



## WSP GLOBAL INC.

### ANNUAL MEETING OF SHAREHOLDERS

May 7<sup>th</sup>, 2020 at 11 a.m. Eastern Time

#### RULES OF CONDUCT AND PROCEDURES

Welcome to the Annual Meeting of Shareholders (the “**Annual Meeting**”) of WSP Global Inc. (the “**Company**”). It is our desire to conduct a fair and informative Annual Meeting. Kindly observe the following Rules of Conduct and Procedures.

1. Our Company’s bylaws describe requirements for meetings of our shareholders and the Chair of the Annual Meeting will conduct the meeting consistent with those requirements.
2. We will strictly follow the Agenda as we conduct the meeting. The business matters to be conducted at the Annual Meeting are the matters set forth in the Management Information Circular and Notice of Annual Meeting of Shareholders dated April 3rd, 2020.
3. Only registered shareholders (and duly appointed proxyholders) who have held shares as of the close of business on the record date of March 25th, 2020 are eligible to vote while participating in the virtual Annual Meeting by logging into the webcast at [www.virtualshareholdermeeting.com/WSP2020](http://www.virtualshareholdermeeting.com/WSP2020). If you are a Shareholder, please login as a Shareholder by entering the 16-digit control number you received with your proxy materials. If you are a proxyholder, please login as a Proxyholder by entering the exact name of the shareholder you are representing and the eight-character proxyholder identification number. If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company’s scrutineers and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.
4. The polls will be open for the duration of the formal part of the Annual Meeting. The Chair of the Annual Meeting will clearly indicate opening and closure of the polls.
5. Only registered shareholders, duly appointed proxyholders, holders of employee shares and beneficial shareholders are permitted to ask questions by typing a question into the *Ask a Question* field on the screen and by clicking submit during the Annual Meeting.
6. When you address the meeting, be as brief and to the point as possible, in order to respect both time constraints and others.
7. The Company is also providing a toll-free dial-in number for shareholders and proxyholders that prefer asking verbally a question at the Annual Meeting. To join the conference call, please dial the number indicated on the screen once identified through the web platform for the virtual Annual Meeting. Note you will not be able to vote your shares on the phone during the Annual Meeting and will have to use the online webcast for that purpose if you have not done so in advance of the Annual Meeting.
8. Guests will not be able to submit questions or vote at the Annual Meeting. They will be able to join the webcast as a guest at [www.virtualshareholdermeeting.com/WSP2020](http://www.virtualshareholdermeeting.com/WSP2020).
9. If a shareholder has a question about one of the matters in the Agenda to be voted on by the shareholders at the Annual Meeting, such question may be submitted in the field provided in the web portal at or before the time the matters are before the Annual Meeting for consideration. We will answer questions on any matters in the Agenda to be voted on by the shareholders at the Annual Meeting before the voting is closed.
10. Following adjournment of the formal business of the Annual Meeting, the Company’s management will give a presentation about the Company’s business. At the conclusion of this presentation, the Company will address appropriate general questions from shareholders regarding the Company. Such questions may be submitted in the field provided in the web portal during the Annual Meeting or using the toll-free dial-in number indicated on the bottom left side of the screen.
11. To allow us to answer questions from as many shareholders as possible, we will limit each shareholder to two questions. It will help us if questions are succinct and cover only one topic per question. Questions from multiple shareholders on the same topic or that are otherwise related may be grouped, summarized and answered together. Any questions we do not get to during the Annual Meeting will be answered on the Company’s website at [www.wsp.com](http://www.wsp.com).
12. Shareholder questions are welcome, but conducting the business set out in the Agenda for the benefit of all shareholders will be paramount. The Company does not intend to address any questions that are, among other things:
  - irrelevant to the business of the Company or to the business of the Annual Meeting;
  - related to material non-public information of the Company;
  - related to personal grievances;



- derogatory references to individuals or that are otherwise in bad taste;
  - repetitious statements already made by another shareholder;
  - in furtherance of the shareholder's personal or business interests; or
  - out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair or Secretary of the Annual Meeting in their reasonable judgment.
13. If there are any matters of individual concern to a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Annual Meeting by contacting Alain Michaud, Chief Financial Officer, 438 843-7317 ([alain.michaud@wsp.com](mailto:alain.michaud@wsp.com)).
14. Recording of the Annual Meeting is prohibited. A webcast playback will be available on WSP's website under the Investors section 24 hours after the completion of the Annual Meeting and on Broadridge's virtual shareholder meeting website.
15. In the event of technical malfunction or other significant problem that disrupts the Annual Meeting, the Chair of the Annual Meeting may adjourn, recess, or expedite the Annual Meeting, or take such other action that the Chair determines is appropriate considering the circumstances.

Thank you for your cooperation and for joining WSP at the Annual Meeting.