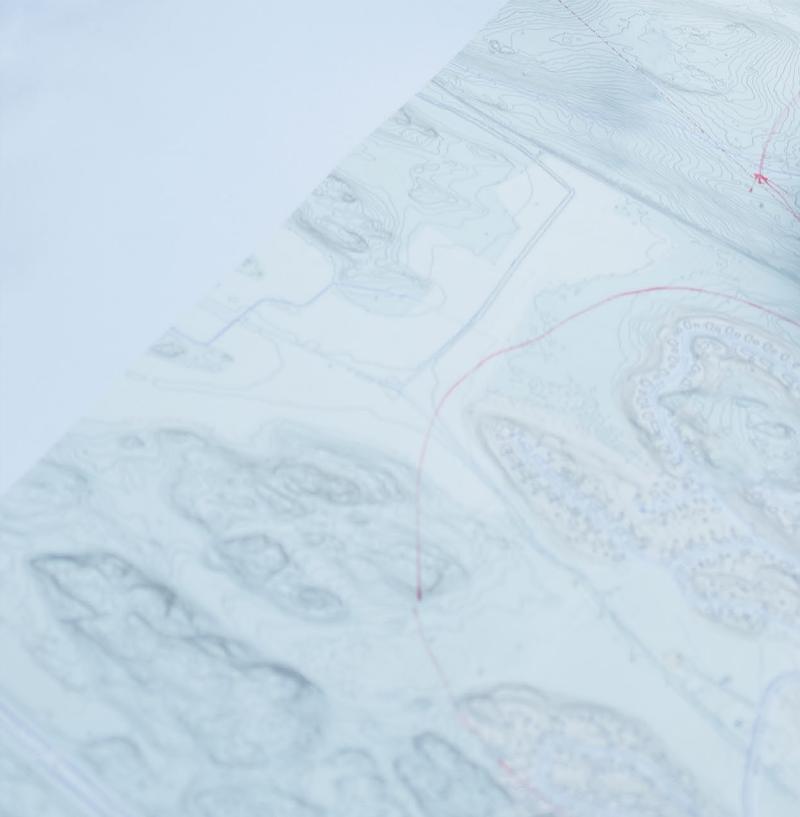


Third Party Code of Conduct

October 2019



Third Party Code of Conduct

2

Policy Statement

As one of the world's leading engineering and professional services consulting firms, WSP is committed to maintaining the highest standards of ethics and integrity throughout its business practices and relationships.

At WSP, our relationships with our business partners, including service providers, suppliers, vendors, consultants, sub-consultants, contractors, subcontractors, agents, representatives, sponsors and their employees or other persons working on their behalf (collectively, "Third Parties") are an integral part of our business. WSP expects Third Parties to conduct their business lawfully and in accordance with the principles set out in our Code of Conduct (the "Code"), available upon request or accessible through the wsp.com website under [Who We Are/Corporate Responsibility/Ethics & Integrity](#).

This Third Party Code of Conduct (the "Third Party Code") summarizes the values set out in the Code as they apply to Third Parties, providing a set of governing principles for ethical behaviour when interacting with WSP or when acting on its behalf.

We call these principles the Five Precepts of Business Ethics.

The five precepts of business ethics

1

Business Integrity

Act with integrity in all business dealings.

- We never, directly or through intermediaries, offer or promise anything of value in order to improperly obtain or retain a business or other advantage from a third party whether public or private.
- We adhere to local regulations governing political contributions, lobbying, gifts and conflicts of interests.

2

Human Rights

Respect the traditions, cultures and laws of the countries in which we operate.

- We do not traffic persons or use any form of slave, forced, compulsory, bonded or prison labour; we adhere to all applicable juvenile labour laws; and we require our recruitment agencies to abide by these provisions.
- We do not arrange, facilitate or transport workers in any way that could be considered human trafficking or exploitation.
- We do not threaten workers with, or subject them to, harsh or inhumane treatment, including but not limited to verbal abuse, harassment, mental and/or physical coercion, or sexual harassment.

3

Health and Safety

Promote a safe and healthy workplace that reduces risks and aims for zero harm.

- We effectively monitor, prevent, reduce or remove any risks associated with the work our employees and supply chain undertake in support of our zero harm aims.
- All of our people are trained and competent to work within our Health and Safety Expectations requirements, working in a manner which promotes a positive safety culture.

3

4

Environmental Protection

Recognize that environmental responsibility is essential to providing world-class service.

- We diligently seek to minimize or eliminate any negative environmental impact such as resource consumption, air emissions (including those contributing to climate change), and waste production.

5

Accurate Records

We keep accurate records using recognized accounting standards and security measures.

- All records created and maintained are clear, accurate and complete. We accept a responsibility to submit correct invoices and/or time records.

Reporting Violations

Third Parties should report, and act to correct, any suspected violations of regulations, laws or the Third Party Code. Violations must be reported in a timely manner to the WSP contact person. Suspicions may also be reported confidentially and without fear of retaliation using our Business Conduct Hotline, provided by NAVEX Global. Information on how to contact NAVEX Global is available through the wsp.com website under [Who We Are/Corporate Responsibility/Ethics & Integrity](#).

Application and Compliance

The WSP Third Party Code is not intended to replace Third Parties' existing policies or those of their subsidiary businesses, but to act as an additional set of governing principles. Third Parties should encourage their employees and agents to follow the Third Party Code as a minimum standard. WSP has the right to investigate any reasonably suspected breach of the Third Party Code and reserves the right to terminate its business relationship with any Third Party who has violated the principles set out above.

The principles herein are not exhaustive. The fact that a topic is not specifically addressed does not relieve Third Parties of their obligation to maintain the highest ethical standards under any and all circumstances.