



BOARD OF DIRECTORS CHARTER

AMENDED NOVEMBER 5, 2019



BOARD OF DIRECTORS CHARTER OF WSP GLOBAL INC. (THE "CORPORATION")

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A. PURPOSE

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

B. DUTIES AND RESPONSIBILITIES

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

In furtherance of its purpose, the Board shall assume the following duties and responsibilities:

STRATEGY AND BUDGET

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

GOVERNANCE

- 5 Develop the Corporation's approach to, and disclosure of, corporate governance practices and oversee the development by the governance, ethics and compensation committee of the Board (the "**GEC Committee**") of a set of corporate governance guidelines and principles that are specifically applicable to the Corporation;



- 6 Approve the nomination of directors to the Board from the GEC Committee, as well as:
 - a) Ensure that a majority of the Corporation's directors have no direct or indirect material relationship with the Corporation and determine who, in the reasonable opinion of the Board, are independent pursuant to applicable legislation, regulation and listing requirements;
 - b) Develop appropriate qualifications and criteria for the selection of Board members;
- 7 Appoint the chairperson of the Board (the "**Chairperson**") and if the Chairperson is an Executive Chairperson, a lead director (the "**Lead Director**") and the chairpersons and members of each committee of the Board, on recommendation from the GEC Committee;
- 8 Along with the GEC Committee, provide and oversee an orientation program for newly appointed directors and development program for all directors;
- 9 Conduct a periodic review of the relationship between management and the Board, particularly in a view to ensure effective communication and the provision of information to directors in a timely manner;
- 10 Assess annually the effectiveness and contribution of the Board, the Chairperson, each committee of the Board and their respective chairperson, and individual directors;
- 11 Receive reports and recommendations from the GEC Committee on the Corporation's policies, programs and practices relating to business conduct and ethics, including the Corporation's Code of Conduct and underlying policies, with the purpose of promoting integrity and deterring wrongdoing, and encouraging and promoting a culture of ethical business conduct;
- 12 Review and approve, following the recommendation of the GEC Committee, the Corporation's Code of Conduct and underlying policies and as required, oversee compliance with the Corporation's Code of Conduct by directors, officers and other management personnel and employees;
- 13 Receive reports from the GEC Committee regarding any breach of the policies with respect to business conduct and ethics, including the Code of Conduct, and review investigations and any resolutions of complaints received under such policies;
- 14 Delegate (to the extent permitted by law) to the CEO, other executive officers and management personnel appropriate powers to manage the business and affairs of the Corporation;
- 15 Act and function independently from management in fulfilling its fiduciary obligations;
- 16 Review, approve and oversee the implementation of the Corporation's material policies, including the insider trading policy, delegation of authority policy, health and safety policies and practices, and measures for receiving feedback from the Corporation's stakeholders, and oversee compliance of these policies by directors, executive officers and other management personnel and employees;

HUMAN RESOURCE MANAGEMENT AND COMPENSATION

- 17 Appoint the CEO and the Chief Financial Officer (the "**CFO**") of the Corporation, following the recommendation of the GEC Committee;
- 18 Review and approve, following the recommendation of the GEC Committee,, written position descriptions for the role of the CEO, the CFO, the Chief Operating Officer and the Chief Ethics Officer, which includes delineating management's responsibilities, as well as written position descriptions for the role of the chairperson of each of the Board and the committees of the Board, the Vice-Chairman and the Lead Director, as applicable;
- 19 Review, together with the chairperson of the GEC Committee, the performance of the CEO against the corporate goals and objectives that the CEO is responsible for meeting;

- 20 Review and approve, following the recommendation of the GEC Committee, the Corporation's compensation policy and share ownership requirements for directors, if any;
- 21 Review and approve, following the recommendation of the GEC Committee, the corporate goals and objectives that the CEO, the CFO and other executive officers are responsible for meeting, relevant to their compensation, and reviewing the performance of these individuals against such corporate goals and objectives;
- 22 Review and approve, following the recommendation of the GEC Committee, the compensation and share ownership requirements of the CEO, the CFO and other executive officers of the Corporation (including participation in compensation and benefits policies or changes thereto);
- 23 Satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization;
- 24 Review and approve, following the recommendation of the GEC Committee, the succession planning relating to the position of the CEO and other executive officers and plans in respect of the emergency CEO succession plan;

RISK MANAGEMENT, CAPITAL MANAGEMENT AND INTERNAL CONTROLS

- 25 Identify and assess periodically, together with the Audit Committee, the principal risks of the Corporation's business, and ensure the implementation of appropriate systems to manage these risks;
- 26 Together with the Audit Committee, ensure the integrity of the Corporation's internal control over financial reporting, management of information systems, disclosure controls and procedures, financial disclosure and the safeguarding of the Corporation's assets;
- 27 Review and approve, upon recommendation from the Audit Committee, and oversee the Corporation's disclosure controls and procedures;

COMMUNICATIONS

- 28 In conjunction with management, meet with the Corporation's shareholders at the annual meeting and be available to respond to questions at that time;
- 29 Monitor investor relations programs and communications with analysts, the media and the public;
- 30 Review, approve and oversee the implementation of the Corporation's Public Disclosure Policy and communications policies to promote consistent disclosure practices by the Corporation in connection with the disclosure of material information about the Corporation;
- 31 Review and approve the disclosure in documents filed with securities regulators;

FINANCIAL REPORTING, AUDITOR

- 32 Review and approve, upon recommendation from the Audit Committee, the Corporation's financial statements and related financial information; and
- 33 Appoint, upon recommendation from the Audit Committee (including mandate, scope and performance), subject to approval of shareholders, and remove, the Corporation's auditor.

C. COMPOSITION

- 1 The composition and organization of the Board, including the number, qualifications and remuneration of directors, the number of Board meetings, Canadian residency requirements, quorum requirements, meeting



procedures and notices of meetings shall comply with applicable requirements of the *Canada Business Corporations Act*, the securities laws and regulations applicable in the Province of Québec and the articles and by-laws of the Corporation, subject to any exemptions or relief that may be granted from such requirements from time to time.

D. COMMITTEES OF THE BOARD

- 1 Subject to applicable law, the Board shall establish, if needed, other Board committees or merge or dispose of any Board committee in addition to the Audit Committee and the GEC Committee.
- 2 In conjunction with the GEC Committee, the Board shall review the appropriate structure, size, composition, mandate and members for each Board committee, and approve any modifications to such items as considered advisable. The Board may review, from time to time, each charter and consider any suggested amendments for approval. In addition, the Board may institute procedures to ensure that the Board and the Board committees function independently of management.
- 3 To facilitate communication between the Board and each of the Board committees, each committee chairperson shall provide a summary and, to the extent necessary, a report, to the Board on material matters considered by the committee at the first Board meeting following the committee's meeting.

E. MEETING

- 1 The Board shall meet at least once in each quarter, with additional meetings held as deemed advisable. The Chairperson shall be primarily responsible for the agenda and for supervising the conduct of any Board meeting. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting.
- 2 The Board shall conduct meetings of the Board in accordance with the Corporation's articles and by-laws.
- 3 The secretary of the Corporation (the "**Corporate Secretary**"), his or her designate or any other person the Board requests, shall act as secretary of Board meetings.
- 4 Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary, or any other person acting in such capacity, and subsequently presented to the Board for approval.
- 5 The non-executive members of the Board may hold regularly-scheduled meetings, or portions of regularly scheduled meetings, at which employee directors and members of management are not present.
- 6 Each director is expected to attend all meetings of the Board and any committee of which he or she is a member.
- 7 Each director is expected to review and be familiar with Board and committee materials which have been provided in sufficient time for review prior to the meeting.
- 8 The Board shall have unrestricted access to management and employees of the Corporation (including, for greater certainty, its affiliates, subsidiaries and their respective operations).

F. OTHER

- 1 The Board shall perform any other function as prescribed by law or as not delegated by the Board to one of the committees of the Board or to management personnel.



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

G. LIMITATIONS ON BOARD'S DUTIES

- 1 Nothing contained in this charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation.
- 2 Members of the Board are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, and (ii) the accuracy and completeness of the information provided.