

# Notice of annual meeting of shareholders and of availability of proxy materials

NOTICE IS HEREBY GIVEN THAT the annual meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Shares**”) of WSP Global Inc. (the “**Corporation**”) will be held at the Holiday Inn & Suites, Room Stanley A, situated at 1390 René-Lévesque Blvd. West, Montreal, Quebec on May 15, 2019 at 10:00 a.m. (Montreal time) for the following purposes:

- (a) **to receive the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2018 and to receive the independent auditor’s report thereon** (for details, see subsection “Presentation of the Financial Statements” under the “Business of the Meeting” section of the management information circular of the Corporation dated March 28, 2019);
- (b) **to 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** (for details, see subsection “Election of Directors” under the “Business of the Meeting” section of the management information circular of the Corporation dated March 28, 2019);
- (c) **to appoint the independent auditors of the Corporation for the forthcoming year and to authorize the directors to fix the auditors’ remuneration** (for details, see subsection “Appointment of Auditors” under the “Business of the Meeting” section of the management information circular of the Corporation dated March 28, 2019);
- (d) **to consider and approve, in a non-binding, advisory capacity, the Corporation’s approach to executive compensation policies** (for details, see subsection “Non-Binding Advisory Vote on Executive Compensation” under the “Business of the Meeting” section of the management information circular of the Corporation dated March 28, 2019); and
- (e) **to 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 “Completing the Form of Proxy” under the “General Proxy Matters” section of the management information circular of the Corporation dated March 28, 2019.

## 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 the Shareholders of this notice of annual meeting of Shareholders, the management information circular of the Corporation dated March 28, 2019 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 ending December 31, 2018, together with the independent auditor’s report thereon, and related management’s discussion and analysis (together, the “**Financial Statements**”). This year, the Corporation has adopted notice-and-access for both registered and non-registered Shareholders. 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 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. For non-registered Shareholders who had given instructions to receive a printed copy of the Financial Statements, the Corporation will mail a printed copy of same to such non-registered Shareholders.

## How To Access The Meeting Materials and the Financial Statements

On our website: [www.wsp.com](http://www.wsp.com) under “Investors”/“Financial and Annual Reports”.

On SEDAR: [www.sedar.com](http://www.sedar.com) under the Corporation’s profile.

Shareholders are reminded to read the management information circular of the Corporation dated March 28, 2019 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

If your name appears on a share certificate, you are considered as a “registered Shareholder”. If your Shares are listed in an account statement provided to you by an intermediary, you are considered as a “non-registered Shareholder”. Whether you are a registered Shareholder or a non-registered Shareholder, you may request paper copies of the Meeting Materials and of the Financial Statements at no cost to you by calling AST Trust Company (Canada) (“AST”) at 1-888-433-6443 (toll free in Canada and the United States) or 1-416-682-3801 (other countries) or by email at [fulfilment@astfinancial.com](mailto:fulfilment@astfinancial.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 13, 2019 at 5:00 p.m. (Montreal 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 (Montreal time) on May 3, 2019.

### After the Meeting

By telephone at 438-843-7548 or by email at [corporatecommunications@wsp.com](mailto:corporatecommunications@wsp.com). Paper copies of the Meeting Materials and of the Financial Statements will be sent to you within ten (10) calendar days of receiving your request.

## VOTING

The record date (the “Record Date”) for determination of Shareholders entitled to receive notice of and to vote at the Meeting is April 1, 2019. 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.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to complete, sign, date and return the enclosed form of proxy by mail or submit an Internet or telephone proxy by following the instructions starting on page 6 of the management information circular of the Corporation dated March 28, 2019 or as set out in the enclosed form of proxy.

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 management information circular of the Corporation dated March 28, 2019.

## QUESTIONS

If you have any questions regarding this notice, the notice-and-access mechanism or the Meeting and you are a registered Shareholder, please call AST at 1-800-387-0825, and if you are a non-registered Shareholder, please call Broadridge Investor Communication Solutions at 1-855-887-2244.

DATED at the City of Montreal, in the Province of Quebec, this 5<sup>th</sup> day of April, 2019.

BY ORDER OF THE BOARD OF DIRECTORS



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



**Christopher Cole**  
Chairman of the Board of Directors