

Corporate governance statements

Section 172(1) statement

The Board of Directors of WSP UK Limited consider that they have acted, both collectively and individually, in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its sole shareholder. In this context, the Board has had regard to the stakeholders and matters set out in section 172(1) (a - f) of the Companies Act 2006 in the decisions taken during the year ended 31 December 2022. The following paragraphs set out how the Board of Directors has fulfilled its duties in relation to each of these matters:

The likely consequences of any decisions in the long-term

In conjunction with its ultimate parent entity, WSP Global Inc., the Board has adopted the 2022-2024 Global Strategic Action Plan and produced a reciprocal plan focussed on the Company's markets with a view to enabling the long-term success of the Company. The strategy revolves around our foundational pillars, namely Clients, People and Culture, Operational Excellence and Expertise. The Board is mindful of the fact that the future world will be very different from today's and is guided by our "Future Ready" Innovation Programme and thinking that encourages consideration of key trends in climate change, society, technology and resources, and challenges our teams to work with our clients to advise on solutions that are both ready for today and suitable for the future.

The interests of the Company's employees

The Company's success is attributable to a strong focus on client relationships, our technical expertise, empowerment and the commercial ability of our professionals, underpinned by their profound understanding of the local markets in which they operate. The Company has made extraordinary efforts to attract, develop, engage, and retain the best professionals in our fields of expertise because this is what differentiates us from the competition. We care about individuals and our People and Culture strategy focuses on health, safety and wellbeing through our zero-harm culture and Thrive program. These provide our people with an environment to deliver their full potential by creating a range of diverse career paths with supporting training and development opportunities. Our intention is to create a more inclusive, diverse and engaged business with a strong sense of belonging and more opportunity for our people to grow.

The need to foster the Company's business relationships with suppliers, customers and others

Bringing the best of WSP to our clients is at the centre of everything that the Company has undertaken and continues to do. The Company regularly obtains client feedback and proactively uses it to improve our service delivery and the client experience.

The Company works closely with its suppliers and partners actively managing these relationships to continually improve behavioural alignment from a commercial and compliance perspective.

The impact of the Company's operations on the community and environment

The Company's projects are increasing in complexity due to the dynamic nature of the trends transforming our world and the importance of social acceptability. To continue to bring tangible value to our clients, the Company is building its service offering on its ability to understand and adapt to their changing needs while creating long-lasting value for our communities. The Board knows that the Company's solutions will shape the communities of tomorrow and help societies to live sustainably and thrive in the future.

The Company supports community involvement by its employees and encourages volunteering, charitable activity and donations of both time and money. Our intention is to increase the social value we create through our activities over the next strategic cycle.

The Board is committed to reducing the environmental impact of the Company's operations. As experts in assisting the Company's own clients' implementation of carbon reduction measures, we continue to focus on reducing our own environmental impact. One of the major objectives outlined in WSP's 2022-2024 Global Strategic Action Plan is our 2030 science-based greenhouse gas emissions reduction targets, which can be found on WSP Global Inc.'s website www.wsp.com, while increasing our clean revenues to more than half of our business. WSP Global Inc.'s carbon reduction goals have been accredited by Science-Based Targets International (SBTI) for alignment with its Corporate Net-Zero Standard, including both near-term and long-term targets in line with a maximum of 1.5oC warming compared with pre-industrial levels, working towards a Net-Zero position by 2040. WSP Global Inc. is now engaging

with its largest suppliers to require carbon disclosures via CDP (formerly the Carbon Disclosure Project) that in turn will improve estimates of Scope 3 emissions over time. The Company is aiming to be Carbon Neutral in its operations (Scope 1, 2 and defined parts of Scope 3) by 2025. The Company's annually updated Carbon Reduction Plan is published on its website, containing latest metrics related to carbon emissions and their reduction. This publication complies with UK Government requirements under PPN06/21, which enables participation in procurement subject to the Public Contracts Regulations 2015.

The desirability of the Company maintaining a reputation for high standards of business conduct

WSP's reputation is founded on the world-class work of our people and our resolute commitment to our clients and communities. The Board has put the highest ethical standards at the centre of all that it does and professionalism is inherent in our offering; it carefully considers the reputation of the Company and WSP Global Inc., and the implications on reputation when making its decisions. In addition, the Company is mindful of how and with whom business is conducted and, as an example, does not engage with third parties who display unsatisfactory business conduct or ethics.

The need to act fairly between shareholders of the Company

The Company has only one class of share in issue and all shares are held by a sole shareholder and both the Company and its direct shareholder are part of a larger WSP global group with the ultimate parent, WSP Global Inc., a Canadian incorporated company listed in Toronto.

Corporate governance principles

During the year ended 31 December 2022, WSP UK Limited (the "Company") continued to apply the "Wates Corporate Governance Principles for Large Private Companies". The following summarises how compliance was achieved under each of the six principles:

Principle 1 - Purpose and leadership

The Company is a wholly owned indirect subsidiary of WSP Global Inc., a company incorporated in Canada and listed in Toronto, and exists to provide a broad range of engineering, consulting and advisory services relating to the built and natural environment to our clients in the UK market. WSP is one of the world's leading professional service firms providing technical expertise and strategic advice to clients in a variety of sectors while operating within the WSP key values, which are:

- We value our people and our reputation;
- We are locally dedicated with international scale;
- We are future-focussed and challenge the status quo;
- We foster collaboration in everything we do; and
- We have an empowering culture and hold ourselves accountable.

In recent years, the Company has significantly increased in size via organic growth and external acquisition. During the year ended 31 December 2022, the Company had approximately 7,428 employees in the UK and expects to continue to pursue its growth strategy. The Board has adopted the WSP Global Inc. 2022-2024 Global Strategic Action Plan with a view to promoting long-term success. The strategy requires focus around our foundational pillars, namely Clients, People and Culture, Operational Excellence and Expertise.

Principle 2 - Board composition

The Company's Board comprises Mark Naysmith, Chief Executive Officer for the UK and EMEA; Miles Barnard, Chief Financial Officer for the UK, Central Europe, South Africa and LBI; Mathieu du Plooy, Chief Operating Officer for the UK and South Africa; and Ciaran Thompson, Commercial Director, UK & EMEA. The Board is advised by two, wider cross-discipline senior leadership teams called the Executive Committee (responsible for all operational matters relevant to the Company) and the Executive Leadership Team (responsible for strategic direction and client and people development).

Mark Naysmith joined the Company in 1988 and presently holds the position of Chief Executive Officer for the UK, Middle East, India and Africa and is a member of WSP's Global Leadership Team, Global Operating Team and is Chair of the UK Executive Committee. Having started his career as a civil and structural engineer, Mark spent the majority of his practising career as a transport planner. Mark is a Chartered Engineer (CEng) and a Fellow of the ICE and CIHT, with a BEng Hons (1st) in Civil and Transportation Engineering. In 2018 he was awarded an Honorary Doctorate of Engineering (Dr.Eng) by Edinburgh Napier University in recognition of the contribution he has made to the built and natural environment. Mark is responsible for setting and implementing strategic direction, encouraging technical innovation, operational efficiency and leadership, to ensure the best outcomes are achieved for shareholders, clients and staff.

Miles Barnard is Chief Financial Officer for WSP in the UK, Central Europe, South Africa and Israel and sits on both the UK Executive Committee and the UK Executive Leadership Team. Miles is responsible for the financial management and governance of the business including reporting and planning which encompasses the setting and delivery of the long-term goals of the business. Miles continues to draw on his knowledge implementing continuous improvements to financial systems, processes and procurement as well as assessing and completing business acquisitions. With broad international experience across different sectors, Miles has led significant business restructuring, operational and financial system improvement projects throughout his career. Miles' career started with Atkins plc and Sulzer AG, moving to Siemens AG as Finance and Commercial Director for the UK Building Technologies Division and after five years took on the role of Mergers & Acquisitions Manager. In 2009, Miles joined Mouchel Group as Finance & Commercial Director becoming Managing Director in 2016. WSP acquired Mouchel in October 2016, and in early 2017 Miles was appointed Chief Financial Officer for WSP in the UK. In 2022, Miles's role extended to be Chief Financial Officer for WSP in the UK, Central Europe, South Africa and Israel. Miles is an Associate of the Institute of Chartered Management Accountants (ACMA), and holds a BA in Accounting and Finance.

Ciaran Thompson held the position of Chief Operating Officer for the UK from October 2019 to January 2022; since January 2022, he holds the position of Commercial Director, UK & EMEA. He is a Chartered Civil Engineer with extensive experience in project delivery and operational/commercial management across multiple geographies. He joined WSP in 2010 and was appointed to the Board in September 2020. He is a member of the UK Executive Committee and the UK Executive Leadership Team.

Mathieu du Plooy has held the position of Chief Operating Officer UK & ZA since January 2022. He is a Professional Engineering Technologist with extensive experience in project delivery and operational/commercial management across multiple geographies. He holds a Bachelors of Technology in Mechanical Engineering, a Masters of Business Administration and a Masters of Commerce in Financial Management. He joined WSP in 1999 and was appointed to the Board in January 2022. He is a member of the UK Executive Committee and the UK Executive Leadership Team.

The Board holds monthly board meetings. It reviews its composition annually and has developed a structured, medium-term plan for Board succession. The UK Executive Committee and the UK Executive Leadership Team meet frequently throughout the year.

Principle 3 - Director responsibilities

The Board is responsible for all operational and compliance matters of the Company, including client service, working capital management, taxation, legal and statutory obligations. While the Company is ultimately owned by a Canadian entity, the Directors of the Company are all UK based and have a high level of familiarity, expertise and knowledge of the UK market. Evaluation of the performance of the Board and evaluation of the performance of individual Directors is conducted via the Performance and Development Review programme annually.

Throughout their tenure as Directors, the training needs of Directors are regularly considered. All Directors have the authority to obtain independent legal advice and have direct access to the UK Head of Legal and Company Secretary.

Principle 4 - Opportunity and risk

The Company is subject to a number of risks and uncertainties and is affected by a number of factors which could have a material adverse effect on the Company's business, financial condition, operating results, future prospects or achievement of the WSP Global Inc. 2022-2024 Global Strategic Action Plan. The Company maintains and updates a Risk Register, which is overseen by the Chief Operating Officer and which captures business, operational and financial risks with associated mitigating measures. The WSP Global Inc. Board has rolled out group wide initiatives in respect

of Health and Safety, Ethics and Compliance and Information Security risks to achieve improved and standardised training, tools and processes across the Group, including the UK.

Principle 5 - Remuneration

The remuneration of the Chief Executive Officer is reviewed and approved by the WSP Global Inc. Board of Directors. In respect of the remuneration of the other three Directors, the Chief Executive Officer submits a recommendation to, and receives approval from, the WSP Global Inc. Chief Operating Officer, who is also a Director on the WSP Global Inc. Board of Directors.

Principle 6 - Stakeholder relationships and engagement

As a global organisation, WSP strives to bring value to our stakeholders in a safe, ethical and sustainable manner. The Board recognises that the reputation of WSP depends on our ability to be outstanding professionals, acting with honesty, integrity and transparency in our daily dealings with all of our stakeholders in accordance with our Code of Conduct. Aside from the ultimate parent entity WSP Global Inc., our key stakeholders are our employees, suppliers and clients and WSP's approach to engaging with these stakeholders is presented within this Directors' Report.