



WORKING WITH THIRD PARTIES POLICY

POLICY ADOPTED MARCH 2015, REVISED FEBRUARY 2017



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INTRODUCTION

This *Working with Third Parties Policy* (the “**Policy**”) concerns WSP Global Inc. and its subsidiaries (collectively, the “**Corporation**”) and applies to all employees of the Corporation, without exception. This includes the President and Chief Executive Officer, officers, vice presidents, directors and other managers, all staff employed with the Corporation and affiliated companies and members of the board of directors (collectively, the “**Employees**”).

This document is to be read together with the *Code of Conduct* (the “**Code**”) and its underlying policies. The Business Integrity section of the Code sets out the Corporation’s policies in relation to anti-corruption; the *Anti-Corruption Policy* further clarifies issues related to bribery and ethics; and the *Gifts, Entertainment and Hospitality Policy* provides additional guidance on exchanging business courtesies.

This Policy provides guidance on establishing and monitoring relationships with business partners (also referred to as “**third parties**”) as well as on managing bribery and corruption risk related to business dealings with third parties.

All of the terms in this Policy have the same meaning as those defined in the Code.

WORKING WITH THIRD PARTIES

THE CORPORATION’S COMMITMENT

The Code sets out the Corporation’s commitment to act with integrity in all business activities and to comply with both the letter and the spirit of applicable laws and regulations. The Code also makes clear that business partners are expected to abide by ethical principles that are fully compatible with our own.

The Corporation does not tolerate any direct or indirect illegal or unethical actions or behaviours.

This commitment is made on ethical grounds and because employees personally and the Corporation could suffer reputational damage and be held legally accountable if business partners are involved in unethical or illegal conduct when acting on the Corporation’s behalf.

TYPES OF THIRD PARTIES

The Corporation requires that all third parties with whom it carries out business apply ethical principles that are consistent with its own. Business partners include joint venture or equity partners, acquisition targets, service providers, suppliers, vendors, consultants, subconsultants, contractors, subcontractors, or any other person acting on the Corporation’s behalf (such as agents, representatives or sponsors) and their employees or other persons working on their behalf.

Specific considerations may arise depending on the type and location of a third party with whom the Corporation is conducting business.



SPECIAL CONSIDERATIONS FOR GOVERNMENT AND PUBLIC OFFICIALS

Special care must additionally be taken when dealing with government or public officials, since in some countries (for example, Canada, UK and US) anti-corruption laws are particularly strict in this area.

DUE DILIGENCE PROCEDURE

The key principle when dealing with business partners is “trust but verify.”

Proper due diligence procedures enable the Corporation to follow through on its commitment to act with integrity by protecting against partnering with companies and individuals that do not operate pursuant to ethical principles. Such procedures also minimize reputational and legal risks arising from anti-corruption legislation, including the *Corruption of Foreign Public Officials (CFPOA)*, *US Foreign Corrupt Practices Act (FCPA)* and *UK Bribery Act*, by investigating potential business partners’ past and current ethical standing.

Generally, managing risk involved with third party relationships and dealings can be achieved through (i) assessing third party risk, (ii) binding third parties to the Corporation’s business standards, and (iii) monitoring third party compliance with the Corporation’s business standards.

ASSESS THE THIRD PARTY

GATHER AND DOCUMENT INFORMATION

Proper documentation is essential and provides evidence of the Corporation’s due diligence procedures and the considerations that underlie its commercial decisions. As such, all investigations, risk assessments, due diligence questionnaires, background checks, integrity reviews, and continuous monitoring reports made in the context of the due diligence process must be appropriately documented.

CONDUCT A RISK ASSESSMENT

If the potential partner is new to the Corporation, a risk assessment should be completed in order to determine the proper level of integrity review. The level of the integrity review can notably be based on an assessment of the following risk factors:

- Country risk: This includes the risks associated with the country where the project will take place as well as the country in which the third party is headquartered or located. Important factors include the country’s political, economic and business environment.
- Transaction risk: This includes the level of commercial, financial and contractual risk assumed by the Corporation when entering into the contractual relationship.
- Relationship risk: This includes risks associated with the type of relationship between the Corporation and the third party, as well as the third party’s connections and reputation.

COMPLETE AN INTEGRITY REVIEW

Based on the findings of the risk assessment, the portfolio of risks will be identified and will dictate the level of the integrity review.



Integrity reviews typically consist of one of the following reviews:

- Desk Top Review, which can include the checking of references, a desktop internet search and/or a review of any rumour or information known by employees.
- Specialized Review, which can include the vetting of available corporate information and/or a search through a risk or compliance database designed to notably retrieve adverse media.
- External Service Provider Review, which is carried out by an external service provider and can consist of a public records search, a source inquiries search, and a report on the investigation.

ACT ON THE FINDINGS

Based on the findings of the risk assessment and integrity review, the Corporation may opt to pursue or not the proposed business relationship.

BIND THE THIRD PARTY

After the review process is complete and the decision to engage a third party has been made, business partners should adhere to the principles and standards set out in the Corporation's Code and underlying policies. This is notably done by communicating the Corporation's *Third Party Code of Conduct*, which summarizes the Corporation's values as they apply to third parties and provides a set of governing principles for ethical behaviour when interacting with the Corporation or when acting on its behalf.

In addition, contractual protections can be included in the written agreements that formalize the business relationships between the Corporation and third parties.

MONITOR THIRD PARTY CONDUCT

Periodically, the Corporation will re-evaluate and, if necessary, audit business partners' compliance with the Corporation's standards, as their status (in terms of integrity) might change with time.

A reassessment of ongoing business relationships should be carried out on a yearly basis for high-risk jurisdictions and at least once every three years for other jurisdictions. Furthermore, periodic certifications from third parties, particularly those mandated with the specific task of representing the Corporation, verifying compliance with anti-corruption laws, should be carried out.

WHERE TO TURN FOR HELP

If in doubt about any aspect of this Policy, please contact the regional Compliance and Ethics representative. Their contact information is available on the Corporation's intranet site.

REPORTING SUSPECTED VIOLATIONS

Employees with information on potential non-compliant conduct of the Corporation, its employees, or any third party with whom the Corporation conducts or anticipates conducting business must report the situation in accordance with the instructions provided in the Code.



WHISTLEBLOWING SERVICE

Employees can use the Corporation's confidential whistleblowing service provided by an independent service provider to report any suspected violation of the present Policy. Information on the Corporation's whistleblowing service, including free phone numbers and confidential email address, is available in the Code as well as on dedicated pages on the Corporation's web and intranet sites.