Position Description:
Chair of the Governance, Ethics and Compensation Committee

February 25, 2026

WSP GLOBAL INC. (THE "CORPORATION")

POSITION DESCRIPTION

CHAIR OF THE GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE

The board of directors of the Corporation (the "**Board**") has adopted a position description for the Chair of the governance, ethics and compensation committee of the Board (the "**GEC Committee**"). The Chair of the GEC Committee is responsible for the effective functioning of the GEC Committee.

The Chair of the GEC Committee shall be appointed by the Board. If there is a vacancy in such office, the members of the GEC Committee shall appoint, by a majority vote of the full GEC Committee membership, one of its members to fill the vacancy until such time as it is filled by the Board.

The primary responsibilities of the Chair of the GEC Committee are to:

1. establish procedures to govern the GEC Committee's work and the discharge by the GEC Committee of its duties;
2. encourage an effective working relationship between management and the members of the GEC Committee;
3. in consultation with the President and Chief Executive Officer (the "**CEO**"), the Corporate Secretary and the Chair of the Board, determine the frequency, dates and locations of meetings of the GEC Committee;
4. set the GEC Committee meeting agendas, in collaboration with management, to ensure all required business is brought before the GEC Committee to enable it to efficiently carry out its duties and responsibilities;
5. ovesee the flow of information to the GEC Committee and monitor the adequacy and timeliness of materials provided by management to enable the GEC Committee to exercise its duties;
6. chair every meeting of the GEC Committee and encourage candid, free and open discussions at the meetings;
7. ensure, in consultation with the CEO and the Corporate Secretary, that all items requiring the GEC Committee's approval are appropriately tabled;
8. report to the Board on the matters reviewed by, and on any decisions or recommendations of, the GEC Committee at the next meeting of the Board following any meeting of the GEC Committee;
9. ensure that external advisors retained or to be retained by the GEC Committee are appropriately qualified and independent;
10. review the annual assessment of the GEC Committee and take the measures to correct the weaknesses underlined by the assessment and to make appropriate improvements;
11. assess annually the effectiveness and contribution of the Chair of the Board as part of the Board evaluation process;

12. attend meetings of shareholders to respond to questions from shareholders as may be put to the Chair of the GEC Committee; and
13. carry out any other duties as requested by the Board, depending on need and circumstances.

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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	