Board of Directors Charter

November 5, 2025

BOARD OF DIRECTORS CHARTER OF WSP GLOBAL INC. (THE "CORPORATION")

A. PURPOSE

The role of the board of directors of the Corporation (the "**Board**") is to supervise the management of the business and affairs of the Corporation. The Board, directly and through its committees, shall provide direction to senior management, generally through the president and chief executive officer (the "**CEO**"), to pursue the best interests of the Corporation.

B. DUTIES AND RESPONSIBILITIES

The Board, in exercising its powers and discharging its duties, shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In considering what is in the best interests of the Corporation, the Board may look at the interests of, *inter alia*, shareholders, employees, retirees and pensioners, creditors, consumers, governments, the environment and the long-term interests of the Corporation to inform its decisions.

In furtherance of its purpose, the Board shall exercise, as appropriate, the powers vested in and exercisable by the Board pursuant to applicable laws and regulations. Without limiting the generality of the foregoing, the Board shall assume the following duties and responsibilities:

PURPOSE AND STRATEGY

1. Articulate a shared understanding with management of the Corporation’s purpose that, among other things, addresses corporate value generation for society;
2. Ensure that a strategic planning process is in place and approve, at least on an annual basis, a strategic plan which supports the Corporation’s purpose and takes into account, among other things, the longer term opportunities and risks of the business;
3. Review and approve the Corporation's annual operating and capital budgets;
4. Review operating and financial performance results in relation to the Corporation's strategic plan and budgets;
5. Approve all significant decisions outside of the ordinary course of the Corporation's business, including major financings, acquisitions, and disposition opportunities or material departures from the strategic plan or budgets;

GOVERNANCE

6. Oversee the Corporation's approach to, and disclosure of, corporate governance practices and oversee the development by the governance, ethics and compensation committee of the Board (the "**GEC Committee**") of a set of corporate governance guidelines and principles that are specifically applicable to the Corporation;
7. Approve the nomination of directors to the Board, on recommendation from the GEC Committee, as well as ensure that a majority of the Corporation's directors have no direct or indirect material

relationship with the Corporation and determine who, in the reasonable opinion of the Board, are independent pursuant to applicable legislation, regulation and listing requirements;

8. Appoint the chairperson of the Board (the "**Chairperson**") and if the Chairperson is an Executive Chairperson, a lead director (the "**Lead Director**") and the chairpersons and members of each committee of the Board, on recommendation from the GEC Committee;
9. Along with the GEC Committee, provide and oversee an orientation program for newly appointed directors and development program for all directors;
10. Conduct a periodic review of the relationship between management and the Board, particularly in a view to ensure effective communication and the provision of information to directors in a timely manner;
11. Assess annually the effectiveness and contribution of the Board, the Chairperson, each committee of the Board and their respective chairpersons, and individual directors;
12. Promote a culture of ethical business conduct and review and approve, following the recommendation of the GEC Committee, the Corporation's Code of Conduct and underlying policies and oversee compliance with the Corporation's Code of Conduct and the Corporation's other policies, programs and practices relating to business conduct and ethics, promotion of integrity and deterrance of wrongdoing by directors, officers and other management personnel, employees, and other persons in an employment-type relationship with the Corporation, its subsidiaries and affiliated companies;
13. Receive reports from the GEC Committee and the Audit Committee regarding any breach of the policies with respect to business conduct and ethics, including the Code of Conduct, and review investigations and any resolutions of complaints received under such policies;
14. Along with the GEC Committee, oversee and monitor the Corporation's implementation of procedures, policies and initiatives relating to sustainability, as well as health, safety, environment and quality risks, rules and regulations;
15. Act and function independently from management in fulfilling its fiduciary obligations;
16. Review, approve and oversee the implementation of the Corporation's material policies, including the insider trading policy, delegation of authority policy, and privacy policy, and measures for receiving feedback from the Corporation's stakeholders, and oversee compliance with these policies by directors, executive officers and other management personnel and employees;
17. Review this charter at least annually to ensure that it remains current and relevant;

HUMAN CAPITAL MANAGEMENT AND COMPENSATION

18. Encourage a culture that equitably and sustainably supports the Corporation's purpose;
19. Integrate human capital management into its oversight of corporate strategy and risk, and along with the GEC Committee, oversee and monitor the Corporation's human capital management;
20. Appoint the CEO and the Chief Financial Officer (the "**CFO**") of the Corporation, following the recommendation of the GEC Committee;

21. Review and approve, following the recommendation of the GEC Committee, and together with the CEO, written position descriptions for the role of the CEO, the CFO and the Chief Ethics Officer, which includes delineating management's responsibilities;
22. Review and approve, following the recommendation of the GEC Committee, written position descriptions for the role of the chairperson of each of the Board and the committees of the Board, and the Lead Director, as applicable;
23. Review, together with the chairperson of the GEC Committee, the performance of the CEO against the corporate goals and objectives set for the CEO;
24. Review and approve, following the recommendation of the GEC Committee, the Corporation's compensation policy and share ownership requirements for directors;
25. Review and approve, following the recommendation of the GEC Committee, the corporate goals and objectives set for the CEO, the CFO and other executive officers, relevant to their compensation, and reviewing the performance of these individuals against such corporate goals and objectives;
26. Review and approve, following the recommendation of the GEC Committee, the compensation and share ownership requirements of the CEO, the CFO and other executive officers of the Corporation (including participation in compensation and benefits policies or changes thereto);
27. Satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization;
28. Review and approve, following the recommendation of the GEC Committee, the succession planning relating to the position of the CEO and other executive officers and plans in respect of the emergency CEO succession plan;

RISK MANAGEMENT, CAPITAL MANAGEMENT AND INTERNAL CONTROLS

29. Identify and assess periodically, together with the audit committee of the Board (the "**Audit Committee**"), the principal risks of the Corporation's business, and the implementation of appropriate systems to manage these risks;
30. Together with the Audit Committee, oversee the integrity of the Corporation's internal control over financial reporting, management information systems, disclosure controls and procedures, financial disclosure and the safeguarding of the Corporation's assets;
31. Review and approve, upon recommendation from the Audit Committee, and oversee the Corporation's disclosure controls and procedures;
32. Oversee the Corporation's insurance programs and related risks, in particular the directors and officers liability insurance policy of the Corporation and make recommendations as required;
33. Administer all policies and practices with respect to the indemnification of directors and officers by the Corporation;

COMMUNICATIONS

34. In conjunction with management, meet with the Corporation's shareholders at the annual meeting and be available to respond to questions at that time;

35. Monitor investor relations programs and communications with analysts, the media and the public;
36. Review, approve and oversee the implementation of the Corporation's Public Disclosure Policy and communications policies to promote consistent disclosure practices by the Corporation in connection with the disclosure of material information about the Corporation;
37. Review and approve the disclosure in core documents filed with securities regulators in accordance with the Corporation’s Public Disclosure Policy;
38. Oversee the Corporation’s engagement and communications with its stakeholders;

FINANCIAL REPORTING, AUDITOR

39. Review and approve, upon recommendation from the Audit Committee, the Corporation's financial statements and related financial information; and
40. Appoint, upon recommendation from the Audit Committee (including mandate, scope and performance), subject to approval of shareholders, and remove, the Corporation's auditor.

C. LIMITATIONS ON DUTIES

41. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation;
42. Members of the Board 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.

Type of document	Board Operational	**Version**	2025
Owner	**Approver**	**Approval date**	
Global Legal Department	Board of Directors, upon recommendation from the Governance, Ethics and Compensation Committee	Amended on: November 5, 2025 Last review: November 5, 2025	