



2025

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WSP

TABLE OF CONTENTS

TABLE OF CONTENTS	2	Market for Securities	19
Introductory Information	3	Trading Price and Volume.....	19
Forward-Looking Statements	3	Directors and Officers	19
Market and Industry Data	4	Board of Directors.....	19
Corporate Structure	5	Executive Officers.....	21
Name, Address and Incorporation.....	5	About the Audit Committee	22
Intercorporate Relationships.....	5	Composition of the Audit Committee.....	22
General Development of the Business	6	Relevant Education and Experience of the Audit Committee Members.....	22
Recent Developments.....	6	Pre-approval Policies and Procedures.....	24
2025 Developments.....	6	External Auditor Service Fee	24
2024 Developments.....	8	Cease Trade Orders, Bankruptcies, Penalties or Sanctions	24
2023 Developments.....	10	Corporate Cease Trade Orders or Bankruptcies.....	24
Table of Acquisitions	11	Penalties or Sanctions.....	25
Description of the Business	11	Conflicts of Interest	25
Corporate Overview.....	11	Interest of Management and Others in Material Transactions	25
Clients by Market Sector.....	12	Legal Proceedings and Regulatory Action ..	25
Types of Contracts and Contract.....	14	Registrar and Transfer Agent	26
Competition.....	14	Material Contracts	26
Research and Development.....	14	Interest of Experts	27
Employees.....	14	Additional Information	27
Health, Safety, Environment and Quality.....	15	Appendix A – Audit Committee Charter of WSP Global Inc.	28
Social and Environmental Policies.....	15		
Insurance.....	15		
Risk Factors	16		
Dividends	16		
Dividends Declared.....	16		
Description of Capital Structure	16		
Shares.....	16		
Preferred Shares.....	16		
Description of Material Indebtedness	17		
Credit Agreement.....	17		
Notes.....	17		
Ratings.....	18		

Introductory Information

Unless otherwise indicated in this Annual Information Form, all references to “dollars”, “\$” and “C\$” are to Canadian dollars and “US\$” are to U.S. dollars.

In this Annual Information Form, unless otherwise noted or the context otherwise indicates, references to “WSP”, the “Corporation”, “it”, “its”, “we”, “our”, or similar expressions refer to WSP Global Inc. Where the context requires, these terms also refer to WSP’s subsidiaries, associated companies and predecessors, collectively or individually.

Reference in this Annual Information Form to the “Board” refers to the board of directors of the Corporation. References to the “Shares” and to the “Shareholders” respectively refer to the common shares and to the shareholders of the Corporation.

The information in this Annual Information Form is stated as at December 31, 2025, unless otherwise indicated. This Annual Information Form should be read in conjunction with the information contained in the Corporation’s audited consolidated financial statements and related notes for the year ended December 31, 2025 and the management’s discussion and analysis thereon. No other information including any contained on or accessed via WSP’s website, and no document referred to in this Annual Information Form, is incorporated into or forms part of this Annual Information Form, except if it is expressly stated in this Annual Information Form to be incorporated by reference into this Annual Information Form. The documents incorporated by reference herein are available on WSP’s website at www.wsp.com and on SEDAR+ at www.sedarplus.ca.

Forward-Looking Statements

In addition to disclosure of historical information, the Corporation may make or provide statements or information in this Annual Information Form that are not based on historical or current facts and which are considered to be forward-looking information or forward-looking statements (collectively, “forward-looking statements”) under Canadian securities laws. These forward-looking statements relate to future events or future performance and reflect the expectations of management of the Corporation (“Management”) regarding, without limitation, statements about the payment of dividends, the growth, results of operations, performance and business prospects and opportunities of the Corporation, including the achievement of its 2025-2027 Global Strategic Action Plan, or the trends affecting its industry.

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, including references to assumptions. Forward-looking statements, by their very nature, are subject to inherent risks and uncertainties and are based on several assumptions, both general and specific, which give rise to the possibility that actual results or events could differ materially from the expectations expressed in, or implied by, such forward-looking statements and that the Corporation’s business outlook, objectives, plans and strategic priorities may not be achieved. These statements are not guarantees of future performance or events, and we caution readers against relying on any of these forward-looking statements.

Forward-looking statements made by the Corporation are based on a number of operational and other assumptions believed by the Corporation to be reasonable as at the date such statements were made, including assumptions set out through this Annual Information Form and including, without limitation, the following principal assumptions about general economic and political conditions; economic and market assumptions regarding competition; 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 ability of the Corporation to attract new clients; the anticipated margins under new contract awards; the state of the Corporation’s backlog and pipeline of opportunities in various reportable

segments; the capital investments made by the public and private sectors; impairment of goodwill; foreign currency fluctuation; the tax legislation and regulations to which the Corporation is subject; the expected benefits of acquisitions and the expected synergies to be realized as a result thereof; the type of contracts entered into by the Corporation; the adequate utilization of the Corporation's workforce; the ability of the Corporation to retain current clients; changes in contract performance; project delivery; the ability of the Corporation to successfully integrate businesses; the acquisition of businesses in the future; the Corporation's ability to manage growth; joint arrangements into which the Corporation has entered or will enter; relationships with suppliers and subconsultants; relationships with management, key professionals and other employees of the Corporation; external factors affecting the global operations of the Corporation; the maintenance of sufficient insurance; the management of environmental, social and health and safety risks; the sufficiency of the Corporation's current and planned information systems, communications technology and other technology; the sufficiency of the Corporation's cybersecurity measures; compliance with laws and regulations; future legal proceedings; the sufficiency of internal and disclosure controls; the regulatory environment; and the state of the Corporation's benefit plans.

These assumptions also include those described in the "Forward-Looking Statements" section of the Corporation's management's discussion and analysis for the fourth quarter and year ended on December 31, 2025 (the "MD&A"), which section is incorporated herein by reference into this cautionary statement. If any of these assumptions prove to be inaccurate, the Corporation's actual results or events could differ materially from those expressed or implied in forward-looking statements.

In evaluating these forward-looking statements, investors should specifically consider various risk factors, which, if realized, could cause the Corporation's actual results or events to differ materially from those expressed in, or implied by, our forward-looking statements, including the risk factors discussed in greater detail in the "Risk Factors" section of the Corporation's MD&A, which section is incorporated herein by reference into this cautionary statement, as well as other risks detailed from time to time in reports filed by the Corporation with securities regulators or securities commissions or other documents that the Corporation makes public.

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 forward-looking statements contained in this Annual Information Form describe the Corporation's expectations as of the date of this Annual Information Form and, accordingly, are subject to change after such date. Except as may be required under Canadian securities legislation, the Corporation does not assume any obligation to publicly update or to revise any forward-looking statements made in this Annual Information Form or otherwise, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this Annual Information Form are expressly qualified in their entirety by this cautionary statement. Readers should not place undue reliance on forward-looking statements.

Market and Industry Data

Certain information or statements contained in this Annual Information Form are based upon the Corporation's knowledge of the industry in which it operates and its estimates and assumptions relating to the industry based on that knowledge. The Corporation's knowledge of the industry has been developed through its experience and participation therein.

It is important to note that some of the market and industry data contained in this Annual Information Form is based on industry publications, market research, government sources and other publicly available information. While the Corporation believes this information to be reliable, such information has not been independently verified and involves a number of assumptions and limitations. In addition, projections, assumptions and estimates of the Corporation's future performance and that of the industry in which it operates are necessarily

subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the heading “Forward-Looking Statements” in this Annual Information Form. These and other factors could cause results to differ materially from those expressed in the estimates made by third parties and by the Corporation.

Corporate Structure

Name, Address and Incorporation

WSP Global Inc. was incorporated under the *Business Corporations Act* (Quebec) on November 15, 2013 and was continued under the *Canada Business Corporations Act* (the “CBCA”) on January 1, 2014 in connection with the reorganization of the WSP group of companies into a global company structure implemented that same date pursuant to a court-approved plan of arrangement under the provisions of the CBCA (the “Arrangement”). As a result of the Arrangement, WSP Global Inc. became the ultimate parent company of the WSP group of companies. The articles of the Corporation were last amended by a certificate of amendment on May 9, 2024, to increase the maximum number of directors of the Corporation to fifteen.

The Corporation’s registered and head office is located at 1600 René-Lévesque Boulevard West, 11th Floor, Montreal, Quebec, H3H 1P9.

Intercorporate Relationships

The table below lists the principal subsidiaries of the Corporation as at December 31, 2025, the percentage of votes attaching to all voting securities of each such subsidiary beneficially owned, or controlled or directed, directly or indirectly, by the Corporation, and the jurisdiction of organization of each such subsidiary. The Corporation has other subsidiaries, but the assets and revenues of such subsidiaries individually did not exceed 10%, and in the aggregate did not exceed 20%, of the Corporation’s assets or consolidated revenues as at, and for the year ended, December 31, 2025.

Subsidiaries	Percentage of Voting Securities Owned	Jurisdiction Where Organized
Calibre Professional Services One PTY Ltd	100%	Australia
Louis Berger (Canada) Limited	100%	Nova Scotia
Ricardo Limited	100%	England/Wales
WSP Australia Pty Limited	100%	Australia
WSP Canada Inc.	100%	Canada
WSP E & I Canada Limited	100%	Alberta
WSP International LLC	100%	Delaware
WSP Middle East Ltd.	100%	Jersey
WSP New Zealand Limited	100%	New Zealand
WSP Sverige AB	100%	Sweden
WSP UK Limited	100%	England/Wales
WSP USA Buildings Inc.	100%	New York
WSP USA Inc. ⁽¹⁾	100%	New York
WSP USA Solutions Inc.	100%	New York

(1) Power Engineers, Incorporated merged with and into WSP USA Inc. as at December 31, 2025, with WSP USA Inc. being the surviving corporation.

In addition to its principal subsidiaries, the Corporation has a number of other subsidiaries that serve specific markets, serve as holding companies, or are used for other corporate purposes.

General Development of the Business

The highlights relating to the development of the Corporation's business over the past three years are described below.

Recent Developments

ACQUISITION

TRC Companies

On February 24, 2026, WSP announced that it had completed its acquisition of TRC Companies ("TRC"). The purchase price for the TRC Acquisition (as defined below) and certain related fees and expenses were financed by using the net proceeds of WSP's \$977.5 million equity offering closed on December 22, 2025, \$1.0 billion private offering of senior unsecured notes, which closed on January 22, 2026, new term loans under the third incremental facility supplement to the Credit Agreement (as defined below under the heading "Material Contracts") dated as of January 19, 2026, among WSP Global Inc., WSP Canada Inc., WSP USA Group Holding Inc., Canadian Imperial Bank of Commerce as the administrative agent, joint bookrunner and co-lead arranger, JPMorgan Chase Bank, N.A. as the joint bookrunner and co-lead arranger, and the lenders named therein and each of the guarantors party thereto from time to time (the "Third Incremental Facility Supplement") in the aggregate principal amount of US\$1,895,450,000, as well as using WSP's available cash and credit facilities.

DIVESTITURE

In January 2026, WSP sold its underground storage business ("UGS") to Gulf Companies, a Houston-based EPCM services company. At the time of the divestiture, UGS provided engineering, design, and execution services for underground energy storage facilities and related surface infrastructure and employed about 120 people.

CAPITAL STRUCTURE

On January 22, 2026, WSP completed a private placement of \$500 million aggregate principal amount of 4.003% senior unsecured notes due January 22, 2032 (the "Series 5 Notes") and \$500 million aggregate principal amount of 4.586% senior unsecured notes due January 22, 2036 (the "Series 6 Notes"). The Series 5 Notes and the Series 6 Notes were assigned a rating of BBB (high), with a stable trend, by DBRS Morningstar ("DBRS"). The aggregate net proceeds from the Series 5 Notes and the Series 6 Notes offering were used to fund a portion of the TRC Acquisition purchase price and accordingly the amounts to be drawn under the Third Incremental Facility Supplement were reduced.

CREDIT FACILITY

On January 30, 2026, WSP entered into a fourth amending agreement to the Credit Agreement which, among other things, increased the maximum amount of revolving credit available to the Corporation under each tranche of the revolving credit facility, at the request of the Corporation, by an additional amount of US\$250,000,000 pursuant to an available accordion feature for a total amount of US\$2,000,000,000.

2025 Developments

STRATEGIC PLAN

On February 12, 2025, WSP released its 2025-2027 Global Strategic Action Plan, setting out its planned strategic direction for the three-year cycle. The 2025-2027 Global Strategic Action Plan is available on our website at www.wsp.com under the "Investors" section and on SEDAR+ at www.sedarplus.ca.

ACQUISITIONS

During the year ended December 31, 2025, WSP completed three acquisitions welcoming approximately 2,700 employees: Lexica Health and Life Sciences Consultancy Ltd. (“Lexica”), Ricardo plc (now Ricardo Limited (“Ricardo”)) and Harmonic Analytics. The acquisition of Ricardo is further described below.

Ricardo

On October 9, 2025, WSP announced that it had completed its acquisition of Ricardo, a global strategic and engineering consultancy firm headquartered in the United Kingdom (the “Ricardo Acquisition”). Delivering solutions that intersect the transport, energy and environment agendas, operating in over 20 countries, Ricardo is home to approximately 2,600 employees based across Europe, Australia, North America, Asia, and the Middle East. The Ricardo Acquisition reflects an enterprise value of £371.1 million (\$691,900,000.00), including repayment of long-term debt of £91.0 million (\$169,700,000.00).

TRC

On December 15, 2025, WSP announced that it had entered into an agreement to acquire TRC, a premier U.S. Power & Energy brand with approximately 8,000 people (the “TRC Acquisition”). The purchase price for the TRC acquisition was US\$3.3 billion (\$4.5 billion based on the exchange rate of \$1.3762 USD/CAD as of December 15, 2025), including repayment of long-term debt of US\$1.0 billion (\$1.4 billion).

CAPITAL STRUCTURE

On December 22, 2025, WSP announced that it had completed a bought deal public offering (the “TRC Public Offering”) of Shares (the “Offering Common Shares”) and a concurrent private placement (the “TRC Concurrent Private Placement”) of Shares (the “Placement Common Shares”) for aggregate gross proceeds of \$977.5 million, including full exercise of the over-allotment option and the additional subscription option. The net proceeds of the TRC Public Offering and the TRC Concurrent Private Placement were used to fund a portion of the TRC Acquisition purchase price and accordingly the amounts to be drawn under the commitments for senior unsecured non-revolving facilities made available to the Corporation were reduced.

WSP issued 3,616,750 Offering Common Shares, including 471,750 Offering Common Shares issued as a result of the exercise of the over-allotment option granted to the syndicate of underwriters co-led by CIBC Capital Markets, BMO Capital Markets and National Bank Capital Markets, as joint bookrunners at a price of \$232.80 (the “Offer Price”) per Offering Common Share for aggregate gross proceeds of \$842.0 million.

WSP issued 582,328 Placement Common Shares at the Offer Price by way of a concurrent private placement with Caisse de dépôt et placement du Québec (“La Caisse”) for aggregate gross proceeds of \$135.5 million, which includes 75,955 Placement Common Shares issued pursuant to the exercise in full of the additional subscription option by La Caisse.

CREDIT FACILITY

On June 3, 2025, WSP entered into a third amending agreement to the Credit Agreement which, among other things, extended the terms of both tranches of the revolving credit facility to three and five years, respectively, from the effective date of said amendment.

In October 2025, in connection with the completion of the Ricardo Acquisition, the Corporation drew down a £230 million term loan facility (\$430 million) with maturity in October 2028 under the Second Incremental Facility Supplement (as defined below under the heading “Material Contracts”) to the Credit Agreement. The remaining portion of the cash consideration was financed through WSP’s available cash and credit facilities.

BOARD OF DIRECTORS

On May 8, 2025, Eric Lamarre was elected to the Board at the annual meeting of Shareholders and was appointed as a member of its Audit Committee. Mr. Lamarre brings to the Board his leadership and expertise in technology, strategic oversight, and risk management.

On May 8, 2025, Louis-Philippe Carrière, who was a director and Chair of the Audit Committee since his election in 2017, did not stand for re-election at the annual meeting of Shareholders and ceased to be a director as of that date. Claude Tessier was appointed Chair of the Audit Committee on the same date.

On May 8, 2025, Birgit Nørgaard, who was a director and a member of the Governance, Ethics and Compensation Committee since her election in 2013, did not stand for re-election at the annual meeting of Shareholders and ceased to be a director as of that date.

On June 18, 2025, Pascale Sourisse was appointed to the Board and as a member of its Governance, Ethics and Compensation Committee. Ms. Sourisse is an accomplished executive with a successful track record of running global high-tech businesses across the defence, aerospace, cybersecurity and digital sectors.

MANAGEMENT TEAM

In January 2025, Mark Naysmith was appointed as Global Chief Operating Officer. Mr. Naysmith previously served as President of EMEA.

In January 2025, Paul Reilly was appointed as President and Managing Director of WSP UK and Ireland, and a member of the Global Leadership Team. Mr. Reilly previously served as WSP's Deputy CEO of UK and Ireland.

In January 2025, Kathleen McGrail was appointed as Global Director for Advisory Services and a member of the Global Leadership Team. Ms. McGrail joined WSP in 2021 as the Managing Director, Advisory Services in the Middle East.

In June 2025, Pat Poelzer joined WSP as Chief Health, Safety, Security, Environment, and Quality (HSSEQ) Officer and a member of the Global Leadership Team. Mr. Poelzer brings over 30 years of experience spanning construction, field engineering, operations, design, project management, and business and safety leadership.

In January 2026, Sergio Settanni was appointed as President of Central Europe, and a member of the Global Leadership Team.

In January 2026, Adam Whenman was appointed as President and Managing Director of the Global Capability Centre, and a member of the Global Leadership Team.

2024 Developments

ACQUISITIONS

During the year ended December 31, 2024, WSP completed five acquisitions welcoming approximately 4,815 employees: Communica Public Affairs Inc. ("Communica"), Proxion Plan Oy and Proxion Pro Oy (together "Proxion"), AKF Group LLC ("AKF"), 1A Ingenieros, S.L. ("1A Ingenieros"), and POWER Engineers, Incorporated ("POWER Engineers"). The acquisition of POWER Engineers is further described below.

POWER Engineers

On October 1, 2024, WSP announced that it had completed the acquisition of POWER Engineers, a prominent US consulting firm with approximately 4,000 employees across North America and a leading presence in the Power & Energy market sector (the "POWER Acquisition"). The purchase price for the POWER Acquisition was US\$1.75 billion (\$2.36 billion), and related transaction costs were financed by using the net proceeds of WSP's \$1.15 billion equity offering, which closed on August 19, 2024, \$1.0 billion private offering of senior unsecured notes, which closed on September 12, 2024, new term loans under WSP's existing Credit Agreement pursuant to the First Incremental Facility Supplement (as defined below under the heading "Material Contracts") in the aggregate principal amount of US\$350 million, as well as using WSP's available cash and credit facilities.

CAPITAL STRUCTURE

On August 8, 2024, WSP filed a short form base shelf prospectus (the "Shelf Prospectus"), which qualifies the distribution by way of prospectus in Canada of Shares, preferred shares, debt securities, warrants,

subscription receipts, units or any combination of such securities, in one or more transactions during the 25-month period that the Shelf Prospectus remains effective. WSP continues to benefit for its Shelf Prospectus from the exemptions from certain prospectus requirements for “well-known seasoned issuers” issued by the Canadian Securities Administrators that came into effect in early 2022.

On August 19, 2024, WSP announced that it had completed a bought deal public offering (the “POWER Public Offering”) of subscription receipts of the Corporation (the “Offering Subscription Receipts”) and private placement (the “POWER Concurrent Private Placement”) of subscription receipts of the Corporation (the “Placement Subscription Receipts”) and collectively with the Offering Subscription Receipts, the “Subscription Receipts”) for aggregate gross proceeds of \$1.15 billion, including full exercise of the over-allotment option under the POWER Public Offering and the additional subscription options under the POWER Concurrent Private Placement. The net proceeds of the POWER Public Offering and the POWER Concurrent Private Placement were used to fund a portion of the POWER Acquisition purchase price.

WSP issued 2,811,750 Offering Subscription Receipts, including 366,750 Offering Subscription Receipts issued as a result of the exercise of the over-allotment option granted to the syndicate of underwriters co-led by CIBC Capital Markets, National Bank Financial Inc. and RBC Capital Markets at a price of \$204.50 per Offering Subscription Receipt for aggregate gross proceeds of \$575.0 million.

WSP issued 2,813,178 Placement Subscription Receipts at a price of \$204.50 per Placement Subscription Receipt by way of the Concurrent Private Placement with GIC Pte. Ltd., La Caisse, British Columbia Investment Management Corporation and a subsidiary of Canada Pension Plan Investment Board for aggregate gross proceeds of \$575.3 million, which includes 366,936 Placement Subscription Receipts issued pursuant to the exercise in full of the additional subscription options.

All such Subscription Receipts were converted into Shares upon the completion of the POWER Acquisition on October 1, 2024.

On September 12, 2024, WSP completed a private placement of \$525 million aggregate principal amount of 4.120% senior unsecured notes due September 12, 2029 (the “Series 3 Notes”) and \$475 million aggregate principal amount of 4.754% senior unsecured notes due September 12, 2034 (the “Series 4 Notes”). The Series 3 Notes and the Series 4 Notes were assigned a rating of BBB (high), with a stable trend, by DBRS. The aggregate gross proceeds from the Series 3 Notes and the Series 4 Notes offering were used to fund a portion of the POWER Acquisition purchase price.

CREDIT FACILITY

On June 26, 2024, WSP entered into a second amending agreement to the Credit Agreement which, among other things, extended the terms of both tranches of the revolving credit facility to three and five years, respectively, from the effective date of said amendment, to reflect the transition from CDOR to CORRA and to give WSP additional flexibility to issue project-related bonds.

On October 1, 2024, as part of the completion of the POWER Acquisition, WSP drew down, under the First Incremental Facility Supplement to the Credit Agreement, two term loans totaling US\$350 million, with maturities in October 2026 and 2027, respectively.

BOARD OF DIRECTORS

On June 13, 2024, Martine Ferland was appointed to the Board and as a member of the Governance, Ethics and Compensation Committee.

On July 30, 2024, Macky Tall, a director of the Corporation since May 11, 2023, was appointed as a member of the Board’s Audit Committee.

MANAGEMENT TEAM

On April 3, 2024, Joseph (Joe) Sczurko was nominated as President of WSP in the USA. Mr. Sczurko had been leading WSP’s Earth & Environment business in the USA since 2022.

In October 2024, Holger Peller was appointed as Global Director, Power & Energy after joining WSP through the acquisition of POWER Engineers.

In December 2024, Dean McGrail was appointed as President, Middle East & Asia. Mr. McGrail has served as President, Middle East since 2021. Prior to relocating to the Middle East in 2006, he spent four years with WSP in China and Hong Kong.

2023 Developments

ACQUISITIONS AND DIVESTITURE

During the year ended December 31, 2023, WSP completed four acquisitions welcoming approximately 1,725 employees: BG Bonnard & Gardel Holding SA (“BG”), Enstruct Group Pty Ltd (“enstruct”), LGT Inc. (“lgt”), and Calibre Professional Services One Pty Ltd (“Calibre”).

WSP also sold Louis Berger Services, Inc., a business specializing in operations and maintenance services for complex infrastructure assets at mission-essential defense and civilian facilities worldwide and employing approximately 1,400 people, to Versar Inc.

CAPITAL STRUCTURE

On November 22, 2023, WSP completed a private placement of \$500 million aggregate principal amount of 5.548% senior unsecured notes due November 22, 2030 (the “Series 2 Notes”). The Series 2 Notes were assigned a rating of BBB (high), with a stable trend, by DBRS. Proceeds from the Series 2 Notes offering were used to repay existing indebtedness and for other general corporate purposes.

CREDIT FACILITY

On April 27, 2023, WSP entered into the Credit Agreement with, *inter alios*, Canadian Imperial Bank of Commerce, as administrative agent, and the financial institutions party thereto, as lenders, which amended, restated and consolidated into a single credit agreement each of the following credit agreements to which the Corporation was previously a party: (i) the sixth amended and restated credit agreement originally dated January 31, 2020, (ii) the credit agreement originally dated January 29, 2021, and (iii) the credit agreement originally dated August 1, 2022.

In amending, restating and consolidating the aforementioned credit agreements, the Credit Agreement provided for, among other things, an extension to the relevant maturity of each revolving facility and gave WSP additional flexibility in connection with future acquisitions by, *inter alia*, including provisions for an increase to the available facilities under certain conditions.

On August 31, 2023, WSP entered into a first amending agreement to the Credit Agreement which, among other things, amended and restated the sustainability-linked terms related to the facilities under the Credit Agreement, including to extend such terms to both the revolving credit facilities as well as the term loans.

DIVIDEND REINVESTMENT PLAN (“DRIP”) TERMINATION

On May 10, 2023, the Board approved the termination of the DRIP of the Corporation in accordance with its terms.

BOARD OF DIRECTORS

On May 11, 2023, Macky Tall was elected to the Board at the annual meeting of Shareholders.

On December 6, 2023, Claude Tessier joined WSP’s Board and was appointed as a member of its Audit Committee.

MANAGEMENT TEAM

In February 2023, Sandy Vassiadis joined WSP as Global Chief Communications Officer.

On September 28, 2023, WSP announced that Greg Kane would take over as Chief Executive Officer (“CEO”) for WSP in Australia in 2024. Mr. Kane was the Chief Operating Officer for WSP in Australia and previously served as WSP’s CEO in the Middle East.

STOCK OPTION PLAN AMENDMENTS AND NEW SHARE UNIT PLAN

At the meeting held on May 11, 2023, Shareholders approved amendments to the Corporation’s long-term incentive plan and the adoption of a new share unit plan. Restricted share units were removed from the long-term incentive plan, which was renamed the stock option plan. Other amendments were also adopted to the long-term incentive plan to, among other things: (i) increase the number of Shares reserved for issuance under the plan, (ii) increase the insider participation limit, and (iii) clarify the Corporation’s flexibility to make amendments which do not require shareholder approval and confirm that amendments that do require shareholder approval are also subject to the approval of the Toronto Stock Exchange (the “TSX”).

Table of Acquisitions

(for the three years ended December 31, 2025)

Business	Approximate Number of Employees at Closing	Specialization	Principal Location(s)
2025			
Lexica	90	Property and Buildings	UK
Ricardo	2,600	Earth, Environment, Transport and Infrastructure	UK
Harmonic Analytics	15	Digital Solutions	New Zealand
2024			
Communica	50	Environment	Canada
Proxion	150	Transport and Infrastructure	Finland
AKF	365	Property and Buildings	USA
1A Ingenieros	250	Power and Energy	Spain
POWER Engineers	4,000	Power and Energy	USA
2023			
BG	700	Buildings, Infrastructure and Environment	Switzerland
enstruct	75	Property and Buildings	Australia
Igt	150	Property and Buildings	Canada
Calibre	800	Mining	Australia

Description of the Business

Corporate Overview

As one of the world’s leading professional services firms, WSP provides strategic advisory, engineering and design services to clients in the Transport & Infrastructure, Earth & Environment, Property & Buildings and Power & Energy sectors (see “Clients by Market Sector” below for a description of the Corporation’s market sectors). The Corporation’s global experts include advisors, engineers, environmental specialists, scientists,

technicians, architects and planners, in addition to other design and program management professionals. With approximately 74,400 talented people globally as at December 31, 2025, the Corporation is well positioned to deliver successful and sustainable projects to meet clients' needs.

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, as well as regional, national and global clients. The Corporation offers a variety of professional services throughout all project execution phases, from the initial development and planning studies through to the project and program management, design, construction management, commissioning and maintenance phases.

Under this business model, the Corporation benefits from regional offices with a full-service offering. Functionally, sector leaders work together with regional leaders to develop and coordinate markets served, combining local knowledge and relationships with nationally recognized expertise. The Corporation has developed a multidisciplinary team approach whereby employees work closely with clients to develop optimized solutions.

The Corporation believes it has the capability and the depth of expertise to transform clients' visions into realities that are sustainable commercially, technically, socially and environmentally.

The Corporation's reportable segments are: Canada, the Americas (USA and Latin America), EMEIA (Europe, Middle East, India and Africa) and APAC (Asia Pacific, comprising mainly Asia, Australia and New Zealand).

The following table provides a summary of the Corporation's revenues, in total and by segment, in 2025 and 2024:

Reportable Segment (in millions of dollars)	Fiscal Year Ended December 31, 2025	Fiscal Year Ended December 31, 2024
Canada	2,847.0	2,788.1
Americas (USA and Latin America)	8,412.5	6,935.2
EMEIA (Europe, Middle East, India and Africa)	5,048.1	4,385.5
APAC (Asia Pacific - comprising mainly Asia, Australia and New Zealand)	1,977.4	2,058.0
Total	18,285.0	16,166.8

Clients by Market Sector

The market sectors in which WSP operates are described below.

- **Transport & Infrastructure:** The Corporation's experts advise, plan, design and manage projects for rail, transit, aviation, highways, bridges, tunnels, water, maritime and urban infrastructure. Public and private sector clients, together with construction contractors and other partners, seek the Corporation's global expertise to undertake design services, as well as create medium and long-term transport and infrastructure strategies, and to provide guidance and support throughout the lifecycle of a wide range of projects and assets. The Corporation offers comprehensive, innovative and value-oriented solutions to assist clients in achieving their desired outcomes and takes great pride in solving clients' toughest problems. The Corporation offers a full range of services locally with extensive global experience and support to successfully deliver projects, helping clients tackle challenges and respond to emerging areas in intelligent mobility, resiliency, decarbonization, operational technology cybersecurity, modern methods of construction, digital project delivery, asset management and design.
- **Earth & Environment:** The Corporation has specialists working with and advising governments and private-sector clients on key aspects of earth sciences and environmental sustainability. The Corporation's experts advise on matters ranging from clean air, water and land, to biodiversity, solutions for the energy transition, waste, geo-science services, climate resiliency and sustainability issues. They provide specialized services to mining, oil and gas, power, industrial and transport clients, all of whom operate in highly regulated industries. The Corporation delivers a broad range of advisory and operational

services, including due diligence, permit approvals, regulatory compliance, waste/hazardous materials management, geotechnical and mining engineering, water resource management, environmental/social impact assessments, and feasibility and land remediation studies. The Corporation's reputation is built on helping clients worldwide mitigate risk, manage and reduce impacts and maximize opportunities related to sustainability, climate change, energy use, resource extraction and the environment. The Corporation is able to support its clients through the project lifecycle, from design, permitting, planning and operations, to decommissioning and asset remediation.

- **Property & Buildings:** The Corporation is a world-leading provider of technical and advisory services with a track record of delivering critical infrastructure, social infrastructure, commercial buildings and places of the highest quality. The Corporation is involved at every stage of the project lifecycle, from the business case, through design and construction, to asset management and refurbishment. The Corporation has teams of technical experts across the globe delivering engineering and consultancy services that include decarbonization strategies, digital building design, building engineering design, advisory as well as project and construction management. The Corporation enables its clients to maximize the outcome of their projects across all sectors including commercial and residential, data centres, government and mobility, healthcare, science, technology and manufacturing, and hospitality and entertainment.
- **Power & Energy:** The Corporation offers clients integrated solutions on all kinds of energy projects, including clean energy investments like renewables, lower-carbon solutions like nuclear, natural gas systems, large-scale power plants, smaller on-site power generation and efficiency programs, high-voltage direct current transmission, substation design, electrical studies, protection and controls, advanced distribution management systems, as well as storage and distribution. The Corporation's experts can manage large programs, and advise and collaborate during every project stage, delivering multi-discipline solutions. From design and engineering to operation and decommissioning, the Corporation aims to support clients towards building an efficient, reliable and energy-secure future.

As part of its broader service offering in these sectors, WSP provides a range of highly specialized strategic advisory services. Teams operate across all WSP's market sectors and regions, delivering end-to-end client experience. The Corporation provides innovative strategies, evidence-based recommendations and tailored advice, leveraging WSP's full scale and depth of expertise to validate its approach whenever needed.

- **Advisory:** The Corporation's advisory services combine strategic thinking and technical substance, with deep market knowledge and expertise across multiple domains. Advisory at WSP encompasses planning, technical and strategic advisory services, enabling the Corporation to guide clients through the long pre-design and pre-construction phases of complex projects. During these early stages, clients rely on WSP's advisory teams to evaluate project viability through environmental, organizational, technical, conceptual, commercial, digital and strategic lenses—supporting more informed decisions and ultimately stronger project outcomes.
- **Digital Solutions:** The Corporation's professionals work throughout the project lifecycle to design innovative solutions and drive value for clients via both internal digital expertise and via collaboration with leading technology providers. Major technological advancements are likely to improve the way people live, commute and travel, but they also shed new light on how organizations across the built and natural environment need to adapt to and embrace change. As the physical and digital worlds continue to converge, asset owners have both increasing access to data and growing needs to manage aging infrastructure. The Corporation's digital experts provide executive-level strategic advisory on digital adoption and transformation, and deliver digital services and platforms to secure operational technology and enhance engineering, planning, infrastructure, building, asset lifecycle and environmental projects.
- **Sustainability Services:** In light of global catalysts, such as population growth, resource demands and constraints, as well as challenges presented by extreme weather events that impact community resiliency, the Corporation assists its clients in integrating sustainability principles during the planning, design and management of their projects.

Types of Contracts and Contract Management

The contracts entered into by the Corporation are generally awarded through public calls for tenders, through invitation, or by private agreement. The Corporation is generally remunerated through fee-for-service agreements based on hourly rates, a fixed-price negotiated fee, or a fee based upon a percentage of the cost incurred in completing the project. Government work is mostly obtained through requests for qualifications and requests for proposals where the offer of services is prepared detailing qualitative factors such as firm experience and qualifications, technical personnel, methodology and approach. Cost of services is sometimes used as a criterion, with the weighted importance varying significantly from client to client. In addition, qualification-based criteria are often used to select engineering services firms, with fees being negotiated according to government decrees, industry standards or client fee schedules. Contract value and scope vary from small mandates on an ad hoc basis to large, multi-year assignments. The Corporation's resources and systems capabilities allow it to tackle projects requiring specific and diverse expertise and presenting various levels of complexity.

Although the Corporation is growing its list of global clients, the Corporation is not dependent on any one client for its business. In the year ended December 31, 2025, no single customer represented more than 10% of the Corporation's consolidated revenues or trade receivables.

Competition

The Corporation operates in highly competitive markets and competes with a large number of regional, national and international companies. Certain of these competitors have greater financial and other resources than the Corporation. Others are smaller and more specialized and concentrate their resources in particular areas of expertise or geographic areas. The extent of competition varies according to the particular market, industry, geographic area and project type. The degree and type of competition faced by the Corporation is also influenced by the type and scope of a particular project. Clients make competitive determinations based upon qualifications, experience, performance, reputation, technology, customer relationships and ability to provide the relevant services in a timely, safe and cost-efficient manner.

The Corporation believes its main competitive differentiators are: its reputation, experience, breadth and quality of services, technical proficiency, multidisciplinary expertise, local and global presence, global reach, decentralized operations model, integrated service delivery, added value of services and global market leadership position. We believe our differentiators allow us to compete effectively and remain a leader among pure-play consulting firms.

Research and Development

WSP conducts research and development for the specific project requirements of certain clients. Research and development is conducted in several sectors.

Employees

As at December 31, 2025, the Corporation had approximately 74,400 employees globally. This diverse workforce includes advisors, engineers, environmental specialists, scientists, technicians, architects, planners, and other design and program management professionals. As of December 31, 2025, employees predominantly in the Nordics, Brazil, Canada and Central Europe which combined represent approximately 11% of the total employee population were unionized. WSP actively works within the respective collective bargaining agreements to support these groups.

The Corporation continues to invest in maintaining good relations with its employees across all regions. By fostering a culture focused on empowerment and adaptability, WSP delivers growth and adapts to constantly changing environments. Over the past year, the Corporation has maintained its focus on both employee physical and mental wellness, benchmarking and maintaining competitive compensation packages, deploying a global Employee Share Purchase Plan, and providing career advancement opportunities and professional development support throughout its global network.

As a knowledge-based organization, the Corporation continuously seeks talented and skilled professionals in its practice areas. In a competitive market environment, WSP employs various recruitment strategies to address staffing needs. These strategies include partnerships with associations and organizations representing minority employee groups, an employee referral bonus program, website job postings, career fairs, student programs, and global mobility opportunities. WSP has launched a clear and compelling employee value proposition, 'With us, you can', to focus on attracting talented people and offering an experience that allows them to reach their potential.

WSP recognizes that the physical, mental, and emotional well-being of its employees is paramount. We strive to create an environment where employees have the opportunity to flourish and reach their full potential. We focus on this through specific regional employee well-being programs, as described in our Global Well-being Policy.

The Corporation's Global Well-being Policy is available on our website at www.wsp.com.

Health, Safety, Security, Environment and Quality

With employees located all over the world, it is essential that the Corporation takes a robust approach to Health (H), Safety (S), Security (S), Environment (E) and Quality (Q) (collectively, "HSSEQ"). The Corporation is responsible for compliance with all applicable HSE laws and regulations and is committed to providing its employees and others who may be affected by its activities with a healthy, safe and secure work environment.

As set forth in the Corporation's Global Health and Safety Policy, HSEQ is integral to the way we work at WSP. Our vision is a commitment shared by WSP and our employees to consider and effectively eliminate or mitigate HSSEQ risks affecting our people, projects and premises by seeking new and innovative solutions. To support this vision, the expectations for the management of HSSEQ at WSP is set out in our Global HSEQ Manual.

The Corporation's Global Health and Safety Policy is available on our website at www.wsp.com.

Social and Environmental Policies

The Corporation endeavours to proactively assess its social and environmental risks, and is guided by the recommendations contained in, among others, the IFRS Transition Plan Taskforce (TPT), the Taskforce on Climate-related Financial Disclosures (TCFD) and the Taskforce on Nature-related Financial Disclosures. The Corporation conducted multiple complementary scenario analyses to better understand its climate- and nature-related risks and opportunities as further described in its Climate and Nature Transition Plan, which is available on its website at www.wsp.com.

The social and environmental policies that are fundamental to our operations include, but are not limited to, the Corporation's Sustainability Statement; Business Partner Code of Conduct; Global Health and Safety Policy; Global Environmental Policy; Human Rights Policy; Global Well-being Policy; Global Inclusion and Belonging Policy; and Biodiversity Statement; as well as WSP's ethics and compliance policies and Board committee charters, all of which are available on our website at www.wsp.com.

Insurance

The Corporation maintains insurance coverage for various aspects of its business and operations, to provide indemnity for its losses and liabilities. Such coverage includes general, umbrella, professional, technological and contractor's pollution liability insurance, which is subject to retentions, limits and exclusions that are customary in the engineering and consultancy industry. The Corporation also maintains other insurance protection, namely for its directors and officers, as well as its privacy and security. The Corporation has developed strong risk management practices that focus on early claims notification, dispute resolution, dissemination of lessons learned and ongoing project delivery training and review.

Risk Factors

A discussion of the risks to which WSP is subject is presented in the “Risk Factors” section of the Corporation’s MD&A, which section is incorporated herein by reference, and may be supplemented from time to time in reports filed by WSP with securities regulators or securities commissions on SEDAR+ available at www.sedarplus.ca or other documents that WSP makes public. The Corporation’s MD&A is available on SEDAR+ at www.sedarplus.ca and on the Corporation’s website at www.wsp.com under the “Investors” section. See the section titled “Forward-Looking Statements” of this Annual Information Form above for a discussion of risks associated with forward-looking statements.

Dividends

Dividends Declared

The amount and timing of any dividends is at the discretion of the Board, therefore the declaration and payment of dividends is not guaranteed. The Corporation aims to declare and pay cash dividends on a quarterly basis. During the years 2023, 2024 and 2025, the Corporation declared quarterly cash dividends of \$0.375 per Share. For each of the last three financial years, the total dividends declared per year by the Corporation was \$1.50 per Share.

On February 25, 2026, the Corporation announced a dividend of \$0.375 per Share to be payable on or about April 15, 2026 to Shareholders of record at the close of business on March 31, 2026.

Pursuant to our Credit Agreement, we are restricted from declaring, making, paying or setting aside for payment any dividends where a default or event of default shall exist or would result by such declaration or payment of dividends.

Description of Capital Structure

The authorized share capital of the Corporation consists of an unlimited number of Shares, and an unlimited number of preferred shares. As of December 31, 2025, there were 134,806,772 Shares issued and outstanding and no preferred shares issued and outstanding.

Shares

Holders of Shares are entitled to one vote per Share at meetings of Shareholders, to receive dividends if, as, and when declared by the Board and to receive pro rata the remaining property and assets of the Corporation upon its dissolution or winding-up, subject to the rights of any other shares having priority over the Shares.

Preferred Shares

The preferred shares of the Corporation may, at any time, and from time to time, be issued in one or more series. Subject to the CBCA, the Board may fix, before the issue thereof, the number of, the consideration per preferred share, the designation of, the rights, privileges, restrictions and conditions attaching to the preferred shares of each series which rights, privileges, restrictions and conditions may include, without limitation, any voting rights, any right to receive dividends, the whole to be subject to the issue of a certificate of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the preferred shares of the series in question. The preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets of the Corporation in the event of its liquidation, dissolution or winding-up, or other distribution of assets among the Shareholders for the purpose of winding up the affairs of the Corporation, rank on parity with the preferred shares of every other series and be entitled to preference over the Shares and any other shares ranking junior to the preferred shares.

Description of Material Indebtedness

The table below summarizes the principal amounts outstanding as at December 31, 2025 under the Credit Agreement, the Series 1 Notes (as defined below under the heading “Notes”), the Series 2 Notes, the Series 3 Notes and the Series 4 Notes which are described in greater detail below.

Type	Maturity	Principal Amount Outstanding
Credit Agreement - Revolving Credit Facility 1	June 2028	US\$137M
Credit Agreement - Term Loan 1	September 2026	US\$225M
Credit Agreement - Term Loan 2	September 2027	US\$400M
First Incremental Facility Supplement - Term Loan 3	October 2027	US\$175M
Second Incremental Facility Supplement - Term Loan 4	October 2028	£230M
Series 1 Notes	April 2028	C\$500M
Series 2 Notes	November 2030	C\$500M
Series 3 Notes	September 2029	C\$525M
Series 4 Notes	September 2034	C\$475M

Credit Agreement

The Credit Agreement currently consists of two unsecured revolving credit facilities providing for a maximum amount of US\$2B and eight unsecured term loans totaling US\$2,695M and £230M, which includes six term loans pursuant to the three incremental facility supplements.

Indebtedness under the Credit Agreement is guaranteed by certain direct and indirect subsidiaries of the Corporation.

Notes

On January 22, 2026, WSP completed a private placement of \$500 million aggregate principal amount of Series 6 Notes due January 22, 2036. The Series 6 Notes were issued pursuant to the Trust Indenture (as defined below under the heading “Material Contracts”) and the sixth supplemental trust indenture dated as of January 22, 2026 between WSP Global Inc. and TSX Trust Company, and bear interest at a fixed rate of 4.586% per annum, payable semi-annually until maturity on the 22nd day of January and July of each year beginning on July 22, 2026.

On January 22, 2026, WSP completed a private placement of \$500 million aggregate principal amount of Series 5 Notes due January 22, 2032. The Series 5 Notes were issued pursuant to the Trust Indenture and the fifth supplemental trust indenture dated as of January 22, 2026 between WSP Global Inc. and TSX Trust Company, and bear interest at a fixed rate of 4.003% per annum, payable semi-annually until maturity on the 22nd day of January and July of each year beginning on July 22, 2026.

On September 12, 2024, WSP completed a private placement of \$475 million aggregate principal amount of Series 4 Notes due September 12, 2034. The Series 4 Notes were issued pursuant to the Trust Indenture and Fourth Supplemental Indenture (as defined below under the heading “Material Contracts”), and bear interest at a fixed rate of 4.754% per annum, payable semi-annually until maturity on the 12th day of March and September of each year beginning on March 12, 2025.

On September 12, 2024, WSP completed a private placement of \$525 million aggregate principal amount of Series 3 Notes due September 12, 2029. The Series 3 Notes were issued pursuant to the Trust Indenture and Third Supplemental Indenture (as defined below under the heading “Material Contracts”), and bear interest at a fixed rate of 4.120% per annum, payable semi-annually until maturity on the 12th day of March and September of each year beginning on March 12, 2025.

On November 22, 2023, WSP completed a private placement of \$500 million aggregate principal amount of Series 2 Notes due November 22, 2030. The Series 2 Notes were issued pursuant to the Trust Indenture and Second Supplemental Indenture (as defined below under the heading "Material Contracts"), and bear interest at a fixed rate of 5.548% per annum, payable semi-annually until maturity on the 22nd day of May and November of each year.

On April 19, 2021, WSP completed a private placement of \$500 million aggregate principal amount of 2.408% senior unsecured notes due April 19, 2028 (the "Series 1 Notes", and together with the Series 2 Notes, the Series 3 Notes, the Series 4 Notes, the Series 5 Notes, the Series 6 Notes, the "Notes"). The Series 1 Notes were issued pursuant to the Trust Indenture and First Supplemental Indenture (as defined below under the heading "Material Contracts"), and bear interest at a fixed rate of 2.408% per annum, payable semi-annually until maturity on the 19th day of April and October of each year.

The Notes are direct, senior unsecured obligations of WSP and rank *pari passu* with all other unsecured and unsubordinated indebtedness of WSP. The Notes are guaranteed by the same subsidiaries of the Corporation that guarantee indebtedness under the Credit Agreement from time to time.

Ratings

In connection with each issuance of Notes, DBRS assigned a rating of BBB (high), with a stable trend to each series of the Notes. The Corporation has not obtained and has not requested any other credit rating.

DBRS credit ratings range from AAA to D, which represent the range from the highest to lowest quality. According to DBRS, the BBB rating is the fourth highest of 10 major rating categories. All rating categories other than AAA and D also contain subcategories ("high") and ("low"). The absence of either a ("high") or ("low") designation indicates the rating is in the "middle" of the category. Long-term debt rated BBB is of adequate credit quality. The capacity for the payment of financial obligations is considered acceptable but it may be vulnerable to future events. Each DBRS rating category is appended with one of three rating trends - "Positive", "Stable", or "Negative". The rating trend helps to give the investor an understanding of DBRS's opinion regarding the outlook for the rating in question. However, the investor must not assume that a positive or negative trend necessarily indicates that a rating change is imminent. **A credit rating is not a recommendation to buy, sell or hold securities of the Corporation in any way, and may be subject to revision or withdrawal at any time by the credit rating organization.**

Market for Securities

During the year ended December 31, 2025, the Shares were listed for trading on the TSX under the symbol “WSP”.

Trading Price and Volume

The following table shows the monthly range of high and low prices per Share, the total monthly volumes and the average daily volumes of Shares traded on the TSX for the year ended December 31, 2025.

Month	Monthly High (\$)	Monthly Low (\$)	Total Monthly Volume	Average Daily Volume
January	262.00	237.83	3,853,929	175,179
February	264.87	240.02	5,297,703	278,826
March	261.72	238.38	5,653,893	269,233
April	254.66	217.42	5,790,370	275,732
May	284.15	243.26	5,418,307	258,015
June	284.07	269.50	5,305,081	252,623
July	289.94	272.27	3,729,421	169,519
August	288.29	266.72	4,087,735	204,387
September	291.46	269.52	6,233,410	296,829
October	290.23	267.89	5,488,812	249,491
November	269.73	229.59	7,838,853	391,943
December	252.55	237.00	6,927,869	329,899

Directors and Officers

Board of Directors

The articles of the Corporation provide for the Board to consist of a minimum of three and a maximum of fifteen directors. As at February 25, 2026, the Board is comprised of nine members. The following table lists the names and place of residence of the current directors of the Corporation, as well as their principal occupation, the date on which they became directors and their previously held positions during the last five years.

Name and Place of Residence	Position with the Corporation	Principal Occupation	Director Since	Previously Held Position(s)
Christopher Cole ⁽⁴⁾ Surrey (United Kingdom)	Chair of the Board Director	Professional Non-Executive Director	August 7, 2012	-
Alexandre L'Heureux Quebec (Canada)	President and CEO Director	President and CEO of the Corporation	May 19, 2016	-
Claude Tessier ⁽¹⁾ Quebec (Canada)	Director	Corporate Director and Senior Advisor, Greenhill & Co Canada	December 6, 2023	Chief Financial Officer, Alimentation Couche-Tard Inc.

Linda Smith-Galipeau ⁽³⁾ Wisconsin (USA)	Director	Professional Non-Executive Director	January 1, 2019	-
Martine Ferland ⁽⁴⁾ Grand Cayman (Cayman Islands)	Director	Professional Non-Executive Director	June 13, 2024	President and CEO, Mercer
Eric Lamarre ⁽²⁾ Massachusetts (USA)	Director	Senior Lecturer, Massachusetts Institute of Technology (MIT) Senior Advisor, McKinsey & Company	May 8, 2025	Senior Partner, McKinsey & Company
Suzanne Rancourt ⁽²⁾ Quebec (Canada)	Director	Professional Non-Executive Director	May 19, 2016	-
Pascale Sourisse ⁽⁴⁾ Paris (France)	Director	Senior Executive Vice-President, International Development, THALES	June 18, 2025	-
Macky Tall ⁽²⁾ Florida (USA)	Director	Chair of the Board of Directors for the Canada Infrastructure Bank (CIB)	May 11, 2023	Partner and Chair, Carlyle's Global Infrastructure Group

(1) Chair of the Audit Committee.

(2) Member of the Audit Committee.

(3) Chair of the Governance, Ethics and Compensation Committee.

(4) Member of the Governance, Ethics and Compensation Committee.

The directors of the Corporation are elected at the annual meeting of Shareholders. They hold office until their term expires at the following annual meeting of Shareholders, subject to re-election, retirement, resignation or vacancy caused by death, removal or other cause.

The charter of the Board provides that the Board must at all times be constituted of a majority of individuals who are independent. Based on the information received from each director and having taken into account the independence criteria set forth below, the Board concluded that all directors, with the exception of Alexandre L'Heureux, are independent within the meaning of *Regulation 52-110 respecting Audit Committees* ("Regulation 52-110").

Alexandre L'Heureux is not independent as he is currently the President and CEO of the Corporation.

All other current directors of the Corporation, namely Christopher Cole, Martine Ferland, Eric Lamarre, Suzanne Rancourt, Linda Smith-Galipeau, Pascale Sourisse, Macky Tall and Claude Tessier are "independent" directors within the meaning of Regulation 52-110. Each of them has no material relationship with the Corporation and, in the reasonable opinion of the Board, is independent under Regulation 52-110.

The Board has an Audit Committee and a Governance, Ethics and Compensation Committee.

AUDIT COMMITTEE

The Audit Committee is currently composed of four members: Claude Tessier (Chair), Eric Lamarre, Suzanne Rancourt and Macky Tall. See "About the Audit Committee" for further information.

GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE

The Governance, Ethics and Compensation Committee is currently composed of four members: Linda Smith-Galipeau (Chair), Christopher Cole, Martine Ferland and Pascale Sourisse.

Executive Officers

The following table lists the names and place of residence of the current executive officers of the Corporation who are not also directors of the Corporation, their position within the Corporation as at February 25, 2026, the date on which they became executive officers and their previously held positions during the last five years.

Name and Place of Residence	Position with the Corporation	Executive Officer Since	Previously Held Position(s)
Alain Michaud Quebec (Canada)	Chief Financial Officer	February 27, 2020	–
Mark Naysmith Midlothian (United Kingdom)	Chief Operating Officer	January 1, 2025	President and Chief Executive Officer, WSP EMEA
Philippe Fortier Quebec (Canada)	Chief Legal Officer	July 1, 2019	–
Megan Van Pelt Texas (USA)	Chief Human Resources Officer	May 1, 2021	Chief Human Resources Officer, WSP USA
Chadi Habib Quebec (Canada)	Chief Technology Officer and Head of Business Solutions	July 26, 2022	Executive Vice President, Global Marketing & Communications, CGI Inc.
Julianna Fox Quebec (Canada)	Chief Compliance and Sustainability Officer	March 13, 2018	
Marie-Claude Dumas Quebec (Canada)	President, WSP Canada	January 13, 2020	Director, Major Projects & Programs/Executive Market Leader Quebec, WSP Global
Paul Reilly Kent (United Kingdom)	President and Managing Director, WSP UK and Ireland	January 1, 2025	Deputy Chief Executive Officer, WSP UK and Ireland Executive Managing Director, Planning Advisory & Local Government, WSP UK and Ireland Managing Director, Planning and Advisory, WSP UK and Ireland Managing Director, Stantec UK Limited
Joseph (Joe) Sczurko Maine (USA)	President, WSP USA	April 3, 2024	President of Earth & Environment, WSP USA Chief Executive Officer, Wood Environment & Infrastructure Executive President, Wood Consulting

As at December 31, 2025, the directors and the executive officers of the Corporation, as a group, held, either

directly or indirectly, or exercised control over 84,476 Shares, representing approximately 0.06% of the outstanding Shares.

About the Audit Committee

Composition of the Audit Committee

The Audit Committee is currently composed of four members: Claude Tessier (Chair), Eric Lamarre, Suzanne Rancourt and Macky Tall who have all been members of the Audit Committee since at least the annual meeting of Shareholders held on May 8, 2025. Eric Lamarre, Suzanne Rancourt, Macky Tall and Claude Tessier are each independent from the Corporation as required under Regulation 52-110, including the heightened standards for members of the Audit Committee. In addition, each of the members of the Audit Committee is “financially literate” within the meaning of Regulation 52-110.

The Board has adopted a written charter, the text of which is reproduced in its entirety as Appendix A, setting forth the purpose, composition, authority and responsibility of the Audit Committee, consistent with Regulation 52-110.

The Audit Committee assists the Board in fulfilling its oversight of, among other things:

- the integrity of the financial reporting of the Corporation;
- the Corporation’s internal controls;
- the independence, qualifications and performance of the external auditor;
- the performance of the internal auditor;
- risk management; and
- the Corporation's compliance with applicable legal and regulatory requirements that may have a significant effect on the Corporation's financial statements, cash flows or operations.

It is the responsibility of the Audit Committee to maintain free and open means of communication between the Audit Committee, the external auditor, the internal audit function, and Management. The Audit Committee is given full access to the Corporation’s books, records and personnel as necessary to carry out these responsibilities. The Audit Committee has the authority to carry out such special investigations as it sees fit in respect of any matters within its various roles and responsibilities, using special counsel or outside experts when necessary or appropriate. The Corporation provides appropriate funding, as determined by the Audit Committee, for the payment of compensation to the external auditor and other outside counsel for the purpose of assisting the Audit Committee in the performance of its functions.

Relevant Education and Experience of the Audit Committee Members

The education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities as an Audit Committee member is as follows:

Eric Lamarre is a Senior Lecturer at the Massachusetts Institute of Technology (MIT), and Senior Advisor at McKinsey, and was a Senior Partner at McKinsey for the past 30 years until his retirement in November 2024. Mr. Lamarre has extensively advised Fortune 500 companies on their most significant business priorities, including AI, digital transformation, productivity improvements, risk management and merger integrations. He served on McKinsey’s key governance committees, including McKinsey’s global board of directors, and its Technology and Knowledge committee. He also served as the Chair of McKinsey’s global Acquisition Committee, overseeing several acquisitions per year. He previously led McKinsey Digital in North America, one of McKinsey’s largest operating units with over 2,000 professionals. Mr. Lamarre holds an engineering degree from McGill University, a Ph. D. in engineering from MIT, and an MBA from Collège des ingénieurs

(Paris). He is the 2023 recipient of the Gluck Lifetime Award, McKinsey's most prestigious innovation award conferred yearly to one McKinsey partner for their exceptional lifetime contributions to developing client service innovations and building new firm capabilities. He authored over 30 business and scientific publications, including the best-selling book *Rewired: Outcompeting in the age of digital and AI* (2023). He currently sits on the board of directors of Coveo Solutions Inc., a software publicly-listed company that provides an AI-powered enterprise search and personalization platform.

Suzanne Rancourt is a corporate director with more than 30 years of experience in consulting and management in the sector of information technology. From 2006 to 2016, she was Vice-President Enterprise Risks and Internal Audit at CGI Inc. ("CGI"). Since her arrival at CGI in 1985, she held increasing senior positions in consulting, strategy and information technology, business development, project management and corporate functions in a multinational environment. Prior to her arrival at CGI, Ms. Rancourt began her career as an auditor and worked in operations, finance and accounting in distribution, retail and financial industries. She holds a bachelor's degree in business administration from Université du Québec à Montréal and an ICD.D designation from the Institute of Corporate Directors. She is a Chartered Professional Accountant (CPA) and was appointed Fellow of the Ordre des Comptables professionnels agréés du Québec (Québec CPA Order) in 2024. Ms. Rancourt is a member of the board of directors of iA Groupe financier and outgoing Chair of the board of directors of the Institute of Corporate Directors (Québec).

Macky Tall is currently Chair of the board of directors for the Canada Infrastructure Bank (CIB). He was previously a Partner and Chair of Carlyle's Global Infrastructure Group, which includes efforts across transportation, renewables, energy, power, water and digital infrastructure, based in Washington, DC and a member of Carlyle's Leadership Committee. Prior to joining Carlyle, Mr. Tall served in a series of leadership positions at Caisse de dépôt et placement du Québec (La Caisse), one of the world's largest infrastructure investors and the second largest pension fund in Canada. He also served on La Caisse's Executive Committee and Investment-Risk Committee, served as founding Chair and CEO of La Caisse Infra, La Caisse's subsidiary specializing in major infrastructure projects, and as Chair of the board of directors of Ivanhoé Cambridge, La Caisse's real estate subsidiary. Before joining La Caisse, he held several senior management positions with companies in the energy and finance sectors, namely Hydro-Québec, MEG International, Novergaz and Probyn & Company. Mr. Tall also sits on the board of directors of the National Bank of Canada, and the United Nations Joint Staff Pension Fund Investments Committee. He is a member of Telfer School of Management Strategic Leadership Cabinet. In addition, he has served as co-chair of the Advisory Committee of the Global Infrastructure Facility of the World Bank. He holds a bachelor's degree in Business Administration (Finance) from HEC Montréal and an MBA (Finance) and an Honorary Doctorate from the University of Ottawa. He also completed an undergraduate degree in Economics at Université de Montréal, and he has been inducted as Distinguished Alumni by HEC Montreal.

Claude Tessier is currently a Corporate Director and Senior Advisor for Greenhill & Co Canada. Previously, he served as Chief Financial Officer of Alimentation Couche-Tard Inc. ("Couche-Tard"), a multinational operator of convenience stores, from 2016 to August 2023. Prior to joining Couche-Tard, Mr. Tessier was President of the IGA Operations Business Unit at Sobeys Inc. ("Sobeys") from 2012 to 2016, and prior to that was Senior Vice President, Finance & Strategic Planning of Sobeys Québec from 2003 to 2012. Prior to his roles at Sobeys, Mr. Tessier gained more than 15 years of experience in senior financial leadership positions with Provigo Inc., a Loblaw company, and Costco Wholesale Canada Ltd. He has also held management positions with Mallette International and PricewaterhouseCoopers LLP. Mr. Tessier currently serves on the board of the TMX Group Limited, is a member of the Derivatives Committee, the Self-Regulatory Oversight Committee, and is Chair of the Finance and Audit Committee. He also serves on the board of CCL Industries Inc. and is Lead Director and Chair of the Audit Committee and member of the Nominating and Governance Committee. He also serves as Chair of the board of Avril Supermarché Santé, a private chain of supermarket operating in the province of Québec. Mr. Tessier holds a Bachelor of Accounting degree from the Université du Québec à Montréal and has been a member of the Canadian Institute of Chartered Accountants since 1987.

Pre-approval Policies and Procedures

The Audit Committee has the authority to pre-approve all non-audit services to be provided by the external auditor to the Corporation and any subsidiary thereof. To this effect, the Audit Committee may adopt specific policies and procedures that may include the delegation by the Audit Committee to one or more independent members of the authority to pre-approve such non-audit services, provided that such pre-approval be reported to the Audit Committee at its next regularly scheduled meeting.

External Auditor Service Fee

For the years ended December 31, 2025 and December 31, 2024, the following fees were billed to the Corporation by its external auditor, PricewaterhouseCoopers LLP:

	Fiscal Year Ended December 31, 2025	Fiscal Year Ended December 31, 2024
Audit Fees ⁽¹⁾	\$6,199,504	\$5,769,390
Audit-Related Fees ⁽²⁾	\$743,727	\$1,075,919
Tax Fees ⁽³⁾	\$511,870	\$271,300
All Other Fees ⁽⁴⁾	\$4,570	\$992,501
Total Fees Paid	\$7,459,671	\$8,109,110

- (1) "Audit Fees" include fees necessary to perform the annual audit of the Corporation's consolidated financial statements, as well as the annual audits of certain subsidiaries of the Corporation.
- (2) "Audit-Related Fees" include fees for assurance and related services that are reasonably related to the performance of the audit or review of the financial statements and are not reported under "Audit Fees".
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes mainly fees for tax compliance.
- (4) "All Other Fees" include fees for products and services provided by the auditors other than those described above. For 2024, these fees mainly included transformation assistance services in relation with the operating model of the finance and legal functions, which are now completed. Management and the Audit Committee concluded that these services provided by PricewaterhouseCoopers LLP were permitted services under applicable independence standards, and appropriate safeguards were implemented by Management and PricewaterhouseCoopers LLP to ensure independence was maintained. In addition, both years include fees for subscription to publications.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Corporation, none of the directors or executive officers of the Corporation is, or within ten years before the date hereof has been, a director, chief executive officer or chief financial officer of any company (including WSP) that: (i) was subject to a cease trade order or similar order, or an order that denied the relevant company access to any exemption under securities legislation, in each case such an order being in effect for a period of more than 30 consecutive days while the director or executive officer was acting in the capacity as director, chief executive officer, or chief financial officer, or (ii) was subject to a cease trade order or similar order, or an order that denied the relevant company access to any exemption under securities legislation, in each case such an order being in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

In addition, to the knowledge of the Corporation, no director or executive officer of the Corporation, or any of their respective personal holding companies, nor any Shareholder holding a sufficient number of securities to

affect materially the control of the Corporation: (i) is, or within ten years before the date hereof has been, a director or executive officer of any company (including WSP) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (ii) has, within ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the knowledge of the Corporation, no director or executive officer of the Corporation, or any of their respective personal holding companies, or Shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation has: (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Conflicts of Interest

To the knowledge of the Corporation, no director or officer of the Corporation has any existing or potential material conflicts of interest with the Corporation or any of its subsidiaries, except for Macky Tall. Mr. Tall is a member of the board of directors of National Bank of Canada, a party to the Credit Agreement, and as such Mr. Tall may have a conflicting duty towards the Corporation in connection with the Credit Agreement and shall abstain from voting for or against the approval of any changes to the Credit Agreement or any other material transaction with National Bank of Canada.

Interest of Management and Others in Material Transactions

To the knowledge of the Corporation and based on information provided to it by its directors and the executive officers, there were no (i) directors or executive officers, (ii) persons that beneficially own, or control or direct, directly or indirectly, more than 10% of the Shares, or (iii) any associate or affiliate of persons referred to in (i) and (ii), who has or has had any material interest, direct or indirect, in any transaction within the past three years or in any proposed transaction that has materially affected, or is reasonably expected to materially affect, the Corporation or any of its subsidiaries.

Legal Proceedings and Regulatory Actions

Legal Proceedings

In the ordinary course of conducting its business, the Corporation is, from time to time, threatened with, or becomes subject to, various legal proceedings. Such proceedings (which may include civil suits, demands for arbitration or class actions) often allege professional errors and omissions or other incidents that may occur during the Corporation's performance of its services or the delivery of projects, or commercial or regulatory disputes involving clients, service providers, partners, project owners, contractors, or the Corporation's employees. While properly defending such proceedings, the Corporation also adopts appropriate mitigation measures to proactively resolve and prevent such disputes. Furthermore, the Corporation secures a comprehensive insurance program (which includes general and professional liability insurance) in order to manage the risks related to such proceedings. Management uses judgment to assess the potential outcome of these proceedings and estimates the provisions, based on advice and information provided by its legal

advisors and on its own experience in the resolution of similar proceedings. Note that provisions include defence and litigation costs, as well as an indemnity for potential exposure. Such legal proceedings, and their outcome, may have a material effect on the Corporation's financial condition or results of operations.

A summary of the legal proceedings involving the Corporation is presented in the subsection titled "Current or Future Legal Proceedings" in the "Risk Factors" section of the Corporation's MD&A, which section is incorporated herein by reference. The Corporation's MD&A is available on SEDAR+ at www.sedarplus.ca and on the Corporation's website at www.wsp.com under the "Investors" section.

Regulatory Investigations and Actions

As a government contractor, the Corporation may be subject to laws and regulations that are more restrictive than those applicable to non-government contractors. Government scrutiny of contractors' compliance with those laws and regulations through audits and investigations is inherent in government contracting, and, from time to time, Management receives inquiries and similar demands related to the Corporation's ongoing business with government entities. Violations could result in civil or criminal liabilities as well as suspension or debarment from eligibility for awards of new government contracts or option renewals.

Registrar and Transfer Agent

The registrar and transfer agent for the Shares is Computershare Investor Services Inc. at their offices in Montreal, Toronto and Vancouver.

Material Contracts

Except for those contracts entered into in the ordinary course of business, the following material contracts of the Corporation were either entered into within the last financial year or before the last financial year but are still in effect as of the date hereof:

- The seventh amended and restated credit agreement dated as of April 27, 2023, as amended from time to time, among WSP Global Inc., WSP Canada Inc., WSP USA Group Holding Inc., Canadian Imperial Bank of Commerce as the administrative agent and the lenders named therein and each of the guarantors party thereto from time to time (the "Credit Agreement");
- The incremental facility supplement to the Credit Agreement dated as of September 16, 2024, among WSP Global Inc., WSP Canada Inc., WSP USA Group Holding Inc., Canadian Imperial Bank of Commerce as the administrative agent, sole bookrunner and sole lead arranger, and the lenders named therein and each of the guarantors party thereto from time to time (the "First Incremental Facility Supplement");
- The second incremental facility supplement to the Credit Agreement dated as of October 22, 2025, among WSP Global Inc., WSP Canada Inc., WSP USA Group Holding Inc., Canadian Imperial Bank of Commerce as the administrative agent, RBC Capital Markets as the sole bookrunner and sole lead arranger, and the lenders named therein and each of the guarantors party thereto from time to time (the "Second Incremental Facility Supplement");
- The first amending agreement to the Credit Agreement dated as of August 31, 2023, among WSP Global Inc., WSP Canada Inc., WSP USA Group Holding Inc., Canadian Imperial Bank of Commerce as the administrative agent and the lenders named therein and each of the guarantors party thereto from time to time;
- The second amending agreement to the Credit Agreement dated as of June 26, 2024, among WSP Global Inc., WSP Canada Inc., WSP USA Group Holding Inc., Canadian Imperial Bank of Commerce as the administrative agent and the lenders named therein and each of the guarantors party thereto from time to time;
- The third amending agreement to the Credit Agreement dated as of June 3, 2025, among WSP Global Inc., WSP Canada Inc., WSP USA Group Holding Inc., Canadian Imperial Bank of Commerce as the

administrative agent and the lenders named therein and each of the guarantors party thereto from time to time;

- The trust indenture dated as of April 19, 2021 between WSP Global Inc. and TSX Trust Company (the “Trust Indenture”);
- The first supplemental trust indenture dated as of April 19, 2021 between WSP Global Inc. and TSX Trust Company (the “First Supplemental Indenture”);
- The second supplemental trust indenture dated as of November 22, 2023 between WSP Global Inc. and TSX Trust Company (the “Second Supplemental Indenture”);
- The third supplemental trust indenture dated as of September 12, 2024 between WSP Global Inc. and TSX Trust Company (the “Third Supplemental Indenture”);
- The fourth supplemental trust indenture dated as of September 12, 2024 between WSP Global Inc. and TSX Trust Company (the “Fourth Supplemental Indenture”); and
- The amended and restated registration rights agreement dated December 15, 2025 among WSP Global Inc., WSP Canada Inc. and Caisse de dépôt et placement du Québec.

Interest of Experts

The Corporation’s independent auditors are PricewaterhouseCoopers LLP, Chartered Professional Accountants, who have prepared an independent auditor’s report dated February 25, 2026 in respect of the Corporation’s consolidated financial statements as at December 31, 2025 and December 31, 2024 and for the years then ended. PricewaterhouseCoopers LLP has advised that they are independent with respect to the Corporation within the meaning of the ethical requirements that are relevant to the audit of financial statements in Canada.

Additional Information

Additional information, including, without limitation, directors’ and officers’ remuneration and indebtedness, principal shareholders of the Corporation, and securities authorized for issuance under equity compensation plans, where applicable, is contained in the Corporation’s most recent management information circular for the most recent annual meeting of shareholders that involved the election of directors.

Additional information relating to the Corporation is also available on SEDAR+ at www.sedarplus.ca under the name WSP Global Inc., including the Corporation’s annual report, annual audited consolidated financial statements, which comprise the consolidated statement of financial position as at December 31, 2025 and 2024 and the consolidated statements of earnings, comprehensive income, changes in equity and cash flows for the years then ended, as well as its related management’s discussion & analysis. You can also ask us for a copy of these documents at no charge by contacting the Corporation in writing at Investor Relations, WSP Global Inc., 1600 René-Lévesque Boulevard West, 11th Floor, Montreal, Quebec, H3H 1P9 or by email at investors@wsp.com.

The above documents and all of our news releases are also available on our website at www.wsp.com.

Appendix A

AUDIT COMMITTEE CHARTER OF WSP GLOBAL INC. (THE "CORPORATION")

AMENDED ON NOVEMBER 5, 2025

A. PURPOSE

The role of the audit committee (the "**Audit Committee**") of the board of directors of the Corporation (the "**Board**") is to assist the Board in its oversight and supervision of (i) the integrity of the financial reporting of the Corporation, (ii) the Corporation's internal controls, (iii) the independence, qualifications and performance of the external auditor, (iv) the performance of the internal auditor, (v) risk management and (vi) the Corporation's compliance with applicable legal and regulatory requirements that may have a significant effect on the Corporation's financial statements, cash flows or operations.

B. DUTIES AND RESPONSIBILITIES

In furtherance of its purpose, the Audit Committee shall perform the functions customarily performed by audit committees and any other functions assigned by the Board, including the following duties and responsibilities:

OVERSIGHT AND SUPERVISION OF FINANCIAL REPORTING

1. On a periodic basis, review and discuss with management and the external auditor the following:
 - a) important issues regarding: (i) accounting principles and financial statement presentations, including any significant changes in the selection or application of accounting principles, (ii) the adequacy of the Corporation's internal controls, and (iii) any special audit steps adopted in light of identified material control deficiencies, if any;
 - b) analysis prepared by or on behalf of management setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements including analysis of the effects of alternative generally accepted accounting principles methods on the financial statements when such alternatives have been selected in the current reporting period;
 - c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the financial statements of the Corporation;
2. Ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and periodically assess the adequacy of such procedures;
3. Review and discuss with management and the external auditor, report and, where appropriate, provide recommendations to the Board on the Corporation's annual and interim financial statements, the related management's discussion and analysis, earnings press releases, financial information and financial guidance provided to investors, analysts and rating agencies and the integrity of their financial reporting, prior to the public disclosure of such information;
4. Review and discuss with management, and where appropriate, provide recommendations to the Board on the Corporation's disclosure of the information required by *Regulation 52-110 respecting Audit Committees*, as it may be amended or replaced from time to time ("Regulation 52-110"), contained in the Corporation's annual information form and management information circular;

5. Review and discuss with management and the external auditor the quality, appropriateness and acceptability of the Corporation's financial reporting and consistency in approach from period to period;
6. Resolve any disagreement between management and the external auditor regarding financial reporting;
7. Review and discuss any report from the external auditor on:
 - a) all critical accounting policies and practices used by the Corporation;
 - b) all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternate treatments and disclosures and the treatment preferred by the external auditor;
 - c) other material written communications between the external auditor and management;
8. Review any litigation, claim or other contingency and any regulatory or accounting initiatives that could have a material effect upon the financial position or operating results of the Corporation and the appropriateness of the disclosure thereof in the documents reviewed by the Audit Committee;

OVERSIGHT AND SUPERVISION OF INTERNAL CONTROLS

9. Review and discuss with management, the external auditor and internal auditor, report and, when appropriate, provide recommendations to the Board on the Corporation's internal control system;
10. Review the process relative to the periodic certifications by the chief executive officer and the chief financial officer of the Corporation in respect of financial disclosures, the existence of any significant deficiencies in the design or operation of internal controls which could adversely affect the ability to record, process, summarize and report financial data and any significant changes in internal controls or changes to the environment in which the internal controls operate, including corrections of material deficiencies and weaknesses;
11. Review the internal control and data verification process for reporting of data on sustainability matters;
12. Review and approve the procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for confidential, anonymous submission by employees regarding questionable accounting, auditing or other finance-related matters;
13. Review and report to the Board any anonymous submissions of concerns in relation to questionable accounting, auditing or other finance-related improprieties by or on behalf of the Corporation's employees and directors;
14. Review control weaknesses identified by the external auditor, together with management's responses thereto;
15. Review related-party transactions and consider any applicable risk associated thereto, and if appropriate, recommend for approval by the Board procedures for the identification, consideration and approval of related-party transactions;

INFORMATION TECHNOLOGY AND INFORMATION SECURITY

16. Review the Corporation's information technology policies and initiatives;
17. Review the Corporation's information security and cybersecurity policies, controls and initiatives and reporting on security incidents;
18. Meet periodically with the Chief Information Security Officer, in the absence of management;

OVERSIGHT AND SUPERVISION OF EXTERNAL AUDITOR

- 19.** The external auditor shall report directly to the Audit Committee. The Audit Committee shall recommend to the Board: (i) the external auditor to put forward for shareholder approval at the annual meeting for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, and if necessary, recommend to the Board for approval the external auditor's removal and (ii) the compensation of such external auditor;
- 20.** Be directly responsible for overseeing the work of the external auditor when preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation;
- 21.** Pre-approve all non-audit services to be provided by the external auditor to the Corporation and any subsidiary thereof. To this effect, the Audit Committee may adopt specific policies and procedures for the engagement of the non-audit services that may include the delegation by the Audit Committee to one or more independent members of the Audit Committee of the authority to pre-approve such non-audit services, provided that such pre-approval be reported to the Audit Committee at its next regularly scheduled meeting;
- 22.** At least annually, consider, assess and report to the Board on:
 - a)** the independence of the external auditor, including whether the external auditor's performance of non-audit services is compatible with the external auditor's independence;
 - b)** obtain from the external auditor a written statement delineating: (i) all relationships between the external auditor and the Corporation, and (ii) any other relationships that may adversely affect the independence of the external auditor;
- 23.** Assure that lead auditor partner rotation is carried out, as required under CPA independence rules;
- 24.** At least annually, obtain and review a report by the external auditor describing:
 - a)** the external auditor's internal quality-control procedures;
 - b)** any material issues raised by the most recent internal quality-control review, or peer review of the external auditor firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditor firm, and any steps taken to deal with any such issues;
- 25.** Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor;
- 26.** Annually review the experience and qualifications of the external audit team and their effectiveness, professional skepticism and quality of service;
- 27.** Review the audit scope and process with the external auditor;
- 28.** Where applicable, review and discuss with the president and chief executive officer and the chief financial officer of the Corporation the process for the certifications to be provided in the Corporation's public disclosure documents;
- 29.** Meet periodically with the external auditor, in the absence of management and the internal auditor;

OVERSIGHT AND SUPERVISION OF INTERNAL AUDITOR

- 30.** Review and discuss with the internal auditor, report and, where appropriate, provide recommendations to the Board on the following:

- a) the appointment and mandate of the internal auditor, including its responsibilities, budget, staffing and the review and approval of the internal audit charter;
- b) the scope and performance of the internal auditor, including the review and approval of the annual internal audit plan and the monitoring thereof on a regular basis, and whether there are any restrictions or limitations on the internal auditor;
- c) obtain periodic reports from the internal auditor regarding internal audit findings, including with respect to the Corporation's internal controls and the Corporation's progress in remedying any material control deficiencies;
- d) ensure the independence and objectivity of the internal audit function, including by receiving an annual certification from the internal auditor confirming its independence, the independence of the internal audit function and compliance with its code of ethics and internal audit standards.

31. Meet periodically with the internal auditor, in the absence of management and the external auditor;

OVERSIGHT AND SUPERVISION OF RISK MANAGEMENT

- 32. Review, report and, where appropriate, provide recommendations to the Board on the Corporation's enterprise risk management program, including the processes for identifying, assessing and managing risks;
- 33. Review the Corporation's treasury operations, major financial risk exposures and the steps taken to monitor and control such exposures, and approve the Corporation's financial risk management policy.

OVERSIGHT AND SUPERVISION OF COMPLIANCE WITH LEGAL REQUIREMENTS

- 34. Review and discuss with management, the external auditor and internal auditor, report and, when appropriate, provide recommendations to the Board on the adequacy of the Corporation's process for complying with laws and regulations; and
- 35. Receive, on a periodic basis, reports from the Corporation with respect to legal and regulatory issues that may have a significant effect on the Corporation's financial statements, cash flows or operations.

C. COMPOSITION

- 36. The Audit Committee shall be composed of a minimum of three members, each being a director of the Corporation;
- 37. All members of the Audit Committee must (except to the extent permitted by Regulation 52-110) be independent (as defined by Regulation 52-110), and free from any relationship that, in the view of the Board, could be reasonably expected to interfere with the exercise of his or her independent judgment as a member of the Audit Committee;
- 38. All members of the Audit Committee must (except to the extent permitted by Regulation 52-110) be financially literate (which is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements);
- 39. The members of the Audit Committee and its chairperson (the "Chairperson") shall be appointed by the Board, based on the Governance, Ethics and Compensation Committee's recommendations. Unless a Chairperson is appointed by the full Board, the members of the Audit Committee may designate a

Chairperson among themselves by a majority vote of the full Audit Committee membership. An Audit Committee member may resign from the Audit Committee without resigning from the Board;

40. Any member of the Audit Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Audit Committee on ceasing to be a director. The Chairperson may be removed by the Board or the Audit Committee, in consultation with the Board, at any time. The Board may fill vacancies on the Audit Committee by election from among the members of the Board. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all powers of the Audit Committee so long as a quorum remains.

D. MEETINGS

41. The Audit Committee shall meet at least four times per year or more frequently as circumstances require. Each of the president and chief executive officer, the chief financial officer, the internal auditor and the external auditor shall be entitled to request that the Chairperson call a meeting;
42. The Audit Committee shall have the opportunity to meet separately, in the absence of management, the internal auditor and the external auditor, at each regularly scheduled meeting of the Audit Committee;
43. The Audit Committee may ask members of management and employees of the Corporation (including, for greater certainty, its affiliates and subsidiaries) or others (including, the external auditor) to attend meetings and provide such information as the Audit Committee requests. Members of the Audit Committee shall have full access to information of the Corporation (including, for greater certainty, its affiliates, subsidiaries and their respective operations) and shall be permitted to discuss such information and any other matters relating to the results of operations and financial position of the Corporation with management, employees, the external auditor and others as they consider appropriate;
44. The external auditor of the Corporation shall receive notice of every meeting of the Audit Committee and, if so requested by any member of the Audit Committee, shall attend every meeting of the Audit Committee held during the term of office of the external auditor;
45. A quorum for the transaction of business at any meeting of the Audit Committee shall be a majority of the number of members of the Audit Committee, one of which shall be the Chairperson, unless otherwise determined from time to time by resolution of the Board. For any meeting(s) at which the regular Chairperson is absent, the Chairperson shall be replaced by another member of the Audit Committee who shall be named by the other members among themselves;
46. The Audit Committee may meet by telephone conference call or by any other means permitted by law and the Corporation's by-laws;
47. The minutes of the Audit Committee meetings shall accurately record the significant discussions of and decisions made by the Audit Committee, including all recommendations to be made by the Audit Committee to the Board and shall be distributed to the Audit Committee members for approval;
48. At a meeting, any question shall be decided by a majority of the votes cast by members of the Audit Committee, except where only two members are present, in which case any question shall be decided unanimously;
49. Unless otherwise determined by resolution of the Audit Committee, the corporate secretary of the Corporation shall be the secretary of the Audit Committee.

E. INVESTIGATIONS

50. The Audit Committee shall be empowered to investigate any matter brought to its attention with full access to all Corporation's books, records and personnel, using special counsel or outside experts when necessary or appropriate.

F. OTHER

- 51.** The Audit Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly its activities and recommendations to the Board as appropriate;
- 52.** The Audit Committee shall have the authority to engage and set the compensation of outside counsel and other outside advisors as it deems appropriate to assist the Audit Committee in the performance of its functions;
- 53.** The Board may evaluate and review, on an annual basis, the performance of the Audit Committee;
- 54.** The Audit Committee shall review annually its effectiveness in fulfilling its responsibilities and duties as set out in this charter;
- 55.** The Audit Committee shall review and discuss with the Governance, Ethics and Compensation Committee of the Board, on an annual basis, the adequacy of the Audit Committee mandate;
- 56.** The Audit Committee shall review this charter at least annually and recommend any proposed changes to the Board for approval;

G. LIMITATIONS ON AUDIT COMMITTEE'S DUTIES

- 57.** Nothing contained in this charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or the members of the Audit Committee. Even though the Audit Committee has a specific mandate, it does not have the obligation to act as auditors or to perform audits, or to determine that the Corporation's financial statements are complete and accurate;
- 58.** Members of the Audit Committee are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, and (iii) representations made by management as to the non-audit services provided to the Corporation by the external auditor. The Audit Committee's oversight responsibilities are not established to provide an independent basis to determine that (i) management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures, or (ii) the Corporation's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and, if applicable, audited in accordance with generally accepted accounting standards.