



MAJORITY VOTING POLICY

AUGUST 2017



MAJORITY VOTING POLICY OF WSP GLOBAL INC. ("THE CORPORATION")

Amended August 8, 2017

The Board of Directors has adopted a Majority Voting Policy to the effect that:

1. all proposed nominees and directors must agree to the terms of this policy in order to be nominated for election;
2. a nominee for election as a Director who receives less than a majority (50% +1) of the votes cast with respect to his or her election must immediately tender his or her resignation to the Board of Directors; the Governance, Ethics and Compensation Committee will consider such resignation and its circumstances and make a recommendation to the Board of Directors to accept the resignation absent exceptional circumstances;
3. the Board of Directors, upon the recommendation of the Governance, Ethics and Compensation Committee, shall render a decision within ninety (90) days following the meeting of shareholders resulting in the resignation;
4. the Board of Directors shall accept the resignation absent exceptional circumstances;
5. the resignation will be effective only when accepted by the Board of Directors;
6. the Corporation will promptly issue a press release with the decision of the Board of Directors and shall provide a copy of this press release to the TSX. If the Board of Directors determines not to accept a resignation, the press release must fully state the reasons for that decision;
7. the Director who offered to tender his or her resignation cannot participate in any meeting of the Board of Directors or of any committee of the Board of Directors at which his or her resignation is considered;
8. This Majority Voting Policy does not apply to the election of Directors at any "contested meeting". A "contested meeting" is a meeting at which the number of Directors nominated for election is greater than the number of seats available on the Board of Directors.



BOARD OF DIRECTORS ANNUAL CERTIFICATION

WSP GLOBAL INC.

MAJORITY VOTING POLICY (the “**Policy**”)

I acknowledge having received a copy of the Policy, that I have reviewed and understand and agree to abide by the Policy as a condition of my nomination as a director of WSP Global Inc. and my continuing service as a director.

Director Signature: _____

Director Printed Name: _____

Date: _____