ANTI-CORRUPTION POLICY

May, 2025

Revision

Revision	Summary of Changes	Date
9	Replaced usage of “Ethics and Compliance representative” with “Ethics representative” and “Ethics and Compliance Office” with “Ethics team” throughout.	1-May-25

History

Type of document	Governing	Version	9
Owner	Julianna Fox, Chief Ethics, Compliance and Sustainability Officer		
Approval		**Version**	**Approval date**
Policy Approval Committee		9	16-Apr-25
Governance, Ethics, and Compensation Committee (GECC)		9	1-May-25
Governance, Ethics, and Compensation Committee (GECC)		1	1-Mar-15
Governance, Ethics, and Compensation Committee (GECC)		2	1-Feb-17
Governance, Ethics, and Compensation Committee (GECC)		3	1-Mar-19
Governance, Ethics, and Compensation Committee (GECC)		4	1-May-20
Governance, Ethics, and Compensation Committee (GECC)		5	1-May-21
Governance, Ethics, and Compensation Committee (GECC)		6	1-May-22
Governance, Ethics, and Compensation Committee (GECC)		7	1-May-23
Governance, Ethics, and Compensation Committee (GECC)		8	1-May-24

WSP's commitment

This Anti-Corruption Policy (the "**Policy**") supports WSP's commitment to maintaining the highest standards of professional and ethical conduct. WSP will not tolerate any form of corruption. This Policy reinforces the expectation that employees place ethics at the center of all that we do by conducting business activities on behalf of WSP with honesty and integrity. Professional and straightforward business practices protect WSP's reputation and ensure WSP and its employees do not violate anti-corruption laws, which have severe penalties.

This Policy applies to WSP Global Inc. and its subsidiaries ("**WSP**") and to all employees, including directors, officers, independent contractors and other persons subject to an employment-type relationship with WSP ("**Employees**") as well as business partners acting on WSP's behalf. It is to be read together with the Code of Conduct (the "**Code**") and its underlying policies. The terms in this Policy have the same meaning as those defined in the Code.

Anti-corruption law

WSP, its Employees and business partners acting on its behalf are subject to anti-corruption laws, such as the *Canadian Corruption of Foreign Public Officials Act* (CFPOA), the *United States' Foreign Corrupt Practices Act* (FCPA) and the *UK Bribery Act*. This means we must adhere to the strictest anti-corruption laws in the world, regardless of nationality or location. International organizations, such as the Organisation for Economic Co-Operation and Development and the United Nations, as well as international financial institutions, also have strict policies against bribery and corruption in international transactions and projects.

Anti-corruption laws generally prohibit bribery, kickbacks and facilitation payments. Employees must not engage in any behaviour that is expressly prohibited by anti-corruption laws. In addition, Employees must use prudent judgment to avoid behaviours that may appear as corruption. Corruption is illegal, and penalties can be severe. Sanctions for individuals and businesses who engage in prohibited conduct often include debarment, civil and criminal liability, as well as reputational damages.

Understanding corruption

Corruption can be defined as the abuse of one's role to obtain an undue advantage. Anti-corruption laws make it illegal to offer, promise, give, solicit or receive "anything of value" in exchange for an "improper advantage." In some anti-corruption laws, the mere intent of engaging in corruption is considered an offense. Corruption includes a wide range of dishonest behaviours, ranging from petty payments to facilitate routine transactions to fraudulently securing large public contracts.

Considering that WSP does business in many jurisdictions and industries, Employees are involved in a range of transactions that may pose a higher corruption risk. This includes competitive bids for government and commercial contracts in countries, territories or regions that pose an elevated ethics, compliance, health or safety risk ("**High Risk Country**") and where bribes, kickbacks and facilitation payments may be viewed as a part of regular business practices.

WSP prohibits all forms of corruption. Common forms of corruption are further described below. Employees can seek advice from the regional Legal team or Ethics representative if in doubt about whether something could be considered as corruption or prohibited conduct.

Bribery

Bribery involves the exchange of anything of value to secure an undue business advantage. The term "anything of value" covers cash as well as anything that can have value to the receiver, such as luxurious trips, gifts, payment of education or living expenses, donations, home improvement work, or investments. Even a promise to offer something in the future in return for an undue business advantage constitutes bribery.

Bribery can involve many different parties to a transaction, but it always involves at least two primary parties: the person who pays the bribe (the supply side) and the person who receives it (the demand side). Both raise serious ethical and legal issues and involve a breach of trust and duty by both parties.

If in doubt about whether something could be considered as a bribe, consult the Gifts, Entertainment and Hospitality policy and seek advice from your regional Ethics representative.

Kickbacks

Kickbacks arise when suppliers or service providers pay part of their fees to the individuals who give them the contract or some other business advantage. Paying kickbacks to win a bid may be one of the most common forms of bribery.

Kickbacks are expressly prohibited by anti-corruption legislation. Similarly, kickbacks are also subject to anti-fraud and other related legislation, as payments and invoicing invariably involve financial misstatements and misrepresentations.

Facilitation Payments

Facilitation payments (often called "speed money" or "grease payments") are small payments to government or public officials intended to speed up routine governmental transactions to which the payer is already entitled. Unlike bribery, facilitation payments do not result in the receipt of an undue benefit; rather, they simply speed up or facilitate the transaction. Examples include payments to speed up customs clearances and extra fees to officials to secure electricity connections.

WSP prohibits facilitation payments. Facilitation payments are illegal in most countries and a willingness to offer them often leads to demands for larger, more significant payments.

Clients and business partners

Employees must never offer anything to a government official, public official or third party in the private sector that could cause them to breach a duty entrusted to them by their organization, whether public or private. This is especially true during a competitive bid or contract negotiations, where even modest gifts can be misinterpreted as a bribe in certain contexts.

Special care must additionally be taken when dealing with government or public officials, including former officials, or when engaging the immediate family and close associates of government and public officials (often called “politically exposed persons” or “PEPs”). Anti-corruption laws are particularly strict in this area. Although there may be occasions where such engagements are appropriate and justified, engaging PEPs may lead to circumstances that place WSP and its Employees at risk of corruption. Similar care should be taken when interacting with candidates for public office, regardless of their current employer or organisation. Pitfalls can be avoided by exercising prudent judgment and following the *Gifts, Entertainment and Hospitality Policy* and global and regional procurement procedures.

Indirect corruption through business partners

Bribery and kickbacks can also be made indirectly when they involve a third party that acts as an intermediary between the requestor of the bribe or kickback and the person giving it.

Although bribery often occurs with the full knowledge of all relevant parties, it can occur where one or more of the participants remain(s) entirely unaware, especially when it involves a third party. Indirect transactions are by far the most common way bribery and kickbacks occur.

Employees should ensure that business partners are appropriately vetted, in accordance with the global and regional procurement procedures and the *High-Risk Countries and Sanctions Compliance Policy*, and that they understand WSP’s policies and WSP’s *Business Partner Code of Conduct*.

Avoiding corruption

Adopt a zero-tolerance approach

Each Employee must adopt a zero-tolerance policy toward all forms of corruption, including bribery, kickbacks and facilitation payments. To avoid corruption, Employees must:

1. Never offer, pay, request or accept bribes or kickbacks, even if requested or directed to do so by a senior manager.

2. Never get involved in any fraudulent or dishonest activity.
3. Never authorize any corrupt activities or behaviours.
4. Never turn a blind eye to potentially corrupt behaviour by subordinates or business partners acting on the WSP's behalf.
5. Never conceal any corrupt or potentially corrupt activity.
6. Never engage in activities that could facilitate corruption, including drafting illegal agreements, drafting fraudulent claims, falsifying evidence, and giving false evidence in legal proceedings.

Take action when confronted with corruption

If an Employee is requested to pay a bribe, make facilitation payment or engage in a kickback scheme, Employees can take the following actions:

- Politely refuse to carry out the request. In these circumstances, treat the person requesting the bribe with courtesy.
- If the person requesting a bribe continues, inform them of WSP's zero-tolerance policy and that WSP is subject to strict anti-corruption laws.
- Request that any bribery demands be made in writing.
- Make a detailed record of the event and include witnesses if possible.
- Immediately report the incident to your regional Ethics representative.

If an Employee suspects that a colleague or one of WSP's business partners is involved in potentially corrupt behaviour, Employees must document the concern and promptly consult the regional Ethics representative, who will help determine if further investigation and precautionary measures are necessary. Alternatively, Employees can also report the situation through WSP's Business Conduct Hotline.

Exception: risk to life or liberty

Despite taking every precaution, Employees may still be confronted with challenging situations in the course of their work. Corruption-related demands—whether bribes, kickbacks, facilitation payments or otherwise—can be backed by a form of extortion, including the threat of violence, detainment or personal harm. An example would be a demand for payment to secure an emergency admission into hospital.

In such circumstances, Employees must use their best judgment to abide by WSP's business standards while reducing any risk to life or liberty. **WSP will support any Employee who makes a report after being forced into an extortion situation.** Immediately after the danger is past, the Employee must report the incident to their regional Legal team or Ethics representative, and any payment made must be properly recorded.

Non-compliance

WSP enforces a zero-tolerance approach on all forms of corrupt practices committed by Employees or business partners. Engaging in corrupt practices will result in a breach of the Code, and consequences will apply up to and including termination of employment. In addition, violating anti-corruption laws can have severe consequences for both WSP and Employees involved, including possible imprisonment, monetary fines and penalties, as well as debarment of WSP from bidding on public projects.

Where to turn for help

Employees can seek advice from the regional Legal team or Ethics representative if in doubt about whether an action could be perceived or considered corruption. If in doubt about any aspect of this Policy, Employees may contact ethics@wsp.com or communicate directly with their regional Ethics representative.

Reporting suspected violations

Information on potential non-compliance with this Policy by WSP, its Employees, or any business partner with whom WSP conducts or anticipates conducting business must be reported promptly. Employees can report suspected misconduct to their manager, their regional Ethics representative or WSP's Ethics team at ethics@wsp.com. Additionally, suspected misconduct can be reported confidentially and anonymously through WSP's Business Conduct Hotline, as permitted by applicable law.

For more information on how to report suspected misconduct, refer to WSP's Code of Conduct, the Reporting and Investigation Policy, or WSP's intranet and website.

Related policies and procedures

In addition to the information in this Policy, WSP has related policies and procedures including but not limited to:

- Code of Conduct
- High-Risk Countries and Sanctions Compliance Policy
- Gifts, Entertainment and Hospitality Policy
- Global and regional procurement procedures
- Business Partner Code of Conduct