Position Description:
Chair of the Board of Directors

February 25, 2026

WSP GLOBAL INC. (THE “CORPORATION”)

POSITION DESCRIPTION

CHAIR OF THE BOARD OF DIRECTORS

The board of directors of the Corporation (the "**Board**") has adopted a position description for the Chair of the Board (the "**Chair**").

The Chair is responsible for the management, the development and the effective performance of the Board, and provides leadership to the Board for all aspects of the Board’s work. The Chair of the Board takes all reasonable measures to ensure that the Board (i) has structures and procedures in place to enable it to function independently of management, (ii) carries out its responsibilities effectively and (iii) clearly understands and respects the boundaries between Board and management responsibilities.

The Chair acts in an advisory capacity to the President and Chief Executive Officer (the “**CEO**”) and to other officers in all matters concerning the interests and management of the Corporation and, in consultation with the CEO, plays a role in the Corporation’s external relationships.

The primary responsibilities of the Chair are to:

LEADERSHIP AND GOVERNANCE

1. ensure that the Board works as a cohesive team and provide the requisite leadership to achieve this;
2. establish procedures to govern the work of the Board and to support the Board’s full discharge of its duties and responsibilities;
3. take all reasonable steps to ensure that the resources available to the Board are adequate to support its work;
4. take steps to foster the Board's understanding of its responsibilities and boundaries with management;
5. ensure that the Board and each of its Committees acts and functions independently from management in fulfilling its fiduciary obligations;
6. together with the Governance, Ethics and Compensation Committee (the “**GECC**”), identify guidelines for the selection of directors;
7. assess annually the effectiveness and contribution of the Board, each committee of the Board and their respective chairpersons, and individual directors;
8. work with the CEO, other executive officers and senior management personnel to monitor progress on the strategic plan, annual budgets, policy implementation, succession planning and any other key priorities the Board may determine;
9. provide advice, counsel and mentorship to the CEO and fellow members of the Board;
10. assist the CEO in recruiting executive managers;
11. retain external advisors, on behalf of the Board, if required;

12. promote the culture and values of the Corporation as well as the aims of the Corporation with its key global stakeholders, in consultation with the CEO, and support client relations to promote the Corporation's activities, if required;
13. ensure that the Board and its committees fulfil their mandate;

BOARD MEETINGS

14. provide input on the frequency, dates and locations of the meetings of the Board and on the preparation of the meeting agendas;
15. organize and set agenda for Board meetings based on input from directors and management;
16. chair every meeting of the Board and encourage candid, free and open discussion at such meetings;
17. ensure that all items requiring the Board's approval are appropriately tabled;
18. ensure that the Board has access to such members of management as may be required by the Board;
19. ensure the Board has the opportunity, at each scheduled meeting, to meet separately without non-independent directors and management personnel present;

MANAGEMENT RELATIONSHIPS

20. act as liaison between the Board and management and, in consultation with the CEO, ensure that there is an effective working relationship between management personnel and the members of the Board;
21. ensure that the responsibilities of the Board are well understood by both the Board and management, and that the relative responsibilities of the Board and management are clearly understood;
22. ensure that the Board receives sufficient, appropriate and timely information, material and reports from management regarding the Corporation's business and affairs in order to permit the Board to discharge its duties and responsibilities;

BOARD COMMITTEES

23. together with the GECC, oversee committee structure and composition;
24. oversee the scheduling and management of Board committee meetings, in consultation with the Chairs of the committees of the Board and management;
25. ensure that when Board functions are delegated to the Board committees, such functions are properly carried out and results are reported to the Board;
26. assist the Board committees in bringing their recommendations forward to the Board for consideration;

SHAREHOLDER MEETINGS

27. chair every meeting of shareholders and respond to such questions from shareholders as are put to the Chair at any such meeting;

28. be available to all shareholders upon request and communicating with the major shareholders, when required;
29. carry out other duties as requested by the Board as circumstances require.

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Owner	**Approver**	**Approval date**	
Global Legal Department	Board of Directors, upon recommendation from the Governance, Ethics and Compensation Committee	Amended on: February 27, 2024 Last review: February 25, 2026	