



**POSITION DESCRIPTION:
CHAIRMAN OF THE GOVERNANCE,
ETHICS AND COMPENSATION
COMMITTEE**

MARCH 2015



WSP GLOBAL INC. (THE "CORPORATION")

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CHAIRMAN OF THE GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE

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

The Chairman of the Governance, Ethics and Compensation Committee shall be appointed by the Board. If there is a vacancy in such office, the members of the Governance, Ethics and Compensation Committee shall appoint, by a majority vote of the full governance, ethics and compensation 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 Governance, Ethics and Compensation Committee are to:

- 1 establish procedures to govern the Governance, Ethics and Compensation Committee's work and ensure the Governance, Ethics and Compensation Committee fully discharges its duties;
- 2 in consultation with the president and chief executive officer, the corporate secretary and the chairman of the Board, determine the frequency, dates and locations of meetings of the Governance, Ethics and Compensation Committee;
- 3 prepare the Governance, Ethics and Compensation Committee meeting agendas to ensure all required business is brought before the Governance, Ethics and Compensation Committee to enable it to efficiently carry out its duties and responsibilities;
- 4 ensure that members of the Governance, Ethics and Compensation Committee maintain the level of independence required by applicable legislation;
- 5 ensure that sufficient information is provided by management to enable the Governance, Ethics and Compensation Committee to exercise its duties;
- 6 ensure that the Governance, Ethics and Compensation Committee has access to such members of senior management as required from time to time;
- 7 review adequacy and timing of documentary materials in support of management's proposals;
- 8 ensure that external advisors retained or to be retained by the Governance, Ethics and Compensation Committee are appropriately qualified and independent;
- 9 review the annual assessment of the Governance, Ethics and Compensation Committee and take the measures to correct the weaknesses underlined by the assessment;
- 10 chair every meeting of the Governance, Ethics and Compensation Committee and encourage candid, free and open discussions at meetings of the Governance, Ethics and Compensation Committee;
- 11 report to the Board on behalf of the Governance, Ethics and Compensation Committee;



- 12 to the extent required, attend meetings of shareholders to respond to questions from shareholders as may be put to the Chairman of the Governance, Ethics and Compensation Committee; and
- 13 carry out other duties as requested by the Board, depending on need and circumstances.