Governance, Ethics and Compensation Committee Charter

November 5, 2025

GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE CHARTER OF WSP GLOBAL INC (THE "CORPORATION")

A. PURPOSE

The role of the governance, ethics and compensation committee (the "**GEC Committee**") of the board of directors of the Corporation (the "**Board**") is to assist the Board in carrying out its responsibilities by dealing with matters relating to corporate governance, ethics, Board nomination and membership, environmental, social and governance as well as executive compensation, and making recommendations to the Board as appropriate.

B. DUTIES AND RESPONSIBILITIES

In furtherance of its purpose, the GEC Committee shall assume the following duties and responsibilities:

CORPORATE GOVERNANCE

1. Develop, review and recommend at least annually to the Board a set of corporate governance guidelines in accordance with applicable laws, regulations and review of best practices;
2. Review and recommend to the Board the appropriate structure, size, composition, mandate and members for each Board committee, and recommend any modifications to such items. Review and recommend to the Board, from time to time, each charter and any suggested amendments;
3. Review, develop and recommend to the Board, written position descriptions for the roles of President and Chief Executive Officer ("**CEO**"), Chief Financial Officer ("**CFO**") and Chief Ethics Officer, which includes delineating management's responsibilities, as well as written position descriptions for the roles of chairperson of each of the Board and the committees of the Board, and the Lead Director, as applicable;

ETHICS

4. Discuss with management the Corporation's policies, programs and practices designed to ensure an effective compliance and ethics program, including the Corporation's Code of Conduct and underlying policies;
5. Review, report and, when appropriate, provide recommendations to the Board annually on the Corporation's policies, programs and practices relating to business conduct and ethics, including the Corporation's Code of Conduct and underlying policies;
6. Review and report to the Board any significant breach of the Corporation's policies relating to business conduct and ethics, including the Corporation's Code of Conduct, or any complaint or correspondence under such policies referred to the GEC Committee by the audit committee of the Board;

SUSTAINABILITY AND HUMAN CAPITAL MANAGEMENT

7. Work with the Corporation to assess sustainabiltiy matters that are significant to the Corporation, including risks and opportunities as well as emerging best corporate governance practices;

8. Review the Corporation's health, safety, environment and quality (HSEQ) and social and well-being strategies, policies, practices and reporting, and where appropriate, recommend the same to the Board for approval;
9. Oversee the Corporation's human capital management including talent attraction, recruitment, turnover; workforce compensation and pay equity; succession planning; workforce composition; inclusion and belonging; employee engagement, health and well-being; workforce training, learning and development, and monitor a variety of human capital metrics in this regard;
10. Review the Corporation's sustainability policies and practices, and recommend the same to the Board for approval, and monitor the Corporation's commitment to sustainability and climate initiatives;
11. Review the Corporation's annual Sustainability Report and other material public disclosure with respect to sustainability matters and the Corporation's engagement with stakeholders on such matters;
12. The GEC Committee may delegate certain specific tasks and the review of certain questions regarding sustainability to one or more board members or officers of the Corporation provided that such board member(s) or officer(s) shall report back to the GEC Committee;

NOMINATION OF DIRECTORS

13. Consider and recommend to the Board candidates for election or appointment to the Board, including candidates nominated by shareholders;
14. Review periodically the size of the Board and develop and recommend to the Board appropriate qualifications and criteria for the selection of its members;
15. Oversee succession planning for directors, including with respect to the chairperson of each of the Board and the committees of the Board, and the Lead Director, as applicable;

DIRECTORS' COMPENSATION

16. Conduct, if appropriate, an annual review of the directors' remuneration for board and committee service in relation to current industry practices and make recommendations to the Board;
17. Oversee the establishment of guidelines for director share ownership requirements and compensation policies, related to such guidelines and monitor compliance;

ORIENTATION AND CONTINUING EDUCATION OF DIRECTORS

18. Review and maintain (a) an orientation plan for new directors to educate them on the Corporation, their roles and responsibilities on the Board or committees of the Board, as well as the Corporation's internal controls, financial reporting, accounting practices and operations of the business; and (b) a development program for current directors to increase their skills and abilities as it relates to their duties and their responsibilities on the Board and to maintain a current understanding of the Corporation's business, including its operations, internal controls, financial reporting and accounting practices;

DIRECTOR ASSESSMENT

19. Oversee a process to assess the effectiveness of the Board and its committees, including their respective chairpersons and the Lead Director, if applicable, and of individual directors;

20. Assess what competencies and skills each existing director possesses and their contribution to the overall skill set required for the Board;

NOMINATION AND EVALUATION OF OFFICERS

21. Consider and recommend to the Board the appointment of the CEO and the CFO;
22. Review, with the chairperson of the Board, and recommend to the Board the corporate goals and objectives set for the CEO, and, with the chairperson of the Board, review the performance of the CEO against such corporate goals and objectives;

SUCCESSION PLANNING

23. Review, at least annually, the succession plans relating to the positions of CEO and other executive officers;
24. Review plans in respect of the emergency CEO succession plan and provide recommendations to the Board in that respect;

COMPENSATION STRATEGY

25. Review the Corporation's overall compensation philosophy and strategy to ensure that compensation policies and/or practices followed by the Corporation are designed to recognize and reward performance and establish a compensation framework which is industry competitive and in alignment with good governance practices;

COMPENSATION OF EXECUTIVE OFFICERS

26. Review the corporate goals and objectives relevant to the compensation of the CEO and recommend such goals and objectives to the Board;
27. Evaluate the performance of the CEO based on the corporate goals and objectives relevant to the compensation of the CEO and make recommendations to the Board on the compensation of the CEO based on these evaluations;
28. Review the CEO's recommendation with respect to the corporate goals and objectives relevant to the compensation of the CFO and the other executive officers and the compensation packages to be provided to the CFO and the other executive officers, and make recommendations to the Board on such compensation packages;
29. Oversee the design, implementation and administration (with the assistance of third party plan administrators, as applicable) of any executive long-term and short-term incentive plans and such other compensation plans or structures to be adopted by the Corporation from time to time and make recommendations to the Board;
30. Oversee the establishment of guidelines for executive share ownership requirements, and monitor compliance;
31. Review and approve the material terms of all employment contracts and other hiring or termination packages to be entered into with the CEO, CFO and other executive officers;
32. Oversee the identification and management of risks associated with the Corporation’s compensation policies and practices; and

DISCLOSURE

33. Conduct an annual review and approval of the compensation discussion and analysis and the corporate governance disclosure to be included in the Corporation's management information circular, and any other disclosure with respect to executive compensation to be included in any other public disclosure documents of the Corporation.

C. COMPOSITION

34. The GEC Committee shall be composed of a minimum of three members, each being a director of the Corporation;

35. All members of the GEC Committee must be independent (as defined under section 1.4 of *Regulation 52-110 Respecting Audit Committees*, as may be amended or replaced from time to time);

36. The members of the GEC Committee and its chairperson (the “Chairperson”) shall be appointed by the Board. Unless a Chairperson is elected by the full Board, the members of the GEC Committee may designate a Chairperson among themselves by majority vote of the full GEC Committee membership. A GEC Committee member may resign from the GEC Committee without resigning from the Board;

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

D. MEETINGS

38. The GEC Committee should meet at least four times per year or more frequently as circumstances require. The GEC Committee may ask members of management or others to attend meetings or to provide information as necessary. The GEC Committee shall have full access to all information it deems appropriate for the purpose of fulfilling its role;

39. The GEC Committee shall have the opportunity to meet separately, in the absence of management, at each regularly scheduled meeting of the GEC Committee;

40. The GEC Committee may, if considered appropriate, conduct or authorize investigations into any matters within the GEC Committee's scope of activities;

41. A quorum for the transaction of business at any meeting of the GEC Committee shall be a majority of the number of members of the GEC 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 GEC Committee who shall be named by the other members among themselves;

42. At a meeting, any question shall be decided by a majority of the votes cast by members of the GEC Committee, except where only two members are present, in which case any question shall be decided unanimously;

43. The GEC Committee may meet by telephone conference call or by any other means permitted by law or the Corporation's by-laws;

44. The minutes of the GEC Committee meetings shall accurately record the significant discussions of and decisions made by the GEC Committee, including all recommendations to be made by the GEC Committee to the Board and shall be distributed to the GEC Committee members for approval;

45. Unless otherwise determined by resolution of the GEC Committee, the corporate secretary of the Corporation shall be the secretary of the GEC Committee.

E. OTHER

46. The GEC 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;

47. The GEC 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 GEC Committee in the performance of its functions;

48. The Board may evaluate and review, on an annual basis, the performance of the GEC Committee;

49. The GEC Committee shall review this charter at least annually and recommend any proposed changes to the Board for approval;

F. LIMITATIONS ON GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE'S DUTIES

50. Nothing contained in this charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation or the members of the GEC Committee;

51. Members of the GEC Committee are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, and (ii) the accuracy and completeness of the information provided.

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