

# POSITION DESCRIPTION: VICE- CHAIRMAN OF THE BOARD OF DIRECTORS

MARCH 2016

# WSP GLOBAL INC. (THE "CORPORATION")

MARCH 2016

## **POSITION DESCRIPTION**

### **VICE-CHAIRMAN OF THE BOARD OF DIRECTORS**

The Board of Directors (the "**Board**") has adopted a position description for the Vice-Chairman of the Board (the "**Vice-Chairman**"). The Vice-Chairman shall assist the Chairman of the Board of Directors (the "**Board Chair**") in performing his/her duties and responsibilities. In addition to general support to the Board and Chief Executive Officer ("**CEO**"), the Vice-Chairman will have a specific mandate to support the CEO and Management in respect of acquisition strategy and activity. These specific acquisition services will be provided under an adjacent Consultancy Agreement.

### **PRIMARY RESPONSIBILITIES**

1. Assist the Board Chair in performing his/her duties & responsibilities
2. Perform the responsibilities of the Board Chair during his/her absence or disability of the Board Chair
3. Provide advice as required to the CEO and to other senior management members in all matters concerning the interests of the corporation
4. Attend Board and Committee meetings of the Board
5. Particularly support the CEO in reviewing the long-term investment and financing strategies of the Corporation
6. As requested, together with the CEO and/or CFO or Chairman if applicable be available to all Shareholders, Analysts, etc for communication

### **ACQUISITION SUPPORT**

1. Agree with the Board and CEO a strategic business plan and road map for acquisition growth
2. In cooperation with Management and external parties, assist in the sourcing of potential transactions and initiate/maintain dialogue
3. Support and assist the M&A team on due diligence, financing and negotiation matters, as required
4. Generally support activities relating to acquisition effectiveness, performance reviews and the wider, related landscape