WSP Global Inc.

Annual Information Form

Year ended December 31, 2014

March 21, 2015

TABLE OF CONTENTS

FORWARD-LOOKING STATEMENTS

In addition to historical information, this annual information form (the "Annual Information Form") may contain certain forward-looking statements that are not based on historical facts. These statements relate to future events or future performance and reflect the expectations of management of the Corporation ("Management") regarding the growth, results of operations, performance and business prospects and opportunities of the Corporation (as defined hereafter) or its industry. In some cases, forward-looking statements can be identified by terminology such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "continue" or the negative of these terms or other comparable terminology. Such forward-looking statements reflect current beliefs of Management and are based on certain factors and assumptions as set forth in the Corporation's annual management discussion and analysis for the year ended December 31, 2014 (the "Annual MD&A"). While the Corporation considers these factors and assumptions to be reasonable based on information available as of March 30, 2015, a number of factors could cause events or results to differ materially from the results discussed in the forward-looking statements. In evaluating these statements, investors should specifically consider various factors, including but not limited to the following risks: "Possible failure to realize anticipated benefits of the acquisition of Parsons Brinckerhoff"; "Potential undisclosed liabilities associated with the Acquisition"; "Ability to maintain profitability and manage growth"; "Global operations"; "Possible acquisitions and integrations"; "Reduction of backlog"; "Joint arrangements"; "Economic environment"; "Revenues from contracts with government agencies"; "Risks associated with professional services contracts"; "Dependence on clients"; "Assumption of risk by the corporation"; "Reliance on key professionals and management"; "Availability and retention of qualified professional staff"; "Adequate utilization of workforce"; "Collective bargaining and labour disputes"; "Insurance limits"; "Environmental, health and safety risks and hazards"; "Extreme weather conditions and the impact of natural or other disasters"; "Interruption to systems and network infrastructure"; "Reputational risk"; "Non-compliance with laws or regulations"; "Corporate structure"; "Competition in the industry"; "Reduction in the scope of regulations"; "Increased awareness of environmental factors"; "A deterioration or weakening of the corporation's financial position, including its net cash position"; "Significant working capital requirements"; "Accounts receivable"; "Increased indebtedness"; "Impairment of goodwill"; "Variability of financial results"; "Foreign currency exposure"; "Increase or decrease in effective tax rate"; "Underfunded defined benefits obligations"; "Potential dilution"; "Payment of dividends" and other risks detailed from time to time in the Annual MD&A filed by the Corporation with securities regulators, which may cause events or results to differ materially from the results discussed in any forward-looking statement. As such, there can be no assurance that actual results will be consistent with these forward-looking statements. The Corporation does not update or revise forward-looking information even if new information becomes available, unless legislation requires us to do so. Readers should not place undue reliance on forward-looking statements and should not rely upon this information as of any other date.

INTRODUCTORY INFORMATION

Unless otherwise indicated in this Annual Information Form, all dollar amounts are expressed in Canadian dollars and references to "$" are to Canadian dollars.

On August 1, 2012, GENIVAR Inc. ("GENIVAR"), a publicly traded corporation formed pursuant to a plan of arrangement under the *Canada Business Corporation Act* ("CBCA"), completed the acquisition of WSP Group plc, a multi-disciplinary professional services consultancy based in London, United Kingdom ("U.K."), pursuant to a scheme of arrangement (the "Scheme") under Part 26 of the U.K. Companies Act 2006 (the "WSP Transaction").

Effective January 1, 2014 (the “Arrangement Effective Date”), the Corporation reorganized its corporate structure pursuant to a court-approved plan of arrangement (the "Arrangement") under the CBCA. The Arrangement, which was approved by shareholders (as defined below) at the Annual and Special Meeting of Shareholders held on May 23, 2013, and which received final approval of the Superior Court of Québec on May 27, 2013, resulted in a reorganization whereby a newly created company named WSP Global Inc. replaced GENIVAR as the publicly traded company in all of the provinces and territories of Canada, the same jurisdictions as those of GENIVAR prior to the Arrangement. See “Business of the Corporation – Corporate Reorganization”.

In this Annual Information Form, unless otherwise noted or the context otherwise indicates, references to "WSP" or the "Corporation" refer to GENIVAR Inc. prior to the Arrangement and, following the Arrangement, refer to WSP Global Inc., being the publicly traded corporation that is the successor issuer of GENIVAR Inc. Where the context requires these terms also include subsidiaries and associated companies. References to "GENIVAR" refer to GENIVAR Inc. prior to the Arrangement. References to “WSP Global” refer to WSP Global Inc.

Reference in this Annual Information Form to the "Board" refers to the board of directors of GENIVAR prior to the Arrangement and, following the Arrangement, refers to the board of directors of WSP Global. References to the "Shares" and to the "Shareholders" respectively refer to the common shares and to the shareholders of the Corporation.

The information in this Annual Information Form is stated as at December 31, 2014, unless otherwise indicated.

Market and Industry Data

A portion of the information contained in this Annual Information Form is based upon the Corporation's knowledge of the industry in which it operates and its estimates and assumptions relating to the industry based on that knowledge. The Corporation's knowledge of the industry has been developed through its experience and participation therein.

It is important to note that some of the market and industry data contained in this Annual Information Form is based on industry publications, market research, government sources and other publicly available information. While the Corporation believes this information to be reliable, such information has not been independently verified.

Non-IFRS Measures

The Corporation uses non-IFRS measures that are considered by companies as indicators of financial performance measures which are not recognized under IFRS and may differ from similar computations as reported by other similar entities and, accordingly, may not be comparable. It believes these measures provide useful supplemental information that may assist investors in assessing an investment in the Corporation’s shares.

Non-IFRS measures used by the Corporation in this Annual Information Form are net revenues and EBITDA.

Net revenues

Net revenues are defined as revenues less direct costs for subconsultants and other direct expenses that are recoverable directly from the clients. Net revenues are not an IFRS measure and do not have a standardized definition within IFRS. Therefore, net revenues may not be comparable to similar measures presented by other issuers. Investors 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.

EBITDA

EBITDA is defined as earnings before non-underlying items, financial expenses, income tax expenses and depreciation and amortization. EBITDA is not an IFRS measure and does not have a standardized definition within IFRS. Investors are cautioned that EBITDA should not be considered an alternative to net earnings 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, financing and investing activities as a measure of the liquidity and cash flows. The Corporation's method of calculating EBITDA may differ from the methods used by other issuers and, accordingly, the Corporation's EBITDA may not be comparable to similar measures used by other issuers.

CORPORATE STRUCTURE

Name, Address and Incorporation

Pursuant to the Arrangement, WSP Global Inc. was continued under the CBCA by articles of arrangement dated January 1, 2014. See "Business of the Corporation – Corporate Reorganization".

The Corporation's principal and head office is located at 1600, René-Lévesque Blvd. West, 16th Floor, Montreal, Québec, H3H 1P9.

Intercorporate Relationships

As of December 31, 2014, each of WSP Canada, WSP Sverige AB and WSP UK Limited generated more than 10.0% of the consolidated revenues of the Corporation and Parsons Brinckerhoff, Inc. holds more than 10.0% of the consolidated total assets of the Corporation.

Subsidiary	Percentage of voting securities held	Percentage of restricted shares held	Jurisdiction of incorporation
WSP Canada Inc.	100%	n/a	Canada
WSP Sverige AB	100%	n/a	Sweden
WSP UK Limited	100%	n/a	United Kingdom
WSP Europe AB	100%	n/a	Sweden
Parsons Brinckerhoff, Inc.	100%	n/a	United States

In addition to its principal operating subsidiaries, the Corporation has a number of other subsidiaries that serve (i) specific markets, (ii) as holding companies, or (iii) other corporate purposes.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

The highlights relating to the development of the Corporation's business over the past three years are described below:

FISCAL YEAR ENDED DECEMBER 31, 2014

Financing

On March 31, 2014, WSP entered into an agreement with a syndicate of underwriters (the “Underwriters”) co-led by CIBC World Markets Inc. (“CIBC”), Raymond James Ltd., BMO Nesbitt Burns Inc. and National Bank Financial Inc., pursuant to which the Corporation issued 6,132,950 Shares, including the 799,950 Shares issued as a result of the exercise of the over-allotment option granted to the Underwriters from treasury at a price of $33.75 per common share, on a bought-deal basis, for aggregate gross proceeds of $206,987,063. WSP concurrently entered into subscription agreements with the Canada Pension Plan Investment Board ("CPPIB") and the Caisse de dépôt et placement du Québec (the "Caisse") pursuant to which the Corporation issued 2,547,750 Shares from treasury at a price of $33.75 per common share by way of a private placement.

On September 22, 2014, WSP entered into an agreement with Underwriters co-led by CIBC, Raymond James Ltd., BMO Nesbitt Burns Inc. and National Bank Financial Inc., with CIBC and Raymond James Ltd. acting as joint book runners, pursuant to which they have agreed to purchase 14,000,000 subscription receipts (the "Subscription Receipts") from treasury at a price of $35.85 per Subscription Receipt, on a bought-deal basis, for aggregate gross proceeds of $501,900,000. In addition, on October 16, 2014, the Underwriters have exercised a partial over-allotment option (the "Over-Allotment") and have acquired an additional 1,000,000 Subscription Receipts (the "Over-Allotment Receipts") at a price of $35.85 per Over-Allotment Receipt, for gross proceeds of $35,850,000.

On October 1, 2014, WSP entered into subscription agreements with CPPIB and the Caisse to purchase, on a private placement basis, an aggregate of 11,160,000 Subscription Receipts at a price of $35.85 per Subscription Receipt for aggregate gross proceeds to WSP of $400,086,000.

Upon closing of the acquisition of Parsons Brinckerhoff Group Inc. (“Parsons Brinckerhoff”), each Subscription Receipt was exchanged for one Share for no additional consideration, resulting in the issuance of 26,160,000 Shares in aggregate.

Acquisition of Businesses

During the fiscal year ended December 31, 2014, WSP acquired ten (10) engineering firms: Dessau CEI S.A.S; Texas Energy Engineers, Inc. operating under the corporate name of ccrd; Parsons Brinckerhoff; Byggteknik Kurt Fransson AB; WINWARD Group; Comtest; Technip TPS S.A.S.; Focus Group Holding Inc. (“Focus”); Teknikfunktion AB and ESC AB. For a description of the acquisitions of Parsons Brinckerhoff and Focus, see “Acquisition of Parsons Brinckerhoff” and “Acquisition of Focus”. The aggregate consideration for these transactions was approximately $1,575,900,000. See “Table of Acquisitions”.

Description of significant 2014 acquisitions

Acquisition of Parsons Brinckerhoff

On October 31, 2014, WSP acquired from Balfour Beatty plc and certain of its subsidiaries (“Balfour Beatty”) of all of the issued and outstanding capital stock of the entities comprising the business of Parsons Brinckerhoff, the professional services division of Balfour Beatty (the “Parsons Brinckerhoff Acquisition”). The US$1,310.2 million purchase price, which was paid in cash, included preliminary working capital adjustments and cash retained by Parsons Brinckerhoff of US$85.5 million, but excluded debt. The Corporation filed a Business Acquisition Report (Form 51-102F4) in respect of the Parsons Brinckerhoff Acquisition on January 12, 2015.

Acquisition of Focus

On April 10, 2014, WSP entered into plan of arrangement pursuant to Section 288 of the *Business Corporation Act* (British Columbia) in connection with the acquisition of all of the issued and outstanding shares of Focus (the “Focus Acquisition”), a 1,800 employee engineering and geomatics firm based in Alberta, Canada, for an aggregate amount of $365.7 million (net of cash acquired).

Credit Facility

At the beginning of 2014, WSP had in place a $400,000,000 credit facility (the “Credit Facility”) with a syndicate comprised of financial institutions (the "Lenders"). The commitment of Lenders pursuant to the Credit Facility was increased by an additional commitment of $200,000,000 pursuant to an available accordion feature for a total amount of $600,000,000, effective March 12, 2014, concurrently with the announcement of the acquisition of Focus.

On September 3, 2014, WSP obtained an underwritten financing from Canadian Imperial Bank of Commerce, as sole lead arranger and sole book runner, providing for:

- a senior secured revolving credit facility in the maximum amount of US$800,000,000 to amend and restate the Credit Facility (the "Revolving Credit Facility"), maturing on December 31, 2018; and
- a senior secured non-revolving term credit facility consisting of three tranches in the maximum principal amounts of US$100,000,000, US$100,000,000 and US$200,000,000, each available as a single drawdown and maturing respectively on the second, third and fourth anniversaries of the Parsons Brinckerhoff acquisition closing date (the "Term Facility" and, collectively with the Revolving Credit Facility, the "Credit Facilities"), being October 31, 2014.

The Credit Facilities are secured by a first ranking hypothec over the universality of the movable assets of the Corporation and some of its subsidiaries. The Credit Facilities bear interest at Canadian prime rate, US-based rate, Bankers’ acceptances rate and LIBOR plus an applicable margin up to 3.0% that will vary depending on the type of advances and the Corporation’s ratios, as defined in the agreement with the Lenders. The Corporation pays a commitment fee on the available but unused Credit Facilities.

Under the Credit Facilities, the Corporation is required, among other conditions, to respect certain covenants on a consolidated basis. The main covenants are in regard to its consolidated funded debt to consolidated EBITDA and the interest coverage ratios, which are non-IFRS measures. Management reviews compliance with these covenants on a quarterly basis in conjunction with filing requirements under its Credit Facilities. All covenants have been met by WSP as at December 31, 2014.

Under the Credit Facilities, the Corporation may issue irrevocable letters of credit up to US$250,000,000, the issuance of which decreases the amount of credit available on such Credit Facilities.

Authorization under the Act Respecting Contracting by Public Bodies (the "Public Contracts Act")

On December 7, 2012, the Québec National Assembly adopted Bill no 1: the *Integrity in Public Contracts Act*, which establishes a process to verify if an enterprise wishing to enter into a contract with a Québec public body satisfies specified integrity conditions. Thus, enterprises that wish to enter into contracts or subcontracts qualifying under the Public Contracts Act must henceforth be authorized to do so by the *Autorité des marchés financiers* (the "AMF"). On February 4, 2014, the Corporation's Canadian subsidiary, WSP Canada Inc., received its authorization from the AMF to enter into public contracts in the province of Québec pursuant to the Public Contracts Act. Pursuant to this authorization, WSP Canada Inc. is now registered on the AMF's list of authorized companies.

Board of Directors and Management Team

On January 1, 2014, Josée Perreault was appointed to the Board. Ms. Perreault, who is Senior Vice President of World Business at Oakley, Inc., brings international experience to the Board. All the other members of the Board immediately prior to the Arrangement Effective Date remained directors of WSP Global following the Arrangement.

On April 10, 2014, following the acquisition of Focus, David Ackert, President of Focus, was appointed Chief Executive Officer of WSP Canada Inc. and subsequently became President and Chief Executive Officer of WSP Canada Inc., as Marc Rivard resigned from his position as President of WSP Canada Inc. on May 26, 2014. Also, on May 13, 2014, Paul Dollin, previously Managing Director, U.K./Middle East/Africa/India/Asia Pacific, was promoted to the position of Chief Operating Officer of WSP Global.

On October 31, 2014, George J. Pierson, President and Chief Executive Officer of Parsons Brinckerhoff, was appointed to the Board. He resigned as President and Chief Executive Officer of Parsons Brinckerhoff on January 2, 2015.

On November 5, 2014, following the Parsons Brinckerhoff Acquisition, the following appointments were made: Gregory Kelly, previously Chief Operating Officer for Parsons Brinckerhoff was appointed President and Chief Executive Officer, United States, South America and the Caribbean; John Murphy, previously Chief Financial Officer for Parsons Brinckerhoff, was appointed President and CEO for Europe (including the U.K.), Middle East, India and Africa (EMEIA); and Guy Templeton, previously President and Chief Operating Officer for Asia Pacific for Parsons Brinckerhoff was appointed President and Chief Executive Officer of Asia Pacific (APAC).

In the context of the integration of Parsons Brinckerhoff, the composition of WSP's Executive Committee was also revisited. It is now composed of Pierre Shoiry, President and Chief Executive Officer of WSP Global; Alexandre L'Heureux, Chief Financial Officer of WSP Global; Paul Dollin, Chief Operating Officer of WSP Global and Valéry Zamuner, Chief Legal Officer and Corporate Secretary of WSP Global and the four regional President and Chief Executive Officers, namely David Ackert, Gregory Kelly, John Murphy and Guy Templeton.

Corporate Reorganization

Effective January 1, 2014, the Corporation completed its corporate reorganization pursuant to a court-approved plan of arrangement under the CBCA. The Arrangement, which was approved by Shareholders at the Annual and Special Meeting of Shareholders held on May

23, 2013, and which received final approval of the Superior Court of Québec on May 27, 2013, resulted in the reorganization of the Corporation into a global company structure whereby a newly created company named WSP Global Inc. replaced GENIVAR as the publicly traded company in all of the provinces and territories of Canada, the same jurisdictions as those of GENIVAR prior to the Arrangement. As part of the Arrangement, GENIVAR became a wholly-owned subsidiary of the Corporation and was rebranded to WSP Canada Inc. See "Business of the Corporation – Corporate Reorganization".

FISCAL YEAR ENDED DECEMBER 31, 2013

Acquisition of Businesses

During the fiscal year ended December 31, 2013, GENIVAR acquired three (3) engineering firms: De Curtis Engineering Limited; Designed Food Services Inc. and Technoambiental S.A.S. The aggregate consideration for these transactions was approximately $1,475,000. See "Table of Acquisitions".

Credit Facility

Pursuant to a supplemental credit agreement dated December 20, 2013, the Corporation amended the $400,000,000 Credit Facility it had previously entered into with a syndicate of financial institutions in order to extend its maturity date from June 30, 2016 to December 31, 2018, with the possibility of further extending the term each year for an additional one-year period, subject to the Lenders' approval.

Board of Directors and Management Team

Jean-Luc Séguin joined the Corporation as Vice President, Human Capital on September 9, 2013 and on January 1, 2014, Tom Smith, previously director of Global Growth was promoted Global Director for Property and Buildings**.**

On July 1, 2013, Christopher Cole, previously Executive Chairman of the Board, became non-executive Chairman of the Board. Following the WSP Transaction, Mr. Cole had been appointed Executive Chairman to ensure a smooth integration of both companies.

On May 23, 2013, Birgit Nørgaard was appointed to the Board and became Chair of the Governance, Ethics and Compensation Committee. Ms. Nørgaard is a professional board member with extensive experience in consulting and management. She has held several board positions since 1994, and since 2010, she has been a full time director for various public and private entities, including companies in the engineering business.

FISCAL YEAR ENDED DECEMBER 31, 2012

Public Financing

On June 27, 2012, GENIVAR issued 9,375,000 subscription receipts from treasury at a price of $24.00 per subscription receipt, on a bought-deal basis, for aggregate gross proceeds of $225,000,000, through Underwriters co-led by CIBC, BMO Capital Markets, National Bank Financial and Barclays Capital Canada. In addition, it issued 8,210,610 subscription receipts from treasury at a price of $24.00 per subscription receipt by way of a private placement with CPPIB and the Caisse, for aggregate gross proceeds of $197,054,640. Pursuant to such private placement, 4,105,305 Shares were issued to each of CPPIB and the Caisse which represented, in the aggregate, 16% of the issued and outstanding Shares immediately after the closing of the financing.

Acquisition of Businesses

During the fiscal year ended December 31, 2012, GENIVAR acquired four (4) engineering firms: Consultores Regionales Asociados-CRA S.A.S., Les Investissements R.J. Inc., operating under the corporate name of Rodrigue Julien Expert-Conseil, GRB Engineering Ltd. and WSP Group plc. The acquisition of WSP Group plc, a multi-disciplinary professional services consultancy based in London, U.K., was completed on August 1, 2012 pursuant to a scheme of arrangement under Part 26 of the U.K. Companies Act 2006. Finally, PBK Architects Inc. and an American subsidiary of GENIVAR acquired Smith Carter Architects and Engineers Incorporated and Smith Carter (USA) LLC (collectively, "Smith Carter"), while PBK Architects Inc. solely acquired North 46 Architecture Inc. The aggregate consideration for these transactions was approximately $477,700,000. See “Table of Acquisitions”.

Credit Facility

On June 7, 2012, GENIVAR entered into the $400,000,000 Credit Facility. Under the Credit Facility, the Corporation could issue irrevocable letters of credit up to $40,000,000, which in effect decreased the then available Credit Facility.

Board of Directors and Management Team

On August 7, 2012, following the closing of the WSP Transaction, Christopher Cole, former Chief Executive of WSP Group plc, was appointed to the Board as Executive Chairman, while the then current Chairman of the Board, Richard Bélanger, became the Lead Independent Director. On the same date, in line with the Corporation's policy not to have more than two executive officers of the Corporation sitting on the Board, Marc Rivard resigned from his position as director, but retained the position of Chief Operating Officer, Canada and Caribbean.

On March 23, 2012, Ali Ettehadieh notified the Board that he would not stand for re-election as a director at the 2012 annual meeting of the Shareholders. Mr. Ettehadieh's term expired effective upon the conclusion of such meeting, at which time Marc Rivard was elected to the Board.

Dividend Reinvestment Plan

On June 5, 2012, the Board approved a Dividend Reinvestment Plan ("DRIP"), which provides eligible Shareholders with the opportunity to reinvest cash dividends paid by the Corporation into additional Shares. Pursuant to the Arrangement, the DRIP was terminated and WSP adopted a new dividend reinvestment plan (the “WSP DRIP”). See “Description of Capital Structure – Dividends”.

TABLE OF ACQUISITIONS

(for the last three fiscal years ended December 31)

Business	Number of employees	Specialization	Location
2014			
Dessau CEI S.A.S	415	Transportation Oil and Gas	Colombia
Texas Energy Engineers, Inc.	200	Buildings	United States
Parsons Brinckerhoff Group Inc.	13,500	Multidisciplinary	Worldwide
Byggteknik Kurt Fransson AB	15	Buildings	Sweden
WINWARD Group	50	Buildings	Australia
Comtest	17	Industrial	Sweden
Technip TPS S.A.S.	100	Buildings Infrastructure	France
Focus Group Holding Inc.	1,800	Oil and Gas Geomatics	Alberta
Teknikfunktion AB	11	Project Management	Sweden
ESC AB	5	Buildings	Sweden
2013			
De Curtis Engineering Limited	3	Coastal and Marine Engineering	Ontario
Designed Food Services Inc.	5	Food services and hospitality	Ontario
Technoambiental S.A.S	25	Environment	Colombia
2012			
WSP Group plc	9,000	Multidisciplinary	Worldwide
North 46 Architecture Inc[1]	8	Architecture	Prince Edward Island
Smith Carter, Architects and Engineers Incorporated and Smith Carter (USA) LLC[1]	190	Architecture	Manitoba USA
GRB Engineering Ltd.	80	Oil and Gas	Alberta
Les Investissements R.J. Inc.	10	Buildings	Québec
Consultores Regionales Asociados-CRA S.A.S	340	Infrastructure Environment Energy Telecommunications	Colombia

[1] Through PBK Architects Inc.

BUSINESS OF THE CORPORATION

Overview of the Corporation

WSP, through its acquisition of Parsons Brinckerhoff, is one of the world's leading professional services firms in its industry, working with governments, businesses, architects and planners and providing integrated solutions across many disciplines. The firm provides services to transform the built environment and restore the natural environment, and its expertise ranges from environmental remediation to urban planning, from engineering iconic buildings to designing sustainable transport networks, and from developing the energy sources of the future to enabling new ways of extracting essential resources. It has approximately 32,000 employees, mainly engineers, technicians, scientists, architects, planners, surveyors, other design professionals, as well as various environmental experts, based in more than 500 offices, across 39 countries, on 5 continents.

The Corporation operates in different industries: buildings, infrastructure (including transportation and municipal infrastructure), industrial and energy (including mining, oil and gas) and environment. The Corporation is well-positioned to offer highly specialized expertise in many fields and in many locations. It can also provide a completely integrated service bringing together knowledge and experience from across the Corporation, managed and delivered seamlessly.

The Corporation’s business model is centered on maintaining a leadership position in each of its end markets and the regions in which it operates by establishing a strong commitment to and recognizing the needs of surrounding communities and local or national clients. Such a business model translates into regional offices with a full service offering throughout every project execution phase. It has the breadth of capability and the depth of expertise to transform clients’ visions into realities that are sustainable in every sense – commercially, technically, socially and environmentally.

Functionally, market segment leaders work together with regional leaders to develop and coordinate markets served, combining local knowledge relationships with nationally recognized expertise.

The Corporation is a fee-for-service professional consultants firm and its revenues include fees from consulting services as well as other direct costs for subconsultants and other direct expenses that are recoverable directly from its clients.

At the time of its initial public offering on March 25, 2006, GENIVAR was primarily based in Canada and was generating 89.0% of its net revenues in the province of Québec, 7.0% in the province of Ontario and 4.0% internationally.

For fiscal year 2014, the Corporation reported in the following five reportable operating segments: Canada, the United States ("U.S."), the U.K., Europe and the rest of the world. As at December 31, 2014, the net revenues of the Corporation were divided as follows: Canada represented 29.3% of total net revenues, while Europe represented 21.5%, the U.K. 17.1%, the United States 14.8%, and the rest of the world 17.3%.

Effective January 1, 2015, the reportable operating segments of the Corporation have been modified, to reflect the integration of the Parsons Brinckerhoff operations. These segments are as follows: Canada, Americas (U.S., South America and the Caribbean), EMEIA (U.K., Europe, Middle East, India and Africa) and APAC (Asia Pacific – comprising mainly Asia and Australia).

Corporate Reorganization

Effective January 1, 2014, the Corporation completed the Arrangement pursuant to which it reorganized its corporate structure pursuant to a court-approved plan of arrangement under the CBCA, which was approved by its Shareholders at the Annual and Special Meeting of Shareholders held on May 23, 2013, and which received final approval of the Superior Court of Québec on May 27, 2013. The purpose of the Arrangement was to implement a global corporate structure to set strong foundations for future growth in order to capitalize on the following benefits, amongst others:

- provide a holding structure which would enable the Corporation to eventually separate regional operations in distinct subsidiaries;
- isolate head office operations and costs for all operations at the public entity level and allow the Corporation to adopt overall corporate policies without interfering with individual management of the subsidiaries;
- create a better risk management structure by isolating, to the extent possible, the public entity from operations and operational risks; and
- provide an opportunity for the Corporation to rebrand itself as WSP and leverage this strong brand across the world.

The Arrangement resulted in the reorganization of the Corporation into a global company structure whereby a newly created company named WSP Global Inc. replaced GENIVAR as the publicly traded company.

As a result of the Arrangement, WSP became the successor reporting issuer of GENIVAR in all of the provinces and territories of Canada, the same jurisdictions as those of GENIVAR prior to the Arrangement. Pursuant to the Arrangement, GENIVAR became a wholly-owned subsidiary of the Corporation and was rebranded WSP Canada Inc. Subsequently, WSP Canada Inc. applied to cease to be a reporting issuer in each of the provinces and territories of Canada.

In accordance with the terms of the Arrangement, on January 1, 2014, each GENIVAR Shareholder received, for each Share held in GENIVAR, one Share of WSP, such that the Shareholders of GENIVAR became Shareholders of WSP. The Shares started trading on the TSX on January 2, 2014 under the symbol "WSP".

Clients by Market Segment

The Corporation offers a variety of project services throughout all project execution phases, from the initial development and planning studies through to the project/program management, design, construction management, commissioning and maintenance phases. Through its partners, the Corporation also provides, in Canada, architecture and landscape architecture services to certain of its clients. Such architecture services are provided by Architecture49 Inc., (previously known as PBK Architects Inc. and its wholly-owned subsidiaries (WHW Architects Incorporated, AE Consultants Ltd., Smith Carter and North 46 Architecture Inc.) and Arcop Architecture Inc.) In turn, the Corporation provides these partners with project management and engineering services.

The Corporation has developed a multidisciplinary team approach whereby employees work closely with clients to develop optimized solutions on time and on budget. It operates in different market segments: Buildings, Infrastructure (including Transportation and Municipal Infrastructure), Industrial and Energy (including Mining, Oil and Gas) and Environment.

- **Buildings:** the Corporation provides comprehensive professional and delivery services on some of the most prestigious buildings across the globe. These cover a wide range of sectors, including commercial, healthcare, education, cultural centres, sports and leisure facilities and major urban regeneration schemes. The Corporation's broad range of services encompasses mechanical, electrical and structural engineering, planning, building sciences, energy efficiency, food services, telecommunication solutions as well as other project services. Through its partners, the Corporation also provides architecture and landscape architecture services to certain of its clients, primarily in Canada. The Corporation works on existing facilities as well as on new construction projects.

- **Infrastructure (including Transportation and Municipal Infrastructure):** the Corporation's expertise is utilized by governments around the world to create sustainable long-term infrastructure-related strategies and it also advises on a national and regional level over the complete life cycle of a wide range of major projects. The Corporation has particular strengths in planning, analyzing, designing and managing projects in aviation, bridges, highways, intelligent traffic systems, marine, roads and rail. Municipal assignments relate to rehabilitation and development, water distribution and treatment, wastewater collection and treatment, public utilities, storm water management, road networks, lighting and various municipal facilities. Governments, cities, municipalities, townships and real estate developers are among the major clients of this segment.

- **Industrial and Energy (including Mining, Oil and Gas):** the Corporation provides project and planning management, as well as front-end management consulting services to private clients of various industries, including the strategic, technical and commercial support required for complex construction projects. It also provides specialist advice on industrial process engineering to major clients in industries such as mining and mineral processing (underground and open pit), oil and gas, metallurgy, chemical and petrochemicals, pulp and paper, wood products, pharmaceuticals and biotechnology, food and beverage, power generation and general manufacturing. The Energy segment includes hydroelectric, wind, solar and thermal power generation, nuclear safety, cogeneration and related distribution and transmission systems. Clients in Energy include public suppliers of electricity, utilities and energy developers.

- **Environment:** the Corporation helps organizations around the world to manage risks, reduce costs and create competitive market opportunities related to their sustainability, climate change, environment and health and safety agendas. The Corporation's services include impact studies and environmental assessments, ecosystem studies, monitoring surveys and characterizations, management systems, permitting, compliance audits, geomatics and mapping, as well as economic and risk management. Clients in this market segment include organizations from all of the other segments and typical projects include restoration of contaminated sites, waste management, habitat restoration and site rehabilitation.

Types of Contracts and Contract Management

Contracts are awarded through public calls for tenders, through invitation or by private agreement. The Corporation is generally remunerated through fee-for-service agreements based on hourly rates, a fixed-price negotiated fee or as a percentage of a project cost. In some instances, it also takes select lump-sum engineering, procurement and construction ("EPC") contracts, which include delivery risks. These contracts, which represented less than 2% of WSP and Parsons Brinckerhoff combined 2014 net revenues, are typically taken by the Power/Energy group where their technical understanding of the project enables them to properly manage the risk associated with delivery. Government work is mostly obtained through requests for qualifications and requests for proposals where the offer of services is prepared detailing qualitative factors such as firm experience and qualifications, technical personnel, methodology and approach. Cost of services is sometimes used as a criterion, with the weighted importance varying significantly from client to client. In addition, qualification-based criteria are often used to select engineering services firms, with fees being negotiated according to government decrees, industry standards or client fee schedules.

Contract size varies from small mandates to large multi-year assignments. The Corporation's resources and systems capabilities allow it to tackle projects of almost any size.

The Corporation is not dependent on any one client for its business. No single client or project represents more than 5% of overall business.

In-house project management is an important aspect of project delivery. Mandates are assigned to a project manager responsible for the technical delivery of the assignment, the contractual and administrative follow-up, quality control and client satisfaction. The Corporation has systems in place to manage performance with respect to budget and schedule on a continuous basis. Systems allow project managers to monitor personnel utilization on projects and track milestones and deliverables.

Competition

The Corporation operates in highly competitive markets and it competes with a large number of regional, national and international companies. Certain of these competitors have greater financial and other resources than the Corporation. Others are smaller and more specialized, and concentrate their resources in particular areas of expertise. The extent of competition varies according to the particular market and geographic area. The degree and type of competition faced by the Corporation is also influenced by the type and scope of a particular project. Clients make competitive determinations based upon qualifications, experience, performance, reputation, technology, customer relationships and ability to provide the relevant services in a timely, safe and cost-efficient manner.

The Corporation's principal competitors are, amongst others, AECOM Technology Corporation, AF Group ASA, Arcadis N.V., WS Atkins plc, Cardno Limited, Grontmij N.V., Stantec Inc., Sweco Group and Tetra Tech Inc.

The principal competitive factors in the services the Corporation's offers are: reputation, experience, breadth and quality of services, technical proficiency, multidisciplinary expertise, local presence, global reach, integrated service delivery, added value of services and global market leadership position.

Employees

As of December 31, 2014, the Corporation had approximately 32,000 employees, including mainly engineers, technicians, scientists, architects, planners, surveyors, other design professionals, as well as various environmental experts and support staff. Some of the employees of WSP are unionized. As of December 31, 2014, employees in Sweden and Finland, amounting to approximately 10% of the Corporation’s total employees, were covered by collective bargaining agreements, renewable on an annual basis. The Corporation believes that it has good relations with its employees, having developed a culture focused on empowerment, agility and growth. Over the past years, the Corporation has emphasized attention toward its resources by continually benchmarking and maintaining competitive compensation packages, strengthening its internal communication tools, emphasizing teamwork, creating career advancement opportunities throughout its geographical network and providing professional development support.

The Corporation is a knowledge-based organization and is always seeking talented and skilled professionals in all its practice areas. Since the supply of qualified candidates is sometimes limited, the Corporation uses various recruitment strategies to address staffing need.

Examples of recruitment strategies include an employee referral bonus program, website job postings, career fairs, student programs, and global mobility opportunities.

Health and Safety

The Corporation considers Health and Safety to be a fundamental principle driving the way it conducts its activities. It is committed to continual improvement in the area of Health and Safety in all aspects of its business. In 2014, the Corporation launched a Global Health and Safety Policy, in which it outlines the aims and objectives for the effective management of Health & Safety across its operations.

Regional leaders are accountable for the effective management of Health and Safety risks in their region. The leadership teams for each operating entity are responsible to provide Health and Safety leadership to all their employees, as clear, frequent and direct communication on Health and Safety matters, is essential to the successful delivery of objectives. The expected results are risk reduction and the implementation of preventive measures to mitigate work accidents and professional injuries. Finally, to ensure that all costs related to recovery from injuries are properly controlled, the Corporation applies a structured process for managing professional injuries.

In 2015, led by the Global Head of Health & Safety, the Corporation will work towards a standardized set of reporting metrics, consistent with the Corporation's global operating status.

Sustainable Development

The Corporation is committed to sustainability by doing business in a manner in which the needs of the present are met, while contributing to an environmentally, socially, and economically sustainable future. This commitment is at the heart of how the Corporation operates and delivers solutions to its clients and is vital to the Corporation's long-term success in achieving its vision.

WSP's Sustainable Development Policy and strategy promotes the development of internal sustainable practices and supports the Corporation's clients in respecting their social and environmental obligations. The sustainability strategy for WSP businesses concentrates on four goals, highlighted below, and which are discussed on a yearly basis in the Sustainability Report available on the Corporation's website:

1. To continue the development of its world class sustainability expertise and associated client offerings to open up new markets and commercial opportunities;
2. To embed sustainability into the technical expertise, advice and solutions it provides to clients;
3. To actively manage the environmental and social impacts of its own operations; and
4. To be an active and beneficial participant in the communities in which it operates.

Insurance

The Corporation carries professional errors and omissions liability insurance, subject to deductibles, limits and exclusions which are customary to the Corporation's industry. The Corporation also carries a general and an umbrella liability policy. The Corporation takes a proactive approach to risk management, encouraging ongoing project director training and problem resolution approaches to potential conflict.

RISK FACTORS

A discussion of the risks to which WSP is subject is presented under the heading "Management's Discussion and Analysis – Risk Factors", of the Corporation's Annual MD&A, which discussion is incorporated herein by reference. The Corporation's most recent Annual MD&A is available on SEDAR at www.sedar.com and on the Corporation's website at www.wspgroup.com under the "Investors" section. See the Section entitled "Forward-Looking Statements" on page 1 of this Annual Information Form for a discussion of risks associated with Forward-Looking Statements.

DIVIDENDS

Dividend Declared

The Corporation aims to declare and pay cash dividends on a quarterly basis. During the fiscal years 2012, 2013 and 2014, the Corporation declared quarterly cash dividends of $0.375 per Share. For the year ended December 31, 2014, the total amount of dividends declared by the Corporation was $1.50 per Share.

On March 17, 2015, the Corporation declared a dividend of $0.375 per Share to be payable on or about April 15, 2015 to Shareholders of record at the close of business on March 31, 2015.

Dividend Policy

The Board has determined that the current level of quarterly dividend is appropriate based on the Corporation's current earnings and financial requirements for the Corporation's operations. The dividend is currently expected to remain at this level subject to the Board's ongoing assessment of the Corporation's future requirements, financial performance, liquidity, outlook and other factors that the Board may deem relevant. The payment of each quarterly dividend will remain subject to declaration of that dividend by the Board. The actual amount of each quarterly dividend, as well as each declaration date, record date and payment date is subject to the discretion of the Board.

Dividend Reinvestment Plan

On June 5, 2012, the Board approved the DRIP, which provides eligible Shareholders with the opportunity to reinvest cash dividends paid by the Corporation into additional Shares. Under the Arrangement, the DRIP was terminated and WSP adopted the WSP DRIP. Participants in the DRIP were deemed to be participants in the WSP DRIP as of January 1, 2014 without any further action on their part.

When the DRIP was implemented, CPPIB and the Caisse had committed to participate in it in respect to dividends for which the record date was on or prior to July 1, 2013. CPPIB and the Caisse had undertaken to have substantially all of the Shares held by them participate in the WSP DRIP and to have such Shares remain enrolled in the WSP DRIP for all dividends with a record date on or before September 30, 2014. In addition, the Corporation had undertaken in favor of CPPIB and the Caisse that any Shares to be issued to any participant under the WSP DRIP will be issued from treasury at a minimum discount of 2% up to and including the first investment period under the WSP DRIP following September 30, 2014.

On October 1, 2014, following the closing of the private placement related to the Parsons Brinckerhoff Acquisition, each of CPPIB and La Caisse undertook to have substantially all of their Shares, participate in the WSP DRIP and to have such Shares enrolled in the WSP DRIP for all dividends with a record date on or prior to December 31, 2015. In addition, the

Corporation undertook in favour of CPPIB and La Caisse that any Shares to be issued to any participant under the WSP DRIP will be issued from treasury at a minimum discount of 2% up to and including the first investment period under the WSP DRIP following December 31, 2015.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized share capital of the Corporation consists of an unlimited number of Shares, and an unlimited number of preferred shares. As of March 30, 2015, there were 89,131,429 Shares issued and outstanding and no preferred shares issued and outstanding.

Shares

As a result of the Arrangement, Shareholders of GENIVAR received, for each common share of GENIVAR held, one Share, such that the Shareholders of GENIVAR immediately before the Arrangement Effective Date became Shareholders of WSP.

Holders of Shares are entitled to one vote per Share at meetings of Shareholders, to receive dividends if, as, and when declared by the Board and to receive pro rata the remaining property and assets of the Corporation upon its dissolution or winding-up, subject to the rights of shares having priority over the Shares.

Preferred Shares

The preferred shares of the Corporation may, at any time, and from time to time, be issued in one or more series. Subject to the CBCA, the Board may fix, before the issue thereof, the number of, the consideration per preferred share, the designation of, the rights, privileges, restrictions and conditions attaching to the preferred shares of each series which rights, privileges, restrictions and conditions may include, without limitation, any voting rights, any right to receive dividends, the whole to be subject to the issue of a certificate of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the preferred shares of the series in question. The preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets of the Corporation in the event of its liquidation, dissolution or winding-up, or other distribution of assets among the Shareholders for the purpose of winding up the affairs of the Corporation, rank on a parity with the preferred shares of every other series and be entitled to preference over the shares and any other shares ranking junior to the preferred shares.

MARKET FOR SECURITIES

During the fiscal year ended December 31, 2014, the Shares were listed for trading on the TSX under the symbol "WSP".

Trading Price and Volume

The following table shows the monthly range of high and low prices per Share, the total monthly volumes and the average daily volumes of Shares traded on the TSX for the fiscal year ended on December 31, 2014.

2014 Month	High ($)	Low ($)	Total Monthly Volume	Average Daily Volume
January	33.68	29.00	2,236,513	101,660
February	36.83	32.99	1,547,200	81,432
March	36.47	34.00	4,147,435	197,497
April	37.89	35.78	3,223,199	153,486
May	38.93	36.99	2,379,656	113,317
June	39.50	36.79	1,980,827	94,325
July	38.09	35.44	1,741,748	79,170
August	37.21	34.75	1,483,550	74,178
September	37.28	34.14	6,708,181	319,437
October	35.98	31.02	5,478,779	249,035
November	36.70	33.73	5,135,756	256,788
December	35.75	32.63	5,269,066	250,908

DIRECTORS AND OFFICERS

The articles of the Corporation provide for the Board to consist of a minimum of three (3) and a maximum of ten (10) directors. As at March 30, 2015, the Board is comprised of nine (9) members as set out in the following table.

The following table lists the names and place of residence of the current directors of the Corporation, together with their principal occupation.

Name and Place of Residence	Position with the Corporation	Principal Occupation	Director since[1]
Richard Bélanger Lac-Beauport, Québec (Canada)	Lead Independent Director	President of Groupe Toryvel Inc.	May 17, 2007
Christopher Cole London (U.K.)	Chairman	Professional Non-Executive Director	August 7, 2012
Grant G. McCullagh[2] Chicago, IL (U.S.)	Director	Chairman and CEO of Global Integrated Business Solutions, LLC	March 11, 2011
Birgit Nørgaard Gentofte (Denmark)	Director	Professional Non-Executive Director	May 23, 2013
Josée Perreault Laguna Beach, CA (U.S.)	Director	Senior Vice President, World Business of Oakley, Inc.	January 1, 2014
George J. Pierson[3] New Hope, PA (U.S.)	Director	President The Pierson Advisory Group LLC	October 31, 2014
Pierre Seccareccia Candiac, Québec (Canada)	Director	Professional Non-Executive Director	May 16, 2006
Pierre Simard Westmount, Québec (Canada)	Director	President of Champlain Financial Company (Canada)	May 17, 2007
Pierre Shoiry Town of Mount Royal, Québec (Canada)	President and Chief Executive Officer ("CEO") Director	President and CEO of the Corporation	May 16, 2006

[1] As indicated above, certain directors served as directors of GENIVAR Inc. and its predecessors prior to the completion of the Arrangement on January 1, 2014.

[2] Grant G. McCullagh will not seek re-election as director of the Corporation at the next annual meeting of shareholders.

[3] On January 2, 2015, Mr. Pierson, who was President and CEO of Parsons Brinckerhoff and an Executive Director, resigned from his President and CEO position and became non-executive director of the Corporation.

During the past five (5) years, unless otherwise indicated, each of the above-named directors has held the same principal occupation and the same or a similar position with the Corporation, with the exception of Christopher Cole who, prior to August 1, 2012, was Chief Executive of WSP Group plc and George J. Pierson who, prior to January 1, 2015 was President and Chief Executive Officer of Parsons Brinckerhoff.

Committee Membership

The membership of each Board committee is composed of the following Directors:

Audit Committee of the Board (the “Audit Committee)

Pierre Seccareccia (chair), Richard Bélanger and Pierre Simard.

Governance, ethics and compensation committee of the Board (the "Governance, Ethics and Compensation Committee")

Birgit Nørgaard (chair), Richard Bélanger and Grant G. McCullagh.

The following table lists the names and place of residence of the executive officers of the Corporation who are not also directors of the Corporation, their position within the Corporation as of March 30, 2015, the date on which they became executive officers and their previously held positions for the last five years:

Name and Place of Residence	Position with the Corporation	Since	Previously held Position (last five (5) years)
David Ackert Calgary, Alberta (Canada)	President and Chief Executive Officer, Canada	May 26, 2014	President and Chief Executive Officer, Focus
Paul Dollin Bristol (U.K.)	Chief Operating Officer	May 13, 2014	Managing Director, U.K., Middle East, South Africa, India and Asia Pacific, WSP Managing Director, U.K., Middle East, South Africa, and India, WSP Group plc Engineering Consultant, Atkins Global and Director of two (2) of its subsidiaries
Gregory Kelly Lawrenceville, NJ (U.S.)	President and Chief Executive Officer, United States, South America and the Caribbean	November 5, 2014	Chief Operating Officer, Parsons Brinckerhoff
Alexandre L'Heureux St-Lambert, Québec (Canada)	Chief Financial Officer	July 1, 2010	Chief Financial Officer, Celtic Pharma & Celtic Therapeutics
John A. Murphy London, (U.K.)	President and Chief Executive Officer, Europe, Middle East, India and Africa	November 5, 2014	Chief Financial Officer, Parsons Brinckerhoff
Guy Templeton Sidney (Australia)	President and Chief Executive Officer, Asia Pacific	November 5, 2014	President and Chief Operating Officer for Asia Pacific, Parsons Brinckerhoff
Valéry Zamuner Outremont, Québec (Canada)	Chief Legal Officer and Corporate Secretary	December 10, 2014	Vice President, Legal Affairs and Corporate Secretary, WSP Global General Counsel, Vice President, Legal Affairs and Corporate Secretary, Consolidated Thompson Iron Mines Ltd.

As at March 30, 2015, the directors and the above executive officers of the Corporation, as a group, held, either directly or indirectly, or exercised control over 961,228 Shares, namely 1.08% of the Shares.

GOVERNANCE OF THE CORPORATION

Directors and Executive Officers

A majority of the directors are "independent", within the meaning of *National Instrument 58-101 - Disclosure of Corporate Governance Practices*, of the Corporation. The term of office of each of the directors of the Corporation will expire at each annual meeting of the Shareholders, unless a director otherwise resigns or is removed or disqualified.

Composition of the Audit Committee

The Audit Committee is comprised of three members, Pierre Seccareccia (Chair), Richard Bélanger and Pierre Simard, each of whom is "independent" and "financially literate" within the meaning of *National Instrument 58-101-Disclosure of Corporate Governance Practices*. The Audit Committee is in charge, among other things, to assist the directors in fulfilling their responsibilities of oversight and supervision of financial reporting and control, and of the external and internal auditors. In addition, the Audit Committee is responsible of oversight and supervision of management information systems internal control, risk management and compliance with legal requirements.

Relevant Education and Experience of the Audit Committee Members

The education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member is as follows:

(i) ***Pierre Seccareccia*** has extensive experience in financial consulting and management. A Partner of the Coopers & Lybrand accounting firm from 1976 to 1998, he acted as Managing Partner for its Montreal south shore office from 1987 to 1989, for its Montreal central office from 1992 to 1996, and for its offices in the Province of Quebec from 1996 to 1998. Following the merger in 1998 of Coopers & Lybrand with Price Waterhouse, he acted as Managing Partner for the Montreal office of PricewaterhouseCoopers LLP from 1998 to 2001. Since 2003, he is a full-time director for various public and private entities. Mr. Seccareccia is currently a director of Boralex Inc., Ovivo Inc. and New Millennium Iron Corp. He is also a director of Groupe Ivanhoé Cambridge Inc., the real estate subsidiary of la Caisse de dépôt et placement du Québec. Mr. Seccareccia is a Fellow of the Ordre des comptables professionnels agréés du Québec, a member of the Institute of Corporate Directors (Canada) and of the National Association of Corporate Directors (U.S.). He is a graduate from HEC Montreal.

(ii) ***Richard Bélanger*** is a chartered professional accountant since 1980, a Fellow (since 2004) and was awarded the Prix Émérite in 2004 by the Ordre des comptables professionnels agréés du Québec. He holds a Bachelor's Degree in accounting and administrative science from Laval University (1981). Mr. Bélanger also serves as chairman of the audit committee since 2006 (member since 2003), as a member of the risk management committee (2006), and as director on the board of the Laurentian Bank of Canada (2003). Since August 2012, he is a director on the board and a member of the audit committee of Optosecurity Inc. (a private company). From 1997 to 2012, he served as a member of the audit committee and director on the board of Stella-Jones Inc. He was chairman of the board and chairman of the audit committee of Theseus Capital Inc. a Capital Pool Corporation (2005-2008). From 1982 to 1992, he was associate-director (founder) of Bélanger, Girard, Lavoie, Mooney (BGLM), a society of chartered accountants. He was also cochairman of the Canadian Lumber Trade Alliance (2001-2004), cochairman of the International Trade Committee (1999-2004), chairman of the Quebec Forest Industry Council (1997-1998) and chairman of Forintek Canada Corporation (2001-2003). Mr. Bélanger has more than 27 years of experience in business development, financing and business management. Since 1993, he has served as President of Toryvel Group Inc., an investment firm of which he is the co-owner and since January 2012, he is involved in aviation. From 1996 to 2003, he was the president and chief executive officer of Daaquam Lumber Inc.

(iii) ***Pierre Simard*** has more than 20 years of experience in the financial and banking industry. Mr. Simard is Managing Member and President of Champlain Financial Corporation (Canada) Inc. and Managing Director of Champlain Capital Management LLC, a merchant banking firm, which he co-founded in 2001. Prior to 2001, Mr. Simard worked as an investment banker with Lazard Frères & Co. LLC and Donaldson Lufkin & Jenrette Inc. where he arranged mergers and acquisitions and debt and equity financing. He also worked for Canadian Imperial Bank of Commerce and for Lancaster Financial Corp., a private investment banking firm in Toronto. Mr. Simard holds a Bachelor degree from Laval University in Chemical Engineering, has a graduate degree in Management from l'Université Catholique de Louvain (Belgium), and holds an M.B.A. from Johnson Graduate School of Management at Cornell University.

Pre-approval Policies and Procedures

The Audit Committee has the authority to pre-approve all non-audit services to be provided by the external auditor to the Corporation and any other subsidiary thereof. To this effect, the Audit Committee may adopt specific policies and procedures that may include the delegation by the Audit Committee to one or more independent members of the authority to pre-approve such non-audit services, provided that such pre-approval be reported to the Audit Committee at its next regularly scheduled meeting.

EXTERNAL AUDITOR SERVICE FEE

For the two fiscal years ended December 31, 2014 and December 31, 2013, the following fees were billed to the Corporation by its external auditor:

	Fiscal Year ended December 31, 2014	Fiscal Year ended December 31, 2013
Audit Fees[(1)]	$1,516,251	$1,825,554
Audit-Related Fees	$217,670	$163,050
Tax Fees[(2)]	$309,550	$192,775
All Other Fees[(3)]	$674,469	$136,862
Total Fees Paid	**$2,717,940**[(4)]	**$2,318,241**[(4)]

[(1)] "Audit Fees" include fees necessary to perform the annual audit of the consolidated financial statements.
[(2)] "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax advice and tax planning.
[(3)] "Other Fees" include fees for products and services provided by the auditor other than those included above. The increase in Other Fees Paid for the year ended December 31, 2014 is mainly due to work performed by the auditors in connection with the 2014 public financings and the integration of Parsons Brinckerhoff.
[(4)] The increase in Total Fees Paid for the year ended December 31, 2014 is mainly due to fees incurred in connection with the completion of the Focus and Parsons Brinckerhoff transactions which occurred in 2014.

GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE

The Governance, Ethics and Compensation Committee is comprised of three members, Birgit Nørgaard (Chair), Grant G. McCullagh and Richard Bélanger, each of whom is "independent", within the meaning of *National Instrument 58-101 – Disclosure of Corporate Governance Practices*. The Governance, Ethics and Compensation Committee assists and where appropriate makes recommendations to the directors in relation to the development and implementation of the corporate governance guidelines of the Corporation, the identification of individuals qualified to become members of the Board and the determination of the directors' remuneration for Board and committee service. The Governance, Ethics and Compensation Committee also reviews the process to assess the effectiveness of the Board and its committees, including their respective chairman, the compensation of the CEO and other named executive officers ("NEOs") of the Corporation, the Corporation's health and safety policies and practices and the corporate goals and objectives relevant to the CEO's and NEOs' performance. Finally, the Governance, Ethics and Compensation Committee is responsible for the annual compensation discussion and analysis to be included in the Corporation’s management information circular and the Corporation's management incentive plan and overall compensation philosophy and strategy.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, none of the Corporation's directors or executive officers:

a) is, as at the date of this Annual Information Form, or has been, within 10 years before the date of this Annual Information Form, a director, CEO or CFO of any company (including the Corporation) that,

   i) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, CEO or CFO; or

   ii) was subject to an order that was issued after the director or executive officer ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as a director, CEO or CFO,

b) and no shareholder holding a sufficient number of securities to affect materially the control of the Corporation, is, as at the date of this Annual Information Form, or has been within 10 years before the date of this Annual Information Form, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act 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;

c) and no shareholder holding a sufficient number of securities to affect materially the control of the Corporation has, within the 10 years before the date of this Annual Information Form, 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.

For the purposes of the paragraphs above, "order" means: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) 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.

- In April 2012, Ms. Nørgaard was appointed Chairman of the Danish, privately held 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.

- In October 2012, Mr. McCullagh was recruited as Chairman and CEO of Lakeshore TolTest Corporation, a construction management firm based in Detroit, Michigan. The company filed for Chapter 7 bankruptcy liquidation in May 2014 and Mr. McCullagh resigned from the company concurrently with such liquidation.

Penalties or Sanctions

No director or executive officer of the Corporation or Shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation has:

a) 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

b) 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.

CONFLICTS OF INTEREST

No director or officer of the Corporation has any existing or potential conflicts of interest with the Corporation or any of its subsidiaries.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set out below or described elsewhere in this Annual Information Form, to the knowledge of the Corporation and based on information provided to it by the Corporation's directors and the executive officers, there were no (i) directors or executive officers, (ii) persons that beneficially own, or control or direct, directly or indirectly, more than 10% of the Shares or (iii) any associate or affiliate of persons referred to in (i) and (ii) has or has had any material interest, direct or indirect, in any transaction within the past three years or in any proposed transaction that has materially affected or will materially affect the Corporation or any of its subsidiaries.

LEGAL PROCEEDINGS

Except as set forth below, the Corporation is currently facing legal proceedings for work carried out in the normal course of its business. The Corporation takes out a professional liability insurance policy in order to manage the risks related to such proceedings. Based on advice and information provided by its legal advisors and on its experience in the settlement of similar proceedings, Management believes that the Corporation has accounted for sufficient provisions in that regard and that the final settlement should not exceed the insurance coverage significantly or should not have a material effect on the financial position or operating results of the Corporation.

As a government contractor, the Corporation may be subject to laws and regulations that are more restrictive than those applicable to non-government contractors. Government scrutiny of contractors' compliance with those laws and regulations through audits and investigations is inherent in government contracting, and, from time to time, Management receives inquiries and similar demands related to our ongoing business with government entities.

In November 2012, the Unité Permanente Anti-Corruption executed search warrants in the Corporation's offices located in the City of Laval in the province of Quebec in relation to certain contracts awarded in the City of Laval. On February 11, 2013, the Corporation announced that it was in possession of information confirming that inappropriate conduct in the province of Quebec in the financing of political parties and the awarding of municipal contracts had occurred in the past. On or about February 28, 2013, the Competition Bureau executed search warrants at the Corporation's offices located in Gatineau and Quebec City. On May 8, 2013, charges were brought against two former employees of the Corporation in connection with events having allegedly occurred in the City of Laval. As of the date hereof, no charges had been brought against the Corporation in respect of any of these facts nor has the Corporation received any claims for fines, penalties or other monetary compensation. The Corporation cannot predict at this time the final outcome or potential losses, if any, with respect to any investigation by government authorities in respect of these facts, including the possibility that their scope may be broadened which could have a material adverse impact on its future results of operations.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Shares is CST Trust Company at its principal offices in Montreal, Toronto, Vancouver, Calgary and Halifax.

MATERIAL CONTRACTS

Except for those contracts entered into in the ordinary course of business, the following material contracts of the Corporation were either entered into within the last financial year or before the last financial year but are still in effect as of the date hereof:

i. the registration rights agreements between the Corporation and each of CPPIB and the Caisse entered into on January 1, 2014 in connection with the Arrangement;

ii. the assumption agreements between the Corporation and each of CPPIB and the Caisse entered into on January 1, 2014 in connection with the Arrangement and providing for the assumption by the Corporation of the rights granted to CPPIB and the Caisse by GENIVAR and related obligations in connection with the 2011 Private Placement;

iii. the registration rights amendment agreements between the Corporation and each of CPPIB and the Caisse dated as of March 12, 2014;

iv. the arrangement agreement dated March 12, 2014 among the Corporation and Focus, Focus Investment S.à r.l., a Luxembourg *société à responsabilité limitée* and a shareholder of Focus, and KBF Agent Inc., a Delaware company, solely in its capacity as agent to the shareholders of Focus, in connection with the Focus Acquisition;

v. the subscription agreements dated March 12, 2014 between the Corporation and each of CPPIB and the Caisse, in connection with the private placement related to the Focus Acquisition;

vi. the underwriting agreement entered into on March 14, 2014 among the Corporation and the Underwriters in connection with the offering related to the Focus Acquisition;

vii. the stock purchase agreement among Balfour Beatty plc, Balfour Beatty Overseas Investments Limited, Balfour Beatty Netherlands BV, Balfour Beatty Group Employment Limited and WSP Global Inc. dated as of September 3, 2014;

viii. the second registration rights amendment agreements between the Corporation and each of CPPIB and the Caisse dated as of September 3, 2014;

ix. the subscription agreements dated September 3, 2014 between the Corporation and each of CPPIB and the Caisse, in connection with the private placement related to the Parsons Brinckerhoff Acquisition;

x. the underwriting agreement entered into on September 8, 2014 among the Corporation and the Underwriters in connection with the offering related to the Parsons Brinckerhoff Acquisition;

xi. the subscription receipt agreements dated October 1, 2014 between the Corporation and each of CPPIB and the Caisse, in connection with the private placement related to the Parsons Brinckerhoff Acquisition;

xii. the subscription receipt agreement entered into on September 22, 2014 among the Corporation and the Underwriters in connection with the offering related to the Parsons Brinckerhoff Acquisition; and

xiii. the credit agreement dated June 7, 2012 entered into between the Corporation and a syndicate of financial institutions, as amended on December 31, 2013, on February 28, 2014 and on September 3, 2014.

INTEREST OF EXPERTS

PricewaterhouseCoopers LLP, chartered professional accountants, Montreal, Québec are the auditors of the Corporation and have advised that they are independent with respect to the Corporation within the meaning of the Code of Ethics of the Ordre des comptables professionnels agréés du Québec as of the date hereof.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on SEDAR at www.sedar.com.

Additional information, including, without limitation, directors' and officers' remuneration and indebtedness, principal Shareholders of the Corporation and securities authorized for issuance under equity compensation plans will be contained in our management information circular, prepared in connection with the upcoming Corporation's annual meeting of Shareholders to be held on May 21, 2015.

Additional financial information is provided in the audited Consolidated Financial Statements and Management's Discussion and Analysis of the Corporation for the year ended December 31, 2014.

WSP GLOBAL INC.
(the "Corporation")

AUDIT COMMITTEE CHARTER

A. Purpose

The role of the audit committee of the Corporation (the "**Audit Committee**") is to assist the board of directors (the "**Board**") in its oversight and supervision of (i) the integrity of the financial reporting of the Corporation, (ii) the Corporation's internal controls (iii) the independence, qualifications and performance of the external auditor (iv) the performance of the internal auditor, (v) risk management and (vi) the Corporation's compliance with applicable legal and regulatory requirements.

B. Duties and Responsibilities

In furtherance of its purpose, the Audit Committee shall perform the functions customarily performed by audit committees and any other functions assigned by the Board, including the following duties and responsibilities:

Oversight and supervision of financial reporting

1. On a periodic basis, the Audit Committee shall review and discuss with management and the external auditor on the following:
   a) major issues regarding: (i) accounting principles and financial statement presentations, including any significant changes in the selection or application of accounting principles, (ii) the adequacy of the Corporation's internal controls, and (iii) any special audit steps adopted in light of identified material control deficiencies, if any;
   b) analyses prepared by or on behalf of management setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements including analysis of the effects of alternative generally accepted accounting principles methods on the financial statements when such alternatives have been selected in the current reporting period; and
   c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the financial statements of the Corporation.

2. The Audit Committee shall ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and periodically assess the adequacy of such procedures. In addition, the Audit Committee shall review and discuss with management and the external auditor, report and, where appropriate, provide recommendations to the Board on the Corporation's annual and interim financial statements, the related management discussion and analysis, annual information form, earnings press releases, financial information and earnings guidance provided to analysts and rating agencies and the integrity of their financial reporting.

3. The Audit Committee shall be directly responsible for resolving any disagreement between management and the external auditor regarding financial reporting.

4. The Audit Committee shall review and discuss any report from the external auditor on:
    a) all critical accounting policies and practices used by the Corporation;
    b) all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternate treatments and disclosures and the treatment preferred by the external auditor; and
    c) other material written communications between the external auditor and management.

5. The Audit Committee shall review any litigation, claim or other contingency and any regulatory or accounting initiatives that could have a material effect upon the financial position or operating results of the Corporation and the appropriateness of the disclosure thereof in the documents reviewed by the Audit Committee.

Oversight and supervision of internal controls

6. The Audit Committee shall review and discuss with management, the external auditor and internal auditor, report and, when appropriate, provide recommendations to the Board on the Corporation's internal control system.

7. The Audit Committee shall review the process relative to the periodic certifications by the chief executive officer and the chief financial officer of the Corporation in respect of financial disclosures, the existence of any significant deficiencies in the design or operation of internal controls which could adversely affect the ability to record, process, summarize and report financial data and any significant changes in internal controls or changes to the environment in which the internal controls operate, including corrections of material deficiencies and weaknesses.

8. The Audit Committee may establish procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for confidential, anonymous submission by employees regarding questionable accounting or auditing matters.

9. The Audit Committee shall review control weaknesses identified by the external auditors, together with management's response thereto.

10. The Audit Committee shall meet periodically with management in the absence of the external auditor and the internal auditor.

Oversight and supervision of external auditor

11. The external auditor shall report directly to the Audit Committee. The Audit Committee shall recommend to the Board: (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, and (ii) the compensation of such external auditor.

12. The Audit Committee shall be directly responsible for overseeing the work of the external auditor when preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation.

13. The Audit Committee shall pre-approve all non-audit services to be provided by the external auditor to the Corporation and any consolidated subsidiary thereof. To this effect, the Audit Committee may adopt specific policies and procedures that may include the delegation by the Audit Committee to one or more independent members of the authority to pre-approve such non-audit services, provided that such pre-approval be reported to the Audit Committee at its next regularly scheduled meeting.

14. The Audit Committee shall at least annually, consider, assess and report to the Board on:
    a) the independence of the external auditor, including whether the external auditor's performance of non-audit services is compatible with the external auditor's independence; and
    b) obtain from the external auditor a written statement delineating: (i) all relationships between the external auditor and the Corporation, and (ii) any other relationships that may adversely affect the independence of the external auditor.

15. The Audit Committee shall at least annually, obtain and review a report by the external auditor describing:
    (a) the external auditor's internal quality-control procedures; and
    (b) any material issues raised by the most recent internal quality-control review, or peer review of the external auditor firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditor firm, and any steps taken to deal with any such issues.

16. The Audit Committee shall review audit process with the external auditor.

17. Where applicable, the Audit Committee shall review and discuss with the president and chief executive officer and the chief financial officer of the Corporation the process for the certifications to be provided in the Corporation's public disclosure documents.

18. The Audit Committee shall meet periodically with the external auditor in the absence of management and the internal auditor.

Oversight and supervision of internal auditor

19. The Audit Committee shall review and discuss with the internal auditor, report and, where appropriate, provide recommendations to the Board on the following:
    a) the appointment and mandate of the internal auditor, including its responsibilities, budget and staffing;
    b) the scope and performance of the internal auditor, including a review of the annual internal audit plan, and whether there are any restrictions or limitations on the internal auditor; and

c) obtain periodic reports from the internal auditor regarding internal audit findings, including with respect to the Corporation's internal controls and the Corporation's progress in remedying any material control deficiencies.

20. The Audit Committee shall meet periodically with the internal auditor in the absence of management and the external auditor.

Oversight and supervision of risk management

21. The Audit Committee shall review, report and, where appropriate, provide recommendations to the Board on the following:
   a) the Corporation's processes for identifying, assessing and managing risk; and
   b) the Corporation's major financial risk exposures and the steps taken to monitor and control such exposures.

22. The Audit Committee may delegate certain specific tasks and the review of certain questions regarding risk management to one or more board members or officers of the Corporation provided that such board member(s) or officer(s) shall report back to the Audit Committee.

Oversight and supervision of compliance with legal requirements

23. The Audit Committee shall review and discuss with management, the external auditor and internal auditor, report and, when appropriate provide recommendations to the Board on the adequacy of the Corporation's process for complying with laws and regulations.

24. The Audit Committee may receive, on a periodic basis, reports from the Corporation with respect to legal and regulatory issues.

C. Composition

1. The Audit Committee shall be constituted in accordance with National Instrument 52 110 – Audit Committees, as it may be amended or replaced from time to time ("**NI 52-110**").

2. All members of the Audit Committee must (except to the extent permitted by NI 52-110) be independent (as defined by NI 52-110), and free from any relationship that, in the view of the Board, could be reasonably expected to interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

3. No members of the Audit Committee shall receive, other than for service on the Board or the Audit Committee or other committees of the Board, any consulting, advisory, or other compensatory fee from the Corporation or any of its related parties or subsidiaries.

4. All members of the Audit Committee must (except to the extent permitted by NI 52-110) be financially literate (which is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and

complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements).

5. Any member of the Audit Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Audit Committee on ceasing to be a director. The Board may fill vacancies on the Audit Committee by election from among the members of the Board. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all powers of the Audit Committee so long as a quorum remains.

D. Meetings

1. The Audit Committee shall meet separately in executive session, in the absence of management, the internal auditors or the external auditor, at each regularly scheduled meeting of the Board, which shall occur not less than four times annually. The Audit Committee has authority to convene additional meetings, as circumstances require.

2. Meetings of the Audit Committee shall be held from time to time and at such place as any member of the Audit Committee shall determine. Each of the president and chief executive officer and the chief financial officer, and the external auditor shall be entitled to request that the chairman of the Audit Committee (the "**Chairman**") call a meeting.

3. The Audit Committee may ask members of management and employees of the Corporation (including, for greater certainty, its affiliates and subsidiaries) or others (including, the external auditor) to attend meetings and provide such information as the Audit Committee requests. Members of the Audit Committee shall have full access to information of the Corporation (including, for greater certainty, its affiliates, subsidiaries and their respective operations) and shall be permitted to discuss such information and any other matters relating to the results of operations and financial position of the Corporation with management, employees, the external auditor and others as they consider appropriate.

4. The Audit Committee or its Chairman should meet at least once per year with management and the external auditor in separate sessions to discuss any matters that the Audit Committee or either of these groups desires to discuss privately.

5. A quorum for the transaction of business at any meeting of the Audit Committee shall be two (2) members of the Audit Committee, one of which shall be the Chairman, unless otherwise determined from time to time by resolution of the Board. For any meeting(s) at which the regular Chairman is absent, the Chairman shall be replaced by another member of the Audit Committee who shall be named by the other members among themselves.

6. The Audit Committee may meet by telephone conference call or by any other means permitted by law or the Corporation's by-laws.

7. The minutes of the Audit Committee meetings shall accurately record the significant discussions of and decisions made by the Audit Committee, including

all recommendations to be made by the Audit Committee to the Board and shall be distributed to the Audit Committee members for approval.

8. At a meeting, any question shall be decided by a majority of the votes cast by members of the Audit Committee, except where only two members are present, in which case any question shall be decided unanimously.

9. Unless otherwise determined by resolution of the Board, the corporate secretary of the Corporation shall be the secretary of the Audit Committee.

E. Other

1. The Audit Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly its activities and recommendations to the Board as appropriate.

2. The Audit Committee shall have the authority to engage and set the compensation of outside counsel and other outside advisors as it deems appropriate to assist the Audit Committee in the performance of its functions.

3. The Board may evaluate and review, on an annual basis, the performance of the Audit Committee.

4. The Audit Committee shall review and discuss with the governance, ethics and compensation committee of the Board, on an annual basis, the adequacy of the Audit Committee mandate.

5. The Audit Committee shall report to the Board periodically on the Audit Committee's activities.

F. Limitations on Audit Committee's Duties

1. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or the members of the Audit Committee. Even though the Audit Committee has a specific mandate, it does not have the obligation to act as auditors or to perform audits, or to determine that the Corporation's financial statements are complete and accurate.

2. Members of the Audit Committee are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, and (iii) representations made by management as to the non-audit services provided to the Corporation by the external auditors. The Audit Committee's oversight responsibilities are not established to provide an independent basis to determine that (i) management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures, or (ii) the Corporation's financial statements have been prepared in accordance with generally accepted accounting principles and, if applicable, audited in accordance with generally accepted accounting standards.