



GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE CHARTER

AMENDED MARCH 14, 2018



GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE CHARTER OF WSP GLOBAL INC (THE "CORPORATION")

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A. PURPOSE

The role of the governance, ethics and compensation committee (the "**GEC Committee**") is to assist the board of directors of the Corporation (the "**Board**") in carrying out its responsibilities by dealing with matters relating to corporate governance, ethical risk, Board nomination and membership and compensation and making recommendations to the Board as appropriate.

B. DUTIES AND RESPONSIBILITIES

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

CORPORATE GOVERNANCE

1. Develop, review and recommend at least annually to the Board a set of corporate governance guidelines in accordance with applicable laws, regulations and review of best practices;
2. Review and recommend to the Board the appropriate structure, size, composition, mandate and members for each Board committee, and recommend any modifications to such items. Review and recommend to the Board, from time to time, each charter and any suggested amendments.

ETHICS

3. Discuss with management the Corporation's policies and procedures designed to ensure an effective compliance and ethics program, including the Corporation's Code of Ethics;
4. Review, report and, when appropriate, provide recommendations to the Board annually on the Corporation's policies, programs and practices relating to business conduct and ethics, including the Corporation's Code of Conduct and underlying policies;
5. Assist the Board, as required, in interpreting and applying the Corporation's policies, programs and practices relating to business conduct and ethics, including the Corporation's Code of Conduct and underlying policies;
6. Review and report to the Board any breach of the Corporation's policies relating to business conduct and ethics, including the Corporation's Code of Conduct, or any complaint or correspondence under such policies referred to the GEC Committee by the Audit Committee;
7. Review the Corporation's health and safety policies and practices;

NOMINATION OF DIRECTORS

8. Consider and recommend for approval by the Board candidates for election or appointment to the Board;
9. Determine and recommend to the Board the composition of the committees of the Board;
10. Develop and recommend to the Board appropriate qualifications and criteria for the selection of its members;



DIRECTORS' COMPENSATION

11. Conduct, if appropriate, an annual review of the directors' remuneration for board and committee service in relation to current industry practices;
12. Oversee the establishment of guidelines for director share ownership requirements and compensation policies, if any, related to such guidelines;

ORIENTATION AND CONTINUING EDUCATION OF DIRECTORS

13. Develop and review, as appropriate, an orientation plan and development program for directors to ensure that each new director fully understands the Corporation's governance structure, the role of the Board and of the committees of the Board, the expectations in respect of individual performance and the Corporation's operations and working environment;

DIRECTOR ASSESSMENT

14. Develop a process to assess the effectiveness of the Board and its committees, including their respective chairperson and the lead director, if applicable;
15. Assess what competencies and skills each existing director possesses and their contribution to the overall skill set required of the Board;

NOMINATION AND EVALUATION OF OFFICERS

16. Consider and recommend for approval by the Board the appointment of the CEO and the CFO;
17. Review, with the Chairperson of the Board, and recommend to the Board the corporate goals and objectives that the CEO is responsible for meeting and reviewing the performance of the CEO against such corporate goals and objectives;

SUCCESSION PLANNING

18. Review, at least annually, with the Chairperson of the Board and the CEO, the succession plans relating to the positions of CEO, other executive officers, the chairpersons of the Board and committees and the lead director of the Corporation, if applicable, and make recommendations to the Board with respect to the selection of the individuals to occupy these positions;
19. Review plans in respect of an unexpected incapacitation of the CEO and provide recommendations to the Board in that respect;

COMPENSATION STRATEGY

20. Review the Corporation's overall compensation philosophy and strategy to ensure that compensation policies and/or practices followed by the Corporation are designed to recognize and reward performance and establish a compensation framework which is industry competitive;

COMPENSATION OF EXECUTIVE OFFICERS

21. Review the corporate goals and objectives relevant to the compensation of the CEO and recommend such goals and objectives to the Board;
22. Evaluate the performance of the CEO based on the corporate goals and objectives relevant to the compensation of the CEO and make recommendations to the Board on the compensation of the CEO based on these evaluations;



23. Review the CEO's recommendation with respect to the corporate goals and objectives relevant to the compensation of the CFO and the other executive officers and the compensation packages to be provided to the CFO and the other executive officers, and make recommendations to the Board on such compensation packages;
24. Oversee the design, implementation and administration (with the assistance of third party plan administrators, as applicable) of any executive long-term and short-term incentive plans and such other compensation plans or structures to be adopted by the Corporation from time to time;
25. Oversee the establishment of guidelines for executive share ownership requirements;
26. Oversee the identification and management of risks associated with the Corporation's compensation policies and practices; and

COMPENSATION DISCLOSURE

27. Conduct an annual review and approval of the compensation discussion and analysis to be included in the Corporation's management proxy circular.

C. COMPOSITION

1. The GEC Committee shall be comprised of at least three members, all of whom are independent (as defined under National Instrument 52-110 - *Audit Committees*, as may be amended or replaced from time to time).
2. The members of the GEC Committee and its Chairperson shall be elected by the Board. Unless a Chairperson is elected by the full Board, the members of the GEC Committee may designate a Chairperson among themselves by majority vote of the full GEC Committee membership. A GEC Committee member may resign from the GEC Committee without resigning from the Board, but a GEC Committee member shall tender his or her resignation from the GEC Committee upon ceasing to be a member of the Board.
3. Any member of the GEC Committee may be removed or replaced at any time by the Board. The Chairperson may be removed by the Board or the GEC Committee, in consultation with the Board, at any time. The Board may fill vacancies on the GEC Committee by election from among the members of the Board. If and whenever a vacancy shall exist on the GEC Committee, the remaining members may exercise all of the powers of the GEC Committee, so long as a quorum remains.
4. The GEC Committee may delegate any or all of its functions to any of its members or other persons, from time to time as it determines to be necessary to permit it to carry out its duties.

D. MEETINGS

1. The GEC Committee should meet at least two times per year or more frequently as circumstances require. The GEC Committee may ask members of management or others to attend meetings or to provide information as necessary. The GEC Committee shall have full access to all information it deems appropriate for the purpose of fulfilling its role.
2. The GEC Committee may, if considered appropriate, conduct or authorize investigations into any matters within the GEC Committee's scope of activities.
3. A quorum for the transaction of business at any meeting of the GEC Committee shall be a majority of the number of members of the GEC Committee or such greater number as the GEC Committee shall by resolution determine and provided further that the Chairperson is present. At a meeting, any question shall be decided by a majority of the votes cast by members of the GEC Committee, except where only two members are present, in which case any question shall be decided unanimously.
4. The GEC Committee may meet by telephone conference call or by any other means permitted by law or the Corporation's by-laws;



5. The Chairperson shall approve the agenda for the meetings and ensure that supporting materials are properly prepared and circulated to members with sufficient time for study by the GEC Committee members prior to the meeting.
6. The minutes of the GEC Committee meetings shall accurately record the significant discussions of and decisions made by the GEC Committee, including all recommendations to be made by the GEC Committee to the Board and shall be distributed to the GEC Committee members for approval.
7. Unless otherwise determined by resolution of the GEC Committee, the corporate secretary of the Corporation shall be the secretary of the GEC Committee.

E. OTHER

1. The GEC Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly its activities and recommendations to the Board as appropriate.
2. The GEC Committee shall have the authority to engage and set the compensation of outside counsel and other outside advisors as it deems appropriate to assist the GEC Committee in the performance of its functions.
3. The Board may evaluate and review, on an annual basis, the performance of the GEC Committee.

F. LIMITATIONS ON GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE'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 or the members of the GEC Committee.
2. Members of the GEC Committee 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.