



**POSITION DESCRIPTION:  
CHAIRMAN OF THE  
AUDIT COMMITTEE**

MARCH 2015



## WSP GLOBAL INC. (THE "CORPORATION")

MARCH 2015

### POSITION DESCRIPTION

#### CHAIRMAN OF THE AUDIT COMMITTEE

The board of directors of the Corporation (the "**Board**") has adopted a position description for the chairman of the audit committee (the "**Chairman of the Audit Committee**"). The Chairman of the Audit Committee leads the audit committee (the "**Audit Committee**") in all aspects of its work and is responsible to effectively manage the affairs of the Audit Committee and ensure that it is properly organized and functions efficiently.

The Chairman of the Audit Committee shall be appointed by the Board. If there is a vacancy in such office, then the members of the Audit Committee shall appoint, by a majority vote of the full Audit 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 Chairman of the Audit Committee are to:

- 1 establish procedures to govern the Audit Committee's work and ensure the Audit Committee fully discharges its duties;
- 2 ensure that there is an effective relationship between management and the members of the Audit Committee;
- 3 in consultation with the president and chief executive officer (the "**CEO**"), the corporate secretary and the chairman of the Board, determine the frequency, dates and locations of meetings of the Audit Committee;
- 4 report to the Board on the matters reviewed by, and on any decisions or recommendations of, the Audit Committee at the next meeting of the Board following any meeting of the Audit Committee;
- 5 ensure the proper flow of information to the Audit Committee;
- 6 chair meetings of the Audit Committee and encourage a free and open discussion at the meetings;
- 7 prepare the Audit Committee meeting agendas to ensure all required business is brought before the Audit Committee to enable it to efficiently carry out its duties and responsibilities;
- 8 ensure, in consultation with the CEO and the CFO, that all items requiring the Audit Committee's approval are appropriately tabled;
- 9 review the annual assessment of the Audit Committee and take the measures to correct the weaknesses underlined by the assessment;
- 10 to the extent required, attend meetings of shareholders to respond to questions from shareholders as may be put to the Chairman of the Audit Committee; and
- 11 carry out any special assignments or any functions as requested by the Board.