



# BOARD OF DIRECTORS CHARTER

AMENDED MARCH 14, 2018



## BOARD OF DIRECTORS CHARTER OF WSP GLOBAL INC. (THE "CORPORATION")

AMENDED MARCH 14, 2018

### A. PURPOSE

The role of the board of directors of the Corporation (the "**Board**") is to supervise the management of the business and affairs of the Corporation. The Board, directly and through its committees, shall provide direction to senior management, generally through the president and chief executive officer (the "**CEO**"), to pursue the best interests of the Corporation.

### B. DUTIES AND RESPONSIBILITIES

The Board, in exercising its powers and discharging its duties, shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In considering what is in the best interests of the Corporation, the Board may look at the interests of inter alia, shareholders, employees, creditors, consumers, governments and the environment to inform its decisions.

In furtherance of its purpose, the Board shall assume the following duties and responsibilities:

### STRATEGY AND BUDGET

- 1 Ensure that a strategic planning process is in place and approve, at least on an annual basis, a strategic plan which may take into account, among other things, the longer term opportunities and risks of the business;
- 2 Approve the Corporation's annual operating and capital budgets;
- 3 Review operating and financial performance results in relation to the Corporation's strategic plan and budgets;
- 4 Approve all significant decisions outside of the ordinary course of the Corporation's business, including major financings, acquisitions, and dispositions or material departures from the strategic plan or budgets;

### GOVERNANCE

- 5 Develop the Corporation's approach to, and disclosure of, corporate governance practices and oversee the development by the governance, ethics and compensation committee (the "**Governance, Ethics and Compensation Committee**") of a set of corporate governance guidelines and principles that are specifically applicable to the Corporation;



- 6 Approve the nomination of directors to the Board, as well as:
  - a) Ensure that a majority of the Corporation's directors have no direct or indirect material relationship with the Corporation and determine who, in the reasonable opinion of the Board, are independent pursuant to applicable legislation, regulation and listing requirements;
  - b) Develop appropriate qualifications and criteria for the selection of Board members;
- 7 Appoint the chairperson of the Board (the "**Chairperson**") and if the Chairperson is an Executive Chairperson, a lead director (the "**Lead Director**") and the chairpersons and members of each committee of the Board, in consultation with the relevant committee of the Board;
- 8 Along with the Governance, Ethics and Compensation Committee, provide and oversee an orientation and continuing education program for newly appointed directors;
- 9 Review the disclosure in the Corporation's public disclosure documents relating to corporate governance practices and conduct a periodic review of the relationship between management and the Board, particularly in a view to ensure effective communication and the provision of information to directors in a timely manner;
- 10 Assess annually the effectiveness and contribution of the Board, the Chairperson, each committee of the Board and their respective chairperson and individual directors;
- 11 Review and approve the Code of Conduct of the Corporation with the purpose of promoting integrity and deterring wrongdoing, and encouraging and promoting a culture of ethical business conduct and as required, oversee compliance with the Corporation's Code of Conduct by directors, officers and other management personnel and employees;
- 12 Receive reports from the Governance, Ethics and Compensation Committee regarding any breach of the policies with respect to business conduct and ethics, including the Code of Conduct and review investigations and any resolutions of complaints received under such policies;
- 13 Delegate (to the extent permitted by law) to the CEO, other executive officers and management personnel appropriate powers to manage the business and affairs of the Corporation;
- 14 Act and function independently from management in fulfilling its fiduciary obligations;
- 15 Review, approve and oversee the implementation of the Corporation's material policies, including the insider trading policy, health and safety policies and practices and measures for receiving feedback from the Corporation's stakeholders, and oversee compliance of these policies by directors, executive officers and other management personnel and employees;
- 16 Review and approve, as required, the Corporation's environmental policies and management systems;

## HUMAN RESOURCE MANAGEMENT AND COMPENSATION

- 17 Appoint the CEO and the Chief Financial Officer (the "**CFO**") of the Corporation, following the recommendation of the Governance, Ethics and Compensation Committee;
- 18 Approve and/or develop, as applicable written position descriptions for the role of the CEO, the CFO and the Chief Operating Officer, which includes delineating management's responsibilities, as well as written position descriptions for the role of the chairperson of each of the committees of the Board, the Vice-Chairman and the Lead Director;
- 19 Approve the Corporation's compensation policy for directors, if any;
- 20 Review and approve, following the recommendation of the Governance, Ethics and Compensation Committee, the corporate goals and objectives that the CEO, the CFO and other executive officers are



responsible for meeting and reviewing the performance of these individuals against such corporate goals and objectives;

- 21 Review and approve, following the recommendation of the Governance, Ethics and Compensation Committee, the compensation of the CEO, the CFO and other executive officers of the Corporation (including participation in compensation and benefits policies or changes thereto);
- 22 Satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization;
- 23 Review and approve, following the recommendation of the Governance, Ethics and Compensation Committee, the succession planning relating to the position of the CEO, other executive officers, the chairperson of the Board and of each of the committees and the Lead Director;

## RISK MANAGEMENT, CAPITAL MANAGEMENT AND INTERNAL CONTROLS

- 24 Identify and assess periodically the principal risks of the Corporation's business, and ensure the implementation of appropriate systems to manage these risks;
- 25 Together with the Audit Committee, ensure the integrity of the Corporation's internal control over financial reporting, management of information systems, disclosure controls and procedures, financial disclosure and the safeguarding of the Corporation's assets;
- 26 Review and approve, upon recommendation from the Audit Committee, and oversee the Corporation's disclosure controls and procedures;

## COMMUNICATIONS

- 27 In conjunction with management, meet with the Corporation's shareholders at the annual meeting and be available to respond to questions at that time;
- 28 Monitor investor relations programs and communications with analysts, the media and the public;
- 29 Review, approve and oversee the implementation of the Corporation's Public Disclosure Policy and communications policies;

## FINANCIAL REPORTING, AUDITORS AND TRANSACTIONS

- 30 Review and approve, as required, the Corporation's financial statements and related financial information;
- 31 Appoint, upon recommendation from the Audit Committee, (including terms and review of engagement), subject to approval of shareholders, and remove the Corporation's auditor; and
- 32 Review and approve mergers and acquisition opportunities and financings.

## C. COMPOSITION

- 1 The composition and organization of the Board, including the number, qualifications and remuneration of directors, the number of Board meetings, Canadian residency requirements, quorum requirements, meeting procedures and notices of meetings shall comply with applicable requirements of the Canada Business Corporations Act, the securities laws and regulations applicable in the Province of Québec and the articles and by-laws of the Corporation, subject to any exemptions or relief that may be granted from such requirements from time to time.



## D. COMMITTEES OF THE BOARD

- 1 Subject to applicable law, the Board shall establish, if needed, other Board committees or merge or dispose of any Board committee in addition to the Audit Committee and the Governance, Ethics and Compensation Committee.
- 2 In conjunction with the Governance, Ethics and Compensation Committee, the Board shall review the appropriate structure, size, composition, mandate and members for each Board committee, and approve any modifications to such items as considered advisable. The Board may review, from time to time, each charter and consider any suggested amendments for approval. In addition, the Board may institute procedures to ensure that the Board and the Board committees function independently of management.
- 3 To facilitate communication between the Board and each of the Board committees, each committee chairperson shall provide a summary and, to the extent necessary, a report, to the Board on material matters considered by the committee at the first Board meeting following the committee's meeting.

## E. MEETING

- 1 The Board shall meet at least once in each quarter, with additional meetings held as deemed advisable. The Chairperson shall be primarily responsible for the agenda and for supervising the conduct of any Board meeting. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting.
- 2 The Board shall conduct meetings of the Board in accordance with the Corporation's articles and by-laws.
- 3 The secretary of the Corporation (the "**Corporate Secretary**"), his or her designate or any other person the Board requests, shall act as secretary of Board meetings.
- 4 Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary, or any other person acting in such capacity, and subsequently presented to the Board for approval.
- 5 The non-executive members of the Board may hold regularly-scheduled meetings, or portions of regularly scheduled meetings, at which employee directors and members of management are not present.
- 6 Each director is expected to attend all meetings of the Board and any committee of which he or she is a member.
- 7 Each director is expected to review and be familiar with Board and Committee materials which have been provided in sufficient time for review prior to the meeting.
- 8 The Board shall have unrestricted access to management and employees of the Corporation (including, for greater certainty, its affiliates, subsidiaries and their respective operations).

## F. OTHER

- 1 The Board shall perform any other function as prescribed by law or as not delegated by the Board to one of the committees of the Board or to management personnel.
- 2 This Board Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Corporation. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's articles and by-laws, it is not intended to establish any legally binding obligations.



## **G. LIMITATIONS ON BOARD'S DUTIES**

- 1** Nothing contained in this charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation.
- 2** Members of the Board are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, and (ii) the accuracy and completeness of the information provided.