



April 17, 2024

Dear Shareholders:

Re: Amended and Restated WSP Global Inc. By-Law No. 1

In response to concern raised by International Shareholder Services regarding the ratification and approval of the Amended and Restated WSP Global Inc. By-Law No. 1 (the “**Revised By-Law**”), which shareholders of WSP Global Inc. (the “**Corporation**”) are asked to ratify and approve in connection with the meeting of shareholders of the Corporation to be held on May 9, 2024, as further described in the management information circular of the Corporation dated March 25, 2024 filed on SEDAR+ at www.sedarplus.ca and available on the Corporation’s website at www.wsp.com, that the Revised By-Law would permit the Corporation to hold virtual-only shareholders’ meetings, the Corporation has approved an additional amendment to the Revised By-Law to remove language permitting the Corporation to hold virtual-only shareholders’ meetings. The language reflected in Section 42 of the Revised By-Law has reverted to the language reflected in Section 39 of the previous version of By-Law No. 1 of the Corporation. The language in Section 39 of the previous version of By-Law No. 1 permits virtual participation at shareholder meetings consistent with the language used in subsection 132(4) of the *Canada Business Corporations Act* (the “**Act**”), but does not authorize the Corporation to hold a virtual-only shareholder meeting as contemplated in subsection 132(5) of the Act.

Accordingly, the following Section 42 will be deleted in its entirety from the Revised By-Law:

42. Meetings and Participation by Telephonic, Electronic or Other Communication Facility

Meetings of shareholders may be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other. Any person entitled to attend a meeting of shareholders may participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, only if the Corporation, in its sole discretion, makes available such a communication facility. A person participating in a meeting by such means is deemed to be present at that meeting. The directors may establish procedures regarding the holding of meetings of shareholders by such means in accordance with the Act.

and will be replaced with the following Section 42:

42. Participation by Communication Facilities

Any person entitled to attend a meeting of shareholders may participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, only if the Corporation, in its sole discretion, makes available such a communication facility. A person participating in a meeting by such means is deemed to be present at that meeting.

With the revisions described above, the Corporation believes that it has addressed the concerns that Institutional Shareholder Services raised and urges shareholders to support the Revised By-Law with this additional amendment. Proxies voting for or against the ratification of the Revised By-Law will be voted for or against the Revised By-Law as amended above in accordance with the instructions provided by the shareholder.

We appreciate your continued interest in WSP Global Inc.

FOR MORE INFORMATION

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