



# Notice of Annual and Special Meeting of Shareholders and of Availability of Proxy Materials

NOTICE IS HEREBY GIVEN THAT WSP Global Inc. (the “Corporation”) will hold its annual and special meeting of shareholders (the “Meeting”)

When	Where	
May 9, 2024  11:00 a.m. Eastern Time	 <b>In Person</b> meeting will be held at Lumi Experience - 1250 René-Lévesque Blvd. W., Suite 3610, Montréal, QC, H3B 4W8	 <b>Virtual</b> meeting via live audio webcast online at <a href="https://web.lumiagm.com/443368064">https://web.lumiagm.com/443368064</a>  Password: WSP2024 (case sensitive)

This year again, the Corporation is holding the Meeting as a hybrid meeting where all holders (the “**Shareholders**”) of common shares of the Corporation (the “**Shares**”), regardless of geographic location, will have an equal opportunity to participate at the Meeting. Shareholders may attend the Meeting in person or via live webcast. The Corporation views the use of technology-enhanced shareholder communications as a method to facilitate individual investor participation, making the Meeting more accessible and engaging for all involved by permitting a broader base of Shareholders to participate in the Meeting, which is consistent with the goals of the regulators, stakeholders, and others invested in the corporate governance process. All Shareholders will be able to attend, participate, submit questions and vote at the Meeting either in person, or by logging in online and following the instructions set forth in the management information circular of the Corporation dated March 25, 2024 (the “**Circular**”) under the section “[General Proxy Matters - How to attend the Meeting](#)”.

## BUSINESS OF THE MEETING

At the Meeting, Shareholders will:

Business of the Meeting	For more details
1. Receive the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2023 and the independent auditor’s report thereon	See subsection “ <a href="#">1. Presentation of the Financial Statements</a> ” under the “Business of the Meeting” section of the Circular
2. Elect each of the directors of the Corporation to hold office until the end of the next annual meeting of the Shareholders or until their successors are appointed	See subsection “ <a href="#">2. Election of Directors</a> ” under the “Business of the Meeting” section of the Circular
3. Appoint the independent auditor of the Corporation for the forthcoming year and authorize the directors to fix the auditor’s remuneration	See subsection “ <a href="#">3. Appointment of Auditor</a> ” under the “Business of the Meeting” section of the Circular
4. Consider a non-binding advisory resolution on the Corporation’s approach to executive compensation	See subsection “ <a href="#">4. Non-Binding Advisory Vote on Executive Compensation</a> ” under the “Business of the Meeting” section of the Circular
5. Consider and, if thought fit, approve a special resolution approving articles of amendment of the Corporation to increase the maximum number of Directors of the Corporation from ten (10) to fifteen (15)	See subsection “ <a href="#">5. Approval of Amendments to the Articles</a> ” under the “Business of the Meeting” section of the Circular
6. Consider and, if thought fit, approve a resolution ratifying and approving the amended and restated By-Laws of the Corporation	See subsection “ <a href="#">6. Approval of Amendments to the By-Laws</a> ” under the “Business of the Meeting” section of the Circular
7. Consider such other business, if any, that may properly come before the Meeting or any adjournment thereof	Information respecting the use of discretionary authority to vote on any such other business may be found in the subsection “ <a href="#">Completing the Form of Proxy</a> ” under the “General Proxy Matters” section of the Circular

## NOTICE-AND-ACCESS

As permitted by Canadian securities regulators, you are receiving this notification as the Corporation has decided to use the “notice-and-access” mechanism for delivery to both registered and non-registered Shareholders of this notice of annual and special meeting of Shareholders, the Circular prepared in connection with the Meeting and other proxy-related materials (the “**Meeting Materials**”) as well as the annual audited consolidated financial statements of the Corporation for the financial year ended December 31, 2023, together with the independent auditor’s report thereon, and related management’s discussion and analysis (together, the “**Financial Statements**”). Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials online, via SEDAR+ and one other website, rather than mailing paper copies of such materials to Shareholders.

Under notice-and-access, Shareholders still receive a paper copy of the proxy form or voting instruction form enabling them to vote at the Meeting. However, instead of paper copies of the Meeting Materials and of the Financial Statements, Shareholders receive this notice which contains information on how they may access the Meeting Materials and the Financial Statements online and how to request paper copies of such documents. The use of notice-and-access will directly benefit the Corporation by substantially reducing our printing and mailing costs and is more environmentally friendly as it reduces paper use.

In an effort to consciously reduce paper waste, the Corporation strongly encourages its Shareholders to opt for a fully paperless form of communication, including this notice of meeting, proxy voting forms or voting instruction forms. In order to do so, registered Shareholders may contact the Corporation’s transfer agent, TSX Trust Company (“**TSX Trust**”), at 1-800-387-0825 or 416-682-3860 and non-registered Shareholders may contact their applicable securities broker holding their Shares. Alternatively, the paperless preference can be requested when submitting a proxy vote through the applicable online platform offered by [TSX Trust](#) for registered Shareholders or [Broadridge](#) for non-registered Shareholders. For any further questions or assistance, please contact the Corporation by telephone at 438-843-7519 or by email at [corporatecommunications@wsp.com](mailto:corporatecommunications@wsp.com).

### How to access the Meeting Materials and the Financial Statements

#### On our website

[www.wsp.com](http://www.wsp.com) under “Investors”/“Reports & Filings”

#### On SEDAR+

[www.sedarplus.ca](http://www.sedarplus.ca) under the Corporation’s profile

**Shareholders are reminded to read the Circular and other Meeting Materials carefully before voting their Shares.**

## HOW TO REQUEST A PAPER COPY OF THE MEETING MATERIALS AND OF THE FINANCIAL STATEMENTS

### Before the Meeting

You may request paper copies of the Meeting Materials and of the Financial Statements at no cost to you by calling TSX Trust at 1-888-433-6443 (toll-free within North America) or 416-682-3801 (outside of North America), or by email at [tsxt-fulfilment@tmx.com](mailto:tsxt-fulfilment@tmx.com).

**Please note that you will not receive another form of proxy or voting instruction form; please retain your current one to vote your Shares.**

In any case, requests for paper copies should be received at least five (5) business days prior to the proxy deposit date and time, which is set for May 7, 2024, at 11:00 a.m. (Eastern Time) in order to receive the Meeting Materials and the Financial Statements in advance of such date and the Meeting date. To ensure receipt of the paper copies in advance of the voting deadline and Meeting date, we estimate that your request must be received by no later than 5:00 pm (Eastern Time) on April 29, 2024.

### After the Meeting

By telephone at 438-843-7519 or by email at [corporatecommunications@wsp.com](mailto:corporatecommunications@wsp.com). Paper copies of the Meeting Materials and of the Financial Statements should be sent to you within ten (10) calendar days of receiving your request.

## VOTING AND QUESTIONS AT THE MEETING

The record date (the “**Record Date**”) for determination of Shareholders entitled to receive notice of and to vote at the Meeting is March 25, 2024. Only Shareholders whose names have been entered in the register of Shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. Shareholders who acquire Shares after the Record Date will not be entitled to vote such Shares at the Meeting.

Shareholders and duly appointed proxyholders will be able to attend the Meeting, submit questions and submit their vote while the Meeting is being held, either in person or virtually by accessing the live audio webcast of the Meeting. Please see the “General Proxy Matters” section of the Circular for further details.

**Shareholders who are unable to attend the Meeting or who wish to vote in advance of the Meeting, are asked to carefully follow the instructions on the proxy or voting instruction form. Only registered Shareholders and proxyholders may attend and vote at the Meeting.**

Registered Shareholders	Non-Registered Shareholders
You are a “registered Shareholder” if your Shares are held in your name.	<p>You are a “non-registered Shareholder” if your Shares are listed in an account statement provided to you by an intermediary.</p> <p>If you are a non-registered Shareholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you <b>MUST</b> register such proxyholder after having submitted your voting instruction form identifying yourself as proxyholder.</p> <p>Non-registered Shareholders whose Shares are registered in the name of an intermediary should carefully follow the voting instructions provided by the intermediary or as described elsewhere in the Circular.</p>

It is recommended that you vote by telephone or Internet to ensure that your vote is received before the Meeting. To cast your vote by telephone or Internet, please have your proxy card or voting instruction form in hand and carefully follow the instructions contained therein. If you vote by telephone or Internet, your vote must be received before 11:00 a.m. (Eastern Time) on May 7, 2024.

## QUESTIONS

If you have any questions regarding this notice, the notice-and-access mechanism or the Meeting, whether you are a registered or non-registered Shareholder, please call TSX Trust at 1-800-387-0825.

**DATED** at the City of Montréal, in the Province of Québec, this 28<sup>th</sup> day of March 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**



**Alexandre L'Heureux**  
President and Chief Executive Officer



**Christopher Cole**  
Chair of the Board of Directors