the design of our compensation plans remained the same in 2020 as it was in 2019, while only minor adjustments to the STIP metrics and targets of NEOs in regional roles were made in 2019 for the year 2020. Those adjustments intended to increase the focus on organic growth, the details of which are presented in this Circular. Further details are provided in the “Description of Compensation paid to NEOs in 2020” section below.

As always, we welcome your feedback on our compensation programs and disclosure.

Sincerely,

*Linda Smith-Galieau*

Linda Smith-Galieau  
Chair of the Governance, Ethics and Compensation Committee

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(4) “Net Revenues” are defined as revenues less direct costs for sub-consultants and other direct expenses that are recoverable directly from clients. Shareholders are advised that Net Revenues should not be construed as an alternative to revenues for the period (as determined in accordance with IFRS) as an indicator of the Corporation’s performance. Refer to section 22, “Glossary of non-IFRS measures and segment reporting measures” in the Corporation's management's discussion & analysis for the fiscal year ended December 31, 2020 available on SEDAR at [www.sedar.com](http://www.sedar.com) for additional information regarding such measure and reconciliation to the nearest IFRS measure.
EXECUTIVE PAY PROGRAM AND PRACTICES

Our Named Executive Officers in 2020

The following discussion describes the elements of the executive compensation program of the Corporation, with particular emphasis on the process for determining compensation awarded to, earned by, paid to or payable to the President and CEO, the CFO and each of the three other most highly compensated executive officers of the Corporation, including any of its subsidiaries, in the Corporation's most recently completed fiscal year (collectively, the “NEOs”). For the Corporation's fiscal year ended December 31, 2020, the NEOs are:

Alexandre L’Heureux is the President and Chief Executive Officer of the Corporation. Mr. L’Heureux joined WSP as Chief Financial Officer in July 2010, and held this role until transitioning to the role of President and CEO in October 2016. Mr. L’Heureux's vision and leadership have been key to WSP’s global growth, completing more than 60 acquisitions throughout his time at the company, thus significantly increasing WSP’s geographical footprint and adding close to 50,000 talented employees to our workforce. Mr. L’Heureux brings to WSP over 25 years of international experience, with a strong skillset in finance, mergers and acquisitions and business strategy. Before joining WSP, from 2005 to 2010, Mr. L’Heureux was a Partner and Chief Financial Officer at Auven Therapeutics L.L.L.P. Prior to that, he developed extensive knowledge of the alternative investments industry as the Vice President of Operations at Citibank - Hedge Fund Services (formerly BISYS Hedge Fund Services). He is a member of the Canadian Institute of Chartered Accountants and of the Chartered Financial Analysts Institute. Mr. L’Heureux was also appointed Fellow of the Ordre des comptables professionnels agréés du Québec (Quebec CPA Order) in 2017.

Alain Michaud is the Corporation's Chief Financial Officer (CFO). He held the role of Senior Vice President, Operational Performance and Strategic Initiatives before transitioning to the role of CFO in February 2020. Before joining WSP, Mr. Michaud was a senior partner at PwC Canada for over 20 years and a member of both the Canadian and Quebec Leadership Teams. Mr. Michaud holds a bachelor's degree in business administration from the University of Sherbrooke. He obtained his CPA, CA designation in 1997.

Ryan Brain is the President and Chief Executive Officer of WSP in Canada. Prior to joining the company in January 2019, Mr. Brain was the Regional Managing Partner for Toronto at Deloitte Canada. Over a 20-plus year career, Mr. Brain has focused on various growth initiatives, unparalleled client service, and bringing together diverse and multifunctional teams. He is a Certified Management Consultant and has a Master of Management Sciences from the University of Waterloo.

Lewis (Lou) Cornell is the President and Chief Executive Officer of WSP in the USA. Mr. Cornell has over 27 years of extensive and progressive design and management experience in engineering, environmental, architectural and construction support services, most recently with Jacobs Engineering Group, Inc. He has been successful in running operations, setting the strategy and significantly growing profits for businesses covering Transportation, Water, Environmental, Energy and Buildings Business Lines. Mr. Cornell holds a bachelor's in civil engineering technology from the University of Pittsburgh.
Executive Compensation Program

PHILOSOPHY

The Corporation's compensation program is designed to attract, retain and incentivize executives to achieve performance objectives aligned with the Corporation's vision and strategic orientation consistent with Shareholders' value creation. It also allows the Corporation to reward those executives that deliver superior financial performance.

The Governance, Ethics and Compensation Committee is responsible for defining, reviewing and monitoring the Corporation's compensation policy and guidelines with respect to the NEOs and other executives of the Corporation. To achieve its goals, the Corporation maintains a balance between Shareholders' interests and the remuneration and conditions of its executives. Compensation mix and levels are driven by business strategy and take into account the competitiveness of total compensation among international organizations with similar economic and business profiles. By linking NEOs' and Shareholders' interests through performance-contingent compensation, the compensation strategy contributes to the achievement of profitable growth for Shareholders. For more information on Shareholders' involvement in the executive compensation program, please refer to the “Say on Pay” section of this Circular on page 33.

The Governance, Ethics and Compensation Committee reviews executive compensation annually (see “Annual Compensation Review Process” on page 52).

WHAT CHANGED IN 2020

During 2018, the Governance, Ethics and Compensation Committee engaged Hugessen to conduct an assessment and review of the Corporation's executive compensation practices and policies and to benchmark these against best practices and ensure alignment with the Corporation's 2019-2021 global strategic plan. Following this analysis, in December 2018, the Governance, Ethics and Compensation Committee approved enhancements to the Corporation's executive compensation practices, for the 2019 long-term and short-term executive compensation programs.

In 2020, the second year of the Corporation's three-year strategic cycle, the approach towards STIP and LTIP programs did not change and the programs remained essentially intact, except that:

- a minor change in STIP metrics and targets for the regional NEOs (Lewis Cornell, President and CEO, U.S. and Ryan Brain, President and CEO, Canada) was made which consisted of including a specific objective related to organic growth (in 2019, organic growth was measured as part of a broader objective which also included other non-financial items); and
- since January 1, 2020, certain executives have the ability to defer their entire STIP payout into DSUs on a voluntary basis, while this option was previously limited to 50% of their STIP, further increasing the long-term alignment of their interests with those of Shareholders. The Corporation maintained the matching contribution of 25% of up to the first 50% of the deferrable portion into an additional DSU award, which vests over a three-year period.

COMPENSATION POSITIONING

To accomplish its goals of attracting, retaining and incentivizing executives to achieve performance objectives aligned with the Corporation's vision and strategic orientation, the Corporation sets target total compensation in line with the median of the Peer Group used for the purposes of executive compensation benchmarking. Please refer to the section entitled “Benchmarking” on page 55 for a description of the Peer Group. More specifically:

- base salary is generally thoroughly reviewed every three years in alignment with the Corporation's strategic plan. It is typically set within a competitive range of the median of the Peer Group, reflecting experience, individual contribution and performance, scope of the role and responsibilities, the need to attract new executives and other specific circumstances. The base salary may also be reviewed annually and aligned with the relevant regional salary increases;
- while STIP targets are aligned with the median of the Peer Group, actual payment may exceed market median when results surpass objectives or may fall below median (possibly zero) when results are below expectations;
- LTIP grants of PSUs take into account the Participants’ performance and contribution to the Corporation's overall results while striving to ensure the competitiveness of total compensation with the median of the Peer Group;
LTIP grants of RSUs and Options promote retention and are aligned with long-term performance objectives;

— LTIP grants of DSUs ensure good long-term alignment with Shareholders; and

— savings plans, benefits and other perquisites are aligned with regional practices in the countries where the Corporation operates and are generally aligned with the market median value.

**GENERAL DESCRIPTION OF THE 2020 COMPENSATION ELEMENTS**

The following chart outlines the Corporation’s compensation elements for 2020, which together, aim to provide a competitive compensation package to the Corporation’s executives. In addition to base salary, the Corporation’s executive compensation includes a mix of annual and long-term variable compensation, which is also known as “at-risk” compensation since payment is not guaranteed. The Corporation believes this links the interests of the Corporation’s executives with those of the Shareholders by rewarding executives for creating Shareholder value.

<table>
<thead>
<tr>
<th>Compensation element</th>
<th>Description</th>
<th>Objectives</th>
</tr>
</thead>
<tbody>
<tr>
<td>Base salary</td>
<td>Competitive fixed rate of pay</td>
<td>Attract and retain executives with the required skills and experience to successfully achieve the Corporation’s short-term business plan and longer-term strategic goals</td>
</tr>
<tr>
<td>Annual Short-Term Incentive Plan (STIP)</td>
<td>Annual cash bonus defined as a percentage of base salary</td>
<td>Reward executives for their contribution to the achievement of the Corporation’s annual operational and financial objectives</td>
</tr>
<tr>
<td></td>
<td>Payment can be higher or lower (down to zero) than target percentage depending on individual, regional and corporate performance</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Members of the Corporation’s global leadership team can make a voluntary election to defer a portion or all (up to 100%) of their STIP into DSUs instead of receiving a cash payment. The Corporation will make an additional contribution equal to 25% of the first 50% of the portion of the STIP that is deferred in the form of a matching grant of DSUs.</td>
<td></td>
</tr>
<tr>
<td>Long-Term Incentive Plans (LTIPs)</td>
<td>Long-term incentives tied to growth and performance of the Share price</td>
<td>Incentivize executives to achieve the longer-term objectives set forth in the Corporation’s strategic plan</td>
</tr>
<tr>
<td>PSUs</td>
<td>PSUs fully vest at the end of a three-year Performance Period only if performance conditions are met</td>
<td>Encourage executives to pursue initiatives that will increase Shareholder value over the long run</td>
</tr>
<tr>
<td>Options</td>
<td>Options vest three years after grant date at a rate of 1/3 each year (time-vested only)</td>
<td>Promote retention and alignment with Shareholder value creation, as options have value only to the extent Share price increases</td>
</tr>
<tr>
<td>RSUs</td>
<td>RSUs generally vest three years after grant date</td>
<td>Promote retention</td>
</tr>
<tr>
<td>DSUs</td>
<td>DSUs issued as a result of the annual STIP deferral or from the annual LTIP award program vest immediately upon being granted but are only settled (paid) after the date on which service as an employee ceases</td>
<td>Promote retention and alignment with long-term performance objectives</td>
</tr>
<tr>
<td>Matching DSUs</td>
<td>Matching DSUs, issued as a result of the partial matching of a STIP deferral, vest over three years, at a rate of 1/3 at each yearly anniversary of the grant but are only settled (paid) after the date on which service as an employee ceases</td>
<td>Promote retention and alignment with long-term performance objectives</td>
</tr>
<tr>
<td>Savings Plans</td>
<td>Annual employer-paid contribution generally defined as a percentage of base salary and invested in a pension plan, savings plan or, in the case of executives located in Canada, a Share purchase plan</td>
<td>Attract and retain high-performing executives by providing an adequate source of savings and income at retirement</td>
</tr>
<tr>
<td>Health benefits and other perquisites</td>
<td>Health, dental, life and disability insurance plans</td>
<td>Invest in employee health and well-being and provide financial assistance in case of personal hardship or illness</td>
</tr>
<tr>
<td></td>
<td>Other benefits</td>
<td>Attract high-performing executives by providing locally competitive benefits</td>
</tr>
</tbody>
</table>
COMPENSATION MIX

In determining the appropriate mix of compensation elements, the Governance, Ethics and Compensation Committee considers market practices including the compensation mix for similar positions in the Corporation’s Peer Group as well as the Corporation’s pay-for-performance philosophy.

As illustrated in the chart below, a significant portion of NEO compensation is performance-based. In total, approximately 79% of the target compensation of Alexandre L’Heureux, the President and CEO of the Corporation and 65% of the average target compensation of the other NEOs was “at-risk” in 2020.

Mix of Compensation Elements

(The figures in the charts are based on the target compensation mix for 2020)

Annual Compensation Review Process

ROLE OF THE GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE

On an annual basis, the Governance, Ethics and Compensation Committee:

— reviews all elements of executive compensation so that it continues to be aligned with the Corporation’s business strategy;
— validates the elements of executive compensation and their value with market practices so they remain competitive and enable the Corporation to effectively attract and retain talent;
— seeks to ensure that the performance objectives for each NEO and other executives of the Corporation are derived from and generally in line with the Corporation’s annual business plan objectives and reviews and recommends for approval to the Board of Directors the design of, and targets for, the annual bonus program;
— reviews and recommends for approval to the Board of Directors the design and performance targets of the long-term incentive plans and seeks to ensure that the long-term incentive compensation arrangements for the NEOs and other executives of the Corporation are structured to align their interests with those of Shareholders and reward long-term performance that creates additional Shareholder value, but without encouraging excessive risk;
— reviews and recommends for approval to the Board of Directors the CEO’s salary, short-term and long-term incentive award levels and performance objectives for the upcoming year, as well as the other NEOs’ respective salaries, short-term and long-term incentive award levels and performance objectives for the upcoming year based on the recommendation of the CEO;
— reviews the CEO’s performance against objectives and, based on the Corporation’s financial performance and the Governance, Ethics and Compensation Committee’s assessment of the CEO’s contribution, formulates its recommendation to the Board of Directors with respect to the appropriate bonus to be awarded to the CEO; and
reviews and recommends for approval to the Board of Directors the compensation of the other NEOs and other executives of the Corporation following recommendations from the CEO, including appropriate bonus to be awarded.

ROLE OF THE COMPENSATION CONSULTANTS

Independent Consultants

In 2020, the Governance, Ethics and Compensation Committee retained the services of Hugessen to provide comments and recommendations on: 1) the impacts of the COVID-19 pandemic on executive compensation including incentive compensation; 2) the Management Information Circular for the annual meeting of Shareholders held on May 7, 2020 and the Compensation Discussion and Analysis contained therein; 3) the total compensation of the NEOs; and 4) an analysis and benchmarking of STIP performance metrics.

Decisions related to executive compensation remain the responsibility of the Governance, Ethics and Compensation Committee and the Board, who, in determining executive compensation for 2020, considered the advice of Hugessen provided in 2019 on executive compensation.

Executive Compensation-Related Fees

Hugessen billed the Corporation an aggregate of $51,622 for services rendered in 2020 and $26,995 for services rendered in 2019 in connection with executive compensation-related services.

All Other Fees

Hugessen did not provide services to the Corporation in 2020 or 2019 other than executive compensation-related services described above.

Executive Compensation for 2021

No significant changes were made to our approach to compensation in 2021 and our STIP and LTIP designs remained substantially the same. We continue to have a formulaic balanced scorecard for the STIP, with one minor adjustment in 2021 to enhance alignment with our business strategy. Our LTIP structure and metrics remain the same for 2021, focused on strong relative and absolute financial performance, aligned with Shareholder expectations.

Managing Compensation Related Risk

MONITORING RISKS

The Board of Directors and the Governance, Ethics and Compensation Committee use internal and external resources to determine whether or not there are risks associated with the Corporation's compensation policies and practices. The Corporation's compensation programs are regularly reviewed to align the pay outcomes with the Corporation's risk management strategies and to discourage inappropriate risk taking by Management.

The Corporation uses, among other things, the following practices to discourage or mitigate excessive risk taking:

- the Board approves the Corporation's strategic plan, annual budgets, and financial and other targets, which are considered in the context of assessing performance and awarding incentives;
- there is an appropriate mix of pay, including fixed and performance-based compensation with short- and longer-term performance conditions and vesting periods;
- base salaries are established to provide regular income, regardless of Share price;
- annual bonus awards are capped and based on the achievement of a number of financial and strategic performance objectives;
- long-term equity-based incentive grants, if and when granted, are approved by the Board of Directors;
- when considering the approval of bonus payout and long-term incentive grants, if any, the Board of Directors considers whether the anticipated costs are reasonable relative to the Corporation's projected and actual income, and amounts are not paid under the Corporation's annual incentive plans until achievement of the relevant financial results have been confirmed by audited financial statements of the Corporation;
- the Corporation's performance-based LTIPs are comprised of PSUs which fully vest after three years only if performance criteria are met, ensuring that executives remain exposed to the risks of their decisions and vesting periods align with risk realization periods. RSUs and Options fully vest after three years of their issuance and their intrinsic value lies in the long term performance of the Share price, thereby aligning interests of the executives with those of the Shareholders;
- the Corporation has an Executive Share Ownership Requirement for the NEOs and other key executive officers of the Corporation;
- the Corporation's insider trading policy prohibits Directors and officers of the Corporation from engaging in trading or entering into arrangements involving derivative instruments securities or other arrangements that are designed to hedge or offset a decrease in market value of any equity securities related to the Corporation;
— the executives may not purchase financial instruments to hedge a decrease in the market value of the Shares held for the purpose of the share ownership requirements;
— the Corporation has adopted an executive compensation clawback policy (the “Clawback Policy”) which allows it to require repayment of incentive compensation under certain circumstances (see section entitled “Executive Compensation Clawback Policy” on page 54 for additional details on this policy); and
— the Governance, Ethics and Compensation Committee maintains overall discretion to adjust annual incentive payouts to take into account both unexpected and extraordinary events.

The Board of Directors and the Governance, Ethics and Compensation Committee believe the Corporation’s compensation plans are designed and administered with the appropriate balance of risk and reward, do not encourage excessive risk-taking behaviours and are not likely to have a material adverse effect on the Corporation.

**EXECUTIVE COMPENSATION CLAWBACK POLICY**

Under the Clawback Policy, which applies to all awards made under the Corporation’s STIP and LTIPs from the date of the adoption of such policy and to all members of senior management of the Corporation, including NEOs, the Board of Directors may, in its sole discretion, to the fullest extent permitted by law and to the extent it determines it is in the best interests of the Corporation to do so, require reimbursement of all or a portion of incentive benefits received by member of senior management or former member of senior management of the Corporation in situations in which:

a. the amount of a bonus or incentive compensation was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of, or affected by, a restatement of all or a portion of the Corporation’s financial statements and such member or former member of management engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; or

b. such member or former member of management engaged in gross negligence, intentional misconduct or fraud.

**Executive Share Ownership Requirement**

To increase the alignment of executives’ and Shareholders’ interests, the Corporation initially adopted in 2012 minimum Share ownership requirements for the CEO and CFO, which in the following years were extended to a larger group of executives (the “Executive Share Ownership Requirement”). Under the Executive Share Ownership Requirement, the President and CEO is required to hold at least four (4) times his base salary, the CFO, COO and Chief Legal Officer are required to hold at least two (2) times their base salary and certain other key executive officers of the Corporation are required to hold at least one (1) time their base salary in Shares or designated equity-based award at the end of a five-year period. The Executive Share Ownership Requirement is to be progressively achieved over such five-year period, starting on January 1, 2017 or from the date of appointment to an executive position or upon their being subject to the Executive Share Ownership Requirement. Consequently, an executive is expected to meet 20% of the aggregate Executive Share Ownership Requirement by the end of the first year, 40% by the end of the second year, 60% by the end of the third year, 80% by the end of the fourth year and the aggregate threshold by the end of the five-year period. To help them achieve their Executive Share Ownership Requirement, NEOs and other executives of the Corporation who are subject to the Executive Share Ownership Requirement can, since 2016, elect to receive DSUs instead of RSUs and since 2019, elect to defer their STIP payout in DSUs, and the Corporation will match 25% of the first 50% of the deferrable portion into additional DSUs. As of January 1, 2020, NEOs and executives can elect to defer 100% of their STIP payout in DSUs (initially, such deferral was limited to 50% of their STIP payout).

For the purpose of assessing the Executive Share Ownership Requirement, the value of Shares, vested Options and vested DSUs are included while the potential value of unvested Options, unvested DSUs, RSUs and PSUs is not included. The current market price is used when assessing the value. The executives may not purchase financial instruments to hedge a decrease in the market value of the Shares held for the purpose of the Share ownership requirements.
### Executive Share Ownership Requirement calculated as at January 1, 2021

<table>
<thead>
<tr>
<th>Executive Position</th>
<th>2020 Annual Base Salary$^{(1)}</th>
<th>Executive Share Ownership Requirement (Multiple of Base Salary)</th>
<th>Minimum Annual Requirement for Executive Share Ownership Requirement met ($/X)$^{(2)}</th>
<th>Date by which the aggregate Executive Share Ownership Requirement must be met</th>
<th>Percentage of the Executive Share Ownership Requirement already met$^{(3)}</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alexandre L’Heureux President and CEO</td>
<td>$1,287,500</td>
<td>4 times base salary ($5,150,000)</td>
<td>✓</td>
<td>January 1, 2022</td>
<td>1,010%</td>
</tr>
<tr>
<td>Alain Michaud CFO</td>
<td>$650,000</td>
<td>2 times base salary ($1,300,000)</td>
<td>-</td>
<td>February 27, 2025</td>
<td>79%</td>
</tr>
<tr>
<td>Ryan Brain President and CEO, Canada</td>
<td>$669,500</td>
<td>1 time base salary ($669,500)</td>
<td>✓</td>
<td>January 28, 2024</td>
<td>199%</td>
</tr>
<tr>
<td>Lewis Cornell President and CEO, U.S.</td>
<td>$669,800</td>
<td>1 time base salary ($669,800)</td>
<td>✓</td>
<td>October 15, 2024</td>
<td>67%</td>
</tr>
<tr>
<td>Paul Dollin Former COO</td>
<td>$797,266</td>
<td>2 times base salary ($1,594,533)</td>
<td>✓</td>
<td>January 1, 2022</td>
<td>755%</td>
</tr>
<tr>
<td>Bruno Roy Former CFO</td>
<td>$700,000</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

$^{(1)}$ This column reflects the 2020 annual base salary of each NEO prior to any reduction agreed to in connection with the COVID-19 pandemic. See the “Summary Compensation Table” on page 69 for information on the actual salary paid to the NEOs in 2020.

$^{(2)}$ As of January 1, 2021, the minimum annual requirement for Mr. L’Heureux was $4,120,000, for Mr. Dollin it was $1,271,251, for Mr. Brain it was $256,634 and for Mr. Cornell it was $156,282. Mr. Michaud was appointed CFO on February 27, 2020.

$^{(3)}$ For the purpose of assessing ownership levels only, the value of Shares, vested Options and vested DSUs is included while the potential value of unvested Options, unvested DSUs, RSUs and PSUs is not included. The value of vested Options is calculated based on the difference between the closing price of the Shares on the TSX on December 31, 2020 of $120.59 and the Option exercise price, multiplied by the number of unexercised Options. The value of Shares and vested DSUs is based on the closing price of the Shares on the TSX on December 31, 2020 of $120.59, multiplied by the number of Shares and vested DSUs.

$^{(4)}$ Mr. Cornell is paid in USD. The amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements, which for the year ended December 31, 2020, was $1.3396 to USD 1.

$^{(5)}$ Mr. Dollin’s last day of employment with the Corporation as COO was January 1, 2021. Mr. Dollin was paid in GBP. The amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements, which for the year ended December 31, 2020, was $1.7201 to GBP 1.

$^{(6)}$ Mr. Roy’s last day of employment with the Corporation as CFO was February 26, 2020. Please refer to the “Summary Compensation Table” on page 69 for information on the actual salary paid to Mr. Roy in 2020.

### Benchmarking

As part of its annual compensation review, the Governance, Ethics and Compensation Committee reviews the comparator group used to benchmark executive compensation so that it represents the most appropriate group of comparator companies in light of the Corporation’s size, breadth of services and geographic scope. In connection with the Corporation’s 2019-2021 global strategic plan, the Governance, Ethics and Compensation Committee performed a review of the peer group in 2018 which resulted in a new peer group for compensation benchmarking being approved for the year 2019. The 2019 peer group remained unchanged in 2020.

The peer group used for the purposes of benchmarking executive compensation in 2020 is composed of 15 companies. These companies, senior issuers like WSP and primarily headquartered in North America, offer professional consulting services in engineering, architecture, construction, environment and information technology with operations in markets such as buildings, transportation, infrastructure, energy, environment and industry, and with whom WSP competes for executive talent (the “Peer Group”).
## Peer Group

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Revenue(^{(1)})</th>
<th>Market Capitalization(^{(2)})</th>
<th>Sector(^{(3)})</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>AECOM</td>
<td>$17,857</td>
<td>$9,550</td>
<td>Construction &amp; Engineering</td>
<td>United States</td>
</tr>
<tr>
<td>Jacobs Engineering Group Inc.</td>
<td>$18,221</td>
<td>$18,022</td>
<td>Construction &amp; Engineering</td>
<td>United States</td>
</tr>
<tr>
<td>Atos SE</td>
<td>$17,105</td>
<td>$12,786</td>
<td>IT Consulting</td>
<td>France</td>
</tr>
<tr>
<td>CGI Inc.</td>
<td>$12,129</td>
<td>$25,785</td>
<td>IT Consulting</td>
<td>Canada</td>
</tr>
<tr>
<td>Hays PLC</td>
<td>$9,599</td>
<td>$4,176</td>
<td>Human Resources</td>
<td>United Kingdom</td>
</tr>
<tr>
<td>Booz Allen Hamilton Holding Corporation</td>
<td>$10,525</td>
<td>$15,298</td>
<td>Management Consulting &amp; Professional Services</td>
<td>United States</td>
</tr>
<tr>
<td>WSP(^{(4)})</td>
<td>$8,804</td>
<td>$13,690</td>
<td>Engineering &amp; Professional Services</td>
<td>Canada</td>
</tr>
<tr>
<td>MasTec, Inc.</td>
<td>$8,476</td>
<td>$6,409</td>
<td>Construction &amp; Engineering</td>
<td>United States</td>
</tr>
<tr>
<td>SNC-Lavalin Group Inc.</td>
<td>$7,008</td>
<td>$3,815</td>
<td>Construction &amp; Engineering</td>
<td>Canada</td>
</tr>
<tr>
<td>Finning International Inc.</td>
<td>$6,196</td>
<td>$4,382</td>
<td>Trading Companies &amp; Distributors</td>
<td>Canada</td>
</tr>
<tr>
<td>KBR, Inc.</td>
<td>$7,733</td>
<td>$5,610</td>
<td>Construction &amp; Engineering</td>
<td>United States</td>
</tr>
<tr>
<td>BRP Inc.</td>
<td>$5,754</td>
<td>$7,393</td>
<td>Leisure</td>
<td>Canada</td>
</tr>
<tr>
<td>Arcadis NV</td>
<td>$5,053</td>
<td>$3,802</td>
<td>Construction &amp; Engineering</td>
<td>Netherlands</td>
</tr>
<tr>
<td>Stantec Inc.</td>
<td>$4,730</td>
<td>$4,584</td>
<td>Engineering &amp; Professional Services</td>
<td>Canada</td>
</tr>
<tr>
<td>CAE Inc.</td>
<td>$3,065</td>
<td>$9,962</td>
<td>Aerospace &amp; Defense</td>
<td>Canada</td>
</tr>
<tr>
<td>Tetra Tech, Inc.</td>
<td>$3,972</td>
<td>$7,923</td>
<td>Engineering &amp; Professional Services</td>
<td>United States</td>
</tr>
<tr>
<td>75th percentile</td>
<td>$10,926</td>
<td>$13,012</td>
<td></td>
<td></td>
</tr>
<tr>
<td>50th percentile</td>
<td>$8,104</td>
<td>$7,658</td>
<td></td>
<td></td>
</tr>
<tr>
<td>25th percentile</td>
<td>$5,578</td>
<td>$4,534</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Average</td>
<td>$9,139</td>
<td>$9,574</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

\(^{(1)}\) All figures are in millions of Canadian dollars (converted at average 2020 foreign exchange rates) and, except for the Corporation, are for the last twelve months ended on December 31, 2020 as reported on Bloomberg.

\(^{(2)}\) All figures are in millions of Canadian dollars (converted at December 31, 2020 foreign exchange rates) and, except for the Corporation, are as reported on Bloomberg.

\(^{(3)}\) Based on Industry Classification Benchmark (ICB 19) from Bloomberg as of December 31, 2020.

\(^{(4)}\) The Corporation’s revenue as reported in the annual consolidated financial statements of the Corporation for the fiscal year ended December 31, 2020 and market capitalization is based on the closing price of the Shares on the TSX on December 31, 2020 of $120.99.
Executive Pay and Performance

PERFORMANCE GRAPH

The following performance graph compares the cumulative total return of a $100 investment on the TSX in the Shares from January 1, 2016 until December 31, 2020 with the cumulative total return on the S&P/TSX Composite Index, assuming reinvestment of all distributions and dividends, for the period from January 1, 2016 to December 31, 2020.

Comparison of Total Shareholder Return with S&P Index

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>WSP</strong></td>
<td>$109.10</td>
<td>$150.61</td>
<td>$150.73</td>
<td>$232.19</td>
<td>$320.62</td>
</tr>
<tr>
<td><strong>S&amp;P/TSX Composite</strong></td>
<td>$117.51</td>
<td>$124.59</td>
<td>$110.09</td>
<td>$131.16</td>
<td>$134.00</td>
</tr>
</tbody>
</table>

The above performance graph and table show both a strong increase in the Corporation's total shareholder return (the “Total Shareholder Return”), as well as a solid performance by the Corporation as the Total Shareholder Return exceeded the S&P/TSX Composite Total Return by approximately 139% over the period from January 1, 2016 to December 31, 2020.
COST OF MANAGEMENT RATIO

The cost of management ratio expresses the total compensation reported for the NEOs as a percentage of the Corporation’s Net Revenues over a period of five years from the year ended December 31, 2016 until the year ended December 31, 2020.

<table>
<thead>
<tr>
<th></th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
<th>2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>NEOs Total Compensation (million)$^{(1)}</td>
<td>$13.9</td>
<td>$14.8</td>
<td>$15.7</td>
<td>$16.4</td>
<td>$15.5$^{(2)}</td>
</tr>
<tr>
<td>Net Revenues (million)$^{(3)}</td>
<td>$4,895</td>
<td>$5,356</td>
<td>$6,020</td>
<td>$6,886</td>
<td>$6,859</td>
</tr>
</tbody>
</table>

**COST OF MANAGEMENT RATIO**

- 0.28%
- 0.28%
- 0.26%
- 0.24%
- 0.23%

$^{(1)}$ Total compensation as reported in the summary compensation table of the management information circular each year. For the fiscal year ended December 31, 2020, this amount represents actual compensation paid to the NEOs after COVID-19 related reductions. See the “Summary Compensation Table” on page 69 for further details.

$^{(2)}$ Had there been no COVID-19 related salary reductions in 2020, the NEOs’ total compensation would have been $16 million and the cost of management ratio would have remained at 0.23%.

$^{(3)}$ Net Revenues are defined as revenues less direct costs for sub-consultants and other direct expenses that are recoverable directly from clients. Net Revenues is a non-IFRS measure and, as such, does not have any standardized definition within IFRS and may not be comparable to similar measures reported by other issuers. See the Corporation’s management’s discussion & analysis for the year ended December 31, 2020 available on SEDAR at www.sedar.com for explanations of this measure and reconciliations to the nearest IFRS measure.

TRENDS IN COMPENSATION

The following graph illustrates the relationship between the aggregate compensation paid to all NEOs relative to the Corporation’s performance and Total Shareholder Return over the period from January 1, 2016 to December 31, 2020:

*Trends in Total Compensation*$^{(1)}

The trend demonstrates a strong relationship between the changes in the total compensation granted to the NEOs and the increase in the Corporation’s cumulative Total Shareholder Return. As a consequence of the Corporation’s evolution and continuous growth, the compensation plans offered to NEOs, namely the STIP and the LTIP, have been slightly reviewed annually and updated as needed in order to continue supporting a pay-for-performance philosophy and increasing alignment of executive compensation with Shareholder interests.
DESCRIPTION OF COMPENSATION PAID TO NEOs IN 2020

Base Salary

The base salaries of the NEOs and other executives of the Corporation are typically reviewed annually by the Governance, Ethics and Compensation Committee. For 2020, certain annual base salaries were reviewed and adjusted to take into account parameters such as general market increases and cost of living data. Base salaries are typically set within a competitive range of the median of the Peer Group and annual reviews also take place to maintain alignment with regional markets. At all times, base salaries may be set above or below median to reflect experience, individual contribution and performance, changes in scope or responsibilities, attract new executives and other specific circumstances.

In addition, during half of the year, base salary reductions of 30% for the President and CEO of the Corporation and of 20% for the other NEOs were implemented as part of the Corporation’s cost cutting measures taken during the COVID-19 pandemic.

Comparison of Aggregate Base Salaries from 2019 to 2020

<table>
<thead>
<tr>
<th></th>
<th>2019</th>
<th>2020(4)</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>All NEOs(1)(2)(3)(4)</td>
<td>$4,237,988</td>
<td>$4,267,852</td>
<td>+0.7%</td>
</tr>
</tbody>
</table>

(1) Aggregate base salaries of all NEOs for 2019 and 2020. There were five NEOs in 2019 and there were six NEOs in 2020, two of whom were not employed in their current executive positions for the entire year during 2020.

(2) Mr. Dollin was paid in GBP. His annual salary for each of 2019 and 2020 was converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements for the fiscal years ended December 31, 2019 and December 31, 2020, which were, respectively, $1.6940 to GBP 1 in 2019 and $1.7201 to GBP 1 in 2020.

(3) Mr. Cornell is paid in USD. His annual salary for each of 2019 and 2020 was converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements for the fiscal years ended December 31, 2019 and December 31, 2020, which were, respectively, $1.3268 to USD 1 in 2019 and $1.3396 to USD 1 in 2020.

(4) In order to provide a year-to-year comparison that is meaningful, the base salaries provided for 2020 represents the aggregate total of the annual base salary of each NEO, prior to any COVID-19 related reductions. Had the COVID-19 related reductions been applied to the table above, the aggregate base salaries for 2020 would have been $3,788,294, showing a change of -10.61% compared to 2019.

Annual Short-Term Incentive Plan

NEOs are entitled to receive STIP awards for achieving or exceeding pre-determined goals derived from the annual business plan. The Governance, Ethics and Compensation Committee aligns the Corporation’s STIP metrics with the Corporation’s strategic plan and Peer Group practices.

In determining the various metrics of the 2020 STIP, the Governance, Ethics and Compensation Committee selected financial performance indicators that are part of the Corporation’s annual business plan and long-term strategic plan and are highly correlated with value creation for Shareholders.

The Governance, Ethics and Compensation Committee focused the STIP for 2020 on generally the same performance metrics as in 2019. Revenue-based metrics were set in terms of Acquisition Growth and Organic Sales Growth, profitability was measured using Adjusted EBITDA, and DSO was used to measure cash conversion efficiency. For each metric, targets were set at the consolidated level and/or at the regional level for regional leaders and were approved by the Governance, Ethics and Compensation Committee.

In order to trigger the payment of an STIP, each NEO must meet a minimum financial threshold expressed in consolidated or regional Adjusted EBITDA, as applicable.

In the context of the COVID-19 pandemic, with the shift in focus to protect the Corporation’s employees from an unprecedented health crisis, all the while continuing to deliver projects to the Corporation’s clients and preserving its balance sheet and EBITDA margin, certain previously set STIP targets became difficult to achieve. Nonetheless, Management, with the support of the Governance, Ethics and Compensation Committee and the Board, felt it was important to maintain the targets set at the outset of the year 2020 so that the ultimate scores and payouts to NEOs appropriately reflect the financial results of the year.

For 2020, the Governance, Ethics and Compensation Committee reviewed the Corporation’s results and assessed the CEO’s performance against his performance goals. The Governance, Ethics and Compensation Committee also analyzed and discussed with the CEO the performance of the other NEOs and executives of the Corporation in order to recommend their respective STIP payments to the Board for approval.

The following table describes the 2020 STIP performance measures. For the year ended December 31, 2020, the performance measures of global NEOs (CEO, CFO, COO) were entirely based on global consolidated results, while the performance measures of the regional NEOs (President and CEO, U.S. and President and CEO, Canada) were 80% based on regional results and 20% based on global consolidated results.
## Description of the 2020 STIP Performance Measures

<table>
<thead>
<tr>
<th>Performance Measures</th>
<th>Description</th>
<th>How Target is Set</th>
<th>Calculation Methodology</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Adjusted EBITDA</strong></td>
<td>Internal compensation metric defined as earnings before net financing expense (except interest income), income tax expense, depreciation, amortization, impairment charges and reversals thereof, share of income tax expense and depreciation of associates and acquisition, integration and restructuring costs. For all NEOs, no STIP is payable if the Adjusted EBITDA is below 90% at the consolidated or regional level, as applicable, except at the discretion of the Board of Directors.</td>
<td>Target is set at the Corporation's annual budget.</td>
<td>Global Adjusted EBITDA is calculated on a consolidated basis for all NEOs. Regional Adjusted EBITDA is calculated at the regional level for regional NEOs only (President and CEO, Canada and President and CEO, U.S.).</td>
</tr>
<tr>
<td>Organic Sales Growth</td>
<td>Internal compensation performance metric calculated based on sales growth, excluding Acquisition Growth, divestiture impacts and foreign currency impacts over the previous fiscal year.</td>
<td>Target is set at the Corporation's annual budget.</td>
<td>Calculated on a consolidated basis for global NEOs (CEO, CFO &amp; COO). Calculated on a regional basis for regional NEOs (President and CEO, Canada and President and CEO, U.S.).</td>
</tr>
<tr>
<td>DSO&lt;sup&gt;(1)&lt;/sup&gt;</td>
<td>Internal compensation metric representing the average number of days to convert the Corporation's trade receivables (net of sales taxes) and costs and anticipated profits in excess of billings into cash, net of billings in excess of costs and anticipated profits.</td>
<td>Target is set at the Corporation's annual budget.</td>
<td>Calculated on a consolidated basis for global NEOs (CEO, CFO &amp; COO). Calculated on a regional basis for regional NEOs (President and CEO, Canada and President and CEO, U.S.).</td>
</tr>
<tr>
<td>Acquisition Growth</td>
<td>Internal compensation performance measure applicable for global NEOs only (CEO, CFO, COO) and calculated based on the expected annualized Net Revenues derived from acquisitions.</td>
<td>Target is approved by the Board of Directors, upon recommendation of the Governance, Ethics and Compensation Committee</td>
<td>Calculated on a consolidated basis for global NEOs only (CEO, CFO &amp; COO).</td>
</tr>
</tbody>
</table>

---

<sup>(1)</sup> This is a non-IFRS measure and as such, does not have any standardized meaning prescribed under IFRS and may differ from similar computations as reported by other issuers, and accordingly may not be comparable. Refer to section 22, “Glossary of non-IFRS measures and segment reporting measures” in the Corporation’s management’s discussion & analysis for the fiscal year ended December 31, 2020 available on SEDAR at [www.sedar.com](http://www.sedar.com) for additional information regarding such measure and, if applicable, reconciliation to the nearest IFRS measure.
The consolidated corporate performance metrics, weighting and actual results and payout under the STIP for 2020 are set out in the following table:

### 2020 Corporate Performance Measures, Results and Related Payout

<table>
<thead>
<tr>
<th>Performance Measures</th>
<th>Minimum Threshold (Payout = 0%)</th>
<th>Target (Payout = 100%)</th>
<th>Maximum Threshold (Payout = 200%)</th>
<th>Achievement versus Target</th>
<th>Payout Multiplier</th>
<th>Relative Weight</th>
<th>Payout(1)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>For Global NEOs (CEO, CFO, COO)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Adjusted EBITDA ($M)</td>
<td>1,059.3</td>
<td>1,115.0</td>
<td>1,226.5</td>
<td>1,053.7</td>
<td>0%</td>
<td>40%</td>
<td>0%</td>
</tr>
<tr>
<td>Organic Sales Growth</td>
<td>2.5%</td>
<td>4.0%</td>
<td>5.5%</td>
<td>-3.6%</td>
<td>0%</td>
<td>20%</td>
<td>0%</td>
</tr>
<tr>
<td>DSO</td>
<td>82</td>
<td>77.7</td>
<td>73.8</td>
<td>71.1</td>
<td>200%</td>
<td>20%</td>
<td>40%</td>
</tr>
<tr>
<td>Acquisition Growth(2)</td>
<td>300</td>
<td>400</td>
<td>600</td>
<td>1,053</td>
<td>200%</td>
<td>20%</td>
<td>40%</td>
</tr>
<tr>
<td><strong>Total STIP Payout:</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>80%</td>
</tr>
</tbody>
</table>

| **For President and CEO, U.S.** | | | | | | | |
| Global Adjusted EBITDA ($M) | 1,059.3 | 1,115.0 | 1,226.5 | 1,053.7 | 0% | 20% | 0% |
| Regional Adjusted EBITDA ($M) | 375.8 | 395.6 | 435.2 | 398.0 | 106% | 30% | 32% |
| Organic Sales Growth | 3% | 4.6% | 6% | -0.9% | 0% | 30% | 0% |
| DSO | 81.5 | 77.6 | 73.7 | 76.8 | 121% | 20% | 24% |
| **Total STIP Payout:** | | | | | | | 56%(3) |

| **For President and CEO, Canada** | | | | | | | |
| Global Adjusted EBITDA ($M) | 1,059.3 | 1,115.0 | 1,226.5 | 1,053.7 | 0% | 20% | 0% |
| Regional Adjusted EBITDA ($M) | 210.0 | 221.1 | 243.2 | 168.9 | 0% | 40% | 0% |
| Organic Sales Growth | 5.0% | 6.9% | 7.5% | -8.3% | 0% | 20% | 0% |
| DSO | 83.1 | 79.1 | 75.1 | 79.5 | 89% | 20% | 18% |
| **Total STIP Payout:** | | | | | | | 18%(4) |

1. The payout represents the achievement for each performance metric, expressed as a percentage and is subject to the relative weight of each performance measure.
2. Acquisition Growth includes the acquisition of all the issued and outstanding shares of Enterra Holdings Ltd., the holding company of Golder Associates, announced on December 3, 2020.
3. Despite an actual achievement of 56% of his objectives, Mr. Cornell’s STIP payout will be 100% for the year 2020, his first full year in his role of President and CEO, U.S., in accordance with the terms of his employment agreement.
4. Despite an actual achievement of 18% of his objectives, no STIP for 2020 is payable to Mr. Brain considering that the Adjusted EBITDA for the region was below the 90% threshold, a condition to the payment of STIP under the STIP program.
For 2020, each NEO’s target bonus and actual payout under the STIP represented the following percentages of his respective annual base salary:

### 2020 STIP Targets and Actual Payout

<table>
<thead>
<tr>
<th>NEOs</th>
<th>Threshold (% of Base Salary)</th>
<th>Target (% of Base Salary)</th>
<th>Maximum (% of Base Salary)</th>
<th>Actual Payout(1) (%)</th>
<th>Actual Payout(2) ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alexandre L’Heureux</td>
<td>0%</td>
<td>120%</td>
<td>240%</td>
<td>80%</td>
<td>$1,236,000</td>
</tr>
<tr>
<td>President and CEO</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Alain Michaud</td>
<td>0%</td>
<td>60%</td>
<td>120%</td>
<td>80%</td>
<td>$312,000</td>
</tr>
<tr>
<td>CFO</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Paul Dollin (3)</td>
<td>0%</td>
<td>75%</td>
<td>150%</td>
<td>80%</td>
<td>$478,328</td>
</tr>
<tr>
<td>Former COO</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lewis Cornell (4)</td>
<td>0%</td>
<td>50%</td>
<td>100%</td>
<td>100% (5)</td>
<td>$334,896</td>
</tr>
<tr>
<td>President and CEO, U.S.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ryan Brain</td>
<td>0%</td>
<td>50%</td>
<td>100%</td>
<td>0% (6)</td>
<td>$0</td>
</tr>
<tr>
<td>President and CEO, Canada</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bruno Roy (7)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Former CFO</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(1) The actual payout percentage represents the percentage of the STIP target being paid.
(2) The actual payout amount represents the actual payout percentage of the STIP target, up to the maximum percentage of each NEO’s base salary, before COVID-19 related salary reductions. For example, Mr. Michaud’s actual payout amount represents 80% (actual payout percentage) of 60% of his base salary (target) ($650,000 x 60% = $390,000), meaning 80% of $390,000, being $312,000.
(3) Mr. Dollin is paid in GBP. The amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements, which for the year ended December 31, 2020 was $1.7201 to GBP 1.
(4) Mr. Cornell is paid in USD. The amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements, which for the year ended December 31, 2020 was $1.3396 to USD 1.
(5) Despite an actual achievement of 56% of his objectives, Mr. Cornell’s STIP payout will be 100% for the year 2020, his first full year in his role of President and CEO, U.S., in accordance with the terms of his employment agreement.
(6) Despite an actual achievement of 18% of his objectives, no STIP for 2020 is payable to Mr. Brain considering that the Adjusted EBITDA for the region was below the 90% threshold, a condition to the payment of STIP under the STIP program.
(7) Mr. Roy’s employment as CFO ended on February 26, 2020. Consequently, no objectives were set for 2020 and he is not entitled to any STIP payout.
## Long-Term Incentive Plans

The following table describes the various types of grants made to NEOs under the LTIPs and their respective performance conditions:

### Type of Equity Awards and Vesting Matrix

<table>
<thead>
<tr>
<th>Type of grant</th>
<th>Description and Vesting Matrix</th>
<th>Payment Characteristic and Valuation</th>
</tr>
</thead>
<tbody>
<tr>
<td>PSUs</td>
<td>PSUs granted in 2018, 2019 and 2020 may vest at the end of a three-year Performance Period based on the Corporation’s TSR relative to that of the Peer Group (50%) and Adjusted EPS Growth targets (50%). The percentage of vesting between the performance levels presented in the below table is calculated on a straight-line basis between each stated level. Calibration of Adjusted EPS Growth for 2018 awards:</td>
<td>PSUs are subject to a performance multiplier, expressed as a percentage. The percentage of PSUs that may vest can vary from 0% up to a maximum of 150% for 2018, and up to a maximum of 200% for 2019 and 2020 awards. Vested PSUs can only be settled in cash. Value equal to the number of vested PSUs (including Dividend Equivalents earned thereon as well as potential additional PSUs coming from the performance multiplier) multiplied by the Market Value of the units.</td>
</tr>
<tr>
<td></td>
<td>Adjusted EPS Growth % of PSUs that Vests</td>
<td></td>
</tr>
<tr>
<td></td>
<td>15% or lower</td>
<td>0%</td>
</tr>
<tr>
<td></td>
<td>22.5%</td>
<td>60%</td>
</tr>
<tr>
<td></td>
<td>30%</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td>37.5% or higher</td>
<td>150%</td>
</tr>
<tr>
<td></td>
<td>Calibration of Adjusted EPS Growth for 2019 and 2020 awards:</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Adjusted EPS Growth % of PSUs that Vests</td>
<td></td>
</tr>
<tr>
<td></td>
<td>15% or lower</td>
<td>0%</td>
</tr>
<tr>
<td></td>
<td>22.5%</td>
<td>60%</td>
</tr>
<tr>
<td></td>
<td>30%</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td>40% or higher</td>
<td>200%</td>
</tr>
<tr>
<td></td>
<td>Calibration of TSR for 2018 awards:</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Relative TSR  % of PSUs that Vests</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Lower than 25th percentile</td>
<td>0%</td>
</tr>
<tr>
<td></td>
<td>25th percentile</td>
<td>25%</td>
</tr>
<tr>
<td></td>
<td>Median</td>
<td>50%</td>
</tr>
<tr>
<td></td>
<td>75th percentile</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td>100th percentile</td>
<td>150%</td>
</tr>
<tr>
<td></td>
<td>Calibration of TSR for 2019 and 2020 awards:</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Relative TSR  % of PSUs that Vests</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Lower than 25th percentile</td>
<td>0%</td>
</tr>
<tr>
<td></td>
<td>25th percentile</td>
<td>50%</td>
</tr>
<tr>
<td></td>
<td>Median</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td>75th percentile</td>
<td>150%</td>
</tr>
<tr>
<td></td>
<td>100th percentile</td>
<td>200%</td>
</tr>
<tr>
<td>Options</td>
<td>Options issued prior to 2019 generally fully vest three years after grant date (cliff-vesting) and have a 10-year term. Options issued since 2019 generally vest over a three-year period after grant date, at a rate of 1/3 at each anniversary of the grant, and have a 10-year term.</td>
<td>Option Price shall not be less than the Market Value of Shares at the time of the grant. Options provide value only if the Share price increases above the Option Price prior to the end of term. Value equal to the number of vested Options to be exercised multiplied by the difference (in $) between the Share price on the day Options are exercised and the Option Price.</td>
</tr>
<tr>
<td>RSUs</td>
<td>RSUs are time-vested only and generally vest at the end of a three-year period.</td>
<td>Vested RSUs can only be settled in cash. Value equal to the number of vested RSUs (including Dividend Equivalents earned thereon) multiplied by the Market Value.</td>
</tr>
<tr>
<td>DSUs</td>
<td>Subject to limited exceptions, DSUs vest immediately upon being granted but their settlement is deferred.</td>
<td>Vested DSUs can only be settled in cash. Vested DSUs become payable once employment with the Corporation is terminated for any reason other than for cause. Value equal to the number of vested DSUs (including Dividend Equivalents earned thereon) multiplied by the Market Value on the date a redemption notice is filed by the Participant (or at the latest, December 1 of the year following termination of employment).</td>
</tr>
<tr>
<td>Matching DSUs</td>
<td>Matching DSUs correspond to a match at a rate of 25% of any STIP amount that an Eligible Participant from the Corporation’s global leadership team elect to defer and receive in the form of DSUs. This 25%-match is applicable on up to 50% of the total deferrable STIP amount that any Eligible participant is entitled to. Subject to limited exceptions, the Matching DSUs vest over three years at a rate of 1/3 per anniversary year, but their settlement is deferred.</td>
<td>Same as DSUs above.</td>
</tr>
</tbody>
</table>
Performance conditions selected in 2018, 2019 and 2020 are aligned with the Corporation's strategic plan and with the interests of Shareholders.

**2020 LTIP AWARDS**

The target award of PSUs, Options and/or RSUs for each NEO (and Eligible Participant) is defined as a percentage of their respective annual salary. RSUs may also be granted to executives as an inducement to employment with the Corporation and to promote retention of current executives. When making decisions in determining the 2020 awards of PSUs, Options and/or RSUs to be granted to each NEO and Eligible Participant, the Governance, Ethics and Compensation Committee gave due consideration to the value of each NEO or Eligible Participant's present and potential future contribution to the Corporation's success, and considered other factors such as the Corporation's performance both in absolute terms and relative to the Peer Group and the degree to which previous long-term incentive grants continue to incentivize executives to achieve the Corporation's long term objectives and pursue initiatives that will create value for the Shareholders over the long run.

DSUs do not, as a matter of fact, form part of the LTIP mix. However, in order to increase the alignment of executives' and Shareholders' interests, NEOs and members of the Corporation's global leadership team, who are subject to the Executive Share Ownership Requirement, can voluntarily elect to receive DSUs instead of RSUs. In addition, since 2019, all executives of the Corporation's global leadership team, whether or not they are subject to the Executive Share Ownership Requirement, can elect to defer their STIP payout into a grant of DSUs, with the Corporation matching 25% of the first 50% deferrable portion of STIP into additional DSUs.

The following table shows the various awards under the LTIPs for each NEO approved by the Board, upon recommendation by the Governance, Ethics and Compensation Committee, for the fiscal year ended December 31, 2020:

### 2020 LTIP Targets and Awards

<table>
<thead>
<tr>
<th>NEOs</th>
<th>Target PSUs/ Options/ RSUs as a % of Salary</th>
<th>PSU/ Options/ RSU Target Mix(1)</th>
<th>PSU Award Value(2)</th>
<th>Option Award Value(3)</th>
<th>RSU Award Value(4)</th>
<th>DSU Award Value(5)</th>
<th>Total Award Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alexandre L’Heureux, President and CEO</td>
<td>300%</td>
<td>50% PSUs + 30% Options + 20% RSUs</td>
<td>$1,931,250</td>
<td>$1,158,743</td>
<td>$0</td>
<td>$772,500</td>
<td>$3,862,493</td>
</tr>
<tr>
<td>Alain Michaud, CFO</td>
<td>150%</td>
<td>50% PSUs + 30% Options + 20% RSUs</td>
<td>$487,500</td>
<td>$292,506</td>
<td>$195,000</td>
<td>$0</td>
<td>$975,006</td>
</tr>
<tr>
<td>Paul Dollin, Former COO</td>
<td>200%</td>
<td>50% PSUs + 30% Options + 20% RSUs</td>
<td>$783,252</td>
<td>$469,951</td>
<td>$0</td>
<td>$313,301</td>
<td>$1,566,503</td>
</tr>
<tr>
<td>Ryan Brain, President and CEO, Canada</td>
<td>115%</td>
<td>50% PSUs + 30% Options + 20% RSUs</td>
<td>$384,962</td>
<td>$230,974</td>
<td>$0</td>
<td>$153,985</td>
<td>$769,922</td>
</tr>
<tr>
<td>Lewis Cornell, President and CEO, U.S.</td>
<td>100%</td>
<td>50% PSUs + 30% Options + 20% RSUs</td>
<td>$332,044</td>
<td>$199,220</td>
<td>$0</td>
<td>$132,818</td>
<td>$664,081</td>
</tr>
<tr>
<td>Bruno Roy(6), Former CFO</td>
<td>0%</td>
<td>N/A</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
</tr>
</tbody>
</table>

(1) DSUs do not, as a matter of fact, form part of the LTIP mix. However, in order to increase the alignment of executives’ and shareholders’ interests, NEOs and members of the Corporation’s global leadership team, who are subject to the Executive Share Ownership Requirement, can voluntarily elect to receive DSUs instead of RSUs.

(2) Represents the Market Value of PSUs awarded pursuant to the PSU Plan.

(3) Represents the fair value per Option of Options granted on March 27, 2020 of $16.07, which was estimated using the Black-Scholes-Merton option model, a prevalent and commonly used valuation methodology, according to the following assumptions: an expected annual dividend of $1.50, risk-free interest rate of 1.12%, expected volatility of 24% and an expected duration of ten years.

(4) Represents the Market Value of RSUs awarded pursuant to the RSU Plan. For 2020, all NEOs who were subject to the Executive Share Ownership Requirement at the time of the DSU election deadline, elected to replace their RSU grant with a DSU grant.

(5) Represents the Market Value of DSUs awarded pursuant to the DSU Plan.

(6) Mr. Roy’s employment as CFO ended on February 26, 2020. Consequently, he was not awarded any LTIP in 2020.

In 2020, the NEOs received an aggregate of 146,322 Options, with an estimated grant date value of $2,351,395 based on the Black-Scholes-Merton option valuation model and the NEOs received an aggregate of 57,028 PSUs for a grant date value of $3,919,008, 2,838 RSUs for a grant date value of $195,000 and 19794 DSUs for a grant date value of $1,372,603 based on the Market Value of Shares on the date of the grant. Please refer to the “Summary Compensation Table” on page 69 for a full description of how the Market Value is calculated.
DSU Awards from STIP Deferral

The following table shows, for each NEO, the DSU and Matching DSU awards received during the fiscal year ended December 31, 2020 as a result of the deferral of their STIP compensation.

<table>
<thead>
<tr>
<th>NEO</th>
<th>DSU Award Value from STIP Deferral(1)</th>
<th>Matching DSU Award(2)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alexandre L’Heureux, President and CEO</td>
<td>$1,363,735</td>
<td>$170,467</td>
</tr>
<tr>
<td>Alain Michaud, CFO</td>
<td>$116,206</td>
<td>$29,052</td>
</tr>
<tr>
<td>Paul Dollin, Former COO</td>
<td>$590,561</td>
<td>$73,820</td>
</tr>
<tr>
<td>Ryan Brain, President and CEO, Canada</td>
<td>$162,500</td>
<td>$40,625</td>
</tr>
<tr>
<td>Lewis Cornell, President and CEO, U.S.</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Bruno Roy, Former CFO</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

(1) The amounts included in this column represent the portion of the STIP payable to an NEO in respect of the performance year ended December 31, 2019 which each such NEO has voluntarily elected to receive in the form of DSUs instead of actual cash payout in the year ended December 31, 2020.

(2) The amounts included in this column represent the amount matched by the Corporation as a result of an NEO’s voluntary election to receive a portion of his STIP in DSUs (instead of a cash payment), which amounts represent 25% of the first 50% of the deferrable portion of the STIP. Refer to the section “Type of Equity Awards and Vesting Matrix” on page 63 for additional details.

(3) Mr. Cornell started his employment in 2019 and was therefore not entitled to receive any STIP in the form of DSUs.

(4) Mr. Roy’s employment as CFO ended on February 28, 2020. Consequently, he was not entitled to receive any STIP in the form of DSUs.

Employee Share Purchase Plan

In 2014, the Corporation implemented the ESPP for its Canadian employees, including Canadian NEOs. The purpose of the ESPP is to facilitate access to Share ownership and build a sense of belonging to the Corporation. Since July 2019, for each dollar invested by an eligible employee to purchase Shares, the Corporation contributes an amount corresponding to 50% of the employee’s contribution, up to a maximum employer contribution of $1,000 per year per employee for hourly-based employees, and up to a maximum employer contribution of $2,000 per year per employee for salaried employees. The ESPP is managed by an external provider and the Shares are purchased from the market.

Retirement Plans and Other Benefits

RETIREMENT AND SAVINGS PLANS

The Corporation uses different retirement and savings plans based on the location of each NEO in order to provide a certain level of income security at retirement. The following table summarizes the various retirement and savings plans in place for NEOs:

Retirement and Savings Plans offered to NEOs in 2020

<table>
<thead>
<tr>
<th>NEO</th>
<th>Type of Plan</th>
<th>Contribution formula</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alexandre L’Heureux, President and CEO</td>
<td>Deferred Profit Sharing Plan, Group RRSP, Non-Registered Savings Plan</td>
<td>Corporation matches 100% of the NEO’s contributions in the Group RRSP, up to a maximum amount equivalent to 10% of base salary, subject to the maximum permitted under the Income Tax Act (Canada), with any additional amounts in a non-registered savings plan.</td>
</tr>
<tr>
<td>Alain Michaud, CFO</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ryan Brain, President and CEO, Canada</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bruno Roy, Former CFO</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Paul Dollin, Former COO</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lewis Cornell, President and CEO, U.S.</td>
<td>401(k) Plan</td>
<td>Corporation matches 50% of the NEO’s contributions into the 401(k) plan up to US$3,100.</td>
</tr>
</tbody>
</table>

(1) For 2020, the Corporation agreed to Messrs. L’Heureux, Michaud and Roy’s request to allocate their personal and the Corporation’s contributions to their ESPP account rather than their savings plans. These amounts are reflected in the “Summary Compensation Table” on page 69 under the “All Other Compensation”.

Please refer to the “Summary Compensation Table” on page 69 for more information on the individual value of these benefits for each NEO.
BENEFITS AND OTHER PERQUISITES

The Corporation aims to offer an array of competitive benefits to its employees independent of their role in the organization and taking into consideration general practices in each of the regions where the Corporation operates. NEOs are covered under the same benefits programs applicable to all other employees in their respective region and which typically include life, medical, dental and disability insurance.

A total of $88,128 was paid to Bruno Roy in 2020 for payment of wellness and vacation days accrued but not used during the course of his employment. The aggregate value of other perquisites that were provided to each other NEO for the year ended December 31, 2020 (and that are not typically offered to all other employees of the Corporation) did not exceed the lesser of $50,000 or 10% of each NEO’s annual base salary. Please refer to the “Summary Compensation Table” on page 69 for more information.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Corporation or its subsidiaries have employment agreements in place with each NEO that provide for termination and Change of Control benefits. All such employment agreements are for an indeterminate term and include confidentiality covenants which apply indefinitely.

The following table summarizes the non-solicitation and non-competition covenants, severance payable on a termination without cause and Change of Control provisions applicable to the NEOs as at December 31, 2020.

<table>
<thead>
<tr>
<th>NEO</th>
<th>Non-solicitation covenant</th>
<th>Non-competition covenant</th>
<th>Payment in case of termination without cause</th>
<th>Payment in case of termination of employment following a Change of Control</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alexandre L’Heureux, President and CEO</td>
<td>During employment and one year following termination</td>
<td>During employment and one year following termination</td>
<td>24 months of base salary and benefits and a lump sum payment equal to two times the amount of the average STIP payment in the last two completed financial years of the Corporation preceding termination</td>
<td>Same as termination without cause for 18 months following Change of Control(1)</td>
</tr>
<tr>
<td>Alain Michaud, CFO</td>
<td>During employment and one year following termination</td>
<td>During employment and one year following termination</td>
<td>18 months of base salary and benefits and a lump sum payment equal to one and a half times the amount of the average STIP payment in the last two completed financial years of the Corporation preceding termination</td>
<td>Same as termination without cause for 18 months following Change of Control(1)</td>
</tr>
<tr>
<td>Paul Dollin(2), Former COO</td>
<td>During employment and one year following termination</td>
<td>During employment and one year following termination</td>
<td>18 months of base salary and benefits and a lump sum payment equal to one and a half times the amount of the average STIP payment in the last two completed financial years of the Corporation preceding termination</td>
<td>Same as termination without cause for 18 months following Change of Control(1)</td>
</tr>
<tr>
<td>Ryan Brain, President and CEO, Canada</td>
<td>During employment and one year following termination</td>
<td>During employment and one year following termination</td>
<td>18 months of base salary and benefits and a lump sum payment equal to one and a half times the amount of the average STIP payment in the last two completed financial years of the Corporation preceding termination</td>
<td>No specific change of control provisions applicable, other than as a result of a termination without cause or resignation for good reason</td>
</tr>
<tr>
<td>Lewis Cornell, President and CEO, U.S.A</td>
<td>None</td>
<td>None</td>
<td>12 months of base salary and a lump sum payment equal to one time the amount of the average STIP payment in the last two completed financial years of the Corporation preceding termination</td>
<td>6 months of base salary</td>
</tr>
<tr>
<td>Bruno Roy(3), Former CFO</td>
<td>During employment and one year following termination</td>
<td>During employment and one year following termination</td>
<td>18 months of base salary and benefits and a lump sum payment equal to one and a half times the amount of the average STIP payment in the last two completed financial years of the Corporation preceding termination</td>
<td>Same as termination without cause for 18 months following Change of Control(1)</td>
</tr>
</tbody>
</table>

(1) Applies in the event of termination without cause or resignation for good reason, as defined in the employment agreement, following a change of control.
(2) Mr. Dollin’s last day of employment with the Corporation as COO was January 1, 2021.
(3) Mr. Roy’s last day of employment with the Corporation as CFO was February 26, 2020.
### Incentive Compensation Payments in case of Termination

The STIP and LTIPs also provide for different payments to NEOs under various termination scenarios which are summarized below:

<table>
<thead>
<tr>
<th>Compensation Element(1)</th>
<th>Voluntary Resignation</th>
<th>Retirement</th>
<th>Termination for Cause</th>
<th>Termination without Cause</th>
<th>Termination of Employment following a Change of Control</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Current year STIP</strong></td>
<td>No payment</td>
<td>No payment</td>
<td>No payment</td>
<td>No payment</td>
<td>No payment</td>
</tr>
<tr>
<td><strong>PSUs</strong></td>
<td>Unpaid PSUs are cancelled</td>
<td>Unvested PSUs remain in effect and are payable at the end of the three-year term if performance conditions are met, prorated to the amount of time actively employed during the Performance Period</td>
<td>All PSUs are cancelled</td>
<td>Unvested PSUs remain in effect and are payable at the end of the three-year term if performance conditions are met, prorated to the amount of time actively employed during the Performance Period</td>
<td>Immediate vesting on the date of the Change of Control</td>
</tr>
<tr>
<td><strong>Options</strong></td>
<td>Vested Options must be exercised within 90 days</td>
<td>Options may be exercised as they vest in accordance with their terms</td>
<td>All Options are cancelled</td>
<td>Vested Options must be exercised within 90 days</td>
<td>Board has discretion to make such provision for the protection of the rights of the Participants</td>
</tr>
<tr>
<td><strong>RSUs</strong></td>
<td>Unpaid RSUs are cancelled</td>
<td>Unvested RSUs remain in effect and are payable at the end of the three-year term based on Market Value, prorated to the period of employment between the award date and the vesting determination date</td>
<td>All RSUs are cancelled</td>
<td>Unvested RSUs remain in effect and are payable at the end of the three-year term based on Market Value, prorated to the period of employment between the award date and the vesting determination date</td>
<td>Immediate vesting on the date of the Change of Control</td>
</tr>
<tr>
<td><strong>DSUs</strong></td>
<td>Vested DSUs become payable upon the earlier of a delivery by the Participant of a redemption notice or December 1 of the first calendar year following the termination date</td>
<td>Vested DSUs become payable upon the earlier of a delivery by the Participant of a redemption notice or December 1 of the first calendar year following the termination date</td>
<td>All DSUs are cancelled</td>
<td>Vested DSUs become payable upon the earlier of a delivery by the Participant of a redemption notice or December 1 of the first calendar year following the termination date</td>
<td>Board has discretion to make such provision for the protection of the rights of the Participants</td>
</tr>
<tr>
<td><strong>Matching DSUs</strong></td>
<td>Unvested Matching DSUs are cancelled Vested Matching DSUs are payable as DSUs (see above)</td>
<td>Unvested Matching DSUs remain in effect but are subject to a pro-rata based on the period of time employed during the total vesting period. Once vested, Matching DSUs are payable as DSUs (see above)</td>
<td>All Matching DSUs are cancelled</td>
<td>Unvested Matching DSUs remain in effect but are subject to a pro-rata based on the period of time employed during the total vesting period. Once vested, Matching DSUs are payable as DSUs (see above)</td>
<td>Board has discretion to make such provision for the protection of the rights of the Participants</td>
</tr>
</tbody>
</table>

(1) The LTI Plan includes conditions applicable to a retirement that must be complied with in order to receive payments or benefits, including non-compete and non-solicitation covenants, and these conditions apply for a maximum period of three (3) years following retirement.
Voluntary Resignation, Retirement, Termination Without Cause and Change of Control Payments

The following table summarizes the incremental payments which would be owed to each NEO in the event of a voluntary resignation, retirement, termination without cause or following a Change of Control of the Corporation, assuming a termination date of December 31, 2020. No incremental amounts are payable in connection with a termination for cause.

<table>
<thead>
<tr>
<th>NEO</th>
<th>Items(^{(1)})</th>
<th>Voluntary Resignation ($)</th>
<th>Retirement(^{(2)}) ($)</th>
<th>Termination without cause ($)</th>
<th>Termination following Change of Control(^{(3)}) ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alexandre L’Heureux</td>
<td>Pay, STIP, Benefits: -</td>
<td>5,188,492</td>
<td>5,188,492(^{(4)})</td>
<td>52,449,267</td>
<td></td>
</tr>
<tr>
<td>President and CEO</td>
<td>LTIP: 34,622,153</td>
<td>48,369,562</td>
<td>44,242,216</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Alain Michaud</td>
<td>Pay, STIP, Benefits: -</td>
<td>1,568,450</td>
<td>1,568,450(^{(4)})</td>
<td>3,745,915</td>
<td></td>
</tr>
<tr>
<td>CFO</td>
<td>LTIP: 717,138</td>
<td>2,582,362</td>
<td>1,552,079</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Paul Dollin(^{(5)})</td>
<td>Pay, STIP, Benefits: -</td>
<td>2,002,173</td>
<td>2,002,173(^{(4)})</td>
<td>13,947,739</td>
<td></td>
</tr>
<tr>
<td>Former COO</td>
<td>LTIP: 6,902,567</td>
<td>12,258,496</td>
<td>10,568,060</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lewis Cornell(^{(7)})</td>
<td>Pay, STIP, Benefits: -</td>
<td>334,896</td>
<td>1,339,585</td>
<td></td>
<td></td>
</tr>
<tr>
<td>President and CEO, U.S.</td>
<td>LTIP: 448,467</td>
<td>1,076,187</td>
<td>645,356</td>
<td>1,469,965</td>
<td></td>
</tr>
<tr>
<td>Ryan Brain</td>
<td>Pay, STIP, Benefits: -</td>
<td>1,256,948</td>
<td>1,256,948</td>
<td></td>
<td></td>
</tr>
<tr>
<td>President and CEO, Canada</td>
<td>LTIP: 1,317,568</td>
<td>2,993,922</td>
<td>1,998,944</td>
<td>3,721,658</td>
<td></td>
</tr>
<tr>
<td>Bruno Roy(^{(8)})</td>
<td>Pay, STIP, Benefits: N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Former CFO</td>
<td>LTIP: N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>

\(^{(1)}\) The values of the Options, PSUs, RSUs and DSUs have been calculated based on the closing price of the Shares on the TSX on December 31, 2020 of $120.59. The value of the 2018 PSUs includes a 145% vesting performance multiplier as per the PSU Plan rules.

\(^{(2)}\) The amounts payable pursuant to the LTIP assume that all unvested Options vested on December 31, 2020.

\(^{(3)}\) The amounts payable pursuant to the LTIP assume that, upon the Change of Control, the Board uses its discretion in accordance with the LTI Plan and determines that all unvested Options shall vest immediately at 100% of the award. All PSUs and RSUs fully vest in the event of a Change of Control (including all Dividend Equivalents earned thereon). The amounts payable pursuant to the LTIP assume that, upon the Change of Control, the Board uses its discretion in accordance with the LTIP Plan and determines that, if applicable, amounts equivalent to unvested PSUs or RSUs (including all Dividend Equivalents earned thereon) become payable after termination.

\(^{(4)}\) Applies in the event of termination without cause or resignation for good reason following a Change of Control.

\(^{(5)}\) Mr. Dollin’s last day of employment with the Corporation as COO was January 1, 2021. As of January 1, 2021, none of the incremental payments set out in the table above in the event of a retirement, termination without cause or following a Change of Control of the Corporation were payable to Mr. Dollin.

\(^{(6)}\) Mr. Dollin was paid in GBP. The amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements, which for the year ended December 31, 2020 was $1.7201 to GBP 1.

\(^{(7)}\) Mr. Cornell is paid in USD. The amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements, which for the year ended December 31, 2020 was $1.3396 to USD 1.

\(^{(8)}\) Mr. Roy’s last day of employment with the Corporation as CFO was February 26, 2020. Therefore, no incremental payments would have been owed to Mr. Roy in the event of a voluntary resignation, retirement, termination without cause or following a Change of Control of the Corporation, assuming a termination date of December 31, 2020.
**KEY COMPENSATION TABLES**

**Summary Compensation Table**

The following table summarizes the NEOs' total annual compensation for the years ended December 31, 2018, December 31, 2019 and December 31, 2020, as applicable.

<table>
<thead>
<tr>
<th>Name and Principal Position</th>
<th>Year</th>
<th>Salary(1) ($)</th>
<th>Share-Based Award(2) ($)</th>
<th>Option-Based Award ($)</th>
<th>Short-Term Incentive Plans(3)(4) ($)</th>
<th>Long-Term Incentive Plans ($)</th>
<th>Pension Value ($)</th>
<th>All Other Compensation(5) ($)</th>
<th>Total Compensation ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alexandre L’Heureux, President and CEO</td>
<td>2020</td>
<td>1,088,909</td>
<td>2,874,217</td>
<td>1,158,743</td>
<td>1,236,000</td>
<td>-</td>
<td>-</td>
<td>538,728</td>
<td>6,896,597</td>
</tr>
<tr>
<td></td>
<td>2019</td>
<td>1,250,000</td>
<td>2,890,788</td>
<td>1,125,000</td>
<td>1,363,735</td>
<td>-</td>
<td>-</td>
<td>403,753</td>
<td>7,033,275</td>
</tr>
<tr>
<td></td>
<td>2018</td>
<td>1,100,000</td>
<td>2,419,935</td>
<td>604,995</td>
<td>2,126,300</td>
<td>-</td>
<td>-</td>
<td>291,000</td>
<td>6,542,230</td>
</tr>
<tr>
<td>Alain Michaud(6) CFO</td>
<td>2020</td>
<td>582,154</td>
<td>711,552</td>
<td>292,506</td>
<td>312,000</td>
<td>-</td>
<td>-</td>
<td>99,756</td>
<td>1,997,967</td>
</tr>
<tr>
<td></td>
<td>2019</td>
<td>473,077</td>
<td>420,000</td>
<td>179,998</td>
<td>232,425</td>
<td>-</td>
<td>-</td>
<td>35,650</td>
<td>1,341,150</td>
</tr>
<tr>
<td>Paul Dollin(7) Former COO</td>
<td>2020</td>
<td>717,492</td>
<td>1,170,372</td>
<td>469,951</td>
<td>478,328</td>
<td>-</td>
<td>-</td>
<td>288,022</td>
<td>3,124,166</td>
</tr>
<tr>
<td></td>
<td>2019</td>
<td>762,300</td>
<td>1,216,982</td>
<td>467,723</td>
<td>590,561</td>
<td>-</td>
<td>-</td>
<td>225,819</td>
<td>3,263,386</td>
</tr>
<tr>
<td></td>
<td>2018</td>
<td>717,745</td>
<td>864,523</td>
<td>-</td>
<td>1,005,022</td>
<td>-</td>
<td>-</td>
<td>196,864</td>
<td>2,784,154</td>
</tr>
<tr>
<td>Ryan Brain, President and CEO, Canada</td>
<td>2020</td>
<td>603,055</td>
<td>579,573</td>
<td>230,974</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>103,235</td>
<td>1,516,837</td>
</tr>
<tr>
<td></td>
<td>2019</td>
<td>587,500</td>
<td>523,250</td>
<td>224,250</td>
<td>325,000</td>
<td>-</td>
<td>-</td>
<td>146,729</td>
<td>1,806,729</td>
</tr>
<tr>
<td>Lewis Cornell(8) President and CEO, U.S.</td>
<td>2020</td>
<td>602,838</td>
<td>464,861</td>
<td>199,220</td>
<td>334,896</td>
<td>-</td>
<td>-</td>
<td>15,345</td>
<td>1,617,161</td>
</tr>
<tr>
<td></td>
<td>2019</td>
<td>125,028</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>400,709</td>
<td>525,747</td>
</tr>
<tr>
<td>Bruno Roy(9) Former CFO</td>
<td>2020</td>
<td>193,846</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>161,576</td>
<td>355,423</td>
</tr>
<tr>
<td></td>
<td>2019</td>
<td>700,000</td>
<td>975,292</td>
<td>367,500</td>
<td>542,297</td>
<td>-</td>
<td>-</td>
<td>157,847</td>
<td>2,742,936</td>
</tr>
<tr>
<td></td>
<td>2018</td>
<td>650,000</td>
<td>779,917</td>
<td>194,993</td>
<td>942,338</td>
<td>-</td>
<td>-</td>
<td>110,710</td>
<td>2,677,958</td>
</tr>
</tbody>
</table>

(1) The amounts shown in this column for the year 2020 reflect a base salary reduction of 30% for the President and CEO and of 20% for the other NEOs for half of the year 2020 agreed to as part of the Corporation’s cost cutting measures taken during the COVID-19 pandemic.

(2) The amounts shown in this column for the years 2019 and 2020 include, when applicable, the award value of Matching DSUs granted to NEOs who had elected to receive their STIP in the form of DSUs instead of receiving an actual payout in cash. The grant value of such Matching DSUs awarded to NEOs corresponds to $170,467 for Mr. L’Heureux, $29,052 for Mr. Michaud, $73,920 for Mr. Dollin and $40,625 for Mr. Brain. The amounts shown in this column do not include DSUs issued in 2020 from the deferral of the 2019 STIP as such amounts are already reflected in the 2019 short-term incentive plan column. Refer to the table “DSU Awards from STIP Deferral” for additional details.

(3) The amounts in this column represent payments with regards to employee benefits, savings plans and other perquisites described under “Retirement Plans and Other Benefits” and additional compensation paid to NEOs described herein. Perquisites and other personal benefits that, in aggregate, are worth less than $50,000 or 10% of the total annual base salary of an NEO for the financial year, are not included. In 2020, Mr. L’Heureux received a savings allowance equivalent to $65,020 and an ESPP employer contribution of $1,894. In 2020, Mr. Michaud received a savings allowance equivalent to $65,020 and an ESPP employer contribution of $1,894. In 2020, Mr. Dollin received a savings allowance equivalent to $199,582. In 2020, Mr. Brain received a savings allowance equivalent to $66,950 and an ESPP employer contribution of $2,308. In 2020, Mr. Cornell received a signing bonus of $398,040 as well as a savings allowance equivalent to $21,538, an ESPP employer contribution of $1,038, and a payment for wellness and vacation days accrued but not used during the course of his employment of $88,128. The amounts in this column also represent the Dividend Equivalents on PSUs, DSUs and RSUs credited to Mr. Roy’s last day as CFO of the Corporation was February 26, 2020 but he continued to receive a salary until March 31, 2020.

(4) Since January 1st, 2020, certain executives are entitled to defer up to 100% of their STIP payout into DSUs, on a voluntary basis, and the Corporation will match 25% of the first 50% of the deferrable portion into an additional award of DSUs, which additional DSUs vest over a three-year period. For the 2020 STIP payable in 2021, Mr. L’Heureux and Mr. Michaud elected to receive 50% of their payable STIP in the form of DSUs.

(5) The amounts shown in this column represent payments to NEOs for the years ended December 31, 2018, December 31, 2019 and December 31, 2020, as applicable. The amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements, which was $1.7295 to GBP 1 in 2018, $1.6940 to GBP 1 in 2019 and $1.7201 to GBP 1 in 2020. As part of his employment contract, Mr. Cornell’s bonus payout for 2020 was guaranteed at 100% achievement.

(6) Mr. Michaud started his employment with the Corporation on March 11, 2019 as Senior Vice President, Operational Performance and Strategic Initiatives and was appointed CEO on February 27, 2020.

(7) Mr. Dollin was paid in GBP. The amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements, which was $1.7295 to GBP 1 in 2018, $1.6940 to GBP 1 in 2019 and $1.7201 to GBP 1 in 2020.

(8) Mr. Cornell is paid in USD and the amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements, which was $1.3268 to USD 1 in 2019 and $1.3396 to USD 1 in 2020.

(9) Mr. Roy’s last day as CFO of the Corporation was February 26, 2020 but he continued to receive a salary until March 31, 2020.
OPTION-BASED AWARDS

We used the Black-Scholes Merton valuation model, a prevalent and commonly used valuation methodology, to determine the accounting fair value of the stock option awards:

<table>
<thead>
<tr>
<th>Date of grant</th>
<th>Value ($)</th>
<th>Expected dividend yield (%)</th>
<th>Risk-free interest rate (%)</th>
<th>Implied volatility (%)</th>
<th>Exercise period (years)</th>
</tr>
</thead>
<tbody>
<tr>
<td>March 27, 2020(1)</td>
<td>16.07</td>
<td>2.60</td>
<td>2.49</td>
<td>24.02</td>
<td>3-10 years</td>
</tr>
<tr>
<td>August 20, 2019(2)</td>
<td>15.05</td>
<td>2.09</td>
<td>1.59</td>
<td>19.5</td>
<td>3-10 years</td>
</tr>
<tr>
<td>January 1, 2019(3)</td>
<td>14.48</td>
<td>2.55</td>
<td>2.49</td>
<td>22.64</td>
<td>3-10 years</td>
</tr>
<tr>
<td>January 1, 2018(4)</td>
<td>14.86</td>
<td>2.50</td>
<td>2.45</td>
<td>22.97</td>
<td>3-10 years</td>
</tr>
<tr>
<td>January 1, 2017(5)</td>
<td>9.66</td>
<td>3.36</td>
<td>1.98</td>
<td>23.99</td>
<td>3-10 years</td>
</tr>
</tbody>
</table>

(1) Granted to Mr. L’Heureux, Mr. Michaud, Mr. Brain and Mr. Cornell.
(2) Granted to Mr. Brain.
(3) Granted to Mr. L’Heureux, Mr. Roy and Mr. Dollin.
(4) Granted to Mr. L’Heureux and Mr. Roy.
(5) Granted to Mr. L’Heureux and Mr. Roy.

SHARE-BASED AWARDS

The grant date fair value of PSUs, RSUs and DSUs awarded to the NEOs is the Market Value of PSUs, DSUs and RSUs awarded under the LTIPs, being the five-trading day volume weighted average price of the Shares on the TSX prior to the award date.

Long-Term Incentive Plans

DESCRIPTION OF PLANS, TYPE OF EQUITY AWARDS AND PERFORMANCE MEASURES

In 2020, the Corporation administered four long-term incentive plans pursuant to which awards were made to its executives: (i) a long-term incentive plan adopted in 2011, as amended from time to time (the “LTI Plan”) under which Options and Old RSUs can be issued, (ii) a performance share unit plan adopted in 2014, as amended from time to time (the “PSU Plan”), (iii) a deferred share unit plan adopted in 2015, as amended from time to time (the “DSU Plan”), and (iv) a restricted share unit plan adopted in 2015, as amended from time to time (the “RSU Plan”, and collectively with the LTI Plan, the PSU Plan and the DSU Plan, the “LTIPs”).

Detailed information on the LTIPs is included in Schedule C of this Circular.

LTI PLAN

The LTI Plan was designed to increase the interest in the Corporation’s welfare of those officers, senior executives or key employees of the Corporation who share responsibility for the management, growth and protection of the business of the Corporation and have a significant impact on the Corporation’s long-term results, to reward their performance in creating value for Shareholders and to provide a means through which the Corporation may attract and retain key personnel.

For each grant of Options under the LTI Plan, the Board (i) designates the Eligible Participants who may receive Options under the LTI Plan, (ii) fixes the number of Options, if any, to be granted to each Eligible Participant and the date or dates on which such Options shall be granted, (iii) determines the price per Share to be payable upon the exercise of each such Option, which shall not be less than the market value of such Shares at the time of the grant, and (iv) determines the relevant vesting provisions, including performance criteria, if any, and the term of the Option which shall not exceed 10 years, the whole subject to the terms and conditions of the LTI Plan.

For each grant of Old RSUs under the LTI Plan, the Board (i) designates the Eligible Participants who may receive Old RSUs under the LTI Plan, (ii) fixes the number or dollar amount of Old RSUs to be granted to each Eligible Participant and the date or dates on which such Old RSUs shall be granted, (iii) determines the relevant conditions and vesting provisions, including the determination of a Performance Period and performance criteria, if any, and (iv) determines the period during which Old RSUs may vest, which period must fall after the end of the Performance Period but no later than the last day of the Restriction Period, the whole subject to the terms and conditions of the LTI Plan. Old RSUs issued under the LTI Plan may be settled in Shares or cash or a combination of both, at the discretion of the Board.

In accordance with the terms of the LTI Plan, a Dividend Equivalent is to be computed in the form of additional Old RSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such Old RSUs are awarded on April 15 of the following fiscal year and vest on the Vesting Date according to the same vesting conditions (including performance criteria, if any) as the underlying Old RSUs.

The last grant of Old RSUs took place on March 28, 2013 and there are currently no outstanding Old RSUs.
**PSU PLAN**

The PSU Plan was designed to provide Eligible Participants with the opportunity to participate in the long-term success of the Corporation, to promote a greater alignment of their interests with those of Shareholders, to reward Eligible Participants for their performance and to provide a means through which the Corporation may attract and retain key personnel. For the purpose of the PSU Plan, awards are made to such Eligible Participants who contribute in a material way to the present and future success of the Corporation. PSUs issued under the PSU Plan can only be settled in cash.

For each grant of PSUs under the PSU Plan, the Governance, Ethics and Compensation Committee (i) designates the Eligible Participants who may receive PSUs under the PSU Plan, (ii) determines the number of PSUs to be credited to each Eligible Participant, (iii) determines the performance measures and objectives that shall determine the proportion, not exceeding 200%, of such awarded PSUs becoming Vested PSUs, and (iv) determines the Performance Period, the whole subject to the terms and conditions of the PSU Plan.

In accordance with the terms of the PSU Plan, a Dividend Equivalent is to be computed in the form of additional PSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such PSUs are awarded on April 15 of the following fiscal year and vest in proportion to and on the same Vesting Date as the underlying PSUs.

**DSU PLAN**

Effective January 1, 2016, the Board, following a recommendation of the Governance, Ethics and Compensation Committee, approved amendments to the DSU Plan to permit the issuance of DSUs to Eligible Employees. In its original iteration, the DSU Plan only allowed issuance of DSUs to Directors. These amendments were designed to assist those executive officers of the Corporation who are subject to Executive Share Ownership Requirements in meeting their minimum equity requirements. For the purpose of the DSU Plan, Eligible Employees are those employees of the Corporation designated as such by the Board, which currently include key senior executive officers of the Corporation. The DSU plan, as amended, is designed to enhance the Corporation’s ability to attract and retain talented individuals to serve as members of the Board and in executive positions, to promote alignment of interests between Participants and Shareholders and to assist Participants in fulfilling the Director Share Ownership Requirements and the Executive Share Ownership Requirements. DSUs issued under the DSU Plan can only be settled in cash.

Unless otherwise determined, DSUs vest immediately upon being granted. However, no holder of DSUs has any right to receive any payment under the DSU Plan until he or she ceases service as an employee and, if applicable, as a Director of the Corporation for any reason (other than for cause), including by reason of death, disability, retirement or resignation.

Since December 11, 2018, Matching DSUs can also be granted to certain Eligible Employees. Matching DSUs correspond to a match at a rate of 25% of any STIP amount that an Eligible Employee from the Corporation’s global leadership team elect to defer and receive in the form of DSUs. They serve as an additional incentive to postpone earned amounts into long-term compensation. This 25%-match is applicable on up to the first 50% of the total deferrable STIP amount that any Eligible Employee is entitled to. Matching DSUs generally vest over three years at a rate of 1/3 per anniversary year, but their settlement is deferred. No holder of Matching DSUs has any right to receive any payment under the DSU Plan until he or she ceases service as an employee and, if applicable, as a Director of the Corporation for any reason (other than for cause), including by reason of death, disability, retirement or resignation.

In accordance with the terms of the DSU Plan, a Dividend Equivalent is to be computed in the form of additional DSUs calculated as of each dividend payment date in respect of which normal cash dividends are paid on the Shares and vesting on each such date, unless otherwise determined. The settlement of such additional DSUs will occur in accordance with the same terms as the underlying DSUs.

**RSU PLAN**

The RSU Plan was designed to increase the interest in the Corporation’s welfare of employees of the Corporation who share responsibility for the management, growth and protection of the business of the Corporation and have a significant impact on the Corporation’s long-term results, to reward their performance in creating value for Shareholders and to provide a means through which the Corporation may attract and retain key personnel. RSUs issued under the RSU Plan can only be settled in cash. For each grant of RSUs under the RSU Plan, the Governance, Ethics and Compensation Committee (i) designates the Eligible Participants who may receive RSUs under the RSU Plan, (ii) fixes the number or dollar amount of RSUs to be granted to each Eligible Participant and the date or dates on which such RSUs shall be granted, and (iii) determines the vesting determination date, which shall be the third anniversary from the date such RSUs were awarded, or such other date as fixed by the Governance, Ethics and Compensation Committee, but no later than the last day of the Restriction Period, the whole subject to the terms and conditions of the RSU Plan.

In accordance with the terms of the RSU Plan, a Dividend Equivalent is to be computed in the form of additional RSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such RSUs are awarded on April 15 of the following fiscal year and vest on the Vesting Date according to the same vesting conditions (including performance criteria, if any) as the underlying RSUs.
Incentive Plan Awards Table

The following table summarizes for each NEO the number of Options, RSUs, DSUs and PSUs outstanding under the LTIPs as at December 31, 2020.

<table>
<thead>
<tr>
<th>Name and Principal Position</th>
<th>Date of Grant</th>
<th>Number of Securities Underlying Unexercised Options (#)</th>
<th>Option Exercise Price ($)</th>
<th>Option Expiration Date</th>
<th>Value of Unexercised In-the-Money Options ($)</th>
<th>Number of Shares or Units of Shares that Have Not Vested (#)</th>
<th>Market or Payout Value of Share-Based Awards that Have Not Vested ($)</th>
<th>Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Alexandre L'Heureux, President and CEO</strong></td>
<td>March 27, 2020</td>
<td>72,106</td>
<td>68.72</td>
<td>December 31, 2029</td>
<td>3,740,138</td>
<td>31,003</td>
<td>3,738,701</td>
<td>3,800,104</td>
</tr>
<tr>
<td></td>
<td>August 20, 2019(5)</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td>January 1, 2019</td>
<td>77,693</td>
<td>57.98</td>
<td>December 31, 2028</td>
<td>4,864,359</td>
<td>33,424</td>
<td>4,030,640</td>
<td>1,612,256</td>
</tr>
<tr>
<td></td>
<td>January 1, 2018</td>
<td>40,713</td>
<td>59.75</td>
<td>December 31, 2027</td>
<td>2,476,979</td>
<td>-</td>
<td>-</td>
<td>6,913,509</td>
</tr>
<tr>
<td></td>
<td>January 1, 2017</td>
<td>62,629</td>
<td>45.01</td>
<td>December 31, 2026</td>
<td>4,733,500</td>
<td>-</td>
<td>-</td>
<td>1,764,547</td>
</tr>
<tr>
<td></td>
<td>December 9, 2016</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>717,226</td>
</tr>
<tr>
<td></td>
<td>January 1, 2016</td>
<td>31,420</td>
<td>43.17</td>
<td>December 31, 2025</td>
<td>2,432,536</td>
<td>-</td>
<td>-</td>
<td>461,613</td>
</tr>
<tr>
<td></td>
<td>March 27, 2015</td>
<td>48,210</td>
<td>41.69</td>
<td>March 26, 2025</td>
<td>3,803,769</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td>March 28, 2014(5)</td>
<td>20,000</td>
<td>35.12</td>
<td>March 27, 2024</td>
<td>1,709,400</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td>March 26, 2014</td>
<td>39,130</td>
<td>35.45</td>
<td>March 25, 2024</td>
<td>3,331,528</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Total:</td>
<td>27,092,209</td>
<td>66,991</td>
<td>8,078,469</td>
<td>17,278,588</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Paul Dollin, Former COO</strong></td>
<td>March 27, 2020</td>
<td>18,202</td>
<td>68.72</td>
<td>December 31, 2029</td>
<td>944,138</td>
<td>10,496</td>
<td>1,265,765</td>
<td>206,717</td>
</tr>
<tr>
<td></td>
<td>August 20, 2019</td>
<td>11,960</td>
<td>70.71</td>
<td>August 19, 2029</td>
<td>596,565</td>
<td>6,076</td>
<td>732,731</td>
<td>-</td>
</tr>
<tr>
<td>Total:</td>
<td>1,540,703</td>
<td>16,573</td>
<td>1,998,496</td>
<td>206,717</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Ryan Brain, President and CEO, Canada</strong></td>
<td>March 27, 2020</td>
<td>29,244</td>
<td>68.72</td>
<td>December 31, 2029</td>
<td>1,516,886</td>
<td>12,643</td>
<td>1,524,627</td>
<td>1,607,861</td>
</tr>
<tr>
<td></td>
<td>August 20, 2019(5)</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,212</td>
<td>146,113</td>
<td>949,733</td>
<td></td>
</tr>
<tr>
<td></td>
<td>January 1, 2019</td>
<td>32,301</td>
<td>57.98</td>
<td>December 31, 2028</td>
<td>2,022,366</td>
<td>13,896</td>
<td>1,675,755</td>
<td>670,302</td>
</tr>
<tr>
<td></td>
<td>January 1, 2018</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>2,469,863</td>
</tr>
<tr>
<td></td>
<td>January 1, 2017</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>699,727</td>
</tr>
<tr>
<td></td>
<td>March 21, 2016</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>571,917</td>
</tr>
<tr>
<td></td>
<td>January 1, 2016</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>607,314</td>
</tr>
<tr>
<td>Total:</td>
<td>3,539,252</td>
<td>27,751</td>
<td>3,346,495</td>
<td>7,061,992</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Lewis Cornell, President and CEO, U.S.</strong></td>
<td>March 27, 2020</td>
<td>14,373</td>
<td>68.72</td>
<td>December 31, 2029</td>
<td>745,528</td>
<td>6,278</td>
<td>757,069</td>
<td>562,989</td>
</tr>
<tr>
<td></td>
<td>August 20, 2019</td>
<td>14,900</td>
<td>70.71</td>
<td>August 19, 2029</td>
<td>743,212</td>
<td>5,407</td>
<td>652,043</td>
<td>260,817</td>
</tr>
<tr>
<td>Total:</td>
<td>1,488,740</td>
<td>11,685</td>
<td>1,409,112</td>
<td>823,806</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Bruno Roy, Former CFO</strong></td>
<td>March 27, 2020</td>
<td>12,397</td>
<td>68.72</td>
<td>December 31, 2029</td>
<td>643,032</td>
<td>4,898</td>
<td>590,666</td>
<td>236,266</td>
</tr>
<tr>
<td></td>
<td>August 20, 2019(5)</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>883,462</td>
</tr>
<tr>
<td></td>
<td>January 1, 2019</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>547,838</td>
</tr>
<tr>
<td></td>
<td>January 1, 2018</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,761,780</td>
</tr>
<tr>
<td></td>
<td>January 1, 2017</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>498,649</td>
</tr>
<tr>
<td>Total:</td>
<td>-</td>
<td>4,543</td>
<td>547,838</td>
<td>3,665,933</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(1) Value of the unexercised in-the-money Options at fiscal year-end is calculated based on the difference between the closing price of the Shares on the TSX on December 31, 2020 of $120.59 and the Option exercise price, multiplied by the number of unvested Options.

(2) Consist of unvested Matching DSUs, PSUs and RSUs, including DSUs, Matching DSUs, PSUs and/or PSUs issued as Dividend Equivalents earned during 2020, but not yet credited thereon. For the purpose of this table, the value of DSUs that have vested but not been paid out at fiscal year-end is determined by multiplying the number of vested DSUs held as at December 31, 2020 by the closing price of the Shares on the TSX on December 31, 2020 of $120.59, while the value of PSUs that have vested but not been paid out at fiscal year-end is determined by multiplying the number of vested PSUs held as at December 31, 2020 by the closing price of the Shares on the TSX on December 31, 2020 of $120.59 and based on a performance multiplier of 145%.

(3) The value of Share-based awards that have not vested at fiscal year-end is determined by multiplying the number of units held as at December 31, 2020 by the closing price of the Shares on the TSX on December 31, 2020 of $120.59, assuming that performance and vesting conditions will be fully met and assuming a payout of 100%.

(4) Consist of PSUs and DSUs, including PSUs and/or DSUs issued as Dividend Equivalents earned during 2020, but not yet credited thereon. The value of PSUs that have vested but not been paid out at fiscal year-end is determined by multiplying the number of vested PSUs held as at December 31, 2020 by the closing price of the Shares on the TSX on December 31, 2020 of $120.59, and the Option exercise price, multiplied by the number of unexercised Options.

(5) These awards represent DSUs, which vest immediately, and Matching DSUs, which vest over three years, following the applicable NEO’s election to defer his 2018 STIP payable in 2019 into DSUs.

(6) The Board of Directors, following a recommendation of the Governance, Ethics and Compensation Committee, approved a grant of 20,000 Options to Mr. L’Heureux on March 27, 2014, which vested entirely on March 28, 2014.

(7) Mr. Roy’s last day as CFO of the Corporation was February 26, 2020. The amounts shown above for Mr. Roy correspond to the value of his 2018 and 2019 PSUs which have not yet vested, and his 2017, 2018 and 2019 DSUs which have vested but not been paid out as at December 31, 2020.
Incentive Plan Awards – Value Vested or Earned During the Year

The following table provides for each NEO a summary of the value of Option-based, vested Share-based awards and non-equity incentive plan compensation earned during the Corporation's fiscal year ended December 31, 2020.

<table>
<thead>
<tr>
<th>Name and Principal Position</th>
<th>Option-Based Awards – Value Vested During the Year (1) ($)</th>
<th>Share-Based Awards – Value Vested During the Year (2) ($)</th>
<th>Non-Equity Incentive Plan Compensation – Value Earned During the Year (3) ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alexandre L’Heureux</td>
<td>5,345,145</td>
<td>9,575,968</td>
<td>1,236,000</td>
</tr>
<tr>
<td>President and CEO</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Alain Michaud</td>
<td>513,568</td>
<td>206,717</td>
<td>312,000</td>
</tr>
<tr>
<td>CFO</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Paul Dollin(4)</td>
<td>1,179,751</td>
<td>3,689,158</td>
<td>478,328</td>
</tr>
<tr>
<td>Former COO</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ryan Brain</td>
<td>496,247</td>
<td>562,989</td>
<td>0</td>
</tr>
<tr>
<td>President and CEO, Canada</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lewis Cornell(5)</td>
<td>214,344</td>
<td>236,266</td>
<td>334,896</td>
</tr>
<tr>
<td>President and CEO, U.S.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bruno Roy(6)</td>
<td>-</td>
<td>1,417,680</td>
<td>-</td>
</tr>
<tr>
<td>Former CFO</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(1) Value vested during the year is calculated based on the difference between the closing price of the Shares on the TSX on the date of vesting and the Option exercise price, multiplied by the number of Options vested.

(2) Consist of RSUs, PSUs and DSUs, including RSUs, PSUs and/or DSUs issued as Dividend Equivalents earned during 2020, but not yet credited thereto. The value of DSUs that have vested during the year is determined by multiplying the number of units that have vested during 2020 by the closing price of the Shares on the TSX on December 31, 2020 of $120.59. The value of PSUs that have vested during the year is determined by multiplying the number of vested PSUs held as at December 31, 2020 by the closing price of the Shares on the TSX on December 31, 2020 of $120.59 and based on a performance multiplier of 145%. Vested DSUs become payable once employment with the Corporation is terminated for any reason other than for cause.

(3) The amounts in this column represent the bonus earned under the STIP for the year ended December 31, 2020.

(4) Mr. Dollin was paid in GBP. Amounts shown in this table for non-equity incentive plan compensation is converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements, which for the year ended December 31, 2020 was $1.7201 to GBP 1.

(5) Mr. Cornell is paid in USD. Amounts shown in this table for non-equity incentive plan compensation is converted on the basis of the average exchange rate used to present information in the Corporation’s consolidated annual audited financial statements, which for the year ended December 31, 2020 was $1.3396 to USD 1.

(6) Mr. Roy’s last day as CFO of the Corporation was February 26, 2020. The amount shown for Mr. Roy represents his 2018 PSUs and his 2019 Matching DSUs that have vested during the year 2020, as well as his Dividend Equivalents earned during 2020, all of which will be priced and paid in accordance with the PSU Plan and DSU Plan.

OPTIONS EXERCISED DURING THE YEAR ENDED DECEMBER 31, 2020

On April 2, 2020, following his departure from the Corporation, Bruno Roy exercised 17,857 options at a strike price of $45.01 and 8,460 options at a strike price of 57.98. All purchased shares were sold immediately at an average price of $76.38, for a total fair market value of $2,010,144. The total gain realized by Mr. Roy was $715,889.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides a summary as of December 31, 2020, of the security-based compensation plans or individual compensation arrangements pursuant to which equity securities of the Corporation may be issued.

<table>
<thead>
<tr>
<th>Number of Shares to be Issued upon Exercise of Outstanding Options</th>
<th>Weighted-Average Exercise Price of Outstanding Options</th>
<th>Number of Shares Remaining Available for Future Issuance under Equity Compensation Plans</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equity Compensation Plans Approved by Securityholders</td>
<td>705,971</td>
<td>$57.65</td>
</tr>
<tr>
<td>Equity Compensation Plans not Approved by Securityholders</td>
<td>Not applicable</td>
<td>Not applicable</td>
</tr>
<tr>
<td>Total</td>
<td>705,971</td>
<td>57.65</td>
</tr>
</tbody>
</table>
Under the LTI Plan, the total number of Shares reserved and available for grant and issuance pursuant to Options and Old RSUs is limited to 2,080,950 Shares, representing approximately 1.83% of the 113,534,451 issued and outstanding Shares as of December 31, 2020. As of such date, an aggregate of 1,530,407 Options and Old RSUs had been issued to employees of the Corporation, representing 1.35% of the 113,534,451 issued and outstanding Shares as of December 31, 2020, of which 339,996 have been cancelled and returned to the pool and 485,440 have been exercised. As a result, 713,466 Options remain available for issuance under the LTI Plan, representing 0.63% of the 113,534,451 issued and outstanding Shares as of December 31, 2020, and 705,971 Options are outstanding, representing 0.62% of the 113,534,451 issued and outstanding Shares as of December 31, 2020. There are no outstanding Old RSUs under the LTI plan. For a full description of the LTIPs, please refer to Schedule C of this Circular.

The following table presents, for each of the Corporation’s three most recently completed fiscal years, the annual burn rate of the Options, being the number of Options granted during the applicable fiscal year over the weighted average number of Shares outstanding for the applicable fiscal year.

<table>
<thead>
<tr>
<th>Annual Burn Rate</th>
<th>Fiscal year ended December 31, 2020</th>
<th>Fiscal year ended December 31, 2019</th>
<th>Fiscal year ended December 31, 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>0.21%</td>
<td>0.29%</td>
<td>0.07%</td>
</tr>
</tbody>
</table>
OTHER IMPORTANT INFORMATION

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE
The Directors and officers of the Corporation and its subsidiaries are covered under (i) a directors' and officers' insurance policy, and (ii) a directors' and officers' excess insurance policy.

The Corporation has also entered into indemnification agreements with each of its Directors and officers. The indemnification agreements generally require that the Corporation indemnify and hold the indemnitees harmless to the greatest extent permitted by law for liabilities arising out of the indemnitees' service to the Corporation as Directors or officers, provided that the indemnitees acted honestly and in good faith with a view to the best interests of the Corporation and, with respect to criminal and administrative actions or proceedings that are enforced by monetary penalty, the indemnitees had no reasonable grounds to believe that their conduct was unlawful. The indemnification agreements also provide for the advancement of defense expenses to the indemnitees by the Corporation.

AGGREGATE INDEBTEDNESS OF DIRECTORS AND OFFICERS
As at March 31, 2021, the Corporation had not made any loans to officers, Directors, employees or former officers, directors and employees of the Corporation or any of its subsidiaries.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS
None of the Nominee Directors, executive officers or insiders of the Corporation, or any associate or affiliate of such persons or the Corporation has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed fiscal year or in any proposed transaction that has materially affected or will materially affect the Corporation or any of its subsidiaries.

MAIL SERVICE INTERRUPTION
If there is a mail service interruption prior to a Shareholder mailing a completed proxy to AST, it is recommended that the Shareholder deposit the completed proxy, in the envelope provided, at any of the following offices of AST:

- MONTREAL, QUEBEC
  2001 Robert-Bourassa Blvd.
  Suite 1600
  Montreal, QC H3A 2A6

- TORONTO, ONTARIO
  1 Toronto Street
  Suite 1200
  Toronto, ON M5C 2V6

- CALGARY, ALBERTA
  600 The Dome Tower
  333-7th Avenue S.W.
  Calgary, AB T2P 2Z1

- VANCOUVER, BRITISH COLUMBIA
  1066 West Hastings Street
  Suite 1600
  Vancouver, BC V6E 3X1
HOW TO REQUEST MORE INFORMATION

Documents you can request

Additional information relating to the Corporation is available at www.sedar.com under the name WSP Global Inc., including the Corporation’s AIF and annual report, which includes the annual audited consolidated financial statements and related management’s discussion & analysis for the fiscal year ended December 31, 2020. You can also ask us for a copy of the following documents at no charge:

— annual report of the Corporation, which includes the annual audited consolidated financial statements of the Corporation and related management discussion & analysis for the fiscal year ended December 31, 2020;
— any interim financial statements of the Corporation that are filed after the annual audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2020 and the management’s discussion & analysis for such interim financial statements; and
— the AIF, together with any document, or the relevant pages of any document, incorporated by reference therein.

The above documents are also available on the Corporation’s website at www.wsp.com and on SEDAR at www.sedar.com. All of the Corporation’s news releases are also available on its website. In addition, Shareholders may request a copy of these documents by telephone at 438-843-7519 or by email at corporatecommunications@wsp.com, or they may contact the Corporation in writing at Investor Relations, WSP Global Inc., 1600 René-Lévesque Blvd. West, 11th Floor, Montreal, Quebec, H3H 1P9.

SHAREHOLDER PROPOSALS FOR OUR NEXT ANNUAL SHAREHOLDER MEETING

The Corporation will include proposals from Shareholders that comply with applicable laws in next year’s management information circular for our next annual Shareholders meeting to be held in respect of the fiscal year ending on December 31, 2021. Please send your proposal to the Corporate Secretary at the head office of the Corporation: 1600 René-Lévesque Blvd. West, 11th Floor, Montreal, Quebec, H3H 1P9, by no later than February 12, 2022.

Approval of Directors

The content and the sending of this Circular to Shareholders of the Corporation have been approved by the Directors.

March 31, 2021

By order of the Board of Directors,

Christopher Cole
Chairman of the Board of Directors
Glossary of Terms

The following is a glossary of certain terms used in this Circular.

“Acquisition Growth” means the internal compensation performance metric calculated based on the expected annualized Net Revenues derived from acquisitions;

“Adjusted EBITDA” is defined as earnings before net financing expense (except interest income), income tax expense, depreciation, amortization, impairment charges and reversals thereof, share of income tax expense and depreciation of associates and acquisition, integration and restructuring costs. Adjusted EBITDA is a non-IFRS measures and, as such, does not have any standardized meaning prescribed under IFRS and may differ from similar computations as reported by other issuers, and accordingly may not be comparable. Refer to section 22, “Glossary of non-IFRS measures and segment reporting measures” in the Corporation’s management’s discussion & analysis for the fiscal year ended December 31, 2020 available on SEDAR at www.sedar.com for additional information regarding such measure and reconciliation to the nearest IFRS measure;

“Adjusted EPS Growth” is used in the performance calculation of PSU grants and is defined as net earnings attributable to shareholders, excluding acquisition, integration and restructuring costs and the income tax effects related to these costs and is calculated using the basic weighted average number of Shares;

“AIF” means the annual information form of the Corporation dated February 24, 2021, in respect of the fiscal year ended December 31, 2020;

“Annual Eligible Remuneration” means, for the purpose of the DSU Plan, (i) in the case of an Eligible Director, the amount of annual compensation payable to such Eligible Director in respect of his or her duties as a director of the Corporation and (ii) in the case of an Eligible Employee, the amount of the annual bonus or other annual short term incentive compensation payable to an Eligible Employee in respect of his or her duties and performance as an employee of the Corporation;

“AST” means AST Trust Company (Canada);

“Audit Committee” means the audit committee of the Board of Directors;

“Award Date” means the date of grant of an LTIP;

“Black-Out Period” means a period during which designated employees and other Insiders of the Corporation cannot trade Shares pursuant to the Corporation’s policy respecting restrictions on employee trading which is in effect at that time (which, for greater certainty, does not include the period during which a cease trade order is in effect to which the Corporation, or in respect of an Insider, that Insider, is subject);

“Board of Directors” or “Board” refers to the board of directors of the Corporation;

“Cash-Based Component” means 45% of the annual compensation of the Chairman and Vice Chairman of the Board and 40% of the annual compensation of the other non-executive Directors;

“CDN” means Canada;

“CEO” means the Chief Executive Officer of the Corporation;

“CFO” means the Chief Financial Officer of the Corporation;

“Chairman” means the Chairman of the Board of Directors;

“Change of Control” means an event whereby (i) any Person becomes the beneficial owner, directly or indirectly, of 50% or more of either the issued and outstanding Shares or the combined voting power of the Corporation’s then outstanding voting securities entitled to vote generally other than in connection with an internal reorganization; (ii) any Person acquires, directly or indirectly, securities of the Corporation to which is attached the right to elect the majority of the directors of the Corporation other than in connection with an internal reorganization; or (iii) the Corporation undergoes a liquidation or dissolution or sells all or substantially all of its assets other than in connection with an internal reorganization;

“Circular” means this management information circular of the Corporation dated March 31, 2021, together with all schedules hereto, prepared in connection with the Meeting;

“Clawback Policy” means the executive compensation clawback policy adopted on April 15, 2013, as amended from time to time, described under “Compensation Discussion & Analysis - Executive Compensation Clawback Policy”;

“Code of Conduct” means, collectively, Code of Conduct and ancillary policies related to ethical business practices, including an Anti-Corruption Policy, a Gifts, Entertainment and Hospitality Policy, and a Working with Third Parties Policy, as approved by the Board and as amended from time to time;

“Committees” means, collectively, the Audit Committee and the Governance, Ethics and Compensation Committee;

“COO” means the Chief Operating Officer of the Corporation;
“Corporate Governance Guidelines” means the corporate governance guidelines of the Corporation, approved by the Board on December 11, 2015, as amended from time to time;

“Corporate Secretary” means the Corporate Secretary of the Corporation;

“Corporation” or “WSP” refers to WSP Global Inc. and, where the context requires, also includes subsidiaries and associated companies to which WSP is the successor public issuer;

“CSA” means the Canadian Securities Administrators;

“CSA Audit Committee Rules” means National Instrument 52-110 - Audit Committees;


“DEN” means Denmark;

“Designated Groups” means Indigenous peoples, persons with disabilities and members of visible minorities;

“Director Share Ownership Requirement” has the meaning ascribed to such term under “Director Compensation Non-Executive Director Minimum Share Ownership Requirement”;

“Directors” means the directors of the Corporation;

“Dividend Equivalent” means, for an Old RSU, a PSU, a DSU, a Matching DSU or an RSU, a bookkeeping entry of a number of additional awards of the same type equivalent in value to the dividend paid on a Share;

“DSO” means days sales outstanding, which represents the average number of days to convert the Corporation’s trade receivables (net of sales taxes) and costs and anticipated profits in excess of billings into cash, net of billings in excess of costs and anticipated profits. DSO is a non-IFRS measure and, as such, does not have any standardized meaning prescribed under IFRS and may differ from similar computations as reported by other issuers, and accordingly may not be comparable. See the Corporation’s management’s discussion & analysis for the fiscal year ended December 31, 2020 available on SEDAR at www.sedar.com for additional information regarding such measure;

“DSU” means deferred share units granted by the Corporation pursuant to the DSU Plan;

“DSU Plan” means the Corporation’s deferred share unit plan approved by the Board on May 12, 2015, as amended from time to time;

“Eligible Directors” under the DSU Plan are those Directors that are designated as such by the Board;

“Eligible Employees” under the DSU Plan are those employees of the Corporation that are designated as such by the Board;

“Eligible Participants” means the persons who shall be eligible to receive Options or Old RSUs under the LTI Plan, the persons who shall be entitled to receive PSUs under the PSU Plan, the persons who shall be entitled to receive DSUs under the DSU Plan and the persons who shall be entitled to receive RSUs under the RSU Plan, as applicable;

“Employee Shares” means the Shares purchased by employees of the Corporation or its subsidiaries under the ESPP;

“ESG” means Environmental, Social and Governance;

“ESPP” means the Employee Share Purchase Plan of the Corporation adopted January 1, 2014, as amended from time to time;

“Executive Share Ownership Requirement” has the meaning ascribed to such term under “Compensation Discussion & Analysis – Executive Share Ownership Requirement”;

“Financial Statements” means the annual audited consolidated financial statements of the Corporation for the financial year ended December 31, 2020, together with the independent auditor’s report thereon, and related management’s discussion and analysis;

“GBP” means British Pounds Sterling;

“GDPR” means the General Data Protection Regulation (EU) 2016/679;

“Governance, Ethics and Compensation Committee” means the governance, ethics and compensation committee of the Board of Directors;

“Hugessen” means Hugessen Consulting Inc.;

“I&D” means inclusion and diversity;

“IFRS” means International Financial Reporting Standards;

“Insider” has the meaning given to this term in the Securities Act (Quebec), as such legislation may be amended, supplemented or replaced from time to time;
“LTI Plan” means the Corporation’s long-term incentive plan governing the issuance of Options as amended from time to time;

“LTIPs” means, collectively, the LTI Plan, the PSU Plan, the DSU Plan and the RSU Plan;

“Management” means the management of the Corporation;

“Market Value” means the five-trading day volume weighted average price of the Shares on the TSX prior to issuance, exercise, valuation date, payment or vesting, as applicable, of an Old RSU, a PSU, a DSU, an RSU or an Option, as applicable;

“Match Eligible Remuneration” means for an Eligible Employee, all or a portion of his or her short-term incentive compensation that he or she may be permitted to, as determined by the Board and in accordance with the terms of any applicable STIP, in effect from time to time, defer into DSUs;

“Matching DSU” means additional DSUs granted by the Corporation pursuant to the DSU Plan to those executives who elect to defer all or a portion of their STIP into DSUs, which match corresponds to 25% of up to 50% of the total deferrable STIP amount that any such executive is entitled to;

“Meeting” means the annual meeting of Shareholders to be held on May 13, 2021, and any adjournment(s) thereof;

“Meeting Materials” means collectively, the Circular, the Notice and other proxy-related materials;

“Minimum Annual Requirement” has the meaning ascribed to such term under “Director Compensation” – “Non-Executive Director Minimum Share Ownership Requirement”;

“Named Proxyholders” means Alexandre L’Heureux and Philippe Fortier;

“NEOs” means the CEO, the CFO and each of the other three most highly compensated executive officers of the Corporation, including any of its subsidiaries, (or the three most highly compensated individuals acting in a similar capacity) other than the CEO and the CFO in the Corporation’s last completed fiscal year, being Alexandre L’Heureux, Alain Michaud, Paul Dollin, Ryan Brain, Lewis Cornell and Bruno Roy;

“Net Revenues” are defined as revenues less direct costs for sub-consultants and other direct expenses that are recoverable directly from clients. Net Revenues is a non-IFRS measure and, as such, does not have any standardized definition within IFRS and may not be comparable to similar measures reported by other issuers. Refer to section 22, “Glossary of non-IFRS measures and segment reporting measures” in the Corporation’s management’s discussion & analysis for the fiscal year ended December 31, 2020 available on SEDAR at www.sedar.com for additional information regarding such measure and reconciliation to the nearest IFRS measure;

“Nominee” means a bank, trust company, securities broker or other financial institution or intermediary holding the Shares of a non-registered Shareholder;

“Nominee Directors” means each of the proposed nominee directors under this Circular, namely Louis-Philippe Carrière, Christopher Cole, Alexandre L’Heureux, Birgit Nørgaard, Suzanne Rancourt, Paul Raymond, Pierre Shoiry and Linda Smith-Galieau;

“Notice” means the notice of annual meeting of Shareholders;

“Old RSU” means restricted share units granted by the Corporation pursuant to the LTI Plan;

“Option Price” means the price per Share to be payable upon the exercise of Options under the LTI Plan;

“Options” means options granted by the Corporation pursuant to the LTI Plan;

“Organic Sales Growth” means the internal compensation performance metric calculated based on sales growth excluding Acquisition Growth, divesture impacts and foreign currency impacts over the previous fiscal year;

“Orientation and Development Plan” means the Corporation’s Directors Orientation Plan and Development Program;

“Participants” means Eligible Participants when such Eligible Participants are granted Options or Old RSUs under the LTI Plan, PSUs under the PSU Plan or RSUs under the RSU Plan or Eligible Directors or Eligible Employees when such Eligible Directors or Eligible Employees are granted DSUs under the DSU Plan, as applicable;

“Peer Group” means the peer group described under “Compensation Discussion & Analysis - Benchmarking”;

“Performance Period” means the period over which the performance criteria (if any) and other vesting conditions of Old RSUs or PSUs, as applicable, will be measured and which shall end no later than December 31 of the calendar year which is three years commencing at the start of the calendar year in which Old RSUs or PSUs, as applicable, were granted;

“Proxyholder” means the person named on the form of proxy;
“PSU” means performance share units granted by the Corporation pursuant to the PSU Plan;

“PSU Plan” means the Corporation’s performance share unit plan approved by the Board on December 11, 2015 and as amended from time to time;

“Record Date” means March 31, 2021, being the date for determination of Shareholders entitled to receive notice of and to vote at the Meeting;

“Restriction Period” means the period during which Old RSUs or RSUs may vest, as determined by the Governance, Ethics and Compensation Committee but which period shall end no later than December 31 of the calendar year which is three years after the calendar year in which Old RSUs or RSUs were granted;

“RSU” means restricted share units granted by the Corporation pursuant to the RSU Plan;

“RSU Plan” means the Corporation’s restricted share unit plan approved by the Board on December 11, 2015 and as amended from time to time;

“Shareholders” means holders from time to time of Shares;

“Shares” means the common shares of the Corporation;

“STIP” means the short-term incentive plan of the Corporation;

“Sun Life” means Sun Life Financial Trust Inc.;

“Termination Date” means the date an Eligible Director ceases to be an Eligible Director (and is not at that time an employee of the Corporation) or ceases to be an Eligible Employee (and is not at that time a Director), in each such cases for any reason (other than for cause), including by reason of death, disability, retirement or resignation;

“Total Reserve” means under the LTI Plan, the total number of Shares reserved and available for grant and issuance pursuant to Options and Old RSUs, being 2,080,950 Shares, representing approximately 1.83% of the 113,534,451 issued and outstanding Shares as of December 31, 2020;

“Total Shareholder Return” or “TSR” means the return generated by the Corporation’s dividends and appreciation of its Share price over a specified period;

“TSX” means the Toronto Stock Exchange;

“U.K.” means the United Kingdom;

“U.S.” means the United States of America;

“Vested PSUs” means, with respect to PSUs, at the end of a Performance Period, the number of PSUs credited to each Participant’s account with respect to such award (including any Dividend Equivalents accrued thereon) multiplied by the Vesting Percentage;

“Vesting Date” means the date on which the Governance, Ethics and Compensation Committee determines whether the vesting conditions of Old RSUs, PSUs or RSUs, as applicable (including the performance criteria, if any) have been met, but no later than the last day of the Restriction Period; and

“Vesting Percentage” means, with respect to PSUs and Old RSUs, the percentage of performance achieved during the applicable Performance Period, as assessed by the Governance, Ethics and Compensation Committee on the Vesting Date in light of the performance criteria set for such Performance Period.
Schedule A – Board of Directors Charter

WSP Global Inc. (the “Corporation”)

A PURPOSE
The role of the board of directors of the Corporation (the “Board”) is to supervise the management of the business and affairs of the Corporation. The Board, directly and through its committees, shall provide direction to senior management, generally through the president and chief executive officer (the “CEO”), to pursue the best interests of the Corporation.

B DUTIES AND RESPONSIBILITIES
The Board, in exercising its powers and discharging its duties, shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In considering what is in the best interests of the Corporation, the Board may look at the interests of, inter alia, shareholders, employees, creditors, consumers, governments, the environment and the long-term interests of the Corporation to inform its decisions.

In furtherance of its purpose, the Board shall exercise, as appropriate, the powers vested in and exercisable by the Board pursuant to applicable laws and regulations. Without limiting the generality of the foregoing, the Board shall assume the following duties and responsibilities:

Strategy and Budget
1. Ensure that a strategic planning process is in place and approve, at least on an annual basis, a strategic plan which may take into account, among other things, the longer term opportunities and risks of the business;
2. Review and approve, following recommendation from the audit committee of the Board (the “Audit Committee”), the Corporation’s annual operating and capital budgets;
3. Review operating and financial performance results in relation to the Corporation's strategic plan and budgets;
4. Approve all significant decisions outside of the ordinary course of the Corporation's business, including major financings, acquisitions, and disposition opportunities or material departures from the strategic plan or budgets;

Governance
5. Develop the Corporation's approach to, and disclosure of, corporate governance practices and oversee the development by the governance, ethics and compensation committee of the Board (the “GEC Committee”) of a set of corporate governance guidelines and principles that are specifically applicable to the Corporation;
6. Approve the nomination of directors to the Board from the GEC Committee, as well as:
   a) Ensure that a majority of the Corporation's directors have no direct or indirect material relationship with the Corporation and determine who, in the reasonable opinion of the Board, are independent pursuant to applicable legislation, regulation and listing requirements;
   b) Develop appropriate qualifications and criteria for the selection of Board members;
7. Appoint the chairperson of the Board (the “Chairperson”) and if the Chairperson is an Executive Chairperson, a lead director (the “Lead Director”) and the chairpersons and members of each committee of the Board, on recommendation from the GEC Committee;
8. Along with the GEC Committee, provide and oversee an orientation program for newly appointed directors and development program for all directors;
9. Conduct a periodic review of the relationship between management and the Board, particularly in a view to ensure effective communication and the provision of information to directors in a timely manner;
10. Assess annually the effectiveness and contribution of the Board, the Chairperson, each committee of the Board and their respective chairpersons, and individual directors;

11. Receive reports and recommendations from the GEC Committee on the Corporation's policies, programs and practices relating to business conduct and ethics, including the Corporation's Code of Conduct and underlying policies, with the purpose of promoting integrity and deterring wrongdoing, and encouraging and promoting a culture of ethical business conduct;

12. Review and approve, following the recommendation of the GEC Committee, the Corporation's Code of Conduct and underlying policies and, as required, oversee compliance with the Corporation's Code of Conduct by directors, officers and other management personnel, employees, independent contractors and other persons subject to an employment-type relationship with the Corporation, its subsidiaries and affiliated companies;

13. Receive reports from the GEC Committee regarding any breach of the policies with respect to business conduct and ethics, including the Code of Conduct, and review investigations and any resolutions of complaints received under such policies;

14. Delegate (to the extent permitted by law) to the CEO, other executive officers and management personnel appropriate powers to manage the business and affairs of the Corporation;

15. Act and function independently from management in fulfilling its fiduciary obligations;

16. Review, approve and oversee the implementation of the Corporation's material policies, including the insider trading policy, delegation of authority policy, health and safety policies and practices, and measures for receiving feedback from the Corporation's stakeholders, and oversee compliance with these policies by directors, executive officers and other management personnel and employees;

**Human Resource Management and Compensation**

17. Appoint the CEO and the Chief Financial Officer (the “CFO”) of the Corporation, following the recommendation of the GEC Committee;

18. Review and approve, following the recommendation of the GEC Committee, written position descriptions for the role of the CEO, the CFO, the Chief Operating Officer and the Chief Ethics Officer, which includes delineating management’s responsibilities, as well as written position descriptions for the role of the chairperson of each of the Board and the committees of the Board, the Vice-Chairman and the Lead Director, as applicable;

19. Review, together with the chairperson of the GEC Committee, the performance of the CEO against the corporate goals and objectives set for the CEO;

20. Review and approve, following the recommendation of the GEC Committee, the Corporation's compensation policy and share ownership requirements for directors, if any;

21. Review and approve, following the recommendation of the GEC Committee, the corporate goals and objectives set for the CEO, the CFO and other executive officers, relevant to their compensation, and reviewing the performance of these individuals against such corporate goals and objectives;

22. Review and approve, following the recommendation of the GEC Committee, the compensation and share ownership requirements of the CEO, the CFO and other executive officers of the Corporation (including participation in compensation and benefits policies or changes thereto);

23. Satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization;

24. Review and approve, following the recommendation of the GEC Committee, the succession planning relating to the position of the CEO and other executive officers and plans in respect of the emergency CEO succession plan;

**Risk Management, Capital Management and Internal Controls**

25. Identify and assess periodically, together with the Audit Committee, the principal risks of the Corporation's business, and ensure the implementation of appropriate systems to manage these risks;

26. Together with the Audit Committee, ensure the integrity of the Corporation's internal control over financial reporting, management of information systems, disclosure controls and procedures, financial disclosure and the safeguarding of the Corporation's assets;

27. Review and approve, upon recommendation from the Audit Committee, and oversee the Corporation's disclosure controls and procedures;
Communications

28. In conjunction with management, meet with the Corporation's shareholders at the annual meeting and be available to respond to questions at that time;

29. Monitor investor relations programs and communications with analysts, the media and the public;

30. Review, approve and oversee the implementation of the Corporation's Public Disclosure Policy and communications policies to promote consistent disclosure practices by the Corporation in connection with the disclosure of material information about the Corporation;

31. Review and approve the disclosure in core documents filed with securities regulators in accordance with the Corporation's Public Disclosure Policy;

Financial Reporting, Auditor

32. Review and approve, upon recommendation from the Audit Committee, the Corporation's financial statements and related financial information; and

33. Appoint, upon recommendation from the Audit Committee (including mandate, scope and performance), subject to approval of shareholders, and remove, the Corporation's auditor.

C COMPOSITION

1. The composition and organization of the Board, including the number, qualifications and remuneration of directors, the number of Board meetings, Canadian residency requirements, quorum requirements, meeting procedures and notices of meetings shall comply with applicable requirements of the Canada Business Corporations Act, applicable securities laws and regulations and the articles and by-laws of the Corporation, subject to any exemptions or relief that may be granted from such requirements from time to time.

D COMMITTEES OF THE BOARD

1. Subject to applicable law, the Board shall establish, if needed, other Board committees or merge or dispose of any Board committee in addition to the Audit Committee and the GEC Committee.

2. In conjunction with the GEC Committee, the Board shall review the appropriate structure, size, composition, mandate and members for each Board committee, and approve any modifications to such items as considered advisable. The Board may review, from time to time, each charter and consider any suggested amendments for approval. In addition, the Board may institute procedures to ensure that the Board and the Board committees function independently of management.

3. To facilitate communication between the Board and each of the Board committees, each committee chairperson shall provide a summary and, to the extent necessary, a report, to the Board on material matters considered by the committee at the first Board meeting following the relevant committee meeting.

E MEETING

1. The Board shall meet at least once in each quarter, with additional meetings held as deemed advisable. The Chairperson shall be primarily responsible for the agenda and for supervising the conduct of any Board meeting. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by, any member of senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting.

2. The Board shall conduct meetings of the Board in accordance with the Corporation's articles and by-laws.

3. The secretary of the Corporation (the "Corporate Secretary"), his or her designate or any other person the Board requests, shall act as secretary of Board meetings.

4. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary, or any other person acting in such capacity, and subsequently presented to the Board for approval.

5. The non-executive members of the Board may hold regularly-scheduled meetings, or portions of regularly scheduled meetings, at which employee directors and members of management are not present.

6. Each director is expected to attend all meetings of the Board and any committee of which he or she is a member.

7. Each director is expected to review and be familiar with Board and committee materials which have been provided in sufficient time for review prior to the meeting.

8. The Board shall have unrestricted access to management and employees of the Corporation (including, for greater certainty, its affiliates, subsidiaries and their respective operations) as it determines necessary or advisable to fulfill its roles, duties and responsibilities effectively, including requesting information and documentation from these persons for that purpose.
F OTHER
1. The Board shall perform any other function as prescribed by law or as not delegated by the Board to one of the committees of the Board or to management personnel.

2. This Board charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the business and affairs of the Corporation. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's articles and by-laws, it is not intended to establish any legally binding obligations.

G LIMITATIONS ON BOARD'S DUTIES
1. Nothing contained in this charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation.

2. Members of the Board are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, and (ii) the accuracy and completeness of the information provided.
CHAIRMAN OF THE BOARD OF DIRECTORS
The Board of Directors has adopted a position description for the Chairman of the Board. Some of the primary responsibilities of the Chairman include, among others, the following: (i) establishing procedures to govern the Board of Directors' work and ensure the Board of Directors' full discharge of its duties, (ii) working with the president and CEO, other officers and senior management personnel to monitor progress on the strategic plan, annual budgets, policy implementation and succession planning, (iii) ensuring that the Board of Directors acts and functions independently from Management in fulfilling its fiduciary obligations, and (iv) chairing every meeting of the Board of Directors and encouraging free and open discussion at such meetings.

CHIEF EXECUTIVE OFFICER
The Board of Directors has adopted a position description for the CEO. The CEO is accountable to the Board of Directors for the effective overall management of the Corporation and for conformity with policies agreed upon by the Board of Directors. The CEO shall have full responsibility for the day-to-day operations of the business of the Corporation and its subsidiaries in accordance with the strategic plan and operating and capital budgets. Some of the primary responsibilities of the CEO include, among others, the following: (i) manage the strategic and operational performance of the Corporation in accordance with the goals, policies and objectives set by the Board from time to time, including overseeing the Corporation's achievement and maintenance of a satisfactory competitive position within its industry, (ii) develop, for the Board's consideration and approval, an annual strategic plan which takes into account, among other things, potential growth through strategic acquisitions, longer term opportunities and risks of the business, (iii) develop, in cooperation with the CFO and certain other executive officers, an annual operating plan and financial budget that supports the Corporation's long-term strategy, (iv) establish a strong working relationship with the Board of Directors and (v) oversee the CFO and certain other executive officers in ensuring that the day-to-day business affairs of the Corporation are appropriately managed through the development and implementation of processes that will ensure the achievement of the Corporation's financial and operating goals and objectives.

CHAIR OF COMMITTEES
The Chair of each of the Audit Committee and the Governance, Ethics and Compensation Committee currently are respectively, Mr. Carrière and Ms. Smith-Galipeau. Under applicable securities laws, each of Mr. Carrière and Ms. Smith-Galipeau is independent from the Corporation.

Position descriptions have been adopted by the Board of Directors for the Chair of each of the Audit Committee and the Governance, Ethics and Compensation Committee.

Some of the primary responsibilities of the Chair of each of the Audit Committee and the Governance, Ethics and Compensation Committee include, among others, the following: (i) establish procedures to govern the committee's work and ensuring the committee fully discharges its duties, (ii) ensure that there is an effective relationship between Management and the members of the committee, (iii) in consultation with the CEO, the Corporate Secretary and the Chairman, determine the frequency, dates and locations of meetings of the committee, (iv) prepare the committee meeting agendas to ensure all required business is brought before the committee to enable it to efficiently carry out its duties and responsibilities, (v) report to the Board of Directors on the matters reviewed by, and on any decisions or recommendations of the committee at the next meeting of the Board of Directors following any meeting of the committee, (vi) ensure that sufficient information is provided by Management to enable the committee to exercise its duties, and (vii) chair every meeting of the committee and encourage candid, free and open discussions at meetings of the committee.
LONG-TERM INCENTIVE PLAN

Effective January 1, 2011, the Corporation has adopted a long-term incentive plan (the “LTI Plan”) for certain management employees holding positions that can have a significant impact on the Corporation's long-term results. Under the LTI Plan, the Corporation may grant, subject to certain terms and conditions, options (“Options”) to purchase Shares or restricted share units (“Old RSUs”) to Eligible Participants (as hereinafter defined).

The LTI Plan is administered by the Board, which shall also be responsible for its interpretation, construction and application. Pursuant to the LTI Plan, only those officers, senior executives and other employees of the Corporation that occupy key positions as determined by the Board are eligible to receive Options or Old RSUs (“Eligible Participants”, and when such Eligible Participants are granted Options or Old RSUs, the “Participants”). In determining Options or Old RSUs to be granted under the LTI Plan, the Board gives due consideration to the value of each Eligible Participant's present and potential future contribution to the Corporation's success.

Under the LTI Plan, the total number of Shares reserved and available for grant and issuance pursuant to Options and Old RSUs is limited to 2,080,950 Shares, representing approximately 1.83% of the 113,534,451 issued and outstanding Shares as of December 31, 2020 (the “Total Reserve”). At the discretion of the Board, Old RSUs issued under the LTI Plan may be paid in cash or in Shares, or a combination of both.

Shares in respect of which an Option or Old RSU is granted but not exercised prior to the termination of such Option or not vested or delivered prior to the termination of such Old RSU, due to the expiration, termination or lapse of such Option or Old RSU or otherwise, are available for Options or Old RSUs to be granted thereafter. Pursuant to the LTI Plan, in no event can the number of Shares issued from treasury to satisfy the payment of vested Old RSUs exceed 2% of the issued and outstanding Shares at the time. The LTI Plan further provides that (i) the aggregate number of Shares reserved for issuance at any time to any one Eligible Participant shall not exceed 4% of the issued and outstanding Shares at such time and that (ii) the aggregate number of Shares (a) issued to any one insider or to insiders and associates of such insiders under the LTI Plan or any other proposed or established share compensation arrangement within any one-year period and (b) issuable to insiders and associates of such insiders at any time under the LTI Plan or any other proposed or established share compensation arrangement, shall not in each case exceed 4% of the issued and outstanding Shares.

Options or Old RSUs granted or awarded under the LTI Plan may not be assigned or transferred with the exception of an assignment made to a personal representative of a deceased Participant.

The Board may amend the LTI Plan or any Options or Old RSUs at any time without the consent of the Participants so long as the amendment shall:

— not adversely alter or impair the Options or Old RSUs granted, except as permitted in the LTI Plan;
— not be subject to regulatory approvals including, where required, the approval of the TSX; and
— not be subject to Shareholder approval, as required by law or the TSX, provided that Shareholder approval is not required for the following amendments and the Board may make any changes which may include but are not limited to:
  — amendments of a “housekeeping” nature;
  — a change to the vesting provisions of any Option or Old RSU;
  — the introduction or amendment of a cashless exercise feature payable in securities, whether or not such feature provides for a full deduction of the number of underlying securities from the Total Reserve;
  — the addition of a form of financial assistance and any amendment to a financial assistance provision which is adopted;
  — a change to the Eligible Participants of the LTI Plan, including a change which would have the potential of broadening or increasing participation by insiders; and
  — the addition of a deferred or restricted share unit or other provision giving Eligible Participants the right to receive securities while no cash consideration is received by the Corporation.
The Board will be required to obtain Shareholder approval for the following amendments:

— any change to the maximum number of Shares issuable from treasury under the LTI Plan, including an increase to the fixed maximum number of Shares or a change from a fixed maximum number of Shares to a fixed maximum percentage, other than an adjustment pursuant to a change in capitalization;

— any amendment which reduces the exercise price of any Option after the Options have been granted or any cancellation of an Option and the substitution of that Option by a new Option with a reduced price, except in the case of an adjustment pursuant to a change in capitalization;

— any amendment which extends the expiry date of any Option or determined by the Board in respect of an Old RSU of any Old RSU beyond the original expiry date, except in case of an extension due to a Black-Out Period;

— any amendment which would allow non-employee directors to be eligible for awards under the LTI Plan;

— any amendment which would permit any Option or Old RSU granted under the LTI Plan to be transferable or assignable by any Participant other than by will or by the laws of succession of the domicile of a deceased Participant under the LTI Plan;

— any amendment which increases the maximum number of Shares that may be issued to (i) insiders and associates of such insiders; or (ii) any one insider and associates of such insider under the LTI Plan or any other proposed or established share compensation arrangement in a one-year period, except in case of an adjustment pursuant to a change in capitalization; and

— any amendment to the amendment provisions of the LTI Plan,

provided that Shares held directly or indirectly by insiders benefiting from such amendments shall be excluded when obtaining such Shareholder approval.

**Options**

For each grant of Options under the LTI Plan, the Board shall (i) designate the Eligible Participants who may receive Options under the LTI Plan, (ii) fix the number of Options to be granted to each Eligible Participant, (iii) determine the price per Share to be payable upon the exercise of each such Option (the “Option Price”), which shall not be less than the market value of such Shares at the time of the grant, and (iv) determine the relevant vesting provisions, including performance criteria, if any, and the term of the Option which shall not exceed ten years, the whole subject to the terms and conditions of the LTI Plan. For purposes of the LTI Plan, the "market value" of the Shares shall be: (i) if the grant is made outside a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five (5) trading day-period ending on the last trading day before the day on which the Option is granted or, if not available, the closing market price of the Shares at the time of the grant; (ii) if the dollar amount is approved by the Board or the Governance, Ethics and Compensation Committee outside a Black-Out Period as part of a periodic grant program but with an effective award date that falls on the first or second day of a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five (5) trading day-period ending on the last trading day before the first day of such Black-Out Period; or (iii) if the dollar amount is approved by the Board or the Governance, Ethics and Compensation Committee during a Black-Out Period, then the grant will be made no earlier than on the sixth (6th) day following the end of such Black-Out Period using the volume weighted average trading price of the Shares on the TSX for the five (5) trading day-period following the last day of such Black-Out Period. The Option Price for Shares that are subject to any Option granted to a U.S. Taxpayer shall be the greater of the market price determined in accordance with the immediately preceding sentence and the market value determined in a manner required for such Option to be an exempt stock right under Section 409A of the U.S. Internal Revenue Code of 1986, as amended.

Unless otherwise determined by the Board, all unexercised Options shall be cancelled at the expiry of such Options. The expiration date is automatically extended if it falls on or within nine days following the expiration of a Black-Out Period.

If a Participant's employment is terminated for cause, Options terminate on the effective date of the termination or the date specified in the notice of termination. If a Participant's employment is terminated other than for cause, by death, disability or retirement, any Options may be exercised if they have vested at the time of termination or cessation of employment. Such Options are exercisable for a period of 90 days after the termination date or prior to the expiration of the original term of such Options, whichever occurs earlier. In the event of the death of a Participant, his/her vested Options at the time of death must be exercised by his/her heirs within one year of the Participant's death or prior to the expiration of the original term of such Options, whichever occurs earlier.

In the event of the injury or disability of a Participant or in the event of retirement of a Participant, any Options may be exercised by the Participant as the rights to exercise such Options accrue; however such Options shall only be exercisable within three years after the cessation of employment (or the effective date on which the Participant becomes eligible long-term disability benefits) or the retirement, as applicable, or prior to the expiration of the original term of such Options, whichever occurs earlier. In the event a Participant takes a voluntary leave of absence, any Options may be exercised by the Participant as the rights to exercise such Options accrue; however such Options shall only be exercisable within one year after the commencement of such leave of absence or prior to the expiration of the original term of such Options, whichever occurs earlier.

Prior to its expiration or earlier termination in accordance with the LTI Plan, Options are exercisable in whole or in part and at such time or times and/or pursuant to performance criteria or other vesting conditions as the Board may determine in its sole discretion at the time of granting the Option.
**Old RSUs**

For each grant of Old RSUs under the LTI Plan, the Board shall (i) designate the Eligible Participants who may receive Old RSUs under the LTI Plan, (ii) fix the number or dollar amount of Old RSUs to be granted to each Eligible Participant, (iii) determine the relevant conditions and vesting provisions, including the determination of a Performance Period and performance criteria, if any, and (iv) determine the period during which Old RSUs may vest which period shall end no later than December 31 of the calendar year which is three years after the calendar year in which the Old RSUs were granted (the “Restriction Period”), the whole subject to the terms and conditions of the LTI Plan. The vesting of the Old RSUs are also subject to the expiration of the performance period which corresponds to the period over which the performance criteria and other vesting conditions will be measured and which period shall end no later than December 31 of the calendar year which is three years after the calendar year in which the Old RSUs were granted (the “Performance Period”). After the vesting date, which is the date on which, after the end of the Performance Period, the Governance, Ethics and Compensation Committee determines that the vesting conditions (including the performance criteria, if any) are met (the “Vesting Date”), but no later than the last day of the Restriction Period, the Participants are entitled to receive payment for each awarded Old RSU in the form of Shares, cash, or a combination of Shares and cash, at the discretion of the Board. For the purposes of such payment, the market value of the Shares shall be the volume weighted average trading price of the Shares on the TSX for the five trading day-period ending on the last trading day before the day on which the payment is made.

If a Participant is terminated with cause or resigns, the participation in the LTI Plan terminates and all unvested Old RSUs are cancelled along with any rights to Shares that related to the unvested Old RSUs. Upon a Participant's retirement, if a Participant's employment is terminated other than for cause, by reason of injury or disability, a Participant becomes eligible to receive long-term disability benefits, a Participant elects a voluntary leave of absence and upon a Participant's death, his/her participation in the LTI Plan shall terminate and all unvested Old RSUs in the Participant's account as of such date shall remain in effect until the applicable Vesting Date, provided the Participant shall cease to accumulate Dividend Equivalents as of the separation date. If, on the Vesting Date, the Board determines that the vesting conditions were not met for such Old RSUs, then all unvested Old RSUs credited to such Participant shall be forfeited and cancelled along with any rights to Shares that related to the unvested Old RSUs. If, on the Vesting Date, the Board determines that the vesting conditions were met, the Participant or his/her heirs, as applicable, shall be entitled to receive Shares or cash on a pro rata basis based on the number of months prior to the retirement, termination, eligibility date, date of election of the voluntary leave of absence or death, as applicable. If vesting conditions have been met at the date of resignation, retirement, termination, eligibility date, date of election of the voluntary leave of absence or death, as applicable, but a corresponding distribution or payment has not yet been received by the Participant, the Participant is entitled to such distribution or payment, even if it is made after the date of resignation, retirement, termination, eligibility date, date of election of the voluntary leave of absence or death, as applicable.

The LTI Plan also provides that in the event of a Change in Control (as defined in the LTI Plan), a reorganization of the Corporation, an amalgamation of the Corporation, an arrangement involving the Corporation, a take-over bid (as that term is defined in the Securities Act (Quebec)) for all of the Shares or the sale or disposition of all or substantially all of the property and assets of the Corporation, the Board may make such provision for the protection of the rights of the Participants as the Board in its discretion considers appropriate in the circumstances, including, without limitation, changing the performance criteria and/or other vesting conditions for the Options and/or the date on which any Option expires, or the Restriction Period, the Performance Period, the vesting date, the whole pursuant to Section 11.1.3.1 of the LTI Plan and, therefore, that no Shareholder approval was required.

The last grant of Old RSUs took place on March 28, 2013 and there are currently no outstanding Old RSUs.

**LTI Plan Amendments**

On April 15, 2013, the LTI Plan was amended by the Board, upon a recommendation of the Governance, Ethics and Compensation Committee, to clarify the procedure for determining the number of Old RSUs to be credited to a Participant's account when the Board has only approved a total dollar amount of Old RSUs to be granted to such Participant. Further to these amendments, in cases where the Board only approves a dollar amount of Old RSUs to be granted to an Eligible Participant, such Participant's account shall be credited with a number of Old RSUs equal to the approved dollar amount divided by the Market Value. The foregoing procedure for determining the number of Old RSUs to be credited to a Participant's account was further amended in accordance with the March 26, 2015 amendments to the LTI Plan described below. No fractional Old RSUs shall be issued to Participants and the number of Old RSUs to be issued in such event shall be rounded up or down to the nearest whole number of Old RSUs. The Board determined that such amendments were of a “housekeeping” nature, the whole pursuant to Section 11.1.3.1 of the LTI Plan and, therefore, that no Shareholder approval was required.

The LTI Plan was further amended by the Board on March 12, 2014 to simplify the content of the Option and Old RSU agreements, and on April 22, 2014 to clarify how Dividend Equivalents (as hereinafter defined) are computed to a Participant's account on a quarterly basis but credited only on an annual basis on April 15. The Board determined that such amendments were of a “housekeeping” nature, the whole pursuant to Section 11.1.3.1 of the LTI Plan and, therefore, that no Shareholder approval was required.

In accordance with the terms of the LTI Plan, a Dividend Equivalent is to be computed in the form of additional Old RSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such Old RSUs shall vest on the Vesting Date according to the same vesting conditions (including performance criteria, if any) as the underlying Old RSUs. Dividend Equivalents shall be computed on each dividend payment date by dividing: (i) the amount obtained by multiplying the amount of
each dividend declared and paid per Share by the number of Old RSUs recorded in the Participant's account on the record date for the payment of such dividend, by (ii) the weighted average trading price of the Shares on the TSX for the five trading days immediately following the dividend record date for the payment of any dividend made on the Shares, with fractions computed to three decimal places.

As provided in the April 22, 2014 amendments, such Dividend Equivalents payable in the form of additional Old RSUs will be credited to a Participant's account annually on April 15 between the date Old RSUs have been awarded and the Vesting Date.

The LTI Plan was further amended by the Board on December 4, 2019 to ensure compliance with the U.S. securities laws in relation to the option provisions applicable to U.S. taxpayers and to include provisions addressing data protection and privacy under the General Data Protection Regulation (EU) 2016/679 ("GDPR") where applicable. The Board determined that such amendments were of a “housekeeping” nature, the whole pursuant to Section 11.1.3.1 of the LTI Plan and, therefore, that no Shareholder approval was required.

The LTI Plan was further amended by the Board on December 12, 2020 to (i) clarify the way in which the Board may approve a dollar amount of an award during a Black-Out Period, provided that the actual grant of Options or Old RSUs may only be made after the end of the Black-Out Period and using the Volume Weighted Average Price to be calculated only outside of a Black-Out Period; (ii) remove the provision that enables Options to be exercised during a Black-Out Period without selling them until after the end of the Black-Out Period, and instead extend the period during which a participant can exercise their Options after their termination of employment from 30 days to 90 days; (iii) adjust the treatment of unvested Options on death so that they become vested immediately upon death to be consistent with other plans; (iv) provide for longer period (five years versus three years) to exercise Options following termination for disability or retirement; and (v) harmonize standard definitions, standard clauses, rules of interpretation and restrictive covenants across all plans. The Board determined that such amendments were of a “housekeeping” nature, the whole pursuant to Section 11.1.3.1 of the LTI Plan and, therefore, that no Shareholder approval was required.

The LTI Plan was further amended by the Board on December 16, 2020 to (i) clarify the way in which the Board may approve a dollar amount of an award during a Black-Out Period, provided that the actual grant of Options or Old RSUs may only be made after the end of the Black-Out Period and using the Volume Weighted Average Price to be calculated only outside of a Black-Out Period; (ii) remove the provision that enables Options to be exercised during a Black-Out Period without selling them until after the end of the Black-Out Period, and instead extend the period during which a participant can exercise their Options after their termination of employment from 30 days to 90 days; (iii) adjust the treatment of unvested Options on death so that they become vested immediately upon death to be consistent with other plans; (iv) provide for longer period (five years versus three years) to exercise Options following termination for disability or retirement; and (v) harmonize standard definitions, standard clauses, rules of interpretation and restrictive covenants across all plans. The Board determined that such amendments were of a “housekeeping” nature, the whole pursuant to Section 11.1.3.1 of the LTI Plan and, therefore, that no Shareholder approval was required.

PERFORMANCE SHARE UNIT PLAN

On March 12, 2014, the Board approved, following a recommendation of the Governance, Ethics and Compensation Committee, the creation and issuance of PSUs in accordance with a newly adopted Performance Share Unit Plan (the “PSU Plan”). The PSU Plan was designed to provide Eligible Participants with the opportunity to participate in the long-term success of the Corporation, to promote a greater alignment of their interests with those of Shareholders, to reward Eligible Participants for their performance and to provide a means through which the Corporation may attract, motivate and retain key personnel. The PSU Plan is administered by the Governance, Ethics and Compensation Committee. Once vested, PSUs issued under the PSU Plan are payable in cash only.

For each grant of PSUs under the PSU Plan, the Governance, Ethics and Compensation Committee shall (i) designate the Eligible Participants who may receive PSUs under the PSU Plan, (ii) determine the number of PSUs (including fractional PSUs) to be credited to each Eligible Participant, having regard to the market value of the Shares at the time of the grant, (iii) determine the performance measures and objectives that shall determine the proportion, not exceeding 200% of such awarded PSUs becoming Vested PSUs, and (iv) determine the Performance Period, the whole subject to the terms and conditions of the PSU Plan. For the purpose of such determination, the “market value” of the Shares shall be, in accordance with the amendments to the PSU Plan approved by Board on December 16, 2020 and described below, (i) if the grant is made outside a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five (5) trading day period ending on the last trading day before the Award Date or, if not available, the last available closing market price of the Shares at the time of the grant; (ii) if the dollar amount of PSUs is approved by the Governance, Ethics and Compensation Committee outside a Black-Out Period as part of a periodic grant program but with an effective Award Date that falls on the first or second day of a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five (5) trading day period ending on the last trading day before the first day of such Black-Out Period; or (iii) if the dollar amount of PSUs is approved by the Governance, Ethics and Compensation Committee during a Black-Out Period, then the award will be made no earlier than on the sixth (6th) trading day following the end of such Black-Out Period using the volume weighted average trading price of the Shares on the TSX for the five (5) trading day period following the last day of such Black-Out Period.
Following the completion of a Performance Period applicable to an award, the Governance, Ethics and Compensation Committee shall assess the performance in light of the measures identified and the objectives set for such Performance Period. The Governance, Ethics and Compensation Committee shall then determine the percentage, not to exceed 200%, of performance achieved during the Performance Period (the “Vesting Percentage”) applicable to the awards. In making its determination, the Governance, Ethics and Compensation Committee may set the Vesting Percentage at a higher percentage (not to exceed 200%) than would have resulted based solely on the performance measures and objectives. The number of PSUs that will vest for a Participant will correspond to the number of PSUs granted to such Participant on the grant date (including Dividend Equivalents) multiplied by the Vesting Percentage (the “Vested PSUs”).

Participants are entitled to receive payment in cash for each Vested PSU in an amount equal to the number of Vested PSUs multiplied by the volume weighted average trading price of the Shares on the TSX for the five trading day period immediately preceding the date or dates determined by the Governance, Ethics and Compensation Committee as the date(s) on which all or part of an award shall be valued and thereafter be paid, less any applicable withholding taxes.

Upon a Participant's retirement, if a Participant's employment is terminated other than for cause, or if a Participant becomes Disabled (as defined in the PSU Plan), subject to any resolution passed by the Governance, Ethics and Compensation Committee, a pro-rated portion of PSUs in the Participant's account which have not become payable as of the separation date, based on the amount of time such Participant was actively employed during the Performance Period, shall be paid to the Participant after each applicable Vesting Date, provided that such PSUs have become Vested PSUs in accordance with the PSU Plan, and provided further the Participant shall cease to accumulate Dividend Equivalents as of the separation date. Upon the death of a Participant, any PSU granted which have not become payable on or before the date of death will immediately vest and become payable and, for such purpose, the Vesting Percentage shall be 100% and the PSUs will be valued at the date of death. Upon the termination of a Participant's employment for cause or for any other reason than those specified above, any unvested PSU credited to such Participant's account shall be forfeited and cancelled along with any Dividend Equivalent in relation to such PSUs.

The PSU Plan also provides that in the event of a Change of Control (as defined in the PSU Plan), all outstanding PSUs shall vest immediately at a Vesting Percentage of 100%, or such higher percentage as may be determined by the Governance, Ethics and Compensation Committee.

**PSU Plan Amendments**

To reflect amendments of a housekeeping nature and to align with the April 22, 2014 LTI amendments made to the LTI Plan, the PSU Plan was amended by the Board on April 22, 2014 to clarify how Dividend Equivalents under the PSU Plan are computed to a participant's account on a quarterly basis but credited only on an annual basis on April 15.

In accordance with the terms of the PSU Plan, the Dividend Equivalent is to be computed in the form of additional PSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such PSUs are credited annually on April 15 and shall vest on the Vesting Date according to the same vesting conditions (including performance criteria, if any) as the underlying PSUs.

The PSU Plan was further amended by the Board on March 26, 2015 to (i) clarify that Dividend Equivalents shall cease to accumulate upon a Participant ceasing to participate in the PSU Plan under certain circumstances, and (ii) amend the definition of “market value” and to align with the March 26, 2015 amendments to the LTI Plan. The Board determined that such amendments were of a “housekeeping” nature.

The PSU Plan was further amended by the Board on December 11, 2015 to: (i) clarify that the Market Value of an award declared outside a Black-Out Period as part of a periodic grant program but with an effective award date that falls within a Black-Out Period may be calculated as if such award had been made outside a Black-Out Period, (ii) clarify that the valuation date of any award cannot be modified after the corresponding award date and that the valuation date cannot be later than the December 31 date that immediately follows the end of the applicable Performance Period, (iii) clarify that vested PSUs are payable no later than the December 31 date that immediately follows the end of the Performance Period. The Board determined that such amendments were of a “housekeeping” nature.

The PSU Plan was further amended by the Board on December 11, 2018 to ensure alignment with the other plans and to provide for other general updates of a “housekeeping” nature.

The PSU Plan was further amended by the Board on December 4, 2019 to (i) ensure alignment with the other plans, (ii) include provisions addressing data protection and privacy under the GDPR where applicable, and (iii) to provide for other general updates of a “housekeeping” nature.

The PSU Plan was further amended by the Board on December 16, 2020 to (i) clarify the way in which the Governance, Ethics and Compensation Committee may approve a dollar amount of an award during a Black-Out Period, provided that the actual grant of PSUs may only be made after the end of the Black-Out Period and using the Volume Weighted Average Price to be calculated only outside of a Black-Out Period; (ii) harmonize standard definitions, standard clauses, rules of interpretation and restrictive covenants across all plans; and (iii) provide for other general updates of a “housekeeping” nature. Further amendments were approved by the Board on February 23, 2021 to remove the non-competition obligation of a participant who has been terminated without cause.
DEFERRED SHARE UNIT PLAN

Effective May 12, 2015, the Board approved, following a recommendation of the Governance, Ethics and Compensation Committee, the creation and issuance of deferred share units ("DSUs") in accordance with a newly adopted Deferred Share Unit Plan (the “DSU Plan”). The DSU plan, as amended, is designed to enhance the Corporation’s ability to attract and retain talented individuals to serve as members of the Board and in executive positions, to promote alignment of interests between Participants and Shareholders and to assist Participants in fulfilling the Director Share Ownership Requirements and the Executive Share Ownership Requirements.

The DSU Plan is administered by the Governance, Ethics and Compensation Committee. For the purpose of the DSU Plan, “Eligible Directors” are those directors who are not employees of the Corporation and are designated as such by the Board and “Eligible Employees” are those employees of the Corporation and are designated as such by the Board. When such Eligible Directors or Eligible Employees are granted DSUs, they are also referred to as “Participants”. DSUs issued under the DSU Plan can only be settled in cash.

Unless an Eligible Director has met the applicable minimum annual requirement under the Director Share Ownership Requirements (the “Minimum Annual Requirement”) for a given fiscal year and made an election in that respect, Eligible Directors receive part of their compensation in DSUs, with fractions computed to three decimal places, being calculated using the market value at the time of the grant. For the purpose of the DSU Plan, the “market value” is the volume weighted average trading price of a Share on the TSX for the five trading days immediately preceding the date of calculation or such other manner as is required or allowed by the rules and policies of the TSX, or, if not available, the last available closing market price of the Shares at the time of the grant. Participation in the DSU Plan by Eligible Employees remains entirely at the Eligible Employee’s discretion, since no given portion of an Eligible Employee’s “Annual Eligible Remuneration” has been determined by the Board to be mandatorily payable in DSUs. For the purpose of the DSU Plan, the Annual Eligible Remuneration (i) in the case of an Eligible Director, is the amount of annual compensation payable to such Eligible Director in respect of his or her duties as a director of the Corporation and (ii) in the case of an Eligible Employee, is the amount of the annual bonus or other annual short term incentive compensation payable to an Eligible Employee in respect of his or her duties and performance as an employee of the Corporation. An Eligible Employee may be permitted to, as determined by the Board and in accordance with the terms of any applicable STIP in effect from time to time, defer all or a portion of his or her short-term incentive compensation into DSUs (“Match Eligible Remuneration”) and receive Matching DSUs in respect of such deferral. On the same date as DSUs are granted to a Participant in respect of a deferral of Match Eligible Remuneration, additional DSUs may be granted to the Participant as a matching grant of DSUs (“Matching DSUs”). The number of Matching DSUs granted shall be equal to twenty-five percent (25%) of the first fifty percent (50%) of DSUs granted in respect of the Participant’s deferral of Match Eligible Remuneration, or such other matching percentage designated by the Board from time to time.

Unless otherwise determined, DSUs, including any Dividend Equivalents, vest immediately upon being granted. Matching DSUs, including any Dividend Equivalents, will vest in accordance with the vesting schedule set forth in the Participant’s grant notice which shall be, unless otherwise determined by the Board, at a rate of 1/3 per year on the anniversary date of the grant, over a period of three years.

If the Governance, Ethics and Compensation Committee approves a dollar amount of DSUs to be granted to an Eligible Employee, such Participant’s notional account shall be credited with a number of DSUs equal to the approved dollar amount divided by the Fair Market Value of one Share. For the purposes of an award made to an Eligible Employee, the “Fair Market Value” of the Shares shall be (i) if the award is made outside a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five (5) trading day period ending on the last trading day before the award Date or, if not available, the last available closing market price of the Shares at the time of the award; (ii) if the dollar amount of DSUs is approved by the Committee outside a Black-Out Period as part of a periodic grant program but with an effective award date that falls on the first or second day of a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five (5) trading day period ending on the last trading day before the first day of such Black-Out Period; or (iii) if the dollar amount of DSUs is approved by the Committee during a Black-Out Period, then the award will be made no earlier than on the sixth (6th) day following the end of such Black-Out Period using the volume weighted average trading price of the Shares on the TSX for the five (5) trading day period following the last day of such Black-Out Period.

No Participant will have any right to receive any payment under the Plan, however, until he or she ceases to be an Eligible Director (and is not at that time an employee of the Corporation) or an Eligible Employee (and is not at that time a Director) for any reason (other than for Cause), including by death, disability, retirement or resignation (a “Termination Date”).

In accordance with the terms of the DSU Plan, a Dividend Equivalent is to be computed in the form of additional DSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such additional DSUs will vest at the time these are credited to the recipient’s account and settlement of such Dividend Equivalent will occur at the same time and in accordance with the same terms as the underlying DSUs. Dividend Equivalents shall be computed as of each dividend payment date by dividing: (i) the amount obtained by multiplying the amount of each dividend declared and paid per Share by the number of DSUs recorded in the Participant’s account on the record date for the payment of such dividend, by (ii) the weighted average trading price of the Shares on the TSX for the five trading days immediately following the dividend record date for the payment of any dividend made on the Shares, with fractions computed to three decimal places. Such Dividend Equivalent payable in the form of additional DSUs will be credited to a Participant’s account annually on April 15 from the date DSUs have been awarded to the date of settlement of such DSUs.

Once a Termination Date occurs for a given Participant, such Participant (or its legal representative in the case of death) will be entitled to file up to two redemption notices requesting settlement of all or part of the vested DSUs credited to its account by way of
a cash payment calculated using the Market Value on the date of such filing. The “Market Value” means the volume weighted average trading price of a Share on the TSX for the five (5) trading days immediately preceding the date of calculation. Should no redemption notice be filed, then the Participant will be deemed to have filed a redemption notice for all its DSUs on December 1 of the first calendar year commencing after the date of the Participant’s Termination Date (other than as a result of the Participant's death while serving as an Eligible Director or an Eligible Employee, in which case the date for determination of the Market Value will be the date of the Participant's death).

The DSU Plan also provides that in the event of a Change of Control (as defined in the DSU Plan), the Board may make such provision for the protection of the rights of the Participants as the Board, in its discretion considers appropriate in the circumstances, including without limitation, providing for substitute or replacement deferred share units of the continuing entity (unless substitution or replacement of the outstanding DSUs is deemed impossible or impractical by the Board, in its sole discretion). Notwithstanding the foregoing, no Participant will be entitled to receive payment for, or in respect of, any DSUs on or before his or her Termination Date.

**DSU Plan Amendments**

Effective January 1, 2016, the Board approved, following a recommendation of the Governance, Ethics and Compensation Committee, certain amendments to the DSU Plan expanding the DSU Plan to certain employees of the Corporation in addition to the Eligible Directors and providing for certain other housekeeping matters.

No DSUs had been issued to Eligible Employees prior to 2016.

In the event of termination of employment for cause (or resignation contemporary to the discovery by the Corporation of any basis or grounds for termination for cause), all DSUs granted, vested or credited in favor of a Participant will be forfeited and cancelled effective immediately upon such termination and such Participant will not be entitled to any payment, benefit or other right under the DSU Plan.

The amendment also clarifies certain matters relating to Participants subject to United States taxation.

The DSU Plan was further amended by the Board on December 11, 2018 to (i) ensure alignment with the other plans, (ii) provide that executives who elect to defer a portion of their short-term incentive compensation into DSUs can receive a matching grant of additional DSUs (“Matching DSUs”), and (iii) allow for a different vesting schedule for these Matching DSUs. The Board determined that such amendments were of a “housekeeping” nature.

The DSU Plan was further amended by the Board on December 4, 2019 to (i) ensure alignment with the other plans, (ii) provide for distinct DSU award mechanisms for Eligible Directors and Eligible Employees, (iii) provide that Eligible Employees who elect to defer a portion of their short-term incentive compensation into DSUs will receive Matching DSUs equal to 25% of the first 50% of their deferrable portion, or in any other percentage as determined by the Governance, Ethics and Compensation Committee, (iv) allocate the administration of the DSU Plan to the Governance, Ethics and Compensation Committee in alignment with the other plans, and (v) to include provisions addressing data protection and privacy under the GDPR, where applicable. The Board determined that such amendments were of a “housekeeping” nature.

The DSU Plan was further amended by the Board on December 16, 2020 to (i) clarify the way in which the Governance, Ethics and Compensation Committee may approve a dollar amount of an award during a Black-Out Period, provided that the actual grant of DSUs may only be made after the end of the Black-Out Period and using the Volume Weighted Average Price to be calculated only outside of a Black-Out Period; (ii) provide that when a Participant elects to receive long term incentive compensation in DSUs instead of RSUs, those DSUs will be subject to the same restrictive covenant provisions; and financial restatement provisions as the RSUs that would have been granted; (iii) allow for DSU elections to remain in effect for subsequent years, until changed by the filing of a subsequent DSU election notice; (iv) harmonize standard definitions, standard clauses, rules of interpretation and restrictive covenants across all plans; and (v) provide for other general updates of a “housekeeping” nature. Further amendments were approved by the Board on February 23, 2021 to remove the non-competition obligation of a participant who has been terminated without cause.

**RESTRICTED SHARE UNIT PLAN**

Effective January 1, 2016, the Board approved, following a recommendation of the Governance, Ethics and Compensation, the creation and issuance of new restricted share units granted or to be granted by the Corporation (“RSUs”) in accordance with a newly adopted Restricted Share Unit Plan (the “RSU Plan”). The RSU Plan was designed to increase the interest in the Corporation’s welfare of Eligible Participants, who share responsibility for the management, growth and protection of the business of the Corporation or a Subsidiary, to provide an incentive to Eligible Participants to continue their services for the Corporation or a Subsidiary and to provide a means through which the Corporation may attract, motivate and retain key personnel. The RSU Plan is administered by the Governance, Ethics and Compensation Committee. Once vested, RSUs issued under the RSU Plan are payable in cash only.

For each grant of RSUs under the RSU Plan, the Governance, Ethics and Compensation Committee shall (i) designate the Eligible Participants who may receive RSUs under the RSU Plan, (ii) fix the number or dollar amount of RSUs, as the case may be, to be granted to each Eligible Participant and the date or dates on which such RSUs shall be granted (the “Award Date”) and (iii) determine the relevant conditions and vesting provisions and Restriction Period of such RSUs. Under the RSU Plan, (i) RSUs shall vest three
years after the Award Date unless otherwise provided for by the Governance, Ethics and Compensation Committee (the “Vesting Date”) and (ii) the “Restriction Period” shall be determined by the Governance, Ethics and Compensation Committee, but in all cases shall end no later than December 31 of the calendar year which is three years after the calendar year in which the award is granted. Although the Governance, Ethics and Compensation Committee could provide at the time of granting RSUs for any vesting conditions as it deems appropriate, the Corporation expects the vesting of all RSUs to be time-based only.

If a dollar amount of RSUs is granted instead of a specified number of RSUs, the Participant’s account shall be credited with a number of RSUs equal to the approved dollar amount divided by the “Market Value” of one Share, which shall be (i) if the grant is made outside a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five (5) trading day period ending on the last trading day before the Award Date or, if not available, the last available closing market price of the Shares at the time of the grant; (ii) if the dollar amount of RSUs is approved by the Committee outside a Black-Out Period as part of a periodic grant program but with an effective Award Date that falls on the first or second day of a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five (5) trading day period ending on the last trading day before the first day of such Black-Out Period; or (iii) if the dollar amount of RSUs is approved by the Committee during a Black-Out Period, then the award will be made no earlier than on the sixth (6th) trading day following the end of such Black-Out Period using the volume weighted average trading price of the Shares on the TSX for the five (5) trading day period following the last day of such Black-Out Period.

In accordance with the terms of the RSU Plan, a Dividend Equivalent is to be computed in the form of additional RSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such RSUs are credited annually on April 15 and shall vest on the V esting Date according to the same vesting conditions as the underlying RSUs. Dividend Equivalents are computed as of each dividend payment date by dividing: (i) the amount obtained by multiplying the amount of each dividend declared and paid per Share by the number of RSUs recorded in the Participant’s account on the record date for the payment of such dividend, by (ii) the weighted average trading price of the Shares on the TSX for the five trading days immediately following the dividend record date for the payment of any dividend made on the Shares, rounded down to the next whole RSU.

At latest on the 30th day after a V esting Date, Participants are entitled to receive payment in cash for each RSU which vested on that date in an amount equal to the number of vested RSUs multiplied by the Market Value, less any applicable withholding taxes.

Upon a Participant’s retirement, if a Participant’s employment is terminated other than for cause, or if a Participant becomes Disabled (as defined in the RSU Plan), subject to any resolution passed by the Governance, Ethics and Compensation Committee, a pro-rated payment, based on the amount of time such Participant was actively employed since the Award Date and the total length of the RSUs’ vesting period, will be paid to the Participant after each applicable vesting date. However, the Participant shall cease to accumulate Dividend Equivalents as of the separation date.

The RSU Plan also provides that in the event of a Change of Control (as defined in the RSU Plan), all outstanding RSUs shall vest immediately.

**RSU Plan Amendments**

On December 11, 2018, the RSU Plan was amended by the Board to ensure alignment with the other plans and to provide for other general updates of a “housekeeping” nature.

The RSU Plan was further amended by the Board on December 4, 2019 to (i) ensure alignment with the other plans, (ii) include provisions addressing data protection and privacy under the GDPR where applicable and (iv) to provide for other general updates of a “housekeeping” nature.

The RSU Plan was further amended by the Board on December 16, 2020 to (i) clarify the way in which the Governance, Ethics and Compensation Committee may approve a dollar amount of an award during a Black-Out Period, provided that the actual grant of RSUs may only be made after the end of the Black-Out Period and using the Volume Weighted Average Price to be calculated only outside of a Black-Out Period; (ii) harmonize standard definitions, standard clauses, rules of interpretation and restrictive covenants across all plans; and (iii) provide for other general updates of a “housekeeping” nature. Further amendments were approved by the Board on February 23, 2021 to remove the non-competition obligation of a participant who has been terminated without cause.