FOR THE YEAR ENDED DECEMBER 31, 2017

MANAGEMENT'S DISCUSSION AND ANALYSIS

MARCH 14, 2018

wsp

ABOUT US

WSP is one of the world's leading professional services consulting firms. We are dedicated to our local communities and propelled by international brainpower. We are technical experts and strategic advisors including engineers, technicians, scientists, architects, planners, surveyors and environmental specialists, as well as other design, program and construction management professionals. We design lasting solutions in the Transportation & Infrastructure, Property & Buildings, Environment, Industry, Resources (including Mining and Oil & Gas) and Power & Energy sectors as well as project delivery and strategic consulting services. With approximately 42,000 talented people in 550 offices across 40 countries, we engineer projects that will help societies grow for lifetimes to come.

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1 MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("MD&A") of consolidated financial position and consolidated results of operations dated March 14, 2018, is intended to assist readers in understanding WSP Global Inc. (the "Corporation" or "WSP") and its business environment, strategies, performance and risk factors. This MD&A should be read together with the audited consolidated financial statements and accompanying notes of the Corporation for the year ended December 31, 2017. The Corporation's audited consolidated financial statements for the year ended December 31, 2017, have been prepared in compliance with International Financial Reporting Standards ("IFRS") as defined in the Handbook of the Canadian Institute of Chartered Professional Accountants and adopted by the International Accounting Standards Board ("IASB"). All amounts shown in this MD&A are expressed in Canadian dollars, unless otherwise indicated.

This MD&A focuses on the Corporation's 2017 full year results, as well as on its fourth quarter results, covering the period from October 1, 2017 to December 31, 2017. The Corporation's second and third quarters are always comprised of 13 weeks of operations. However, the number of weeks of operations in the first and fourth quarters will vary as the Corporation has a statutory December 31 year-end.

In this MD&A, references to the "Corporation", "we", "us", "our" and "WSP" or "WSP Global" refer to WSP Global Inc. Depending on the context, this term may also include subsidiaries and associated companies.

2 NON-IFRS MEASURES

The Corporation reports its financial results in accordance with IFRS. However, in this MD&A, the following non-IFRS measures are used by the Corporation: net revenues; EBITDA; adjusted EBITDA; adjusted EBITDA margin; adjusted EBITDA before Global Corporate costs; adjusted EBITDA margin before Global Corporate costs; adjusted net earnings; adjusted net earnings per share; adjusted net earnings excluding amortization of intangible assets related to acquisitions; adjusted net earnings excluding amortization of intangible assets related to acquisitions per share; acquisition and integration costs; backlog; funds from operations; funds from operations per share; free cash flow; free cash flow per share; days sales outstanding ("DSO") and net debt to adjusted EBITDA. These measures are defined at the end of this MD&A, in the "Glossary" section. Reconciliations to IFRS measures can be found in sections 8 and 9 of this MD&A.

Management of the Corporation ("Management") believes that these non-IFRS measures provide useful information to investors regarding the Corporation's financial condition and results of operations as they provide key metrics of its performance. These non-IFRS measures are not recognized under IFRS, do not have any standardized meaning prescribed under IFRS and may differ from similar computations as reported by other issuers, and accordingly may not be comparable. These measures should not be viewed as a substitute for the related financial information prepared in accordance with IFRS.

3 CORPORATE OVERVIEW

As one of the world's leading professional services firms, WSP provides technical expertise and strategic advice to clients in the transportation & infrastructure, property & buildings, environment, industry, resources (including mining and oil & gas) and power & energy sectors. We also offer highly specialized services in project delivery and advisory services. Our experts include engineers, advisors, technicians, scientists, architects, planners, surveyors and environmental specialists, as well as other design, program and construction management professionals. With approximately 42,000 talented people in 550 offices across 40 countries, we are uniquely positioned to deliver successful and sustainable projects, wherever our clients need us.

The Corporation’s business model is centered on maintaining a leadership position in each of its end markets and the regions in which it operates by establishing a strong commitment to and recognizing the needs of surrounding communities, and local and national clients. Such a business model translates into regional offices with a full service offering throughout every project execution phase. The Corporation has the breadth of capability and the depth of expertise to transform clients’ visions into realities that are sustainable in every sense - commercially, technically, socially and environmentally.

Functionally, market segment leaders work together with regional leaders to develop and coordinate markets served, combining local knowledge and relationships with nationally recognized expertise.

The Corporation offers a variety of project services throughout all project execution phases, from the initial development and planning studies through to the project/program management, design, construction management, commissioning and maintenance phases.

The Corporation has developed a multidisciplinary team approach whereby employees work closely with clients to develop optimized solutions on time and on budget. The market segments in which the Corporation operates are described below.

- **Transportation & Infrastructure:** The Corporation’s experts analyze, plan, design and manage projects for rail transit, aviation, highway, maritime and urban infrastructure. Public and private clients, construction contractors, and partners from around the world seek our expertise to create mid and long-term transport and infrastructure strategies, and to provide guidance and support throughout the life-cycle of a wide range of projects. As we deliver comprehensive, innovative and cost-effective solutions on-time and within budget, we take great pride in solving our clients’ toughest problems. We offer a full range of services locally with extensive global experience to successfully deliver projects and help clients overcome challenges and respond to emerging areas of new mobility, resiliency and funding the infrastructure gap.

- **Property & Buildings:** The Corporation is a world-leading provider of technical and management consultancy services with an unrivaled track record in delivering buildings of the highest quality. We are involved in every stage of a project’s life-cycle, from the earliest planning stages through design and construction, to asset management and refurbishment. Our technical experts offer truly multidisciplinary services including structural and mechanical, electrical, and plumbing (MEP) engineering, supplemented by a wide range of specialist services such as fire engineering, lighting design, vertical transportation, acoustics, intelligent building systems, audiovisual systems, information technology, facade engineering and green building design.

- **Environment:** The Corporation has specialists working with and advising businesses and governments in all key areas of the environment sector. These experts deliver a broad range of services covering air, land, water and health. They work with and advise clients on a range of environmental matters from risk management, permitting authorizations and regulatory

compliance to handling and disposal of hazardous materials, land remediation, environmental and social impact assessment, and employee health and safety. Our reputation has been built on helping clients worldwide mitigate risk, manage and reduce impacts, and maximize opportunities related to health and safety, sustainability, climate change, energy and the environment.

- **Industry:** The Corporation works in almost every industrial sector including food and beverages, pharmaceutical and biotechnology, automotive and chemicals. Our experts offer a unique blend of skills with a deep understanding of industrial and energy processes, and the engineering expertise required to plan, design, build and operate a new plant, or to automate equipment in an existing industrial facility. Our experts offer a full range of consulting and engineering services within multiple disciplines that span all stages of a project - from strategic studies, concept design and productivity analysis to serving as an owner's engineer at each stage of an engineering, procurement, and construction management (EPCM) contract.

- **Resources (including mining, oil and gas):** The Corporation has the scale and expertise to support all our worldwide resource clients. In mining, our experts work with clients throughout the project life cycle - from conceptual and feasibility studies to addressing social acceptance issues, and from detailed engineering and complete EPCM to site closure and rehabilitation. Our expertise includes resource and reserve modeling, metallurgical testing, geotechnical and mine design and detailed engineering for mining infrastructure. In oil and gas, we help clients with some of their most demanding technical and logistical challenges. Our experts advise on how to plan, design and support the development of pipelines and gas networks, as well as how to ensure the integrity of critical assets and obtain permits and consent.

- **Power & Energy:** The Corporation offers its energy sector clients complete solutions for all aspects of their projects, whether they are large-scale energy plants, smaller on-site facilities or retrofitting and efficiency programs - helping to reduce energy demand and deliver schemes to create a sustainable future. Our experts can advise and work on every stage of a project, from pre-feasibility to design, operation and maintenance and decommissioning. They offer long-term operational management support services from the first feasibility studies, providing advice on aspects ranging from technical, financial and environmental issues to engineering design and energy simulations during the construction phase.

In addition to these sectors, the Corporation offers highly specialized project and program delivery and advisory services:

- **Project and Program Delivery:** The Corporation's seasoned professionals assess and understand clients' goals, as well as technical, environmental and commercial issues, thus leveraging their extensive experience in global project and program delivery. This holistic approach allows them to plan and implement projects efficiently, with a focus on cost, schedule, quality and safety. The Corporation's fully integrated service offerings are tailored to support clients' best interests throughout the planning, implementation and commissioning stages of their work. We mobilize the right team to execute projects of any size and complexity with optimal efficiency and cost-effectiveness. Our comprehensive experience enables us to plan and manage projects using best-in-class project management processes, techniques, and tools.

- **Advisory**: The Corporation offers front-end business and management consulting services that help clients make informed decisions taking into consideration changing economic conditions, evolving government priorities and emerging technologies. To stay competitive and effectively manage and develop their infrastructure and property assets, public and private sector organizations are looking to gain access to more refined data and "lessons learned" from experts who help drive client success around the globe. The Corporation not only provides local expertise, but also offers international benchmarks and best practice solutions based on our extensive experience. Our team blends the technical skills of our global network with results-oriented business acumen.

4 PERFORMANCE METRICS

The Corporation uses a number of segmental and consolidated financial metrics to assess its performance. The table below summarizes our most relevant key performance metrics by category. The calculated results and the discussion of each indicator follow in the subsequent sections.

Category	Performance Metric	Q4 2017 vs Q4 2016	YTD 2017 vs YTD 2016
Growth:	Net Revenues*	Favourable	Favourable
	Organic growth**	Favourable	Favourable
	Backlog*	Favourable	Favourable
Profitability:	Adjusted EBITDA*	Favourable	Favourable
	Adjusted EBITDA margin*	Unfavourable	Favourable
	Adjusted net earnings*	Unfavourable	Favourable
	Funds from operations*	Stable	Favourable
	Free cash flow*	Favourable	Favourable
Liquidity:	Cash flows from operating activities	Favourable	Favourable
	DSO*	Stable	Stable
	Net Debt to adjusted EBITDA*	Stable	Stable

* *Non-IFRS measures are described in the "Glossary" section. Reconciliations to IFRS measures can be found in sections 8 and 9.*

** *Organic growth is a measure of net revenues growth in local currencies. The Corporation believes it is helpful to adjust net revenues to exclude the impact of net revenues related to acquisitions and foreign currency fluctuations in order to facilitate comparable period consolidated and operating segment business performance.*

- Favourable
- Stable
- Unfavourable

5 Q4 AND FISCAL 2017 FINANCIAL RESULTS HIGHLIGHTS

The Corporation is very pleased with the results achieved in Q4 and fiscal 2017. Record net revenues, adjusted EBITDA, free cash flow and backlog, along with a strong balance sheet, have positioned it well to meet its 2015-2018 strategic plan objectives.

The fourth quarter of 2017, and by extension fiscal 2017, were shaped by two major developments which significantly impacted the Corporation's financial results.

On the net revenues front, Federal Emergency Management Agency ("FEMA") disaster assessment inspection related services surpassed forecasts and propelled net revenues and organic growth in net revenues significantly beyond Management's expectations. From a net earnings perspective, the signature of the US Tax Cuts and Jobs Act in December 2017 resulted in a $16.0 million non-cash income tax expense to be recorded the fourth quarter of 2017. Effective 2018 onward, this US tax reform enactment will positively impact the Corporation's effective income tax rate and income taxes payable.

Q4 2017

- Revenues and net revenues of $1,954.3 million and $1,478.6 million, up 8.7% and 11.4%, respectively, compared to Q4 2016.
- Consolidated organic growth in net revenues of 8.1% for the quarter; adjusted for FEMA-related net revenues in excess of expectations, consolidated organic growth in net revenues would have stood at 1.6%, ahead of Management's expectations.
- Adjusted EBITDA of $140.0 million, up $4.7 million or 3.5%, despite four less billable days compared to Q4 2016.
- Adjusted EBITDA margin at 9.5%, compared to 10.2% in Q4 2016. Four less billable days compared to Q4 2016 had a significant negative impact.
- Adjusted net earnings and adjusted net earnings per share of $39.4 million, or $0.38 per share for the quarter, were negatively impacted by multiple non-cash expenses, notably the aforementioned US tax reform enactment, as well as four less billable days, when compared to Q4 2016.
- Net earnings attributable to shareholders of $30.3 million, or $0.29 per share for the quarter, were negatively impacted by the same factors as for the adjusted net earnings metrics noted above.
- Quarterly dividend declared of $0.375 per share, with a 49.7% Dividend Reinvestment Plan ("DRIP") participation.

FISCAL 2017

- Revenues and net revenues of $6,942.2 million and $5,356.6 million, up 8.8% and 9.4%, respectively, compared to 2016.
- Consolidated organic growth in net revenues of 6.2% for the fiscal year; adjusted for FEMA-related net revenues in excess of expectations, organic growth in net revenues would have stood at 4.4%, ahead of Management's 2017 outlook.
- Adjusted EBITDA of $555.2 million, up $56.2 million or 11.3%, compared to 2016.
- Adjusted EBITDA margin at 10.4%, compared to 10.2% in 2016.
- Adjusted net earnings of $233.9 million or $2.28 per share, up 4.6% and 2.7%, respectively, compared to 2016. Excluding the non-cash income tax expense resulting from US tax reform enacted in Q4 2017, adjusted net earnings would have stood at $249.9 million or $2.44 per share, up 11.7% and 10.0%, respectively, compared to 2016.
- Net earnings attributable to shareholders of $213.3 million, or $2.08 per share, up 7.1% and 5.6%, respectively, compared to 2016. Adjusted for negative impact of enacted US tax reform, aforementioned net earnings metrics would have stood at $229.3 million, or $2.24 per share, up 15.2%, and 13.7%, respectively.
- Backlog at $6,361.6 million, representing 10.1 months of revenues, up $397.7 million, or 6.7% compared to Q3 2017 and up $692.8 million, or 12.2% compared to Q4 2016.
- Healthy DSO stood at 79 days, stable when compared to 2016.
- Cash flow from operating activities stood at $395.4 million, compared to $386.8 million in 2016.
- Strong free cash flow of $296.1 million, representing 138.8% of net earnings.
- Incorporating a full twelve-month adjusted EBITDA for all acquisitions, net debt to adjusted EBITDA ratio stood at 1.8x, in line with our target range.
- Full year dividend declared of $1.50 per share, or $153.8 million with a cash payout of $70.4 million, or 45.8%.

6 Q4 2017 HIGHLIGHTS

- On October 31, 2017, WSP expanded its reach in Latin America by acquiring Consultoría Colombiana S.A. ("ConCol"), a 1,000-employee professional services firm based in Colombia, with offices in Peru, Chile, Panama and Mexico. ConCol is a multidisciplinary pure play consulting firm with a recognized expertise in power, transport, oil & gas, environment, as well as in project management.

- On December 4, 2017, WSP closed the acquisition of Opus International Consultants Limited (NZSE:OIC) ("Opus"). The purchase price totaling NZ$263.2 million (C$239.5 million), was financed using available cash and credit facilities. Opus is a multi-disciplinary infrastructure (transportation and water), buildings and asset development management consultancy firm with approximately 3,000 engineers, designers, planners, researchers and advisers across New Zealand, Australia, Canada and the United Kingdom.

- On December 31, 2017, WSP acquired ISS Proko Oy and its wholly-owned subsidiary ISS Suunnittelupalvelut Oy (collectively ("ISS Proko"), from ISS Palvelut Oy, a wholly-owned subsidiary of ISS A/S (ISS:Copenhagen), one of the world's leading facility services companies. Based in Finland, ISS Proko will bolster WSP's presence in the country, increase its expertise in the building sector, expand its national footprint, and provide the Corporation a unique opportunity to become a top 3 player in specific segments of the Finnish building sector.

7 2017 REVIEW

The Corporation generated revenues and net revenues of $6,942.2 million and $5,356.6 million in 2017, up 8.8% and 9.4%, respectively, compared to 2016. Consolidated organic growth in net revenues, spanning across all reportable operating segments, stood at 6.2%.

Consolidated organic growth in net revenues was significantly higher than Management's expectations mainly due to Q4 FEMA-related revenues generated by our US operations, in excess of our expectations. Adjusted for these FEMA-related revenues, the Corporation would have reported consolidated organic growth in net revenues of 4.4% for the year.

Adjusted EBITDA and adjusted EBITDA margin stood at $555.2 million and 10.4%, both metrics higher compared to 2016. Improvement in adjusted EBITDA margin was led by the Corporation's Canadian and Australian operations.

The Corporation's consolidated backlog grew from $5,668.8 million as at December 31, 2016, to $6,361.6 million as at December 31, 2017, increasing organically 5.3% year-over-year. From a replenishment perspective, the Corporation's book-to-burn ratio stood at 1.1x for 2017, in line with Management's expectations.

Strategic acquisitions made during the year, notably Opus, in New Zealand, POCH, in Chile, and ConCol, in Colombia, strengthened WSP's presence in key geographical locations. Other acquisitions made across the globe during the year provided complimentary technical expertise. All in, acquisitions made in 2016 and 2017 contributed slightly over $250.0 million, or 5.4% to the Corporation's 2017 consolidated net revenues.

While the signature of the US Tax Cuts and Jobs Act in December of 2017 will have a positive impact on the Corporation's consolidated effective income tax rate and cash income taxes in 2018 and onwards, it negatively impacted the Corporation's fiscal 2017 net earnings by $16.0 million. Notwithstanding this non-cash $16.0 million adjustment, net earnings attributable to shareholders for the year stood at $213.3 million, or $2.08 per share, still up 7.1% and 5.6%, respectively, compared to 2016. Excluding the aforementioned negative impact of the US tax reform, net earnings attributable to shareholders would have stood at $229.3 million or $2.24 per share for the year.

Cash flow wise, 2017 provided solid results. Funds from operations amounted to $433.2 million in 2017 compared to $389.6 million in 2016, and increase of 11.2%. and free cash flow came in at $296.1 million, or 138.8% of net earnings.

From a balance sheet perspective, the Corporation remains on solid ground. All business acquisitions made throughout the year were financed with cash on hand and/or existing credit facility, and the Corporation's net debt to adjusted EBITDA ratio, when incorporating a full twelve-month adjusted EBITDA for all acquisitions, stood at 1.8x at the end of 2017, in line with the Corporation's 1.5x to 2.0x target range.

Operational Review

The Corporation's Canadian operations posted organic growth in net revenues of 2.1% and organic growth in backlog of 10.9% for the fiscal year, both ahead of Management's expectations. Adjusted EBITDA margin before Global Corporate costs of 12.3%, compared to 9.6% in 2016, due to higher utilization rates achieved and improved project delivery, was reflective of Management's execution of the operational restructuring plan initiated in the latter half of 2016.

Significant project wins, notably an engineering, architectural and design management services contract pertaining to the rehabilitation of Canada's Parliament Hill's Centre Block, several contracts with Ontario's Ministry of Transportation and WSP's portion of the 4Transit joint-venture Metrolinx contract for Regional Express Rail Program (Toronto) helped propel Canada's backlog to over a billion dollars.

The Corporation's Americas operating segment experienced organic growth in net revenues of 10.4% for the year, mainly due to Q4 FEMA-related revenues generated by our US operations, in excess of our expectations. Adjusted for these FEMA-related revenues, the Americas' operating segment would have reported organic growth in net revenues of 4.6%, in line with Management's expectations for the year.

The Americas operating segment's adjusted EBITDA and adjusted EBITDA margin, both before Global Corporate costs, of $220.2 million and 13.3%, respectively, were once again the highest amongst the Corporation's reportable operating segments and in line with expectations.

Our Latin American operations delivered results in line with Management's expectations and the integrations of POCH and ConCol, acquired in the latter half of 2017, are progressing according to plan.

Subsequent to year-end, WSP's Latin American team was selected by the Giant Magellan Telescope Organization Corporation ("GMTO") to provide services related to the development of the Giant Magellan Telescope, the first of the next generation of giant ground-based telescopes. As construction manager, WSP will work on behalf of GMTO to oversee all aspects of the construction, including budget, schedule, cost estimation, change control and site acceptance.

Our EMEIA operating segment delivered organic growth in net revenues of 4.6%, in line with Management's expectations. However, adjusted EBITDA margin before Global Corporate costs of 9.9%, was slightly below Management's expectations.

Our Nordics operations had a very strong year, delivering organic growth in net revenues of approximately 12% in 2017. Our Swedish operations led the way for the region, increasing staff and adding backlog across most market segments. The significant organic growth in net revenues led to increased headcount that, in turn, led to slightly lower utilization rates, which negatively impacted the region's adjusted EBITDA margin before Global Corporate costs.

The UK operations posted solid organic growth in net revenues slightly above 4% for the year, due mainly to the strong performance from the transportation & infrastructure market sector. Adjusted EBITDA margin before Global Corporate costs was negatively impacted due to project delivery timing, stemming mainly from the private sector building market segment. Subsequent to fiscal 2017, WSP UK was appointed to lead the development of two new stations as part of the High Speed 2 ("HS2") rail network, highlighting our worldwide expertise in this field and adding to backlog.

In both the Middle East and South Africa, most performance metrics were down compared to 2016, however in line with Management's expectations for the year.

Organic growth in net revenues from our APAC operating segment stood at 7.1%, ahead of Management's expectations. Our Australian operations delivered an outstanding year experiencing significant organic growth in net revenues across most segments, while our Asian operations continued to suffer from a slowdown in China's property & buildings segment.

On December 4, 2017, the Corporation completed the acquisition of Opus, a multi-disciplinary infrastructure, buildings and asset development management consultancy firm with approximately 3,000 engineers, designers, planners, researchers and advisers based mainly in New Zealand. The operational integration of Opus is progressing according to plan and cost synergies are expected to materialize by the end of 2018.

The Corporation is very pleased with the results achieved and acquisitions made during the year. The Corporation attained all of its 2017 outlook financial targets and remains confident it will be able to meet its 2015-2018 strategic plan key objectives.

8 FINANCIAL REVIEW

8.1 RESULTS COMPARED TO 2017 OUTLOOK

The 2017 target ranges, presented in the table below and in the Outlook section of the 2016 Annual MD&A, were prepared assuming no fluctuations in foreign exchange rates in which the Corporation operated during the course of the year. In addition, no consideration was given to any dispositions, mergers, business acquisitions, changes in effective income tax rates in countries where the Corporation operates and other transactions occurring after February 28, 2017, the date of publication.

Excluding events occurring subsequent to February 28, 2017, the date of publication of the 2017 outlook, the Corporation met or exceeded all of its 2017 outlook targets.

Measure	2017 Target range	Result
*Net revenues**	Between $5,000 million and $5,300 million	✓
*Adjusted EBITDA**	Between $510 million and $560 million	✓
Seasonality and adjusted EBITDA fluctuations*	Between 20% to 30%, the first quarter being the lowest and the third quarter being the highest	✓
Tax rate	27% to 29%	✓
*DSO**	80 to 85 days	✶
Amortization of intangible assets related to acquisitions	$65 million to $75 million	✶
Capital expenditures	$120 million to $130 million	✶
*Net Debt to adjusted EBITDA**	1.5x to 2.0x	✓
*Acquisition and integration costs**	Between $15 million and $25 million	✓

* *Non-IFRS measures are described in the 'Glossary' section*

✓ *Target range met*

✶ *Target range exceeded*

8.2 RESULTS OF OPERATIONS

(in millions of dollars, except number of shares and per share data)	Q4		YTD	
	2017	2016	2017	2016
	For the period from October 1 to December 31	For the period from September 25 to December 31	For the period from January 1 to December 31	For the period from January 1 to December 31
Revenues	$1,954.3	$1,798.4	$6,942.2	$6,379.6
Less: Subconsultants and direct costs	$475.7	$470.7	$1,585.6	$1,484.5
Net revenues*	**$1,478.6**	**$1,327.7**	**$5,356.6**	**$4,895.1**
Personnel costs	$1,154.3	$987.4	$4,112.9	$3,704.4
Occupancy costs	$56.3	$55.9	$227.8	$226.8
Other operational costs[1]	$128.4	$148.9	$462.5	$466.9
Share of earnings of associates	$(0.4)	$0.2	$(1.8)	$(2.0)
Adjusted EBITDA*	**$140.0**	**$135.3**	**$555.2**	**$499.0**
Acquisition and integration costs*	$12.3	$15.1	$28.4	$32.9
EBITDA*	**$127.7**	**$120.2**	**$526.8**	**$466.1**
Amortization of intangible assets	$27.9	$20.4	$89.2	$81.1
Depreciation of property and equipment	$22.3	$23.7	$79.6	$78.4
Financial expenses	$14.5	$9.7	$41.1	$38.9
Share of depreciation of associates	$0.5	$0.8	$1.4	$1.9
Earnings before income taxes	**$62.5**	**$65.6**	**$315.5**	**$265.8**
Income-tax expense	$32.2	$10.0	$102.1	$67.1
Share of tax of associates	$—	$(0.4)	$0.1	$—
Net earnings	**$30.3**	**$56.0**	**$213.3**	**$198.7**
Attributable to:				
- Shareholders	$30.3	$56.0	$213.3	$199.1
- Non-controlling interests	$—	$—	$—	$(0.4)
Basic net earnings per share	**$0.29**	**$0.55**	**$2.08**	**$1.97**
Diluted net earnings per share	**$0.29**	**$0.55**	**$2.08**	**$1.97**
Basic weighted average number of shares	103,084,862	101,257,040	102,448,943	100,883,512
Diluted weighted average number of shares	103,267,305	101,309,305	102,576,410	100,919,789

* *Non-IFRS measures are described in the 'Glossary' section*

(1) Other operational costs include operational foreign exchange gains/losses and interest income

In sections 8.3 through 8.6, we review the year-over-year changes to operating results between 2017 and 2016, describing the factors affecting net revenues, backlog, expenses, adjusted EBITDA, adjusted EBITDA margin, adjusted EBITDA before Global Corporate costs and adjusted EBITDA margin before Global Corporate costs. Financial expenses, income taxes, net earnings (loss), adjusted net earnings (loss), adjusted net earnings (loss) excluding amortization of intangible assets related to acquisitions, funds from operations and free cash flow are also reviewed, on a consolidated level, in sections 8.7 through 8.11.

8.3 NET REVENUES

The Corporation's financial performance and results should be measured and analyzed in relation to fee-based revenues, or net revenues, since direct recoverable costs can vary significantly from contract to contract and are not indicative of the professional consulting services business.

The Corporation's reportable segments are: Canada, Americas (US and Latin America), EMEIA (Europe, Middle East, India and Africa) and APAC (Asia Pacific, comprising Asia, Australia and New Zealand). The following tables provide a summary of the year-over-year changes in net revenues and number of employees, both by reportable segment and in total.

	Q4				
(in millions of dollars, except percentages)	**Canada**	**Americas**	**EMEIA**	**APAC**	**Total**
Net revenues* 2017	$250.2	$493.1	$530.8	$204.5	$1,478.6
Net revenues* 2016	$244.9	$400.4	$499.8	$182.6	$1,327.7
Net change %	2.2%	23.2 %	6.2%	12.0 %	11.4 %
Organic Growth**	0.2%	23.3 %	2.3%	2.2 %	8.1 %
Acquisition Growth**	2.0%	5.4 %	3.8%	13.5 %	5.3 %
Foreign Currency Impact***	—%	(5.5)%	0.1%	(3.7)%	(2.0)%
Net change %	2.2%	23.2 %	6.2%	12.0 %	11.4 %

* *Non-IFRS measures are described in the 'Glossary' section*

** *Organic growth and acquisition growth are calculated based on local currencies*

*** *Foreign currency impact represents the foreign exchange component to convert total net revenues in local currencies into Canadian equivalent amount, net of organic growth and acquisition growth*

	YTD				
(in millions of dollars, except number of employees and percentages)	**Canada**	**Americas**	**EMEIA**	**APAC**	**Total**
Net revenues* 2017	$977.4	$1,650.5	$1,984.7	$744.0	$5,356.6
Net revenues* 2016	$952.0	$1,482.4	$1,785.0	$675.7	$4,895.1
Net change %	2.7%	11.3 %	11.2 %	10.1 %	9.4 %
Organic Growth**	2.1%	10.4 %	4.6 %	7.1 %	6.2 %
Acquisition Growth**	0.6%	3.4 %	10.6 %	4.0 %	5.4 %
Foreign Currency Impact***	—%	(2.5)%	(4.0)%	(1.0)%	(2.2)%
Net change %	2.7%	11.3 %	11.2 %	10.1 %	9.4 %
Approximate number of employees - 2017	8,000	9,500	16,500	8,000	42,000
Approximate number of employees - 2016	7,500	7,800	15,000	5,700	36,000
Net change %	6.7%	21.8 %	10.0 %	40.4 %	16.7 %

* *Non-IFRS measures are described in the 'Glossary' section*

** *Organic growth and acquisition growth are calculated based on local currencies*

*** *Foreign currency impact represents the foreign exchange component to convert total net revenues in local currencies into Canadian equivalent amount, net of organic growth and acquisition growth*

The Corporation ended the fourth quarter of 2017 with net revenues of $1,478.6 million, an increase of $150.9 million, or 11.4% compared to Q4 2016. On a year-to-date basis, net revenues increased by $461.5 million, or 9.4%.

The increase in net revenues, for the quarter and year-to-date periods, was driven by both organic and acquisition growth. Consolidated organic growth in net revenues stood at 8.1% and 6.2%, and consolidated acquisition growth stood at 5.3% and 5.4%, for the quarter and year-to-date periods, respectively. Foreign exchange, on a consolidated basis, had a negative impact for both the quarter and year-to-date periods, in line with fluctuations in world currencies.

8.3.1 CANADA

Net revenues from our Canadian operations were $250.2 million in Q4 2017, an increase of $5.3 million, or 2.2% compared to the same period in 2016, primarily due to acquisition growth.

For the twelve-month period ended December 31, 2017, net revenues from our Canadian operating segment were $977.4 million, an increase of $25.4 million, or 2.7% compared to the same period in 2016, attributable mainly to increased activity in the transportation sector. The transportation & infrastructure and property & buildings market segments accounted for approximately 66% of the net revenues.

8.3.2 AMERICAS

Net revenues from our Americas operating segment were $493.1 million in Q4 2017, an increase of $92.7 million, or 23.2% compared to the same period in 2016, stemming mainly from our US operations. Organic growth in net revenues, on a constant currency basis, at 23.3%, was mostly due to FEMA-related revenues in excess of expectations. Foreign exchange had a negative impact due mainly to the appreciation of the Canadian dollar against the US dollar (Q4 2017 vs Q4 2016). The transportation & infrastructure and property & buildings market segments accounted for approximately 64% of the net revenues, while environment accounted for 34% of the net revenues as a result of the aforementioned FEMA-related revenues, in excess of expectations.

For the twelve-month period ended December 31, 2017, net revenues from our Americas operating segment were $1,650.5 million, an increase of $168.1 million, or 11.3% compared to the same period in 2017, mainly due to continued strong performance from our US operations. Organic growth in net revenues, on a constant currency basis, was 10.4% and mainly due to Q4 FEMA-related revenues in excess of expectations. Foreign exchange impact was slightly negative. The transportation & infrastructure and property & buildings market segments accounted for approximately 81% of the net revenues.

8.3.3 EMEIA

Net revenues from our EMEIA operating segment were $530.8 million in Q4 2017, an increase of $31.0 million, or 6.2% compared to Q4 2016. Acquisition growth and organic growth in net revenues, on a constant currency basis, stood at 3.8% and 2.3%, respectively, both in line with our expectations.

For the twelve-month period ended December 31, 2017, net revenues from our EMEIA operating segment were $1,984.7 million, an increase of $199.7 million, or 11.2% compared to the same period in 2016. Acquisition growth and organic growth in net revenues, on a constant currency basis, stood at 10.6% and 4.6% respectively, both in line with our expectations. Foreign exchange had a negative impact due to the appreciation of the Canadian dollar versus most European currencies. The transportation & infrastructure and property & buildings market segments accounted for approximately 82% of the net revenues.

8.3.4 APAC

Net revenues from our APAC operating segment were $204.5 million in Q4 2017, an increase of $21.9 million, or 12.0% when compared to the same period in 2016. Acquisition growth and organic growth in net revenues, both on a constant currency basis, stood at 13.5% and 2.2%, respectively. The acquisition growth stemmed mainly from the Corporation's acquisition of Opus in Q4 2017, whose majority of net revenues were derived from its New Zealand operations. Our Australian operations delivered strong organic growth in net revenues, propelled by solid gains in most market segments. Our Asian operations continued to suffer from a slowdown in China's buildings sector, partially negating the strong performance from our Australian operations. Foreign exchange had a negative impact.

For the twelve-month period ended December 31, 2017, net revenues from our APAC operating segment were $744.0 million, an increase of $68.3 million, or 10.1% compared to the same period in 2016, stemming mainly from organic growth in net revenues from our Australian operations. Foreign exchange had a minor negative impact. The transportation & infrastructure and property & buildings market segments accounted for approximately 87% of the net revenues.

8.4 BACKLOG

	Q4 2017				
(in millions of dollars)	**Canada**	**Americas**	**EMEIA**	**APAC**	**Total**
Backlog*	$1,064.6	$2,120.7	$1,966.1	$1,210.2	$6,361.6
Soft backlog	$334.0	$1,327.9	$67.2	$141.8	$1,870.9

* *Non-IFRS measures are described in the 'Glossary' section.*

	Q3 2017				
(in millions of dollars)	**Canada**	**Americas**	**EMEIA**	**APAC**	**Total**
Backlog*	$1,010.3	$2,114.8	$1,881.3	$957.5	$5,963.9
Soft backlog	$376.9	$1,472.2	$180.0	$147.9	$2,177.0

* *Non-IFRS measures are described in the 'Glossary' section*

	Q4 2016				
(in millions of dollars)	**Canada**	**Americas**	**EMEIA**	**APAC**	**Total**
Backlog*	$914.5	$1,858.8	$1,971.5	$924.0	$5,668.8
Soft backlog	$509.0	$1,122.3	$238.8	$158.0	$2,028.1

* *Non-IFRS measures are described in the 'Glossary' section*

As at December 31, 2017, backlog stood at $6,361.6 million, representing 10.1 months of revenues, an increase of $397.7 million, or 6.7%, when compared to Q3 2017 and an increase of $692.8 million, or 12.2%, when compared to Q4 2016. On a constant currency basis, the Corporation's backlog organic growth was flat compared to Q3 2017 and grew 5.3% compared to Q4 2016. The timing of contract awards can have a significant impact on this metric.

In addition, the Corporation had a "soft backlog" of $1,870.9 million at the end of Q4 2017. The soft backlog relates to contracts for which the client has formally notified us of an award, where the value of work to be carried out may not have been specified or for which funding may not yet have been designated.

Due to the size of certain contracts and the time periods required to complete them, large fluctuations may arise when comparing this metric on a quarterly basis. Management believes that backlog should be viewed on a year-over-year basis, particularly when assessing organic growth at constant currency rates.

8.5 EXPENSES

The following table summarizes operating results expressed as a percentage of net revenues.

	Q4		YTD	
	2017	2016	2017	2016
(percentage of net revenues)	For the period from October 1 to December 31	For the period from September 25 to December 31	For the period from January 1 to December 31	For the period from January 1 to December 31
Net revenues*	100.0 %	100.0%	100.0 %	100.0 %
Personnel costs	78.0 %	74.4%	76.8 %	75.7 %
Occupancy costs	3.8 %	4.2%	4.2 %	4.6 %
Other operational costs[1]	8.7 %	11.2%	8.6 %	9.5 %
Share of earnings in associates	— %	—%	— %	— %
Adjusted EBITDA*	9.5 %	10.2%	10.4 %	10.2 %
Acquisition and integration costs*	0.8 %	1.1%	0.5 %	0.7 %
Amortization of intangible assets	1.9 %	1.5%	1.7 %	1.7 %
Depreciation of property and equipment	1.5 %	1.8%	1.5 %	1.6 %
Financial expenses	1.0 %	0.7%	0.8 %	0.8 %
Share of depreciation of associates	— %	0.1%	— %	— %
Income tax expenses	2.2 %	0.8%	1.9 %	1.4 %
Net earnings	2.1 %	4.2%	4.0 %	4.0 %

** Non-IFRS measures are described in the 'Glossary' section*

(1) Other operational costs include operation exchange loss or gain and interest income

Expenses consist of three major components: personnel costs, occupancy costs and other operational costs. Personnel costs include payroll costs for all employees related to the delivery of consulting services and projects, as well as administrative and corporate staff. Occupancy costs include rental and other related costs for the Corporation's office space occupied worldwide. Other operational costs include fixed costs such as, but not limited to, non-recoverable client services costs, technology costs, professional insurance costs, operational exchange gain or loss on foreign currencies and interest income.

Personnel costs, for the quarter, as a percentage of net revenues, were higher mainly due to having four less billable days in Q4 2017 compared to Q4 2016 as well as to lower US based FEMA operating margin related work. For the year, personnel costs, as a percentage of net revenues, were higher due to lower utilization rates in Sweden (due to the significant organic growth) and to lower US based FEMA operating margin related work.

The decrease in occupancy costs, as a percentage of net revenues, for both the quarter and the year-to-date period, compared to 2016, was mainly due to real estate consolidation resulting from past and present acquisition-related business integrations. Continuous optimization of the Corporation's real estate footprint pertaining to ongoing operations also impacted this metric positively.

The decrease in other operational costs, as a percentage of net revenues, for both the quarter and the year-to-date period, compared to 2016, was mainly due to continuous cost containment efforts and acquisition related synergies.

Acquisition and integration costs are items of financial performance which the Corporation believes should be excluded in understanding the underlying operational financial performance achieved, as they can vary significantly when comparing periods. The Corporation incurred acquisition and integration costs of $28.4 million for the twelve-month period ended December 31, 2017. These costs pertained mainly to real-estate consolidation costs related to the MMM Group Limited ("MMM") acquisition (Q4 2015), as well as to the

ongoing integration of Mouchel Limited ("Mouchel"), acquired in Q4 2016. Acquisition and integration costs pertaining to the acquisition of Opus in Q4 2017 amounted to approximately $6.1 million.

Finally, the Corporation also incurs expenses such as amortization of intangible assets and depreciation of property and equipment. Timing of business acquisitions and capital expenditures during the year impact quarterly comparison of these elements. For the twelve-month period ending December 31, 2017, these expenses remained stable when compared to the same twelve-month period in 2016.

8.6 ADJUSTED EBITDA BY SEGMENT

	Q4 2017				
(in millions of dollars, except percentages)	Canada	Americas	EMEIA	APAC	Total
Net Revenues*	$250.2	$493.1	$530.8	$204.5	$1,478.6
Adjusted EBITDA*					$140.0
Global Corporate costs					$16.0
Adjusted EBITDA before Global Corporate costs*	$34.8	$47.7	$51.8	$21.7	$156.0
Adjusted EBITDA Margin before Global Corporate costs*	13.9%	9.7%	9.8%	10.6%	10.6%

**Non-IFRS measures are described in the 'Glossary' section*

	Q4 2016				
(in millions of dollars, except percentages)	Canada	Americas	EMEIA	APAC	Total
Net Revenues*	$244.9	$400.4	$499.8	$182.6	$1,327.7
Adjusted EBITDA*					$135.3
Global Corporate costs					$11.8
Adjusted EBITDA before Global Corporate costs*	$23.4	$39.9	$61.5	$22.3	$147.1
Adjusted EBITDA Margin before Global Corporate costs*	9.6%	10.0%	12.3%	12.2%	11.1%

**Non-IFRS measures are described in the 'Glossary' section*

	YTD 2017				
(in millions of dollars, except percentages)	Canada	Americas	EMEIA	APAC	Total
Net Revenues*	$977.4	$1,650.5	$1,984.7	$744.0	$5,356.6
Adjusted EBITDA*					$555.2
Global Corporate costs					$59.0
Adjusted EBITDA before Global Corporate costs*	$120.6	$220.2	$197.0	$76.4	$614.2
Adjusted EBITDA Margin before Global Corporate costs*	12.3%	13.3%	9.9%	10.3%	11.5%

**Non-IFRS measures are described in the 'Glossary' section*

	YTD 2016				
(in millions of dollars, except percentages)	Canada	Americas	EMEIA	APAC	Total
Net Revenues*	$952.0	$1,482.4	$1,785.0	$675.7	$4,895.1
Adjusted EBITDA*					$499.0
Global Corporate costs					$50.5
Adjusted EBITDA before Global Corporate costs*	$91.3	$201.9	$190.3	$66.0	$549.5
Adjusted EBITDA Margin before Global Corporate costs*	9.6%	13.6%	10.7%	9.8%	11.2%

**Non-IFRS measures are described in the 'Glossary' section*

The increase in consolidated adjusted EBITDA before Global Corporate costs, in dollars, for both the quarter and year-to-date periods, compared to 2016, was mainly due to organic growth in net revenues, across all operating segments, and acquisition growth.

The decrease in consolidated adjusted EBITDA margin before Global Corporate costs, for the quarter, was mainly due to the impact of having four less billable days in Q4 2017 compared to Q4 2016.

The increase in consolidated adjusted EBITDA margin before Global Corporate costs, for the twelve-month period ending December 31, 2017, was mainly due to the strong performances from our Canadian and Australian operations.

The increase in adjusted EBITDA before Global Corporate costs and adjusted EBITDA margin before Global Corporate costs for our Canadian operating segment, for both the quarter and year-to-date periods, compared to 2016, were anticipated, however, slightly ahead of Management's expectations. Organic growth in net revenues and the right-sizing of the segment's operations, initiated in Q2 2016, were the catalysts which led to the strong performance for both periods.

The increase in adjusted EBITDA before Global Corporate costs for our Americas region, for both the quarter and year-to-date periods, compared to 2016, was mainly due to organic growth in net revenues.

The decrease in adjusted EBITDA margin before Global Corporate costs for our Americas region, for both the quarter and year-to-date periods, compared to 2016, was mainly due to a significant increase in lower adjusted EBITDA margin generating FEMA-related net revenues, compounded by a slowdown experienced in the US private sector building market segment in Q4 2017.

The decrease in adjusted EBITDA before Global Corporate costs for our EMEIA region, for the quarter, compared to 2016, was mainly due to having less billable hours compared to Q4 2016, impacting our Nordics region the most, given their time and material centric net revenues model. Delays in project starts from Q4 2017 to 2018 related to the UK private sector building market segment, as well as anticipated lower net revenues from our Middle East and South African regions, also had a negative impact.

The decrease in adjusted EBITDA margin before Global Corporate costs for our EMEIA region, for the quarter, compared to 2016, was mainly due to lower utilization rates experienced by our Swedish operations, as a result of significant organic growth, delays in project starts from Q4 2017 to 2018 related to the UK private sector building market segment, and anticipated lower margin work stemming from our Middle East and South African regions.

The increase in adjusted EBITDA for our EMEIA region for 2017, compared to 2016, was mainly due to organic and acquisition growth in net revenues. The decrease in adjusted EBITDA margin before Global Corporate costs for our EMEIA region for 2017, compared to 2016, was attributable to the same factors as for the quarter, excluding the billable hours differential component.

The decrease in adjusted EBITDA before Global Corporate costs in Q4 2017 for the APAC region, was mainly due to having four less billable days compared to Q4 2016. The increase in adjusted EBITDA before Global Corporate costs for 2017, compared to 2016, was due to both organic and acquisition growth in net revenues.

The decrease in adjusted EBITDA margin before Global Corporate costs in Q4 2017 for the APAC region, compared to Q4 2016, was mainly due to the anticipated low December operating margins generated by the acquired Opus operations; project execution timing also had an impact.

The increase in adjusted EBITDA margin before Global Corporate costs for 2017, compared to 2016, was mainly due to project wins and higher utilization rates attained by our Australian operations.

Global Corporate costs for the quarter and year-to-date periods, although higher when compared to the same periods in 2016, were in line with the Corporation's 2017 Global Corporate costs outlook run rate.

Numerous factors such as seasonality, project mix, pricing, competitive environments, project execution, cost increases, foreign exchange and employee productivity may have an impact on adjusted EBITDA margin before Global Corporate costs. As such, adjusted EBITDA margin before Global Corporate costs should be viewed as a year-over-year performance metric, as opposed to a quarter-over-quarter metric.

8.7 FINANCIAL EXPENSES

The Corporation's financial expenses relate mainly to interest expenses incurred on credit facilities, net finance expenses on pension obligations, exchange gains or losses pertaining to assets and liabilities in foreign currencies, gains or losses on disposal of available-for-sale assets and unrealized foreign exchange gains or losses pertaining to financial instruments. The Corporation uses its credit facilities to manage its working capital, capital expenditures and to finance business acquisitions.

Financial expenses, expressed as a percentage of net revenues, for the quarter, were higher compared to Q4 2016, mainly due to exchange losses pertaining to assets and liabilities in foreign currencies. For the year, financial expenses were stable when compared to 2016.

8.8 INCOME TAXES

In Q4 2017, an income tax expense of $32.2 million was recorded on earnings before income taxes of $62.5 million, representing an effective income tax rate of 51.5%. When compared to the Canadian statutory rate of 26.8%, the higher effective income tax rate was mainly due to US tax reform enacted in Q4 2017, as the Corporation had to reduce the value of its US based deferred tax assets and liabilities in line with the reduction of the US federal corporate income tax rate from 35.0% to 21.0%, effective January 1, 2018. Excluding this US tax reform related non-cash impact of $16.0 million, the Corporation's effective income tax rate for the quarter would have been 25.9%, lower than anticipated, mainly due to favourable adjustments related to prior years.

In Q4 2016, an income tax expense of $10.0 million was recorded on earnings before income taxes of $66.0 million, representing an effective income tax rate of 15.2%. When compared to the Canadian statutory rate of 26.9%, the lower effective income tax rate was mostly due to the impact of foreign tax rate differences and favourable adjustments related to prior years.

For the twelve-month period ended December 31, 2017, an income tax expense of $102.1 million was recorded on earnings before income taxes of $315.4 million, representing an effective income tax rate of 32.4%. When compared to the Canadian statutory rate of 26.8%, the higher effective income tax rate was mostly attributable to the same factors as specified for the quarter. Excluding the aforementioned US tax reform related non-cash impact, the Corporation's effective income tax rate for 2017 would have been 27.3%, in line with previously disclosed 2017 outlook. The reduction in the US corporate income tax rate will reduce the Corporation's consolidated effective income tax rate in 2018 and future years (see section 19 "Outlook").

For the twelve-month period ended December 31, 2016, an income tax expense of $67.1 million was recorded on earnings before income taxes of $265.8 million, representing an effective income tax rate of 25.2%.

8.9 NET EARNINGS AND NET EARNINGS PER SHARE

In Q4 2017, the Corporation's net earnings attributable to shareholders were $30.3 million, or $0.29 per share on a diluted basis, compared to $56.0 million, or $0.55 per share on a diluted basis, for the same period in 2016. The decreases in net earnings attributable to shareholders and in net earnings attributable to shareholders per share, were mainly due to having four less billable days in Q4 2017, compared to Q4 2016, and to US tax reform enactment which resulted in the recording of a significant non-cash income tax expense in the quarter.

For the twelve-month period ended December 31, 2017, the Corporation's net earnings attributable to shareholders were $213.3 million, or $2.08 per share on a diluted basis, compared to $199.1 million, or $1.97 per share on a diluted basis, for the same period in 2016. The increases in net earnings attributable to

shareholders and in net earnings attributable to shareholders per share, were mainly due to organic growth in net revenues and improvement in adjusted EBITDA margin. The recording of a significant non-cash income tax expense in Q4 2017, due to US tax reform enactment, had a negative impact on these metrics.

Net earnings per share is a commonly used metric to measure a corporation's performance. However, Management believes that in the context of highly acquisitive companies or consolidating industries such as in engineering and construction, adjusted net earnings per share, adjusted net earnings excluding amortization of intangible assets related to acquisitions per share (due to the application of various accounting policies in relation to the allocation of purchase price to goodwill and intangible assets), funds from operations per share and free cash flow per share, are more effective measures to assess performance against its peer group. These measures are reviewed in sections 8.10 and 8.11.

8.10 RECONCILIATION OF NET EARNINGS, ADJUSTED NET EARNINGS AND ADJUSTED NET EARNINGS EXCLUDING AMORTIZATION OF INTANGIBLE ASSETS RELATED TO ACQUISITIONS

	Q4		YTD	
	2017	2016	2017	2016
(In millions of dollars, except number of shares and per share data)	For the period from October 1 to December 31	For the period from September 25 to December 31	For the period from January 1 to December 31	For the period from January 1 to December 31
Net earnings attributable to shareholders	**$30.3**	**$56.0**	**$213.3**	**$199.1**
Acquisition and integration costs*	$12.3	$15.1	$28.4	$32.9
Income taxes related to acquisition and integration costs	$(3.2)	$(2.3)	$(7.8)	$(8.3)
Adjusted net earnings*	**$39.4**	**$68.8**	**$233.9**	**$223.7**
Adjusted net earnings per share*	**$0.38**	**$0.68**	**$2.28**	**$2.22**
Amortization of intangible assets related to acquisitions	$18.8	$15.2	$63.6	$63.2
Income taxes related to amortization of intangible assets related to acquisitions	$(4.9)	$(2.3)	$(17.4)	$(15.9)
Adjusted net earnings excluding amortization of intangible assets related to acquisitions *	**$53.3**	**$81.7**	**$280.1**	**$271.0**
Adjusted net earnings excluding amortization of intangible assets related to acquisitions per share*	**$0.52**	**$0.81**	**$2.73**	**$2.69**
Basic weighted average number of shares	103,084,862	101,257,040	102,448,943	100,883,512

** Non-IFRS measures are described in the 'Glossary' section*

Adjusted net earnings stood at $39.4 million, or $0.38 per share in Q4 2017, compared to $68.8 million, or $0.68 per share in Q4 2016. The decrease in these metrics was mainly due to having four less billable days in Q4 2017 compared to Q4 2016 and to the recording of a significant non-cash income tax expense due to US tax reform enactment.

For the twelve-month period ended December 31, 2017, adjusted net earnings stood at $233.9 million, or $2.28 per share, compared to $223.7 million, or $2.22 per share compared to the same period in 2016. The increase in adjusted net earnings and in adjusted net earnings per share was mainly due to growth in net revenues and improvement in adjusted EBITDA margins. US tax reform non-cash adjustment recorded in Q4 2017 had a negative impact.

Adjusted net earnings excluding amortization of intangible assets related to acquisitions, stood at $53.3 million, or $0.52 per share in Q4 2017 and $280.1 million, or $2.73 per share for the twelve-month period ended December 31, 2017, compared to $81.7 million, or $0.81 per share and $271.0 million, or $2.69 per share, respectively, for the comparable periods in 2016.

The decreases for the quarter and the increases for the year-to-date period, for adjusted net earnings excluding amortization of intangible assets related to acquisitions and adjusted net earnings excluding amortization of intangible assets related to acquisitions per share, were attributable to the same factors as for the adjusted net earnings and adjusted net earnings per share metrics.

8.11 FUNDS FROM OPERATIONS AND FREE CASH FLOW

	Q4		YTD	
	2017	**2016**	**2017**	**2016**
(in millions of dollars, except per share data and number of shares)	For the period from October 1 to December 31	For the period from September 25 to December 31	For the period from January 1 to December 31	For the period from January 1 to December 31
Cash flows from operating activities	$330.4	$303.9	$395.4	$386.8
Excluding:				
Change in non-cash working capital items	$219.0	$190.6	$(37.8)	$(2.8)
Funds from operations*	**$111.4**	**$113.3**	**$433.2**	**$389.6**
Funds from operations per share*	**$1.08**	**$1.12**	**$4.23**	**$3.86**
Including:				
Change in non-cash working capital items	$219.0	$190.6	$(37.8)	$(2.8)
Less:				
Net capital expenditures	$31.8	$50.1	$99.3	$141.9
Free cash flow*	**$298.6**	**$253.8**	**$296.1**	**$244.9**
Free cash flow per share*	**$2.90**	**$2.51**	**$2.89**	**$2.43**
Basic weighted average number of shares	103,084,862	101,257,040	102,448,943	100,883,512

* *Non-IFRS measures are described in the "Glossary" section*

8.11.1 FUNDS FROM OPERATIONS

Funds from operations is a measure used by the Corporation to provide Management and investors with a proxy of cash generated from operating activities before changes in non-cash working capital items.

In Q4 2017, the Corporation generated funds from operations of $111.4 million, or $1.08 per share, stable when compared to $113.3 million or $1.12 per share in Q4 2016.

For the twelve-month period ended December 31, 2017, the Corporation generated funds from operations of $433.2 million, or $4.23 per share, compared to $389.6 million, or $3.86 per share, for the same period in 2016. The increase in funds from operations was mainly due to higher net earnings stemming from organic and acquisition growth in net revenues, as well as from adjusted EBITDA margin improvement.

8.11.2 FREE CASH FLOW

Free cash flow is an indication of the Corporation's continuing capacity to generate discretionary cash from operations and other activities. It represents cash flows for the period available for the suppliers of capital, which are the Corporation's creditors and shareholders.

The Corporation generated free cash flow of $298.6 million, or $2.90 per share in Q4 2017, compared to $253.8 million, or $2.51 per share in Q4 2016. The increase in free cash flow was due to positive variation in non-cash working capital items as well as to lower net capital expenditures incurred in 2017, compared to 2016.

For the twelve-month period ended December 31, 2017, the Corporation's free cash flow was $296.1 million, or $2.89 per share compared to $244.9 million, or $2.43 per share for the same period in 2016. The increase in free cash flow was mainly due to higher net earnings stemming from organic and acquisition growth in net revenues and adjusted EBITDA margin improvement, as well as to lower net capital expenditures incurred in 2017, compared to 2016.

9 LIQUIDITY

	Q4		YTD	
	2017	2016	2017	2016
(in millions of dollars)	For the period from October 1 to December 31	For the period from September 25 to December 31	For the period from January 1 to December 31	For the period from January 1 to December 31
Cash flows generated from (used in) operating activities	$330.4	$303.9	$395.4	$386.8
Cash flows generated from (used in) financing activities	$(76.3)	$(41.7)	$(52.6)	$(26.5)
Cash flows from (used in) investing activities	$(260.3)	$(192.0)	$(394.5)	$(309.1)
Effect of exchange rate change on cash	$5.0	$(15.7)	$(0.2)	$(22.9)
Net change in cash position	**$(1.2)**	**$54.5**	**$(51.9)**	**$28.3**
Dividends paid	**$18.2**	**$16.3**	**$70.4**	**$68.0**
Net capital expenditures	**$31.8**	**$50.1**	**$99.3**	**$141.9**

9.1 OPERATING ACTIVITIES

Cash generated from operating activities in Q4 2017 was $330.4 million, compared to $303.9 million in Q4 2016. The increase in cash generated from operating activities was mainly a positive variation in change in non-cash working capital items.

Cash generated from operating activities for the twelve-month period ended December 31, 2017 was $395.4 million, compared to $386.8 million for the same period in 2016. The increase in cash generated from operating activities was mainly due to higher net earnings.

9.2 FINANCING ACTIVITIES

For the fourth quarter of 2017, cash used in financing activities was $76.3 million, compared to $41.7 million in Q4 2016. During the quarter, the Corporation repaid $33.4 million pertaining to its credit facility, issued shares for $0.3 million, repaid $25.0 million in miscellaneous liabilities, including interest and paid dividends to shareholders of $18.2 million. In Q4 2016, the Corporation repaid $11.7 million pertaining to its credit facility, repaid miscellaneous liabilities, including interest and finance costs of $13.7 million and paid dividends to shareholders totaling $16.3 million.

For the twelve-month period ended December 31, 2017, cash used in financing activities was $52.6 million, compared to $26.5 million for the same period in 2016. During the twelve-month period ended December 31, 2017, the Corporation drew $66.8 million from its credit facility, issued shares for $2.6 million, repaid $51.6 million in miscellaneous liabilities, including interest and paid dividends to shareholders of $70.4 million. For the same period in 2016, the Corporation drew $81.4 million from the credit facility, repaid miscellaneous liabilities, including interest and finance costs of $38.6 million and paid dividends to shareholders and a non-controlling interest totaling $69.3 million.

9.3 INVESTING ACTIVITIES

For the fourth quarter of 2017, cash used in investing activities was $260.3 million, compared to $192.0 million in Q4 2016. The Corporation disbursed cash pertaining to past and present year/s business acquisitions of $227.8 million and acquired $34.4 million in equipment and intangible assets in Q4 2017, compared to $143.1 million and $50.6, respectively, for the same period in 2016.

For the twelve-month period ended December 31 2017, cash used in investing activities was $394.5 million, compared to $309.1 million for the same period in 2016. During the twelve-month period ended December 31, 2017, the Corporation disbursed cash pertaining to past and present year/s business acquisitions of $291.9 million and acquired $104.1 million in equipment and intangible assets, compared to $166.9 million and $144.4 million, respectively, for the same period in 2016.

9.4 NET DEBT

	2017	**2016**
(in millions of dollars)	As at December 31	As at December 31
Financial liabilities [(1)]	$1,229.9	$1,082.1
Less: Cash	$(185.1)	$(230.8)
Net debt*	$1,044.8	$851.3
Trailing twelve months adjusted EBITDA*	$555.2	$499.0

* *Non-IFRS measures are described in the 'Glossary' section*

(1) Financial liabilities consist of long-term debt and other financial liabilities, including current portions.

As at December 31, 2017, the Corporation's statement of financial position remained strong and showed a good mix of debt and equity. The Corporation had a net debt position of $1,044.8 million and a trailing twelve- month net debt to adjusted EBITDA ratio of 1.9x. Incorporating a full twelve-month adjusted EBITDA for all acquisitions, the ratio stand at 1.8x.

9.5 DIVIDENDS

On October 16, 2017, the Corporation declared a quarterly dividend of $0.375 per common share to holders of common shares on record as of December 31, 2017, which was paid on January 15, 2018. As at December 31, 2017, 103,160,592 shares were issued and outstanding, compared to 101,371,137 as at December 31, 2016. During the fourth quarter of 2017, part of the third quarter dividend paid was reinvested into 399,010 common shares under the DRIP. The aggregate dividends declared in the fourth quarter of 2017 were $38.7 million, compared to $38.5 million for the third quarter of 2017. Holders of 51,268,010 shares, representing 49.7% of all outstanding shares as at December 31, 2017, elected to participate in the DRIP. As a result, from the total dividends paid on January 15, 2018, $19.2 million was reinvested in shares of the Corporation. The net cash outflow, on January 15, 2018, was $19.5 million for the fourth quarter dividend payment.

The board of directors of the Corporation (the "Board") has determined that the current level of quarterly dividend is appropriate based on the Corporation's current earnings and operational financial requirements. The dividend is currently expected to remain at this level subject to the Board's ongoing assessment of the Corporation's future requirements, financial performance, liquidity, and other factors that the Board may deem relevant. The actual amount of any dividend, as well as each declaration date, record date and payment date is subject to the discretion of the Board. Some information in this section constitutes forward-looking information. Please refer to the "Forward-Looking Statements" section of this MD&A.

9.6 STOCK OPTIONS

As at March 14, 2018, 729,328 stock options were outstanding at exercise prices ranging from $35.12 to $59.75.

9.7 CAPITAL RESOURCES

(in millions of dollars)	2017 As at December 31	2016 As at December 31
Cash	$185.1	$230.8
Available syndicated credit facility	$584.7	$495.8
Other credit facilities	$80.2	$19.4
Available short-term capital resources	**$850.0**	**$746.0**

The Corporation believes that its cash flows from operating activities, combined with its available short-term capital resources, will enable it to support its growth strategy, its working capital requirements and planned capital expenditures and provide its shareholders with a return on their investment.

9.8 CREDIT FACILITY

The Corporation has in place, as at December 31, 2017, a credit facility with a syndication of financial institutions providing for a maximum amount of US$1,400.0 million. The credit facility is available (i) for general corporate purposes, working capital and capital expenditure requirements of the Corporation, and (ii) for financing future business acquisitions. Under this credit facility, the Corporation is required, among other conditions, to respect certain covenants on a consolidated basis. The main covenants are in regard to its consolidated net debt to consolidated adjusted EBITDA and the fixed charge coverage ratios. Management reviews compliance with these covenants on a quarterly basis in conjunction with filing requirements under its credit facility. All covenants were met as at December 31, 2017.

10 EIGHT QUARTER SUMMARY

	2017					2016			
	Total	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**
(in millions of dollars, except per share data)	Trailing twelve months	For the period from October 1 to December 31	For the period from July 2 to September 30	For the period from April 2 to July 1	For the period from January 1 to April 1	For the period from September 25 to December 31	For the period from June 26 to September 24	For the period from March 27 to June 25	For the period from January 1 to March 26
Results of operations									
Revenues	$6,942.2	$1,954.3	$1,636.8	$1,717.2	$1,633.9	$1,798.4	$1,552.5	$1,545.7	$1,483.0
Net revenues*	$5,356.6	$1,478.6	$1,286.2	$1,315.9	$1,275.9	$1,327.7	$1,189.8	$1,215.5	$1,162.1
Adjusted EBITDA*	$555.2	$140.0	$160.4	$140.3	$114.5	$135.3	$147.2	$125.0	$91.5
Net earnings (loss) attributable to shareholders	$213.3	$30.3	$72.6	$62.8	$47.6	$56.0	$63.3	$52.2	$27.6
Basic net earnings (loss) per share		$0.29	$0.71	$0.61	$0.47	$0.55	$0.63	$0.52	$0.28
Diluted net earnings (loss) per share		$0.29	$0.71	$0.61	$0.47	$0.55	$0.63	$0.52	$0.28
Backlog*		$6,361.6	$5,963.9	$5,864.6	$5,985.3	$5,668.8	$5,371.2	$5,667.4	$5,529.7
Dividends									
Dividends declared	$153.8	$38.7	$38.5	$38.4	$38.2	$38.0	$37.8	$37.6	$37.4
Dividends declared, per share	$1.50	$0.375	$0.375	$0.375	$0.375	$0.375	$0.375	$0.375	$0.375

** Non-IFRS measures are described in the "Glossary" section*

In each of the last eight quarters, the Corporation declared dividends of $0.375 per share.

11 ANALYSIS OF SELECTED ANNUAL INFORMATION

In thousands of dollars, except per share data	2017	2016	2015
Revenues	$6,942.2	$6,379.6	$6,064.0
Net revenues*	$5,356.6	$4,895.1	$4,486.8
Net earnings attributable to shareholders	$213.3	$199.1	$188.8
Net earnings per share attributable to shareholders			
Basic	$2.08	$1.97	$2.05
Diluted	$2.08	$1.97	$2.05
Total assets	$6,523.6	$6,128.7	$6,167.1
Financial liabilities (1)	$1,229.9	$1,082.1	$1,012.9
Dividends declared to shareholders	$153.8	$150.8	$141.2

* *Non-IFRS measures are described in the "Glossary" section.*
(1) Financial liabilities consist of long-term debt and other financial liabilities, including current portions.

Revenues and net revenues increased through organic growth and acquisitions completed in 2015, 2016 and 2017. All acquisitions had a direct impact not only on revenues but also on total assets since assets acquired, including intangible assets and goodwill, are recorded after each acquisition.

The incurrence of acquisition and integration costs in all three years, as well as the timing in the issuance of capital, directly related to acquisitions, impacted net earnings per share attributable to shareholders.

Financial liabilities increased from 2015 to 2017 as the Corporation financed its acquisitions, in part, with its credit facility.

In 2015, 2016 and 2017, the Corporation declared and paid quarterly dividends totaling $1.50 per common share annually to its shareholders.

12 GOVERNANCE

12.1 INTERNAL CONTROL OVER FINANCIAL REPORTING

The Corporation's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and have caused them to be designed under their supervision to provide reasonable assurance that:

- Material information related to the Corporation is made known to them by others, particularly during the period in which the annual filings are being prepared; and
- Information required to be disclosed by the Corporation in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

The CEO and CFO have evaluated or caused to be evaluated under their supervision, the effectiveness of the Corporation's DC&P and based on the evaluation, the CEO and CFO have concluded that the design and operation of the Corporation's DC&P were effective as at December 31, 2017.

The CEO and CFO have also designed internal controls over financial reporting ("ICFR") or have caused ICFR to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Based on their evaluation carried out to assess the effectiveness of the Company's ICFR, the CEO and CFO have concluded that ICFR were designed and operated effectively as at December 31, 2017 using the Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 COSO Framework).

Due to the inherent limitations of DC&P and ICFR, Management does not expect that DC&P and ICFR can prevent or detect all errors or intentional misstatements resulting from fraudulent activities.

The CEO and the CFO have limited the scope of their design of DC&P and ICFR to exclude controls, policies and procedures of the POCH, ConCol and Opus business acquisitions which were completed on July 15, 2017, October 31, 2017 and December 4, 2017, respectively, as permitted by the Canadian Securities Administrators' National Instrument 52-109 for 365 days following an acquisition.

There were no changes in the Corporation's ICFR that occurred during the period beginning on October 1, 2017 and ended on December 31, 2017, that have materially affected, or are reasonably likely to materially affect, the Corporation's ICFR. Controls will continue to be periodically analyzed in order to sustain a continuous improvement.

12.2 RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board has oversight responsibilities for reported information. Accordingly, the Audit Committee and the Board of WSP have reviewed and approved the audited consolidated financial statements for the years ended December 31, 2017, and 2016, and this MD&A, before their publication.

13 SIGNIFICANT ACCOUNTING POLICIES

The Corporation's significant accounting policies are described in notes 2 and 3 of its audited consolidated financial statements for the year ended December 31, 2017.

The preparation of the financial statements requires Management to make estimates and judgments that affect the reported amounts of assets and liabilities and equity and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.

Estimates and judgments are continually evaluated and are based on historical trends and other factors, including expectations of future events that are likely to materialize under reasonable circumstances. The following discussion sets forth Management's:

- Most critical estimates and assumptions in determining the value of assets and liabilities; and
- Most critical judgments in applying accounting policies.

CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

The Corporation makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Cost and anticipated profits in excess of billings

The Corporation values its costs and anticipated profits in excess of billings based on the time and materials charged into each project. Costs and anticipated profits in excess of billings for each project are reviewed on a monthly basis to determine whether the amount is a true reflection of the amount that will be invoiced on the project. Where the review determines that the value of costs and anticipated profits in excess of billings exceed the amount that can be invoiced, adjustments are made to the costs and anticipated profits in excess of billings. The valuation of costs and anticipated profits in excess of billings involves estimates of the volume of work required to complete the project. Changes in the estimation of work required to complete the projects could lead to the undervaluation or overvaluation of costs and anticipated profits in excess of billings.

Identifiable intangible assets and goodwill

Identifiable intangible assets and goodwill, excluding software and non-competition agreements, represented $3,267.0 million of total assets on the consolidated statement of financial position as at December 31, 2017 ($3,076.9 million as at December 31, 2016). These assets arise out of business combinations and the Corporation applies the acquisition method of accounting to these transactions. In measuring the fair value of the assets acquired and the liabilities assumed and estimating their useful lives, Management used significant estimates and assumptions regarding cash flow projections, economic risk and weighted average cost of capital.

These estimates and assumptions determine the amount allocated to other identifiable intangible assets and goodwill, as well as the amortization period for identifiable intangible assets with finite lives. If results differ from estimates, the Corporation may increase amortization or impairment charges.

Claims provisions

In the normal course of business the Corporation faces legal proceedings for work carried out on projects. The Corporation has professional liability insurance in order to manage risks related to such proceedings. Management estimates the claims provisions, based on advice and information provided by its legal advisors and on its own past experience in the settlement of similar proceedings. Final settlements could have an effect on the financial position or operating results of the Corporation.

Retirement benefit obligations

The present value of obligations is calculated on an actuarial basis which depends on a number of assumptions relating to the future. These key assumptions are assessed regularly according to market conditions and data available to Management.

Income taxes

The Corporation is subject to income tax laws and regulations in several jurisdictions. An estimate is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Corporation recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due in the future. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate, on the basis of amounts expected to be paid to the tax authorities.

CRITICAL JUDGEMENTS IN APPLYING THE CORPORATION'S ACCOUNTING POLICIES

Deferred tax assets

The assessment of the probability of future taxable income in which deferred tax assets can be utilized is based on the Corporation's most recent approved budget forecast, which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in the numerous jurisdictions in which the Corporation operates are also carefully taken into consideration. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by Management based on the specific facts and circumstances.

14 FUTURE ACCOUNTING STANDARDS

The following standards have been issued, but were not yet effective as at December 31, 2017:

IFRS 9 – Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9, "Financial Instruments" concerning classification and measurement, impairment and hedge accounting, to supersede IAS 39, "Financial Instruments: Recognition and Measurement". IFRS 9 will be effective for years beginning on or after January 1, 2018 with early adoption permitted. The Corporation has analyzed the impact of the adoption of IFRS 9 on the Corporation's consolidated statement of financial position and consolidated statements of earnings and comprehensive income and cash flows. The impact is not expected to be significant.

IFRS 15 – Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15, "Revenue from Contracts with Customers". IFRS 15 replaces all previous revenue recognition standards, including IAS 18, "Revenue". In September 2015, the IASB deferred the effective date of IFRS 15 from January 1, 2017 to annual periods beginning on or after January 1, 2018, with early adoption permitted. The Corporation has analyzed the impact of the adoption of IFRS 15 on the Corporation's consolidated statement of financial position and consolidated statements of earnings and comprehensive income. No impact is expected from the adoption of this standard.

IFRS 16 – Leases

In January 2016, the IASB issued IFRS 16, "Leases", which will replace IAS 17, "Leases". The new standard requires lessees to recognize a lease liability reflecting future lease payments and a "right-of-use-asset" for virtually all lease contracts, and record it on the statement of financial position, except with respect to lease contracts that meet limited exception criteria. As the Corporation has significant contractual obligations in the form of operating leases (note 26) under IAS 17, there will be a material increase to both assets and liabilities upon the adoption of IFRS 16, and material changes to the timing of recognition of expenses associated with lease arrangements. The new standard will be effective January 1, 2019.

The Corporation has not yet quantified the effect of this standard nor does it intend at this time to early adopt this standard until the mandatory effective date.

The following accounting interpretations by the International Financial Reporting Interpretation Committee ("IFRIC") will be effective January 1, 2018, and January 1, 2019, respectively.

IFRIC 22, Foreign Currency Transactions and Advance Consideration (effective January 1, 2018)

In December 2016, the IASB issued IFRIC 22 which provides an interpretation on how to determine the date of the transaction when applying the standard on foreign currency transactions, IAS 1. The interpretation applies where an entity pays or receives consideration in advance for foreign currency-denominated contracts. The date of the transaction determines the exchange rate to be used on initial recognition of the related asset, expense or income. This interpretation provides guidance for when a single payment or receipt is made, as well as for situations where multiple payments or receipts are made and aims to reduce diversity in practice. No significant impact is expected from the adoption of this accounting interpretation.

IFRIC 23, Uncertainty Over Income Tax Treatments (effective January 1, 2019)

In June 2017, the IFRS Interpretations Committee issued IFRIC 23 which clarifies how the recognition and measurement requirements of IAS 12, Income Taxes, are applied where there is uncertainty over income tax treatments.

The Corporation is currently assessing the impact of the adoption of this accounting interpretation on its financial statements.

There are no other IFRS (or IFRIC) interpretations that are not yet effective that would be expected to have a material impact on the Corporation.

15 FINANCIAL INSTRUMENTS

Foreign currency risk

The Corporation operates internationally which significantly increases its exposure to the currency risk arising from its operating activities denominated in US dollars, Sterling pounds, Swedish kronas and Euros and to its net assets in foreign operations. These risks are partially offset by purchases and operating expenses incurred in the same currencies. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates, and where a change in exchange rates would have a direct impact on net earnings of the Corporation.

The Corporation uses some financial instruments to manage the exposure to fluctuations of foreign currency exchange rates. It does not hold or use any derivative instruments for trading purposes. Foreign exchange translation gains and losses on net investments and the effective portions of gains and losses on instruments hedging the net investments are recorded in the consolidated statement of comprehensive income.

In order to reduce the risk related to fluctuation in foreign currency exchange rates, the Corporation designated long term debt denominated in US dollars and Sterling pounds as the hedging instrument of net investments in US dollars and Sterling pounds.

Credit risk

The Corporation's credit risk is principally attributable to its trade receivables. The amounts presented in the balance sheet are net of an allowance for doubtful accounts, estimated by the Corporation's Management and based, in part, on the age of the specific receivable balance and the current and expected collection trends. Generally, the Corporation does not require collateral or other security from customers for trade accounts receivable; however, credit is extended following an evaluation of creditworthiness. In addition, the Corporation performs ongoing credit reviews of all its customers and establishes an allowance for doubtful accounts when the likelihood of collecting the account has significantly diminished. The Corporation believes that the credit risk of accounts receivable is limited. During the year ended December 31, 2017, bad debts accounted for were adequate.

The Corporation mitigates its credit risk by providing services to diverse clients in various industries, countries and sectors of the economy.

16 RELATED PARTY TRANSACTIONS

The Corporation has control over its subsidiaries and they are consolidated in the consolidated financial statements. Some agreements are in place with structured entities; these entities provide different services, mainly in the architecture industry. These management agreements provide the Corporation with control over the management and operations of these entities. The Corporation also receives a management fee and has an obligation regarding their liabilities and losses. Based on these facts and circumstances, Management has concluded that these entities are controlled by the Corporation and, therefore, consolidated them in the financial statements.

Transactions among subsidiaries and structured entities are entered into in the normal course of business and on an arm's length basis. All intercompany balances and operations are eliminated.

The Corporation conducts certain activities in joint arrangements which qualify as joint operations. These joint operations are accounted for by the Corporation recording its pro rata share of the assets, liabilities, revenues, costs and cash flows using the most recent financial statements of these joint arrangements available.

Transactions with subsidiaries, structured entities, associates and joint arrangements are further described in the Corporation's audited consolidated financial statements for the year ended December 31, 2017.

Key management personnel have the authority and the responsibility to plan, direct and control the activities of the Corporation. They include members of the Board of Directors, the President and CEO, the CFO and the members of the global leadership team. Total compensation to key management personnel in 2017 was $23.5 million.

17 OFF-BALANCE SHEET AGREEMENTS

The Corporation does not engage in the practice of off-balance sheet financing, except for the use of certain operating leases for office space, computer equipment, vehicles and letters of credit. In accordance with IFRS, neither the lease liability nor the underlying asset is carried on the balance sheet as the terms of the leases do not meet the criteria for capitalization.

18 CONTRACTUAL OBLIGATIONS

The following tables provide a summary of the Corporation's long-term contractual obligations (including interest):

In millions of dollars	1 year	2 years	3 years	4 years	5 years	More than 5 years	Total
Long-term debts*	$287.8	$28.9	$941.1	$—	$—	$—	$1,257.8
Other non-current financial liabilities*	$45.8	$18.2	$9.0	$—	$—	$—	$73.0

** Including current portion.*

In millions of dollars	1 year	2 years	3 years	4 years	5 years	More than 5 years	Total
Operating lease commitments	$187.0	$168.7	$152.6	$132.0	$260.5	$242.0	$1,142.8

The Corporation is committed under the terms of contractual obligations with various expiration dates, primarily for the rental of office space and computer equipment.

The Corporation generates cash flows from its operations and has available credit facilities to meet all of its contractual obligations in the future.

19 OUTLOOK

This outlook is provided on March 14, 2018, as part of the 2017 MD&A in relation to the year ended December 31, 2017 financial results to assist analysts and shareholders in formalizing their respective views on 2018. The reader is cautioned that using this information for other purposes may be inappropriate. These measures are subject to change. The information set out in this section constitutes forward-looking information. Please refer to the "Forward-Looking Statements" section of this MD&A.

The following table summarizes our expected ranges for various measures for 2018 as at March 14, 2018:

	2018 TARGET RANGE
Net revenues*	Between $5,700 million and $5,900 million
Adjusted EBITDA*	Between $610 million and $660 million
Seasonality and adjusted EBITDA* fluctuations	Q1: 18% to 21% Q2: 25% to 28% Q3: 26% to 29% Q4: 24% to 27%
Tax rate	23% to 25%
DSO*	80 to 85 days
Amortization of intangible assets related to acquisitions	Between $60 million and $70 million
Capital expenditures	Between $115 million and $125 million
Net debt to adjusted EBITDA*	1.5x to 2.0x
Acquisition and integration costs*	Between $40 million and 50 million[1)]

* *Non-IFRS measures are described in the "Glossary" section.*

1) *Due mainly to personnel and real estate integration costs related to the acquisition of Opus completed in Q4 2017, and to real estate integration costs pertaining to the Mouchel acquisition completed in Q4 2016.*

The target ranges presented in the preceding table have been prepared assuming there will be no fluctuations in foreign exchange rate in markets in which the Corporation operates. In the 2018 forecast, the Corporation has considered numerous economic and market assumptions regarding the competition, political environment and economic performance of each region where it operates. In preparing its 2018 forecast, the Corporation also assumed that economic factors and market competition in regions where it operates will remain stable.

The forecast has been prepared using tax rates enacted as of December 31, 2017, in the countries in which the Corporation currently operates and assumed no change in the tax law applicable to such countries. In the 2018 forecast, the Corporation has not considered any dispositions, mergers, business combinations and other transactions that may occur after the publication of the March 14, 2018 MD&A. The Corporation cautions that the assumptions used to prepare the 2018 forecast could be incorrect or inaccurate. Accordingly, the Corporation's actual results could differ materially from the Corporation's expectations as set out in this MD&A.

FEMA-related revenues generated in fiscal 2017, specifically in Q4 2017, significantly impacted the organic growth in net revenues metric reported by the Corporation in 2017. FEMA-related revenues, due to their nature, cannot be predicted with any measure of accuracy. As such, taking into consideration FEMA-related net revenues generated in 2017, in excess of Management's expectations and not anticipated to reoccur in 2018, the Corporation foresees 2018 consolidated organic growth in net revenues, spanning across all reportable operating segments, on a constant currency basis, in the 1% to 4% range.

Global Corporate costs for 2018 are expected to range between $75 and $80 million. The increase in Global Group costs over 2017 is mainly due to higher anticipated costs associated with the expansion of Corporation's existing key employee retention programs, mainly the LTIP programs, in line with its peer group.

As well, the Corporation has budgeted for a series of group initiatives expected to improve regional operating margins, increasing the Global Corporate 2018 cost pool.

Reportable Operating Segment Outlook

Canada

We expect our Canadian operations to build on their strong 2017 results, and improve operating margins across most market segments. With backlog over a billion dollars at the end 2017 and good prospects for 2018, the Corporation anticipates steady organic growth in net revenues in the low to mid single digit range, throughout the year.

Americas

The Corporation anticipates a solid 2018 for the Americas reporting segment. Infrastructure spending in the US is anticipated to remain strong and the integrations of POCH and ConCol are expected to deliver synergies that should lead to improvement in operating margins. On the organic growth in net revenues front, we anticipate it to be in the mid to high single digits throughout the first three quarters of the year, followed by significant negative organic growth in net revenues in Q4 2018, due to the substantial FEMA net revenues recognized in Q4 2017, for which we cannot anticipate will reoccur year-over-year.

The Corporation anticipates organic growth in net revenues for the Americas operating segment in the low single digits in 2018.

EMEIA

The Nordics region is once again expected to deliver solid results in 2018. Organic growth in net revenues is anticipated to range in mid to high single digits; operating margins improvement is also anticipated as the significant increase in headcount experienced in 2017 should translate into higher utilization rates in 2018.

The UK's growth prospects for 2018 will be driven by large public sector work. Although Brexit concerns continue to linger, the Corporation anticipates modest organic growth in net revenues, in the low single digits, with the bulk of it concentrated in the second and third quarters of 2018.

The Corporation's prospects for the Middle East and South African operations remain muted for 2018. Both regions are anticipated to deliver negative organic growth in net revenues as we foresee difficult economic conditions in those geographies persisting in 2018. These two regions represented less that 6.0% of the Corporation's 2017 net revenues.

On a consolidated basis, our EMEIA reportable operating segment is anticipated to post organic growth in net revenues in the low single digits.

APAC

The Corporation anticipates another solid year for its Australian operations with organic growth in net revenues expected in the mid to high single digits, with the infrastructure market segment at the forefront of the growth prospects for 2018.

In Asia, a continuing slowdown in the buildings market is anticipated to lead to negative organic growth in net revenues for the year. Cost containment efforts will be deployed to limit operating margin deterioration, and other action plans have been put in place to remediate the situation going forward.

The integration of Opus, acquired in Q4 2017, is proceeding well. Although their contribution will deliver mostly net revenues acquisition growth for the year, we anticipate the correlated adjusted EBITDA, as well as cost synergies, to provide a solid boost to the Corporation's net earnings in 2018.

On a consolidated basis, we anticipated the APAC region to deliver organic growth in net revenues in the low single digits for 2018.

20 FORWARD-LOOKING STATEMENTS

In addition to disclosure of historical information, the Corporation makes or provides statements or information in this MD&A that are not based on historical facts and which are considered to be forward-looking information or forward-looking statements under Canadian securities laws. These statements relate to future events or future performance, including future-oriented financial information, and reflect the expectations of Management regarding the growth, results of operations, performance and business prospects and opportunities of the Corporation or its industry.

This MD&A contains forward-looking statements, including the Outlook in section 19. Forward-looking statements can typically be identified by terminology such as “may”, “will,”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “forecast”, “project”, “intend”, “target”, “potential”, “continue” or the negative of these terms or terminology of a similar nature. Such forward-looking statements reflect current beliefs of Management and are based on certain factors and assumptions as set

forth in this MD&A, which by their nature are subject to inherent risks and uncertainties. While the Corporation considers these factors and assumptions to be reasonable based on information available as of March 14, 2018, actual events or results could differ materially from the results, predictions, forecasts, conclusions or projections expressed or implied in the forward-looking statements.

In evaluating these forward-looking statements, investors should specifically consider various factors, including but not limited to the following risk factors discussed in greater detail in section 21 of the 2017 MD&A: "Global Operations"; "Non-Compliance with Laws or Regulations"; "Systems, Network Infrastructure and Data Failure, Interruption and Breach"; "Changes to Backlog"; "Revenues from Contracts with Government Agencies"; "Environmental, Health and Safety Risks and Hazards"; "Controls and Disclosure"; "Risk of Future Legal Proceedings"; "Acquisition Integration and Management"; "Challenges Associated with Size"; "Risks Associated with Professional Services Contracts"; "Joint Arrangements" "Economic Environment"; "Reliance on Suppliers and Subcontractors"; "Dependence on Clients"; "Availability and Retention of Qualified Professional Staff"; "Adequate Utilization of Workforce"; "Work Stoppage and Labour Disputes"; "Insurance Limits"; "Extreme Weather Conditions and the Impact of Natural or Other Disasters"; "Reputational Risk"; "Competition in the Industry"; "Changes to Regulations"; "Increased Awareness of Environmental Factors"; "Deterioration of Financial Position or Net Cash Position"; "Working Capital Requirements"; "Accounts Receivable"; "Increased Indebtedness"; "Impairment of Goodwill"; "Foreign Currency Exposure"; "Income Taxes"; "Underfunded Defined Benefits Obligations" as well as other risks detailed from time to time in reports filed by the Corporation with securities regulators, which may cause events or results to differ materially from the results expressed or implied in any forward-looking statement.

Forward-looking statements made by the Corporation are based on a number of assumptions believed by the Corporation to be reasonable as at March 14, 2018, including assumptions about general economic and political conditions; the state of the global economy and the economies of the regions in which the Corporation operates; the state of and access to global and local capital and credit markets; interest rates; working capital requirements; the collection of accounts receivable; the Corporation obtaining new contract awards; the type of contracts entered into by the Corporation; the anticipated margins under new contract awards; the utilization of the Corporation's workforce; the ability of the Corporation to attract new clients; the ability of the Corporation to retain current clients; changes in contract performance; project delivery; the Corporation's competitors; the ability of the Corporation to successfully integrate acquired businesses; the acquisition and integration of businesses in the future; the Corporation's ability to manage growth; external factors affecting the global operations of the Corporation; the state of the Corporation's backlog; the joint arrangements into which the Corporation has or will enter; capital investments made by the public and private sectors; relationships with suppliers and subcontractors; relationships with management,key professionals and other employees of the Corporation; the maintenance of sufficient insurance; the management of environmental and health and safety risk; the sufficiency of the Corporation's current and planned information systems, communications technology and other technology; compliance with laws and regulations; future legal proceedings; the sufficiency of internal and disclosure controls; the regulatory environment; impairment of goodwill; foreign currency fluctuation; the tax legislation and regulations to which the Corporation is subject and the state of the Corporation's benefit plans. Other assumptions are set out throughout this MD&A (particularly, in the section entitled Outlook). If these assumptions prove to be inaccurate, the Corporation's actual results could differ materially from those expressed or implied in such forward-looking statements.

Actual results and events may be significantly different from what we currently expect because of the risks associated with our business, industry and global economy and of the assumptions made in relation to these risks. As such, there can be no assurance that actual results will be consistent with forward-looking statements. The Corporation does not necessarily update or revise forward-looking information even if new information becomes available, unless legislation requires us to do so. Readers should not place undue reliance on forward-looking statements.

21 RISK FACTORS

The Corporation's results of operations, business prospects, financial position and achievement of its strategic plan are subject to a number of risks and uncertainties and are affected by a number of factors which could have a material adverse effect on the Corporation's business, financial condition or future prospects. These risks should be considered when evaluating an investment in the Corporation and may, among other things, cause a decline in the price of the shares or adversely affect the Corporation's ability to declare dividends on the shares.

This section describes the risks we consider as the most material to our business. This is not, however, a comprehensive list of the potential risks we currently or could eventually face. Risks and uncertainties not presently known to the Corporation or that the Corporation currently considers as not material could become material in the future or impair its business operations.

Risks Related to the Business

Global Operations

Our business is dependent on the continued success and growth of the operations of each of our regions. Due to its global operations, the Corporation is currently and will be increasingly subject to, a variety of risks, including:

- general social, economic and political conditions or instability in each of our regional markets and globally, including recessions, political changes or disruptions and other economic crises in one or more markets in which the Corporation operates;
- risks related to complying with a wide variety of local, national, and international laws, together with potential adverse or significant changes in laws and regulatory framework and practices;
- difficulty or expense in enforcing contractual rights due to a lack of a developed legal system or other factors in certain jurisdictions,
- the difficulties and costs of staffing and managing global operations and changes in labour conditions;
- difficulties, delays and expense that may be experienced or incurred in connection with the movement of personnel through the customs and immigration authorities of various jurisdictions;
- a greater risk of uncollectible accounts and longer collection cycles;
- fluctuations in exchange rates;
- multiple and possibly overlapping tax structures;
- exchange controls and other funding restrictions and limitations on the Corporation's ability to repatriate cash, funds or capital invested or held in certain jurisdictions;
- international hostilities and terrorism; and
- cultural, logistical and communications challenges.

Non-Compliance with Laws or Regulations

The Corporation faces risks relating to non-compliance with laws, including anti-corruption, trade restrictions, securities regulation, antitrust, data privacy and labour relations laws, as well as corruption within its operations, anti-competitive acts, illegal political contributions, bribery and ethics-related issues and their potential negative impact on the Corporation's results. Although the Corporation has control measures and policies to mitigate these risks, these control measures and policies have inherent limitations, including human error, and could be intentionally circumvented or become inadequate as conditions change. Our control measures may not be sufficiently effective to protect the Corporation from the consequences of such acts committed by its officers, employees, agents and/or partners, corruption in

connection with its operations and ethics-related issues. Accordingly, fraud and bribery and other reckless or criminal acts may occur and remain undetected, resulting in a loss of assets and/or misstatement in the Corporation's financial statements and related public disclosure. Moreover, misconduct, illegal political contributions, non-compliance with previously enacted or proposed laws or regulations, anti-competitive or criminal acts by the Corporation's officers, employees, former employees or agents could subject the Corporation to fines and penalties, criminal, civil and administrative legal sanctions and suspension from its ability to bid, enter into or perform public or private contracts, resulting in reduced revenues and profits and potential negative impact on the Corporation's reputation and the market price of the Corporation's shares. The institution of formal charges with respect to any such circumstances by appropriate governmental authorities may have to be immediately accounted for in the results of the Corporation and may have a material adverse impact on the assets, liabilities, revenues and goodwill of the Corporation.

As part of its global business dealings with different governmental bodies, entities and agencies in each of the countries in which the Corporation operates, WSP must also comply with multiple and complex public procurement laws and regulations aimed at ensuring that public sector bodies award contracts in a transparent, competitive, efficient and non-discriminatory way in these jurisdictions. These rules can also provide for verification processes and disclosure requirements, among others matters. In addition, WSP may be required to obtain authorizations or certifications in order to enter into contracts with governmental bodies, entities and agencies in certain jurisdictions, which authorizations or certifications may be revoked in a variety of circumstances, including at the discretion of a governmental authority or if the Corporation or its affiliates or directors or officers are convicted of an offense. If the Corporation fails to comply with these laws and regulations or the terms of these authorizations or certifications or if the Corporation, its directors, officers, employees or agents commit legal violations or misconduct specified in any of these rules, the Corporation could be subject to mandatory or discretionary exclusion or suspension, on a permanent or temporary basis, from contracting with these governmental bodies, entities and agencies or within certain jurisdictions, in addition to fines, penalties and other sanctions that could be imposed on the Corporation. Upon conviction of an offense the Corporation could be debarred from participating in procurements with governmental bodies, entities and agencies for extended periods of time and suffer significant damage to its reputation. The disqualification of the Corporation from public contracts, the conviction of the Corporation with respect to certain offenses or the institution of formal charges with respect to such offenses in any jurisdiction in which it has operations or carries out business activities, could impact its ability to bid, enter into or perform public contracts or subcontracts in that and other jurisdictions.

The Corporation is also subject in certain jurisdictions in which the Corporation operates, to legislation that grants governmental authorities exceptional measures for the reimbursement and recovery of amounts improperly obtained as a result of fraud or fraudulent tactics in the course of the tendering, awarding or management of public contracts. In connection with a reimbursement or settlement under such legislation, a number of conditions may be imposed on the Corporation and the Corporation may be required to undergo certain changes to its business practices which could impose additional costs on the Corporation and adversely affect its ability to pursue business opportunities.

Systems, Network Infrastructure and Data Failure, Interruption and Breach

The Corporation heavily relies on information systems, communications technology, design software, business applications and other technology applications and systems, including global and regional networks, complex server infrastructure and operating systems, in order to operate properly and ensure service delivery and revenues. If the Corporation is unable to continually maintain, scale and add software and hardware, effectively upgrade its systems and network infrastructure, maintain key information technology personnel, and take other steps to improve the efficiency of and protect its systems, the Corporation's operation systems could be interrupted or delayed.

In addition, the Corporation’s computer and communications systems and operations could be damaged or interrupted by natural disasters, telecommunications failures, acts of war or terrorism, computer viruses, physical or electronic security breaches, or similar events or disruptions. The Corporation also faces the threat of unauthorized system access, computer hackers, malicious code and organized cyber-attacks. The Corporation devotes significant resources to the security of its computer systems by investing in and improving its threat protection, detection and mitigation policies, procedures and controls. However, given the highly evolving nature of cyber or other security threats or disruptions and their increased frequency, the measures it takes to protect against all information infrastructure risks may prove in some circumstances to be inadequate to prevent the improper disclosure, loss, theft, misappropriation of, unauthorized access to, or destruction of information, or service interruptions. Anyone who circumvents security measures could misappropriate proprietary or confidential information relating to our business or personal employee information or cause interruptions or malfunctions in system operations. As the cybersecurity landscape evolves, the Corporation may be required to expend significant resources to protect against the threat of system disruptions and security breaches, or to alleviate problems caused by disruptions and breaches. Any of these or other events could cause system interruptions, delays, and loss of critical data, could delay or prevent operations and could result in legal proceedings against the Corporation and also prejudice to the Corporation’s clients, employees and reputation.

Changes to Backlog

The Corporation cannot guarantee that the revenues projected in its backlog will be realized or, if realized, will result in profits. Projects may remain in the backlog for an extended period of time. In addition, project delays, suspensions, terminations, cancellations, reductions in scope or other adjustments do occur from time to time in the Corporation’s industry due to considerations beyond our control and may have a material impact on the value of reported backlog with a corresponding adverse impact on future revenues and profitability. Backlog reduction may adversely affect the revenues that the Corporation will actually receive from contracts reflected in the backlog. Future project cancellations and scope adjustments could further reduce the dollar amount of the backlog and the revenues that the Corporation actually receives.

In addition, most of the Corporation’s contracts contain “termination for convenience” or termination upon short notice provisions, which permit the client to terminate or cancel the contract at its convenience upon providing the Corporation with notice of a specified period of time before the termination date or paying the Company equitable compensation or both, depending on the specific contract terms. In the event a significant number of the Corporation’s clients were to avail themselves of such “termination for convenience” provisions, or if one or more significant contracts were terminated for convenience, the Corporation’s reported backlog would be adversely affected with a corresponding adverse impact on expected future revenues and profitability.

If a significant backlog adjustment occurs, the Corporation could incur costs resulting from reductions in staff that would have the effect of reducing its net earnings.

Revenues from Contracts with Government Agencies

The demand for the Corporation's services is affected by the level of government funding that is allocated for rebuilding, improving, and expanding infrastructure systems. The Corporation derives a significant amount of its revenues from governments or government-funded projects and expects to continue to do so in the future. Significant changes in the level of government funding (whether from traditional funding constraints), the long-term impacts of the recent economic crisis (including future budgetary constraints and concerns regarding deficits), changing political priorities, changes in governments or delays in projects caused by election processes, may adversely affect the Corporation’s business, prospects, financial condition and results of operations.

The success and further development of the Corporation's business depends, in part, on the continued funding of these government programs and on the Corporation's ability to participate in these programs. However, governments may not have available resources to fund these programs or may not fund these programs even if they have available financial resources. Some of these government contracts are subject to renewal or extensions annually, and thus the Corporation cannot be assured of its continued work under these contracts in the future. Government agencies can typically terminate these contracts at their convenience or render the Corporation ineligible to contract with such government agencies in the future. The Corporation may incur costs in connection with the termination of these contracts and suffer a loss of business. In certain markets, contracts with government agencies are sometimes subject to substantial regulation and audit of the actual costs incurred. These audits can result in a determination that a rule or regulation has been violated or that adjustments are necessary to the amount of contract costs the Corporation believes are reimbursable by the agencies and the amount of overhead costs allocated to the agencies. Consequently, there may be a downward adjustment to the Corporation's revenues if those costs that have been recognized exceed contractual entitlement to recover such costs.

Environmental, Health and Safety Risks and Hazards

The Corporation's Environmental, Health and Safety systems are aimed at reducing risks to people, the environment, and its business; however, many employees are subject to environmental, health, and safety risks in the course of their employment. A number of these risks could result in personal injury, loss of life, or environmental and other damage to the Corporation's property or the property of others. Alternatively, the Corporation could be exposed to civil and/or statutory liability to employees arising from injuries or deaths because of inadequate health and safety policies and practices. The Corporation cannot fully protect against all these risks, nor are all these risks insurable. The Corporation may become liable for damages arising from these events against which it cannot insure or against which it may elect not to insure because of high premium costs or other reasons. Furthermore, the Corporation risks incurring additional costs on projects that have sustained environmental, health, and safety hazards because they may require additional time to complete or because employee time may be lost due to injury.

Controls and Disclosure

Inherent limitations to the Corporation’s internal or disclosure controls could result in a material misstatement of financial information. The Corporation maintains accounting systems and internal controls over its financial reporting and disclosure controls and procedures. There are inherent limitations to any control framework, as controls can be circumvented by acts of individuals, intentional or not, by collusion of two or more individuals, by management override of controls, by lapses in judgment and breakdowns resulting from human error. There are no systems or controls that can provide absolute assurance that all fraud, errors, circumvention of controls or omission of disclosure can and will be prevented or detected. Such fraud, errors, circumvention of controls or omission of disclosure could result in a material misstatement of financial information. Also, projections of any evaluation of the effectiveness of controls to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate. Inadequate controls could also result in fraud and inappropriate decision-making based on non-current internal financial information. Inadequate internal or disclosure controls may also have a material adverse impact on the assets, liabilities, revenues and expenses of the Corporation.

Risk of Future Legal Proceedings

The Corporation is threatened from time to time with, or named as a defendant in, or may become subject to various legal proceedings in the ordinary course of conducting its business, including lawsuits based upon professional errors and omissions, lawsuits related to the general contracting business historically carried on by its predecessors and lawsuits related to employees’ or former employees’ failure to comply with laws and regulations. The Corporation issues reports and opinions to clients based on its professional

engineering expertise, as well as its other professional credentials in compliance with applicable laws, regulations and professional standards. The Corporation could be liable to third parties who use or rely upon such reports or opinions even if the Corporation is not contractually bound to those third parties. Defending lawsuits of this nature or arising out of any of the services provided by the Corporation could require substantial amounts of its Management's attention, necessitate financial resources to defend such claims or result in significant attorney fees, damage awards and the imposition of significant fines or penalties for which the Corporation may not be fully insured and which could harm its reputation thereby affecting its ability to obtain future projects and retain qualified employees. In addition, the institution of proceedings against the Corporation may have to be immediately accounted for in the results of the Corporation and may have a material adverse impact on the assets, liabilities, revenues and/or goodwill of the Corporation.

Acquisition Integration and Management

Management believes that growth through acquisitions can provide certain benefits to the Corporation. Achieving the benefits of acquisitions depends in part on successfully consolidating functions, integrating and leveraging operations, procedures and personnel in a timely and efficient manner, as well as the Corporation's ability to share knowledge and realize revenues, synergies and other growth opportunities from combining acquired businesses and operations with those of WSP. Failure by the Corporation to effectively integrate acquisitions could lead to a failure to realize anticipated benefits of one or more acquisitions. The integration of any acquired business into WSP includes the combination of systems and personnel. The successful integration of an acquired business is subject to the risk that personnel and professionals from the acquired business and the Corporation may not be able to work together successfully, which could affect the Corporation’s operations. In particular, the Corporation may seek to require as a condition of its acquisitions that key personnel and professionals enter into employment agreements for specified post-acquisition periods and/or non-competition undertakings, however there are risks that such commitments will not be fulfilled or that the personnel and professionals subject to same or other personnel and professionals will not be successfully integrated as productive contributors to the Corporation's business.

Integration requires the dedication of substantial management effort, time and resources, which may divert Management's focus and resources from other strategic opportunities and from operational matters during the process. The acquisition integration process may also result in the disruption of ongoing business, customer, employee and other relationships that may adversely affect the Corporation's ability to achieve the anticipated benefits of a given acquisition, including the ability to realize the anticipated synergies from combining the acquired business into WSP. In particular, major clients of the acquired businesses may not be retained following the acquisition of such businesses

A variety of factors may also adversely affect the anticipated benefits of an acquisition or prevent these from materializing or occurring within the time periods anticipated by the Corporation. Cultural differences among various countries in which the Corporation has acquired businesses may also present barriers to the success of the integration plan of the acquisitions concluded by the Corporation. The successful integration of an acquired business is subject to the willingness of such acquired business to operate in accordance with the Corporation's values and culture. Newly acquired businesses may be resistant to change and remain attached to past values and culture which may compromise the Corporation's integration plans.

In addition, the overall integration may result in unanticipated operational problems, including the Corporation’s own operational, financial and management systems which may be incompatible with or inadequate to effectively integrate and manage the acquired businesses.

There is no assurance that the Corporation will be able to successfully integrate past acquisitions. Each year, the Corporation incurs acquisition-related and integration costs which may be material.

In connection with acquisitions made by the Corporation, there may also be liabilities and contingencies that the Corporation failed to discover or was unable to quantify in the due diligence conducted prior to closing of an acquisition and which could have a material adverse effect on the Corporation's business, financial condition or future prospects.

Challenges Associated with Size

In recent years, the Corporation has significantly increased in size and now has approximately 42,000 employees in 40 countries and expects to continue to pursue its growth strategy. The Corporation must effectively communicate and manage its culture, values, standards, internal controls and policies throughout the larger organization. To effectively communicate and manage culture, values, standards and internal controls throughout a large global organization is both challenging and time consuming for Management and the employees involved. The Corporation may not be able to achieve its strategic objectives if it does not overcome the challenges associated with managing cultural diversity and the particularities of local markets. Cultural differences in various countries may also present barriers to introducing new ideas or aligning WSP's vision and strategy throughout the organization. If the Corporation cannot overcome these obstacles, it may not be able to achieve its growth and profitability objectives.

Risks Associated with Professional Services Contracts

A portion of the Corporation's revenues comes from fixed-price negotiated fee contracts. Under such contracts, the Corporation agrees to perform either all or a specified portion of work under the contract for a fixed amount of fees. Fixed-price negotiated fee contracts expose the Corporation to a number of risks not inherent in hourly basis contracts, including underestimation of fees, ambiguities in specifications, unforeseen difficulties, problems with new technologies, inability of clients to fulfill their obligations on a timely basis, delays beyond its control and economic or other changes that may occur during the contract period and losses. Increasing use of fixed-price negotiated fee contracts and/or increasing size of such contracts would increase the Corporation's exposure to these risks.

The Corporation typically has pending claims submitted to clients under some of its contracts for payment of work performed beyond the initial contractual requirements for which revenues have already been recorded. In general, the Corporation cannot guarantee that such claims will be approved by its clients in whole, in part, or at all. If these claims are not approved, the Corporation's revenues may be reduced in future periods. In certain instances, the Corporation may provide a guarantee to a client that it will complete a project by a certain date. As such, the Corporation may incur additional costs should the project be managed ineffectively or should it subsequently fail to meet the scheduled completion date for any other reason. Projects that are not completed on schedule further reduce profitability: staff must continue to work on them longer than anticipated; this may prevent them from pursuing and working on new projects. Projects that are over budget or not on schedule may also lead to client dissatisfaction. A project's revenues could also be reduced should the Corporation be required to pay liquidated damages in connection with contractual penalty provisions. Such damages can be substantial and can accrue on a daily basis.

In certain circumstances, the Corporation may be limited in its ability to negotiate certain contractual terms and conditions. This may happen in government contracts or in very large projects in which the Corporation plays a smaller role. These types of contracts could potentially expose the Corporation to significant additional risks or costs that could adversely affect the profitability of the Corporation's projects.

In addition, the Corporation partners with construction delivery partners on engineering, procurement and construction (EPC) projects. In such cases, the Corporation assumes all design, procurement

construction risks, except for any risks that are contractually assumed by the client. Losses under EPC projects could adversely affect the Corporation's business, operating results and financial condition.

Joint Arrangements

As part of its business strategy, the Corporation may enter into certain contracts through joint arrangements such as joint ventures, partnerships or other strategic alliances. The success of the Corporation's joint arrangements depends on the satisfactory performance by its partners of their respective obligations. Differences in views among the partners to a joint arrangement may result in delayed decisions, disputes or failure to meet a joint arrangement’s obligations. The failure or unwillingness of any partner in a joint arrangement to perform its obligations could impose additional financial and performance obligations on the Corporation that could result in increased costs and adversely affect the Corporation's reputation. If these circumstances occur, the Company may be required to pay financial penalties or liquidated damages, provide additional services, or make additional investments to ensure adequate performance and delivery of the contracted services. Under agreements with joint and several (or solidary) liabilities, the Corporation could be liable for both its obligations and those of its partners.

In certain cases, the Corporation may have limited control over the actions or decisions of the joint arrangement. These joint arrangements may not be subject to the same requirements regarding internal controls and internal control over financial reporting that the Corporation follows; this could have an adverse impact on the Corporation’s business and results of operations.

The failure by a joint arrangement partner to comply with applicable laws, rules or regulations, or client requirements, could negatively impact the Corporation’s business and, in the case of government contracts, could result in fines, penalties, suspension or even debarment being imposed on the Corporation, which could have an adverse impact on the Corporation’s reputation, business, financial condition and results of operations.

Economic Environment

Global and local capital and credit markets and global and local economies may experience significant uncertainty, characterized by the bankruptcy, failure, collapse or sale of one or more sectors, including financial institutions, and a considerable level of intervention from governments and international organizations around the world. Economic conditions in any of the markets in which the Corporation operates, may be weak and may remain weak or become weaker in the future. Although economic growth may be rebounding in some regions of the world, many markets remain fragile and could again enter periods of negative economic growth. In addition, many governments used, or continue to use, significant levels of fiscal stimulus in an attempt to avoid recessions and now have significant and growing debts and deficits that may require actions such as spending cuts and higher taxes. These conditions may impact demand for the Corporation's services by public and private entities. Demand for the Corporation’s services may also be vulnerable to reductions in private industry spending resulting from sudden economic downturns or changes in commodity prices such as oil, natural gas or metals, which may result in clients delaying, curtailing or canceling proposed and existing projects. Any of these conditions may adversely affect the demand for the Corporation's services, which may negatively affect its business, financial condition and results of operations.

In addition, interest rate fluctuations, financial market volatility or credit market disruptions may limit the Corporation's access to capital and may also negatively affect the ability of the Corporation’s customers to obtain credit to finance their businesses on acceptable terms. If the operating and financial performance of the Corporation's customers deteriorates or if they are unable to make scheduled payments or obtain credit, the Corporation’s customers may not be able to pay the Corporation. Any

inability of customers to pay the Corporation for its services may adversely affect its backlog, earnings and cash flows.

Lastly, rising inflation, interest rates and construction costs could reduce the demand for the Corporation's services in the markets in which it operates or may operate in the future. The Corporation also bears the risk of rising inflation in connection with fixed-price negotiated fee contracts. Due to the fact that a significant portion of the Corporation's revenues are earned from cost-reimbursable type contracts, the effects of inflation on the Corporation's financial condition and results of operations over the past few years have been generally minor. Nonetheless, if the Corporation expands its business into markets or geographic areas in which fixed-price negotiated fee work is more prevalent, inflation may have a larger impact on the Corporation's results of operations.

Reliance on Suppliers and Subcontractors

The Corporation engages with a large number of third party suppliers and subcontractors. The profitable completion of some contracts depends to a large extent on the satisfactory performance of the subcontractors that complete different elements of work. If these subcontractors do not perform to acceptable standards, the Corporation may be required to hire other subcontractors in order to complete the tasks, which may add additional costs to a contract, may impact profitability on a specific job and in certain circumstances lead to significant losses. The failure of any such third party, supplier or subcontractor to deliver on their contractual commitments could have an adverse effect on the Corporation's business, prospects, financial condition and results of operations.

Dependence on Clients

Professional services as provided by the Corporation are subject to fluctuations resulting from different factors relating to the Corporation's clients, including economic conditions. Although the Corporation's revenues do not materially depend on any specific client, contracts for services are terminable by the clients on short notice and there can be no assurance that the Corporation will be able to retain its relationships with its largest clients.

Availability and Retention of Qualified Professional Staff

The Corporation's success depends in part on its continued ability to attract and retain qualified and skilled engineers and other professional staff in particular locations. Over the years, a significant shortage of engineers has developed in some markets which resulted in continued upward pressure on professional compensation packages. There can be no assurance that the Corporation will be able to attract, hire and retain sufficient qualified engineers and other professional staff necessary to continue to maintain and grow its business. The inability to attract, hire and retain sufficient numbers of qualified engineers and other professional staff could limit the Corporation’s ability to sustain and increase revenues.

Adequate Utilization of Workforce

The cost of providing its services, including the extent to which the Corporation utilizes its workforce, affects its profitability. The rate at which the Corporation utilizes its workforce is affected by a number of factors, including:

- its ability to transition employees from completed projects to new assignments and to hire and assimilate new employees;
- its ability to forecast demand for its services and thereby maintain an appropriate headcount in each of its geographies;
- its ability to manage attrition;

- its need to devote time and resources to training, business development, professional development, and other non-chargeable activities; and
- its ability to match the skill sets of its employees to the needs of the marketplace.

If the Corporation over-utilizes its workforce, its employees may become disengaged, which could impact employee attrition. If the Corporation under-utilizes its workforce, its profit margin and profitability could suffer.

Work Stoppage and Labour Disputes

As of December 31, 2017, employees in Sweden and Finland, representing approximately 11% of the Corporation’s total employees and the vast majority of the Corporation's unionized employees, were covered by collective bargaining agreements, renewable on an annual basis. Although the Corporation believes that it has good relations with its employees, the Corporation has in the past experienced labour disputes with its employees. A lengthy strike or other work stoppages, caused by unionized or non-unionized employees, in connection with any of the Corporation’s projects could have a material adverse effect on the Corporation.

Insurance Limits

The Corporation believes that its professional errors and omissions insurance, commercial general liability and director and officer liability insurance coverage addresses all material insurable risks, provides coverage that is similar to that which would be maintained by a prudent operator of a similar business and is subject to deductibles, limits and exclusions which are customary or reasonable given the cost of procuring insurance and current operating conditions. However, there can be no assurance that such insurance will continue to be offered on economically feasible terms, that all events that could give rise to a loss or liability are insurable, or that the amounts of insurance will at all times be sufficient to cover each and every loss or claim that may occur involving the Corporation's assets or operations.

Extreme Weather Conditions and the Impact of Natural or Other Disasters

The Corporation's field activities are generally performed outdoors and include professional surveying, resident engineering services, field data surveys and collection, archeology, geotechnical investigations and exploratory drilling, construction oversight and inspection, plant start-up and testing and plant operations. Extreme weather conditions or natural or other disasters, such as earthquakes, fires, floods, epidemics or pandemics and similar events, may cause postponements in the initiation and/or completion of the Corporation's field activities and may hinder the ability of its employees to arrive at work, which may result in delays or loss of revenues that otherwise would be recognized while certain costs continue to be incurred. Extreme weather conditions or disasters may also delay or eliminate the start and/or completion of various phases of work relating to other services that commence concurrent with or subsequent to field activities. Any delay in the completion of the Corporation's services may require the Corporation to incur additional non-compensable costs, including overtime work, that are necessary to meet clients’ schedules. Due to various factors, a delay in the commencement or completion of a project may also result in penalties or sanctions under contracts or even the cancellation of contracts.

Reputational Risk

To remain competitive, the Corporation depends to a large extent on its relationships with its clients and its reputation for high-quality professional services and as a professional services firm that complies with the highest ethical standards. The failure of the Corporation to meet its clients’ expectations in the course of a project, including the possibility of a catastrophic failure or incident affecting such a project, could have a negative impact on how it is perceived in the market. The Corporation has already made specific disclosures about investigations, allegations and findings of inappropriate conduct with respect to some of

its activities, directors, officers and employees. Further, the Corporation's failure to comply with applicable laws, regulations or generally recognized and accepted guidelines on corporate, environmental, social and governance responsibilities, or commitment of any acts of misconduct or corruption, illegal political contributions, non-compliance with laws or regulations, anti-competitive or criminal acts by its officers, employees, agents and/or partners or other ethics-related acts or omissions could negatively impact the Corporation's reputation and adversely affect its ability to obtain future projects.

Risks Related to the Industry

Competition in the Industry

The Corporation operates in highly competitive markets and has numerous competitors for all of the services it offers. Size and characteristics of competitors vary widely with the type of service they provide. Some of the Corporation’s competitors have longer operating histories, greater name recognition, larger customer bases and have achieved substantially more market penetration in certain of the areas in which the Corporation competes. In addition, some of the Corporation’s competitors have substantially more financial resources and/or financial flexibility and marketing resources than the Corporation. In addition, in the midst of rapid technological development, the Corporation must continue to anticipate changes in its clients’ needs and to do so, must adapt its services so that it maintains and improves its competitive advantage. If the Corporation does not continue to innovate and leverage technology advancements, its ability to retain existing clients and attract new clients may be adversely affected. These competitive forces could have a material adverse effect on the Corporation's business, its financial condition and results of operations by reducing its current market share in the market segments in which the Corporation operates.

Changes to Regulations

A portion of the Corporation's professional services business is generated directly or indirectly as a result of laws and regulations. Changes in such regulations could affect the Corporation's business more significantly than they would affect other professional services firms. Accordingly, changes to the number or scope of these laws and regulations could significantly reduce the size of its market segment in such market.

Increased Awareness of Environmental Factors

As part of increasing awareness of global climate change, some experts have suggested that companies involved in industries that may impact the environment through their projects may be subject to litigation from governments, shareholders or environmental activists. The cancellation of major projects contracted by the Corporation due to environmental concerns or significant environmental litigation impacting key clients could materially affect the Corporation's financial condition and results of operations.

Risks related to the Corporation's liquidity, capital resources and financial position

Deterioration of Financial Position or Net Cash Position

A deterioration or weakening of the Corporation's financial position, including its net cash position, would have a material adverse effect on its business and results of operations. The Corporation relies both on its cash position as well as on the credit and capital markets to provide a portion of its capital requirements and it is, in certain instances, required to obtain bank guarantees as a means to secure its various contractual obligations. Significant instability or disruptions of the capital markets, including the credit markets, or a deterioration in or weakening of its financial position, including its net cash position, due to internal or external factors, could restrict or prohibit the Corporation's access to, or significantly increase the cost of one or more of these financing sources, including credit facilities, the issuance of long-term debt, or the availability of letters of credit to guarantee its contractual and project obligations.

There can be no assurance that the Corporation will maintain an adequate net cash position and generate sufficient cash flow from operations in a sufficient amount to enable itself to fund its operations and liquidity needs, service its debt and/or maintain its ability to obtain and secure bank guarantees.

A draw on letters of credit or bank guarantees by one or more third parties could, among other things, significantly reduce the Corporation's cash position and have a material adverse effect on its business and results of operations.

Working Capital Requirements

The Corporation may have significant working capital requirements, which if unfunded could negatively impact its business, financial condition and cash flows. In some cases, the Corporation may require significant amounts of working capital to finance the performance of engineering and other work on certain projects before it receives payment from clients. In some cases, the Corporation is contractually obligated to its clients to fund working capital on projects. Increases in working capital requirements could negatively impact the Corporation's business, financial condition and cash flows.

Additionally, the Corporation could temporarily experience a liquidity shortfall if it is unable to access its cash balances and short-term investments to meet its working capital requirements. The Corporation's cash balances and short-term investments are in accounts held by banks and financial institutions, and some of the Corporation's deposits exceed available insurance. There is a risk that such banks and financial institutions may, in the future, go into bankruptcy or forced receivership, or be seized by governments, which may cause the Corporation to experience a temporary liquidity shortfall or fail to recover its deposits in excess of available insurance.

Further significant deterioration of the current global economic and credit market environment could challenge the Corporation's efforts to maintain a diversified asset allocation with credit worthy financial institutions.

In addition, the Corporation may invest some of its cash in longer-term investment opportunities, including the acquisition of other entities or operations, the reduction of certain liabilities such as unfunded pension liabilities and/or repurchases of the Corporation's outstanding shares. To the extent the Corporation uses cash for such other purposes, the amount of cash available for the working capital needs described above would be reduced.

Accounts Receivable

As is common in the professional services industry, the Corporation carries a high level of accounts receivable on its balance sheet. This value is spread amongst numerous contracts and clients. While the Corporation performs regular reviews of accounts receivable to identify clients with overdue payments and resolve issues causing any delays, there can be no assurance that outstanding accounts receivable will be paid on a timely basis or at all. The non-payment of accounts receivable may have an adverse impact on the Corporation’s financial condition and profitability.

Increased Indebtedness

As of December 31, 2017, $1,094.0 million was drawn on the Corporation’s credit facility. Such degree of leverage could require the Corporation to dedicate an important part of its cash flow to making interest and capital payments on its indebtedness, which could have other important consequences for investors, including the following:

- it may limit the Corporation's ability to make investments that are important to its growth and strategies while meeting its other cash needs or obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes;
- certain of the Corporation's borrowings are at variable interest rates and expose the Corporation to the risk of increased interest rates;
- it may limit the Corporation's ability to adjust to changing market conditions and place the Corporation at a competitive disadvantage compared to its competitors that have less debt;
- the Corporation may not be able to pay dividends on its shares; and
- the Corporation may be vulnerable in a downturn in general economic conditions.

Under the terms of the credit facility, the Corporation is permitted to incur additional debt in certain circumstances. However, doing so could increase the risks described above. Under the Credit Facility, WSP is required, among other conditions, to respect certain covenants on a consolidated basis. The main covenants are in regard to its consolidated funded debt to consolidated earnings before adjusted EBITDA and the interest coverage ratios, which are non-IFRS measures. Management reviews compliance with these covenants on a quarterly basis in conjunction with filing requirements under its credit facility. All covenants have been met as at December 31, 2017.

If the Corporation is unable to obtain capital on acceptable terms in order to fund its growth strategy, the Corporation may be required to reduce the scope of its anticipated expansion, which may negatively affect its business strategy, future competitiveness and results of operations. Using internally generated cash or taking on debt to complete acquisitions could substantially limit the Corporation's operational and financial flexibility. The extent to which the Corporation will be able or willing to use its shares for acquisitions will depend on the market value of its shares from time to time and the willingness of potential sellers to accept its shares as full or partial consideration. The Corporation may also be required to incur additional debt if it acquires another business, which could increase its debt repayment obligations and have a negative impact on future liquidity and profitability.

In addition, the Corporation may also be required to raise additional capital in the public market to support its strategy in the future. The availability of future financing will depend on prevailing market conditions, and the acceptability of financing terms offered. There can be no assurance that future financing will be available, or available on acceptable terms, in an amount sufficient to fund its needs, especially during periods of economic downturn.

Impairment of Goodwill

Because the Corporation has grown in part through acquisitions, goodwill and intangible assets represent a substantial portion of the Corporation's assets. As of December 31, 2017, the Corporation had $2,979.0 million of goodwill, representing 45.7% of its total assets of $6,523.6 million. Under IFRS, the Corporation is required to test goodwill carried in its consolidated statements of financial position for possible impairment on an annual basis; the Corporation uses a fair value approach. The Corporation has chosen to perform its annual impairment review of goodwill on the first day of the Corporation's fourth quarter of its fiscal year. The Corporation is also required to test goodwill for impairment between annual tests if events occur or circumstances change that would more likely than not reduce the fair value of a CGU below its book value, which would mean the value of the acquired assets has fallen below what the Corporation generally paid for them. These events or circumstances could include a significant change in the business climate, including a significant sustained decline in a CGU's market value, legal factors, operating performance indicators, competition, sale or disposition of a significant portion of its business, potential government actions toward its facilities, and other factors. If the recoverable amount of a CGU is less than its carrying value, the Corporation could be required to record an impairment charge. The amount of any impairment could be significant and could have a material adverse impact on the Corporation's financial condition and results of operations for the period in which the charge is taken.

Foreign Currency Exposure

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. A significant portion of the Corporation's earnings and net assets is denominated in multiple foreign currencies, including US dollar, Sterling pound, Euro, Swedish krona and Chinese Renminbi. Accordingly, fluctuations in exchange rates between the Canadian dollar and such currencies may have an adverse effect on the Corporation's results and financial condition. Future events that may significantly increase or decrease the risk of future movement in the exchange rates for these currencies cannot be predicted.

Future payments or distributions payable in a foreign currency carry the risk that the foreign currency will depreciate in value before the foreign currency payment is received and is exchanged into the Corporation's functional currency. In situations where revenues and costs are transacted in different currencies, the Corporation sometimes enters into foreign exchange contracts in order to limit its exposure to fluctuating foreign currencies. Although the Corporation does not currently have an exchange rate risk policy that would materially affect its results of operations, it is still subject to foreign currency risk.

Income Taxes

The Corporation is subject to income taxes in various foreign jurisdictions. The tax legislation, regulation and interpretation that apply to our operations are continually changing. In addition, future tax benefits and liabilities are dependent on factors that are inherently uncertain and subject to change, including future earnings, future tax rates, and anticipated business mix in the various jurisdictions in which we operate. Significant judgment is required in determining required provision for income taxes and Management uses accounting and fiscal principles to determine income tax positions that it believes are likely to be sustained by applicable tax authorities. However, there is no assurance that our tax benefits or tax liability will not materially differ from our estimates or expectations. In the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain. The Corporation is regularly under audit by tax authorities. It is these tax authorities that will make the final determination of the actual amounts of taxes payable or receivable, of any future tax benefits or liabilities and of income tax expense that we may ultimately recognize. Although Management believes that tax estimates and tax positions are reasonable, they could be materially affected by many factors including the final outcome of tax audits and related litigation, the introduction of new tax accounting

standards, legislation, regulations, and related interpretations, the Corporation’s global mix of earnings, the realizability of deferred tax assets and changes in uncertain tax positions. Any of the above factors could have a material adverse effect on our net income or cash flows by affecting our operations and profitability, the availability of tax credits, the cost of the services we provide, and the availability of deductions for operating losses as we grow our business. An increase or decrease in the Corporation’s effective income tax rate could have a material adverse impact on its financial condition and results of operations.

Underfunded Defined Benefits Obligations

The Corporation may be required to contribute additional cash to meet any underfunded benefit obligations associated with retirement and post-retirement employee benefit plans managed by the Corporation. Such contributions are generally determined by calculating the projected benefit obligations of a plan, minus the fair value of such plan assets. In the future, the Corporation's benefit plan obligations may increase or decrease depending on, among other things, changes in life expectancy, interest rates and asset performance. If the Corporation is required to contribute a significant amount to cover deficit under underfunded benefit plans, the Corporation's cash flows may be materially and adversely affected.

Changing economic conditions and demographics may result in significant increases in the Corporation's funding obligations thereby reducing the availability of such funds for other corporate purposes, which could have a material adverse effect on the Corporation's business, financial condition and results of operations.

22 ADDITIONAL INFORMATION

Additional information regarding the Corporation is available on our Website at www.wsp.com and on SEDAR at www.sedar.com. The Annual Information Form of the Corporation for the year ended December 31, 2017, will be available on these websites by the end of March 2018.

The common shares of the Corporation are traded on the Toronto Stock Exchange under the symbol "WSP". As at December 31, 2017, the Corporation had 103,160,592 common shares outstanding. As at March 14, 2018, the Corporation had 103,488,952 common shares outstanding following the share issuance realized under the DRIP after the payment of the fourth quarter dividend in January 2018.

The Corporation has no other shares outstanding.

23 GLOSSARY

NET REVENUES

Net revenues are defined as revenues less direct costs for subconsultants and other direct expenses that are recoverable directly from the clients. Net revenues are not an IFRS measure and do not have a standardized definition within IFRS. Therefore, net revenues may not be comparable to similar measures presented by other issuers. Investors are advised that net revenues should not be construed as an alternative to revenues for the period (as determined in accordance with IFRS) as an indicator of the Corporation's performance.

EBITDA

EBITDA is defined as earnings before financial expenses, income tax expenses and depreciation and amortization. EBITDA is not an IFRS measure and does not have a standardized definition within IFRS. Investors are cautioned that EBITDA should not be considered an alternative to net earnings for the period (as determined in accordance with IFRS) as an indicator of the Corporation's performance, or an alternative to cash flows from operating, financing and investing activities as a measure of the liquidity and cash flows. The Corporation's method of calculating EBITDA may differ from the methods used by other issuers and, accordingly, the Corporation's EBITDA may not be comparable to similar measures used by other issuers.

ADJUSTED EBITDA

Adjusted EBITDA is defined as earnings before financial expenses, income tax expenses, depreciation and amortization and acquisition and integration costs. Adjusted EBITDA is not an IFRS measure and does not have a standardized definition within IFRS. Investors are cautioned that adjusted EBITDA should not be considered an alternative to net earnings for the period (as determined in accordance with IFRS) as an indicator of the Corporation's performance, or an alternative to cash flows from operating, financing and investing activities as a measure of the liquidity and cash flows. The Corporation's method of calculating adjusted EBITDA may differ from the methods used by other issuers and, accordingly, the Corporation's adjusted EBITDA may not be comparable to similar measures used by other issuers.

ADJUSTED EBITDA MARGIN

Adjusted EBITDA margin is defined as adjusted EBITDA expressed as a percentage of net revenues. Adjusted EBITDA margin is not an IFRS measure.

ADJUSTED EBITDA BEFORE GLOBAL CORPORATE COSTS

Adjusted EBITDA before Global Corporate costs is defined as adjusted EBITDA excluding Global Corporate costs. Global Corporate costs are expenses and salaries related to centralized functions, such as global finance, human resources and technology teams, which are not allocated to operating segments. This measure is not an IFRS measure. It provides Management with comparability from one reportable operating segment to another.

ADJUSTED EBITDA MARGIN BEFORE GLOBAL CORPORATE COSTS

Adjusted EBITDA margin before Global Corporate costs is defined as adjusted EBITDA before Global Corporate costs expressed as a percentage of net revenues. Adjusted EBITDA margin before Global Corporate costs is not an IFRS measure. It provides Management with comparability from one region to the other.

ADJUSTED NET EARNINGS AND ADJUSTED NET EARNINGS PER SHARE

Adjusted net earnings is defined as net earnings attributable to shareholders excluding acquisition and integration costs and the income tax effects related to these costs. Adjusted net earnings is not an IFRS measure. It provides a comparative measure of the Corporation's performance in a context of significant business combinations, in which the Corporation may incur significant acquisition and integration costs. The Corporation believes these costs should be excluded in understanding the underlying operational financial performance achieved by the Corporation.

Adjusted net earnings per share is calculated using the basic weighted average number of shares.

ADJUSTED NET EARNINGS EXCLUDING AMORTIZATION OF INTANGIBLE ASSETS RELATED TO ACQUISITIONS AND ADJUSTED NET EARNINGS EXCLUDING AMORTIZATION OF INTANGIBLE ASSETS RELATED TO ACQUISITIONS PER SHARE

Adjusted net earnings excluding amortization of intangible assets related to acquisitions (net of income taxes) is defined as adjusted net earnings attributable to shareholders excluding the amortization of backlogs, customer relationships, non-competition agreements and trade names accounted for in business combinations and the income tax effects related to this amortization. Adjusted net earnings excluding amortization of intangible assets related to acquisitions (net of income taxes) is not an IFRS measure. It provides a comparative measure of the Corporation's performance in a context of significant business combinations.

Adjusted net earnings excluding amortization of intangible assets related to acquisitions (net of income taxes) per share is calculated using the basic weighted average number of shares.

ACQUISITION AND INTEGRATION COSTS

Acquisition and integration costs pertain to transaction and integration costs related to business acquisitions (up to 24 months from the date of acquisition) as well as any gains or losses made on disposals of non-core assets. In 2015, acquisition and integration costs included gains made on the disposal of equity investments in associates. Acquisition and integration costs is not an IFRS measure. Acquisition and integration costs are items of financial performance which the Corporation believes should be excluded in understanding the underlying operational financial performance achieved by the Corporation.

BACKLOG

Backlog is not an IFRS measure. It represents future revenues stemming from existing signed contracts to be completed. The Corporation's method of calculating backlog may differ from the methods used by other issuers and, accordingly, may not be comparable to similar measures used by other issuers.

FUNDS FROM OPERATIONS AND FUNDS FROM OPERATIONS PER SHARE

Funds from operations is not an IFRS measure. It provides Management and investors with a proxy for the amount of cash generated from (used in) operating activities before changes in non-cash working capital items.

Funds from operations per share is calculated using the basic weighted average number of shares.

FREE CASH FLOW AND FREE CASH FLOW PER SHARE

Free cash flow is not an IFRS measure. It provides a consistent and comparable measurement of discretionary cash generated by and available to the Corporation. Free cash flow is defined as cash flows from operating activities as reported in accordance with IFRS, plus discretionary cash generated by the Corporation from other activities (if any), less net capital expenditures.

Free cash flow per share is calculated using the basic weighted average number of shares.

DAYS SALES OUTSTANDING ("DSO")

DSO is not an IFRS measure. It represents the average number of days to convert our trade receivables (net of sales taxes) and costs and anticipated profits in excess of billings into cash, net of billings in excess of costs and anticipated profits. The Corporation's method of calculating DSO may differ from the methods used by other issuers and, accordingly, may not be comparable to similar measures used by other issuers.

NET DEBT TO ADJUSTED EBITDA

Net Debt to adjusted EBITDA is not an IFRS measure. It is a measure of our level of financial leverage net of our cash and is calculated on our trailing twelve month adjusted EBITDA. Net debt is defined as financial liabilities, consisting of long term debt and other financial liabilities, including current portions, net of cash.