



WSP GLOBAL INC. EXECUTIVE COMPENSATION CLAWBACK POLICY

EFFECTIVE AS OF FEBRUARY 23, 2021



WSP GLOBAL INC.

EXECUTIVE COMPENSATION CLAWBACK POLICY

Adopted by the Board of Directors (the “**Board**”) of WSP Global Inc. (the “**Corporation**”) on April 15, 2013, effective as of August 1, 2012, as amended and approved by the Board on February 23, 2021.

This Executive Compensation Clawback Policy (the “**Policy**”) concerns awards made under the Corporation's Short-Term Incentive Plan (“**STIP**”) and Long-Term Incentive Plans (“**LTIP**”).

Under this Policy, which applies to the recovery of incentive benefits paid under the STIP and LTIP to members or former members of senior management of the Corporation, the Board may, in its sole discretion, to the full extent permitted by governing laws and to the extent it determines it is in the best interests of the Corporation to do so, require reimbursement of all or a portion of incentive benefits received by such member of senior management in situations where:

- (a) the amount of a bonus or incentive compensation was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of, or affected by, a restatement of all or a portion of the Corporation's financial statements, and such member or former member of management engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; or
- (b) such member or former member of management engaged in gross negligence, intentional misconduct or fraud.