WSP GLOBAL INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 19, 2016

MANAGEMENT INFORMATION CIRCULAR

APRIL 11, 2016

April 11, 2016

Dear Shareholders:

You are cordially invited to attend the 2016 annual meeting (the "**Meeting**") of holders (the "**Shareholders**") of common shares (the "**Shares**") of WSP Global Inc. (the "**Corporation**") to be held at the McCord Museum (J. Armand Bombardier Hall), situated at 690 Sherbrooke Street West, Montreal, Quebec on May 19, 2016 at 11:00 a.m.

The accompanying management information circular describes the annual business of the Corporation to be conducted at the Meeting, including (a) the presentation before Shareholders of the audited financial statements of the Corporation, for the year ended December 31, 2015, and the auditor's report thereon; (b) the election of each of the directors of the Corporation, who will serve until the end of the next annual meeting of the Shareholders or until their successors are appointed; (c) the appointment of the auditors of the Corporation; (d) the annual shareholder advisory vote on the Corporation's approach to executive compensation policies; and (e) the consideration of such other business, if any, that may properly come before the Meeting or any adjournment thereof.

As a Shareholder, you have the right to vote your Shares on all items that come before the Meeting. This management information circular will provide you with information about these items and how to exercise your right to vote. It will also tell you about the nominee directors, the proposed auditors, the compensation of directors and certain executive officers, and our corporate governance practices.

We look forward to seeing you at our Meeting. If you are unable to attend the Meeting in person, we encourage you to complete, sign, date and return the enclosed proxy by the date indicated on your form. You can also submit your voting instructions via the Internet or over the telephone as described in this management information circular.

Yours very truly,

Pierre Shoiry
President and Chief Executive Officer

Christopher Cole
Chairman of the Board of Directors

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual meeting (the "**Meeting**") of holders (the "**Shareholders**") of common shares (the "**Shares**") of WSP Global Inc. (the "**Corporation**") will be held at the McCord Museum (J. Armand Bombardier Hall), situated at 690 Sherbrooke Street West, Montreal, Quebec, on May 19, 2016 at 11:00 a.m. for the following purposes:

(a) to receive the audited financial statements of the Corporation, for the period ended December 31, 2015 and to receive the auditors' report thereon;

(b) to elect each of the directors of the Corporation to hold office until the end of the next annual meeting of the Shareholders or until their successors are appointed;

(c) to appoint the auditors of the Corporation for the forthcoming year and to authorize the directors to fix the auditors' remuneration;

(d) to consider and approve in a non-binding, advisory capacity the Corporation's approach to executive compensation policies; and

(e) to consider such other business, if any, that may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Shareholders at the Meeting are set forth in the management information circular, which forms part of this notice of meeting. Also enclosed is a form of proxy for the Meeting.

The record date (the "**Record Date**") for determination of Shareholders entitled to receive notice of and to vote at the Meeting is April 19, 2016. Only Shareholders whose names have been entered in the register of Shares, on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. Shareholders who acquire Shares after the Record Date will not be entitled to vote such Shares at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person, are requested to complete, sign, date and return the enclosed form of proxy by mail or submit an Internet or telephone proxy by following the instructions starting on page 7 of the enclosed management information circular or as set out in the enclosed form of proxy.

DATED at the City of Montreal, in the Province of Quebec, this 15th day of April 2016.

BY ORDER OF THE BOARD DIRECTORS

Pierre Shoiry
President and Chief Executive Officer

Christopher Cole
Chairman of the Board of Directors

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MANAGEMENT INFORMATION CIRCULAR

GENERAL INFORMATION

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by and on behalf of the management (the "Management") of WSP Global Inc. (the "Corporation" or "WSP") for use at the annual meeting (the "Meeting") of holders (the "Shareholders") of common shares (the "Shares") of the Corporation, and any adjournment thereof, to be held at the time and place and for purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. No person has been authorized to give any information or make any representation in connection with any other matters to be considered at the Meeting other than those contained in this Circular and, if given or made, any such information or representation must not be relied upon as having been authorized.

On August 1, 2012, GENIVAR completed the acquisition of WSP Group plc, a multi-disciplinary professional services consultancy based in London, U.K., pursuant to a scheme of arrangement under Part 26 of the U.K. Companies Act 2006 (the "**WSP Acquisition**"). Effective January 1, 2014, GENIVAR reorganized its corporate structure pursuant to a court-approved plan of arrangement (the "**Arrangement**") under the Canada Business Corporations Act. The Arrangement, which was approved by shareholders of GENIVAR at the Annual and Special Meeting of Shareholders held on May 23, 2013, and which received final approval of the Superior Court of Québec on May 27, 2013, resulted in the reorganization of GENIVAR into a global company structure whereby WSP Global Inc. replaced GENIVAR as the publicly traded company in all of the provinces and territories of Canada, the same jurisdictions as those of GENIVAR prior to the Arrangement. As part of the Arrangement, GENIVAR became a wholly-owned subsidiary of the Corporation and was rebranded to WSP Canada Inc. Following the Arrangement, the articles, by-laws, directors, executive officers, corporate plans, governance and compensation policies and practices of GENIVAR remained the same for the Corporation, except for such revisions which were required to reflect the Arrangement.

In this Circular, unless otherwise noted or the context otherwise indicates, references to "**WSP**" or the "**Corporation**" refer to GENIVAR Inc. prior to the Arrangement and, following the Arrangement, refer to WSP Global Inc., being the publicly traded corporation that is the successor issuer of GENIVAR Inc. References to "**GENIVAR**" refer to GENIVAR Inc. prior to the Arrangement. References to "**WSP Global**" refer to WSP Global Inc. Where the context requires, these terms also include subsidiaries and associated companies.

References in this Circular to the "**Board of Directors**" or "**Board**" refer to the board of directors of GENIVAR prior to the Arrangement and, following the Arrangement, refer to the board of directors of the Corporation. References to the "**Shares**" and to the "**Shareholders**" respectively refer to the common shares and to the shareholders of the Corporation.

The information provided in this Circular is given as of April 11, 2016, unless otherwise indicated.

SHARES AND QUORUM

The record date for determination of Shareholders entitled to receive notice of and to vote at the Meeting is April 19, 2016 (the "**Record Date**"). As of April 11, 2016, there were 99,738,764 Shares issued and outstanding. Each Share carries the right to one vote on all matters which come before the Meeting. Shareholders of record are entitled to receive notice of and vote at the Meeting. The list of Shareholders entitled to vote at the Meeting will be available for inspection after April 19, 2016, during usual business hours at the office of the Corporation's transfer agent, CST Trust Company ("**CST**") located at 2001 Robert-Bourassa Blvd., Suite 1600, Montreal, Quebec, H3A 2A6 and at the Meeting.

Pursuant to the by-laws of the Corporation, a quorum of Shareholders is present at the Meeting if the holders of not less than 25% of the Shares entitled to vote at the Meeting are present in person or represented by proxy, and at least two persons entitled to vote at the Meeting are actually present at the Meeting.

PRINCIPAL SHAREHOLDERS

As at April 11, 2016, to the knowledge of the executive officers and Directors of the Corporation, the only persons who beneficially owned, directly or indirectly, or exercised control or direction over Shares carrying 10% or more of the votes attached to all outstanding Shares are:

NAME	NUMBER OF SHARES BENEFICIALLY OWNED, CONTROLLED OR DIRECTED	PERCENTAGE OF SHARES OUTSTANDING
Caisse de dépôt et placement du Québec (**Caisse**)	18,004,058	18.05%
Canada Pension Plan Investment Board (**CPPIB**)	18,911,116	18.96%

GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Circular, including the summary hereof.

"**2015 Peer Group**" means the peer group described under "Compensation Discussion & Analysis - New 2015 Peer Group";

"**AIF**" means the annual information form of the Corporation dated March 30, 2016, in respect of the year ended December 31, 2015;

"**Arrangement**" means the court-approved plan of arrangement under the Canada Business Corporations Act pursuant to which, effective January 1, 2014, GENIVAR reorganized its corporate structure into a global company structure whereby the WSP Global Inc. replaced GENIVAR as the publicly traded company;

"**Audit Committee**" means the audit committee of the Board of Directors;

"**Black-Out Period**" means a period during which designated employees and other Insiders of the Corporation cannot trade Shares pursuant to the Corporation's policy respecting restrictions on employee trading which is in effect at that time (which, for greater certainty, does not include the period during which a cease trade order is in effect to which the Corporation, or in respect of an Insider, that Insider, is subject);

"**Board of Directors**" or "Board" refers to the board of directors of GENIVAR prior to the Arrangement and, following the Arrangement, to the board of directors of the Corporation;

"**Caisse**" means Caisse de dépôt et placement du Québec;

"**CEO**" means the Chief Executive Officer of the Corporation;

"**CFO**" means the Chief Financial Officer of the Corporation;

"**COO**" means the Chief Operating Officer of the Corporation;

"**Chairman**" means the chairman of the Board of Directors;

"**Circular**" means this management information circular of the Corporation dated April 11, 2016, together with all schedules hereto, mailed to Shareholders in connection with the Meeting;

"**Clawback Policy**" means the executive compensation clawback policy described under "Compensation Discussion & Analysis - Executive Compensation Clawback Policy";

"**Code**" means, collectively, the amended Code of Conduct and the US Supplement, the Gift, Entertainment and Hospitality Policy, the Working with Third Parties Policy and the Understanding Bribery Issues Policy of the Corporation;

"**Committees**" means, collectively, the Audit Committee and the Governance, Ethics and Compensation Committee;

"**Corporate Secretar**y" means the Corporate Secretary of the Corporation;

"**Corporation**" or "WSP" refers to GENIVAR Inc. prior to the Arrangement and, following the Arrangement, refers to WSP Global Inc. and, where the context requires, also includes subsidiaries and associated companies;

"**Corporate Governance Guidelines**" means the corporate governance guidelines of the Corporation, approved by the Board as of March 17, 2015 as amended from time to time;

"**CPPIB**" means Canada Pension Plan Investment Board;

"**CSA**" means the Canadian Securities Administrators;

"**CSA Audit Committee Rules**" means National Instrument 52-110 - Audit Committees;

"**CSA Disclosure Instrument**" means National Instrument 58-101 - Disclosure of Corporate Governance Practices;

"**CSA Governance Policy**" means National Policy 58-201 – Disclosure of Corporate Governance Practices;

“**CST**” means CST Trust Company;

“**DEN**” means Denmark;

“**Director Share Ownership Requirement**” has the meaning ascribed to such term under “Director Compensation - Upcoming Changes to Director Compensation in 2016”;

“**DSU**” means deferred share units granted or to be granted by the Corporation pursuant to the DSU Plan;

“**DSU Plan**” means the Corporation’s deferred share unit plan, as it may be amended from time to time;

“**Directors**” means the directors of the Corporation;

“**Dividend Equivalent**” means the equivalent amount of the dividend paid on a Share for each bookkeeping entry of a RSU, a PSU, a DSU or a New RSU, as applicable;

“**Eligible Directors**” under the DSU Plan are those directors who are not employees of the Corporation and are designed as such by the Board;

“**Eligible Participants**” means the persons who shall be eligible to receive Options or RSUs under the LTIP, the persons who shall be entitled to receive PSUs under the PSU Plan, the persons who shall be entitled to receive DSUs under the DSU Plan and, effective only as of January 1, 2016, the persons who shall be entitled to receive New RSUs under the New RSU Plan, as applicable;

“**Employee Shares**” means the Shares purchased by employees of the Corporation or its subsidiaries under the ESPP;

“**ESPP**” means the Employee Share Purchase Plan of the Corporation, as it may be amended from time to time;

“**GBP**” means British Pounds Sterling;

“**GENIVAR**” refers to GENIVAR Inc. prior to the Arrangement;

“**Governance, Ethics and Compensation Committee**” means the governance, ethics and compensation committee of the Board of Directors;

“**Hugessen**” means Hugessen Consulting Inc.;

“**IFRS**” means International Financial Reporting Standards;

“**Insider**” has the meaning given to this term in the Securities Act (Québec), as such legislation may be amended, supplemented or replaced from time to time;

“**Lead Director**” means the lead independent director of the Board of Directors;

“**LTI Plan**” means the Corporation’s long-term incentive plan, as it may be amended from time to time;

“**LTIPs**” means, collectively, the LTI Plan and the PSU Plan;

“**Management**” means the management of the Corporation;

“**Manulife**” means Manulife Trust Services Limited;

“**Market Value**” means the five trading day volume weighted average price of the Shares on the TSX prior to issuance or vesting of a RSU, a PSU a DSU a New RSU or an Option, as applicable;

“**Meeting**” means the annual meeting of Shareholders to be held on May 19, 2016, and any adjournment(s) thereof;

“**Meeting Materials**” means the Circular, the Notice and other proxy-related materials;

“**Mercer**” means Mercer (Canada) Limited;

“**Minimum Annual Requirement**” has the meaning ascribed to such term under “Director Compensation” – “Director Minimum Share Ownership Requirement”;

"**Named Executive Officers**" or "**NEOs**" means the CEO and the CFO, and each of the three most highly compensated executive officers (or the three most highly compensated individuals acting in a similar capacity) other than the CEO and the CFO in the Corporation's last completed fiscal year, being Pierre Shoiry, Alexandre L'Heureux, Paul Dollin, John A. Murphy and Greg Kelly;

"**Named Proxyholders**" means Pierre Shoiry and Valéry Zamuner;

"**New RSU**" means restricted share units granted or to be granted by the Corporation pursuant to the New RSU Plan;

"**New RSU Plan**" means the Corporation's restricted share unit plan, as it may be amended from time to time;

"**Nominee**" means a bank, trust company, securities broker or other financial institution or intermediary holding the Shares of a non-registered Shareholder;

"**Nominee Directors**" means each of the proposed director nominees under this Circular, namely Richard Bélanger, Christopher Cole, Pierre Fitzgibbon, Alexandre L'Heureux, Birgit Nørgaard, Josée Perreault, George J. Pierson, Suzanne Rancourt and Pierre Shoiry;

"**Notice**" means the Notice of Annual Meeting of Shareholders;

"**Option Price**" means the price per Share to be payable upon the exercise of Options under the LTI Plan;

"**Options**" means options granted by the Corporation pursuant to the LTI Plan;

"**Orientation and Development Plan**" means the Corporation's Directors Orientation Plan and Development Program;

"**Participants**" means Eligible Participants when such Eligible Participants are granted Options or RSUs under the LTI Plan, PSUs under the PSU Plan, DSUs under the DSU Plan or New RSUs under the New RSU Plan, as applicable;

"**Parsons Brinckerhoff Acquisition**" means the acquisition by the Corporation of all the issued and outstanding capital stock of the entities comprising the business of Parsons Brinckerhoff Group Inc. on October 31, 2014;

"Performance Period" means the period over which the performance criteria (if any) and other vesting conditions of RSUs or PSUs, as applicable, will be measured and which shall end no later than December 31 of the calendar year which is three years after the calendar year in which RSUs or PSUs, as applicable, were granted;

"**Proxyholder**" means the person named on the form of proxy;

"**PSU**" means performance share units granted or to be granted by the Corporation pursuant to the PSU Plan;

"**PSU Plan**" means the Corporation's performance share unit plan, as it may be amended from time to time;

"**Record Date**" means April 19, 2016, being the date for determination of Shareholders entitled to receive notice of and to vote at the Meeting;

"**Restriction Period**" means the period during which RSUs or PSUs, as applicable, may vest, which period shall end no later than December 31 of the calendar year which is three years after the calendar year in which RSUs or PSUs were granted;

"**RSU**" means restricted share units granted or to be granted by the Corporation pursuant to the LTI Plan;

"**Shareholders**" means holders from time to time of Shares;

"**Shares**" means the common shares of the Corporation;

"**STIP**" means the short-term incentive plan of the Corporation;

"**Termination Date**" means the date an Eligible Director ceases to be an Eligible Director (and is not at that time an employee of the Corporation) or his or her membership on the Corporation's Board is terminated for any reason, in each such cases including by death, disability, retirement or resignation;

"**Total Shareholder Return**" or "**TSR**" means the Corporation's total shareholder return over a specified period;

"**WSP Acquisition**" means the acquisition of WSP Group plc by GENIVAR, pursuant to a scheme of arrangement under Part 26 of the U.K. Companies Act 2006, on August 1, 2012;

"**TSX**" means the Toronto Stock Exchange;

"**U.K.**" means United Kingdom;

"**USA**" means the United States of America;

"**Vesting Date**" means the date on which the Governance, Ethics and Compensation Committee determines whether the vesting conditions of RSUs, PSUs or New RSUs, as applicable (including the performance criteria, if any) have been met, but no later than the last day of the Restriction Period;

"**Vesting Percentage**" means, with respect to PSUs, the percentage of performance achieved during the applicable Performance Period, as assessed by the Governance, Ethics and Compensation Committee on the Vesting Date in light of the performance criteria set for such Performance Period;

"**Vested PSUs**" means, with respect to PSUs, the number of PSUs granted to such Participant on the grant date multiplied by the Vesting Percentage.

GENERAL PROXY MATTERS

PROXY SOLICITATION

The solicitation of proxies by this Circular is being made by or on behalf of Management primarily by mail, but proxies may also be solicited via the Internet, by telephone, in writing or in person, by Directors, officers or regular employees of the Corporation who will receive no compensation therefore in addition to their regular remuneration. The cost of the solicitation is expected to be nominal and will be borne by the Corporation.

The Notice, the Circular and other proxy-related materials (collectively, the "**Meeting Materials**") are being sent to both registered and non-registered shareholders. Non-registered Shareholders are either "objecting beneficial owners" or "OBOs" who object that intermediaries disclose information about their ownership in the Corporation, or "non-objecting beneficial owners" or "NOBOs", who do not object to such disclosure. The Corporation is not sending the Meeting Materials directly to "OBOs" and "NOBOs". Meeting Materials are being sent to "OBOs" and "NOBOs" through intermediaries and the Corporation assumes the delivery costs thereof. The Corporation is not relying on the notice-and-access delivery procedures set out in National Instrument 54 101 – Communication with Beneficial Owners of Securities of a Reporting Issuer to distribute copies of proxy-related materials in connection with the Meeting.

YOUR VOTE IS IMPORTANT

As a Shareholder, it is very important that you read the following information on how to vote your Shares and then vote your Shares, either by proxy or in person, at the Meeting.

VOTING

You can attend the Meeting or you can appoint someone else to vote for you as your proxyholder. A Shareholder entitled to vote at the Meeting may by means of a proxy appoint a proxyholder or one or more alternate proxyholders, who are not required to be Shareholders, to attend and act at the Meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. Voting by proxy means that you are giving the person named on your form of proxy (the "**Proxyholder**") the authority to vote your Shares for you in accordance with your instructions at the Meeting or any adjournment thereof.

Pierre Shoiry and Valéry Zamuner, who are named on the form of proxy ("**Named Proxyholders**"), will vote your Shares for you in accordance with your instructions. **You have the right to appoint someone else to be your Proxyholder.** If you appoint someone else, he or she must attend the Meeting to vote your Shares.

HOW TO VOTE – REGISTERED SHAREHOLDERS

You are a registered Shareholder if your name appears on your share certificate.

If you are not sure whether you are a registered Shareholder, please contact the Corporation's transfer agent, CST at 1-800-387-0825.

BY PROXY

By mail

Complete your form of proxy and return it in the business reply envelope provided or **by delivery to one of CST's principal offices in Montreal, Toronto, Calgary or Vancouver for receipt before 5:00 p.m. (Montreal time) on May 17, 2016 or with the Secretary of the Meeting prior to commencement of the Meeting on the day of the Meeting or on the day of any adjournment or postponement thereof.** A list of addresses for the principal offices of CST is set forth at the end of this Circular.

If you return your proxy by mail, you can appoint a person other than the Named Proxyholders as your Proxyholder. This person does not have to be a Shareholder. Fill in the name of the person you are appointing in the blank space provided on the form of proxy. Complete your voting instructions, and date and sign the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

Please refer to the section of this Circular "General Proxy Matters – Completing the Form of Proxy" on page 10 for further details.

By the Internet

Go to the website www.cstvotemyproxy.com and follow the instructions on the screen. Your voting instructions are then conveyed electronically over the Internet.

You will need your 13-digit Control Number. You will find this number on your form of proxy or in the e-mail addressed to you if you chose to receive this Circular electronically.

If you return your proxy via the Internet, you can appoint a person other than the Named Proxyholders in the form of proxy as your Proxyholder. This person does not have to be a Shareholder. To do this, indicate the name of the person you are appointing in the blank space provided on the form of proxy. Complete your voting instructions, and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

The cut-off time for voting over the Internet is 5:00 p.m. (Montreal time) on May 17, 2016.

By Telephone

Voting by proxy using the telephone is only available to Shareholders located in Canada or the United States.

Call 1-888-489-7352 (toll-free in Canada and the United States) from a touchtone telephone and follow the instructions. Your voting instructions are then conveyed by using touchtone selections over the telephone.

You will need your 13-digit Control Number. You will find this number on your form of proxy or in the e-mail addressed to you if you chose to receive this Circular electronically.

If you choose to convey your instructions by telephone, you cannot appoint as your Proxyholder any person other than the Named Proxyholder.

The cut-off time for voting over the telephone is 5:00 p.m. (Montreal time) on May 17, 2016.

In Person at the Meeting

You do not need to complete or return your form of proxy. You will receive an admission ticket at the Meeting upon registration at the registration desk.

HOW TO VOTE – NON-REGISTERED SHAREHOLDERS

You are a non-registered Shareholder if your bank, trust company, securities broker or other financial institution or intermediary (your "**Nominee**") holds your Shares for you. If you are not sure whether you are a non-registered Shareholder, please contact CST at 1-800-387-0825.

BY PROXY

Your Nominee is required to ask for your voting instructions before the Meeting. Please contact your Nominee if you did not receive a request for voting instructions in this package.

In most cases, non-registered Shareholders will receive a voting instruction form which allows them to provide their voting instructions by mail, via the Internet or by telephone.

By Mail

You may vote your shares by completing the voting instruction form as directed on the form and returning it in the business reply envelope provided **for receipt before 5:00 p.m. (Montreal time) on May 17, 2016.**

By the Internet

Go to the website at www.cstvotemyproxy.com and follow the instructions on the screen. Your voting instructions are then conveyed electronically over the Internet.

You will need the 13-digit Control Number found on your voting instruction form.

If you return your voting instruction form via the Internet, you can appoint a person other than the Named Proxyholder indicated on the voting instruction form as your Proxyholder. This person does not have to be a Shareholder. To do this, indicate the name of the person you are appointing in the blank space provided on the voting instruction form. Complete your voting instructions, and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

The cut-off time for voting over the Internet is 5:00 p.m. (Montreal time) on May 17, 2016.

By Telephone

Voting by proxy using the telephone is only available to Shareholders located in Canada or the United States.

Call 1-888-489-7352 (toll-free in Canada and the United States) from a touchtone telephone and follow the instructions. Your voting instructions are then conveyed by using touchtone selections over the telephone.

You will need the 13-digit Control Number found on your voting instruction form.

If you choose to convey your instructions by telephone, you cannot appoint as your Proxyholder any person other than the Named Proxyholder.

The cut-off time for voting over the telephone is 5:00 p.m. (Montreal time) on May 17, 2016.

In Person at the Meeting

You can vote your Shares in person at the Meeting if you have instructed your Nominee to appoint you as Proxyholder.

To do this, write your name in the blank space provided on the voting instruction form and otherwise follow the instructions of your Nominee.

HOW TO VOTE – EMPLOYEES HOLDING SHARES UNDER THE ESPP

Shares (the "**Employee Shares**") purchased by employees of the Corporation or its subsidiaries under the Employee Share Purchase Plan ("**ESPP**") are registered in the name of Manulife Trust Services Limited "**Manulife**", as trustee, in accordance with the provisions of the ESPP unless the employees have withdrawn their Employee Shares from the plan. If you are not sure whether you are an employee holding your Shares through Manulife, please contact CST at 1-800-387-0825.

If you hold Employee Shares, you can direct Manulife to vote your Employee Shares as you instruct. Instructions are given to Manulife by proxy in the manner described below.

In the event that an employee holds any Shares other than Employee Shares, he or she must also complete a second form of proxy or voting instruction form with respect to such additional Shares in the manner indicated above for registered Shareholders or non-registered Shareholders, as applicable.

Please refer to the section of this Circular entitled "Completing the Form of Proxy" on page 10 for additional details.

BY PROXY

By Mail

You may vote your Employee Shares by completing your form of proxy and returning it in the business reply envelope provided or by delivery to one of CST's principal offices in Montreal, Toronto, Calgary or Vancouver **for receipt before 5:00 p.m. (Montreal time) on May 16, 2016**. A list of addresses for the principal offices of CST is set forth at the end of this Circular.

If you return your proxy by mail, you can appoint a person other than Manulife as your Proxyholder. This person does not have to be a Shareholder. Fill in the name of the person you are appointing in the blank space provided on the form of proxy. Complete your voting instructions, and date and sign the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

By the Internet

Go to the website at www.cstvotemyproxy.com and follow the instructions on the screen. Your voting instructions are then conveyed electronically over the Internet.

You will need your 13-digit Control Number. You will find this number on your form of proxy.

If you return your proxy via the Internet, you can appoint a person other than Manulife as your Proxyholder. This person does not have to be a Shareholder. To do this, indicate the name of the person you are appointing in the blank space provided on the form of proxy. Complete your voting instructions, and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

The cut-off time for voting over the Internet is 5:00 p.m. (Montreal time) on May 16, 2016.

By Telephone

Voting by proxy using the telephone is only available to Shareholders located in Canada or the United States.

Call 1-888-489-7352 (toll-free in Canada and the United States) from a touchtone telephone and follow the instructions. Your voting instructions are then conveyed by using touchtone selections over the telephone.

You will need your 13-digit Control Number. You will find this number on your form of proxy.

If you choose to convey your instructions by telephone, you cannot appoint as your Proxyholder any person other than Manulife.

The cut-off time for voting over the telephone is 5:00 p.m. (Montreal time) on May 16, 2016.

IN PERSON AT THE MEETING

You can vote your Employee Shares in person at the meeting if you have instructed Manulife to appoint you as Proxyholder.

To do this, enter your name in the appropriate box on the website or write your name in the blank space provided on the form of proxy.

COMPLETING THE FORM OF PROXY

You can choose to vote "FOR" or "WITHHOLD" with respect to the election of each of the proposed director nominees, namely, Richard Bélanger, Christopher Cole, Pierre Fitzgibbon, Alexandre L'Heureux, Birgit Nørgaard, Josée Perreault, George J. Pierson, Suzanne Rancourt and Pierre Shoiry (the "**Nominee Directors**") and the appointment of the auditors, and vote "FOR" or "AGAINST" with respect to the approval of an advisory, non-binding resolution in respect of the Corporation's approach to executive compensation. If you are a non-registered Shareholder voting your Shares, please follow the instructions provided in the voting instruction form provided.

When you sign the form of proxy without appointing an alternate Proxyholder, you authorize the Named Proxyholders or Manulife in the case of Shareholders holding Employee Shares, to vote your Shares for you at the Meeting in accordance with your instructions.

If you have NOT specified how to vote on a particular matter, your Proxyholder is entitled to vote your Shares as he or she sees fit. Please note that if you return your proxy without specifying how you want to vote your Shares and if you have authorized the Named Proxyholders or Manulife as your Proxyholder, the Named Proxyholders or Manulife, as applicable, will vote your Shares in FAVOUR of each item scheduled to come before the Meeting and as he or she sees fit on any other matter that may properly come before the Meeting.

Management is not aware of any other matters which will be presented for action at the Meeting. If however, other matters properly come before the Meeting, the Named Proxyholders or Manulife, as applicable, will vote in accordance with their judgment, pursuant to the discretionary authority conferred by the proxy with respect to such other matters.

You have the right to appoint someone other than the Named Proxyholders or Manulife, as applicable, to be your Proxyholder. If you are appointing someone else to vote your Shares for you at the Meeting, fill in the name of the person voting for you in the blank space provided on the form of proxy.

A Proxyholder has the same rights as the Shareholder by whom he or she was appointed to speak at the Meeting in respect of any matter, to vote by way of ballot at the Meeting and, except where the Proxyholder has conflicting instructions from more than one Shareholder, to vote at the Meeting in respect of any matter by way of any show of hands.

If you are an individual Shareholder, you or your authorized attorney must sign the form of proxy. If you are a corporation or other legal entity, an authorized officer or attorney must sign the form of proxy.

CHANGING YOUR VOTE

In addition to revocation in any other manner permitted by law, a Shareholder giving a proxy and submitting it by mail may revoke it by an instrument in writing executed by the Shareholder or the Shareholder's authorized attorney and deposited either at the Montreal office of the Corporation's transfer agent, CST, located at 2001 Robert-Bourassa Blvd., Suite 1600, Montreal, Quebec, H3A 2A6 or at the Corporation's registered office, 1600, René-Lévesque Blvd. West, 16th Floor, Montreal, Quebec, H3H 1P9, if you are a Shareholder holding Employee Shares, at any time **before 5:00 p.m. (Montreal time) on May 16, 2016**, and if you are a Shareholder other than a Shareholder holding Employee Shares, **at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof.**

If the voting instructions were conveyed over the Internet or by telephone, conveying new voting instructions by Internet, telephone or by mail prior to the applicable cut-off times will revoke the prior instructions.

VOTING REQUIREMENTS

The election of the Nominee Directors, the appointment of the auditors of the Corporation and the approval of an advisory, non-binding resolution on executive compensation policies will each be determined by a majority of votes cast by Shareholders at the Meeting by proxy or in person. CST will count and tabulate the votes.

BUSINESS OF THE MEETING

Five items will be covered at the Meeting:

(1) Presentation before the Shareholders of the audited financial statements of the Corporation for the fiscal year ended December 31, 2015, including the auditors' report thereon;

(2) Election of each of the Nominee Directors who will serve until the end of the next annual meeting of the Shareholders or until their successors are appointed;

(3) Appointment of the auditors of the Corporation for the forthcoming year and the authorization of the Directors to fix the auditors' remuneration;

(4) Consideration and approval in a non-binding, advisory capacity of the approach to executive compensation disclosed in the "Compensation Discussion & Analysis" section of the Circular; and

(5) Consideration of such other business, if any, that may properly come before the Meeting or any adjournment thereof.

As at the date of this Circular, Management is not aware of any changes to these items, and does not expect any other items to be brought forward at the Meeting. If there are changes or new items, your Proxyholder can vote your Shares on these items as he or she sees fit.

PRESENTATION OF THE FINANCIAL STATEMENTS

The audited financial statements of the Corporation for the fiscal year ended December 31, 2015 and the report of the auditors thereon will be presented at the Meeting. The financial statements placed before Shareholders are available on our website at www.wsp-pb.com or on SEDAR at www.sedar.com. Copies of such statements will also be available at the Meeting.

ELECTION OF DIRECTORS

NUMBER OF DIRECTORS

The articles of the Corporation provide for a minimum of three and a maximum of ten directors. The Board of Directors has fixed at nine the number of directors to be elected at the Meeting. All of the Nominee Directors are currently members of the Board of Directors and were appointed as such by the Shareholders of the Corporation at the annual meeting of Shareholders held on May 21, 2015, with the exception of Pierre Fitzgibbon, Alexandre L'Heureux and Suzanne Rancourt. Each Nominee Director elected at the Meeting will hold office until the end of the next annual meeting of Shareholders or until his or her successor is appointed, unless his or her office is vacated at an earlier date. Please see the section of this Circular entitled "Nominees for Election to the Board of Directors" on page 14 for additional information on each of the Nominee Directors. Mr. Seccareccia and Mr. Simard will not stand for re-election at the Meeting. We thank both of them for their dedication and contribution to the Corporation.

MAJORITY VOTING POLICY

The Board of Directors has adopted a Majority Voting Policy that provides that, in an uncontested election of Directors, a Nominee Director who receives less than a majority of the votes cast with respect to his or her election will be expected to immediately tender his or her resignation to the Board. The Board of Directors will accept the resignation absent exceptional circumstances and will announce its decision in a press release within 90 days following the meeting of Shareholders resulting in the resignation.

If you have not specified how you want your Shares voted and if you have authorized the Named Proxyholders or Manulife as your proxyholder, the Named Proxyholders or Manulife, as applicable, will vote FOR the election of each of the Nominee Directors.

APPOINTMENT OF AUDITORS

The Board of Directors, on the advice of the Audit Committee, recommends that PricewaterhouseCoopers LLP, Chartered Professional Accountants, be reappointed as auditors of the Corporation. PricewaterhouseCoopers LLP has served as auditors of the Corporation since the initial public offering of its predecessor entity GENIVAR Income Fund on May 16, 2006. The auditors appointed at the Meeting will serve until the next annual meeting of the Shareholders, or until their successors are appointed.

If you have not specified how you want your Shares voted and if you have authorized the Named Proxyholders or Manulife as your proxyholder, the Named Proxyholders or Manulife, as applicable, will vote FOR the appointment of PricewaterhouseCoopers LLP as auditors.

PRE-APPROVAL POLICY FOR EXTERNAL AUDITOR SERVICES

The Audit Committee has adopted procedures for the pre-approval of engagement for services of its external auditors, which requires pre-approval of all audit and non-audit services provided by the external auditors. Moreover, the Board of Directors, upon recommendation of the Audit Committee, approves, on an annual basis, the fees charged to the Corporation by PricewaterhouseCoopers LLP.

AUDITOR'S FEES

The table below describes the fees billed to the Corporation by PricewaterhouseCoopers LLP and its affiliates for the fiscal years ended December 31, 2015 and December 31, 2014:

For the year ended December 31	2015	2014
Audit Fees(1)	$2,517,783	$1,516,251
Audit Related Fees	$274,743	$217,670
Tax Fees(2)	$380,935	$309,550
All Other Fees(3)	$178,659	$674,469
Total Fees Paid	**$3,352,120(4)**	**$2,717,940**

(1) "Audit Fees" include fees necessary to perform the annual audit of the Corporation's consolidated financial statements, as well as the annual audits of certain of the subsidiaries of the Corporation.

(2) "Tax Fees" include fees for all tax services other than those included in «Audit Fees» and «Audit-Related Fees». This category includes fees for tax compliance, tax advice and tax planning.

(3) "All Other Fees" include fees for products and services provided by the auditor other than those included above.

(4) The increase in Total Fees Paid for the year ended December 31, 2015 is mainly due to an increase in Audit Fees as a result of a more complex audit following the Parsons Brinckerhoff Acquisition.

NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION

The purpose of the non-binding, advisory vote on executive compensation is to provide appropriate Director accountability to the Shareholders of the Corporation for the Board's compensation decisions by giving Shareholders a formal opportunity to provide their views on the disclosed objectives of the executive compensation plans, and on the plans themselves, for past, current and future fiscal years. While Shareholders will provide their collective advisory vote, the Directors remain fully responsible for their compensation decisions and are not relieved of these responsibilities by a positive advisory vote by Shareholders.

At the annual meeting of Shareholders held on May 21, 2015, the Corporation's approach to executive compensation was approved by 98.13% of the Shares voted on the non-binding advisory vote on executive compensation.

The Board proposes that you indicate your support for the Corporation's approach to executive compensation disclosed in this Circular by voting in favor of the following advisory resolution:

"Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the Shareholders accept the approach to executive compensation disclosed in the Corporation's Circular delivered in advance of the 2016 annual meeting of Shareholders."

As this is an advisory vote, the results will not be binding upon the Board. The Board will, however, take the results of the vote into account, as appropriate, when considering future compensation policies, procedures, and decisions and in determining whether there is a need to significantly increase their engagement with Shareholders on compensation and related matters.

The Corporation will disclose the results of the Shareholder advisory vote as a part of its report on voting results for the Meeting. The Board will disclose to Shareholders in the management proxy circular for its next annual meeting, or earlier and by other means if advisable, any changes to the compensation plans made or to be made (or why no such changes were made) by the Board as a result of its engagement with Shareholders.

If you have not specified how you want your Shares voted and if you have authorized the Named Proxyholders or Manulife as your proxyholder, the Named Proxyholders or Manulife, as applicable, will vote FOR the above non-binding, advisory resolution on executive compensation.

CONSIDERATION OF OTHER BUSINESS

Following the conclusion of the formal business to be conducted at the Meeting, we will consider such other business, if any, that may properly come before the Meeting or any adjournment thereof.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

DESCRIPTION OF THE NOMINEE DIRECTORS

The following tables set out information as at December 31, 2015 unless otherwise indicated, with respect to each of the Nominee Directors. All of the Nominee Directors, with the exception of Pierre Fitzgibbon, Alexandre L'Heureux and Suzanne Rancourt, are currently members of the Board of Directors and were appointed as such by the Shareholders of the Corporation at the annual meeting of Shareholders held on May 21, 2015. For further detailed information on director independence, Board and Committee attendance, compensation and share ownership, please refer to tables and narratives following these tables.

RICHARD BÉLANGER, FCPA, FCA

Age: 58

Lac Beauport, Quebec, Canada

Independent

Director since: 2007

Lead Independent Director

Richard Bélanger is a chartered professional accountant since 1980 (a fellow since 2004) and was awarded the Prix Émérite in 2004 by the Ordre des comptables professionnels agréés du Québec. He holds a Bachelor's Degree in accounting and administrative science from Laval University (1981). Mr. Bélanger also serves as chairman of the audit committee since 2006 (member since 2003), as a member of the risk management committee (2006), and as director on the board of the Laurentian Bank of Canada (2003). Since August 2012, he has served as a director and a member of the audit committee of Optosecurity Inc., a private company. From 1997 to 2012, he served as a member of the audit committee and director of Stella-Jones Inc. From 2005 to 2008, he was chairman of the board and chairman of the audit committee of Theseus Capital Inc. a capital pool corporation. From 1982 to 1992 Mr. Bélanger was associate-director and a founder of Bélanger, Girard, Lavoie, Mooney (BGLM), a partnership of chartered accountants. He was also co-chairman of the Canadian Lumber Trade Alliance from 2001 to 2004, co-chairman of the International Trade Committee from 1999 to 2004, chairman of the Quebec Forest Industry Council in 1997 and 1998 and chairman of Forintek Canada Corporation from 2001 to 2003. Mr. Bélanger has more than 30 years of experience in business development, financing and business management. Since 1993, he has been the President of Toryvel Group Inc., an investment firm of which he is the co-owner and has been the President of Doryfor Inc. since 2004. Since January 2012, Mr. Bélanger has been involved in aviation as President of Terminal Executif de Quebec. From 1996 to 2003, he was the president and chief executive officer of Daaquam Lumber Inc.

Current Principal Occupation: President of Toryvel Group Inc.

WSP Board and Committee Memberships	Attendance (1)		Compensation Received for 2015 (2)
Board	7 of 7	100%	$230,000
Audit Committee	4 of 4	100%	
Governance, Ethics and Compensation Committee	5 of 5	100%	

PAST YEARS' VOTING RESULTS

Year	For	Withheld
2015	98.26%	1.74%
2014	96.19%	3.81%

Other Public Board Memberships	Other Committee Memberships	Interlocking Relationships
Laurentian Bank of Canada	Audit committee (chair) and risk management committee	None

SECURITIES HELD OR CONTROLLED AS AT APRIL 11, 2016 (3)

Shares	Options	PSUs	RSUs	DSUs	Value of at Risk Holdings	Director Share Ownership Requirement Met
15,000	None	None	None	None	$569,700	Yes

(1) See section entitled "Board and Committee Attendance" on page 24.

(2) Mr. Bélanger elected to receive the equity-based portion of his 2015 annual compensation in cash and, consequently, all Director compensation received by him in 2015 was paid in cash. See section entitled "Director Compensation" on page 28.

(3) See section entitled "Non-Executive Director Nominee Share Ownership" on page 30. The value of at risk holdings for Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on April 11, 2016 of $37.98.

CHRISTOPHER COLE

Age: 69

London, England

Non Independent

Director since: 2012

Christopher Cole has over 40 years of experience in the engineering and consulting services fields. He started his career as an engineer working for a major contracting and subsequently consultancy business. He joined WSP as a partner at its inception, becoming Managing Director in 1987 and Chief Executive in 2001. Under his leadership, WSP was the first engineering consultant firm to become a fully listed public company in 1990, growing organically and through acquisitions from a single-discipline U.K. consultant firm of 200 people to a 9,000-strong multi-disciplinary global player with two-thirds of its business outside the U.K. prior to the historic 2012 merger with GENIVAR. Since March 2007, he has been non-executive Chairman of Ashtead Group plc and in 2014 became non-executive Chairman of Applus+.

Current Principal Occupation: Professional Non-Executive Director

WSP Board and Committee Memberships	Attendance (1)		Compensation Received for 2015 (2)
Board	7 of 7	100%	$395,870

PAST YEARS' VOTING RESULTS

Year	For	Withheld
2015	95.93%	2.80%
2014	97.20%	4.07%

Other Public Board Memberships	Other Committee Memberships	Interlocking Relationships
Ashtead Group plc	None	None
Applus+	None	None

SECURITIES HELD OR CONTROLLED AS AT APRIL 11, 2016(3)

Shares	Options	PSUs	RSUs	DSUs	Value of at Risk Holdings	Director Share Ownership Requirement Met
22,835	None	None	None	None	$867,273	Yes

(1) See section entitled "Board and Committee Attendance" on page 24.

(2) Mr. Cole's retainer is GBP 200,000 and is paid in GBP in four instalments. The amount shown above is the amount in Canadian dollars converted on the basis of the actual exchange rate used to pay the Chairman's retainer which in 2015 ranged from $1.8601 to 1 GBP to 2.0853 to 1 GBP. Mr. Cole elected to receive the equity-based portion of his 2015 annual compensation in cash and, consequently, all Director compensation received by him in 2015 was paid in cash. See section entitled "Director Compensation" on page 28.

(3) See section entitled "Non-Executive Director Nominee Share Ownership" on page 30. The value of at risk holdings for Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on April 11, 2016 of $37.98.

PIERRE FITZGIBBON

Age: 61

Westmount, Quebec, Canada

Not currently a Director

Independent

Pierre Fitzgibbon has been Managing Partner at Walter Capital Partners, a private equity firm, since 2015. From 2007 to 2014, he was the President and Chief Executive Officer of Atrium Innovations, which develops, manufactures and markets added-value products for the health and nutrition industry. Prior to his time at Atrium Innovations, Mr. Fitzgibbon was at National Bank Group for five years as a Vice Chairman of National Bank Financial Inc. and Senior Vice President, Finance, Technology and Corporate Affairs at National Bank of Canada. Prior to joining National Bank, Mr. Fitzgibbon held various positions in finance, corporate and business development at Telesystem Wireless International, Chase Capital Partners Hong Kong, Domtar and PriceWaterhouse Coopers. Mr. Fitzgibbon holds a bachelor's degree in business administration from the École des hautes études commerciales of Montréal, passed his examination of the Ordre des comptables professionnels agréés du Québec in 1978, and has a certificate in general management from Harvard Business School.

Current Principal Occupation: Managing Partner, Walter Capital Partners

Other Public Board Memberships	Other Committee Memberships	Interlocking Relationships
Arianne Phosphate Inc. (1)	Audit committee and human resources and corporate governance committee	None
Lumenpulse Inc.	Audit committee (chair)	Josée Perreault
Neptune Technologies & Bioressources Inc.	Non-Executive Chairman, audit committee and human resources and governance committee	None
Acasti Pharma Inc. (subsidiary of Neptune Technologies & Bioressources Inc.)	Audit committee	None
Transcontinental Inc.	Audit committee	None

SECURITIES HELD OR CONTROLLED AS AT APRIL 11, 2016 (2)

Shares	Options	PSUs	RSUs	DSUs	Value of at Risk Holdings	Director Share Ownership Requirement Met
5,000	None	None	None	None	$189,900	Not applicable

(1) As announced in Arianne Phosphate Inc.'s March 14, 2016 press release, Mr. Fitzgibbon will complete his mandate as a director at the company's next annual shareholder meeting anticipated to be held in June 2016 and will not be nominated for re-election at that meeting.

(2) See section entitled "Non-Executive Director Nominee Share Ownership" on page 30. The value of at risk holdings for Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on April 11, 2016 of $37.98.

ALEXANDRE L'HEUREUX, CA, CFA

Age: 43

St-Lambert,
Quebec, Canada

Not currently a Director

Non Independent

Alexandre L'Heureux joined the Corporation as Chief Financial Officer in July 2010. Before joining WSP, from 2005 to 2010, Mr. L'Heureux was a Partner and Chief Financial Officer at Celtic Therapeutics L.L.L.P. (now known as Auven Therapeutics) and a Partner at Celtic Pharma Management L.P. Prior to that, he developed an extensive knowledge of the alternative investments industry as the Vice President of Operations at BISYS Hedge Fund Services (now known as Citibank - Hedge Fund Services). He is a member of the Canadian Institute of Chartered Accountants and of the Chartered Financial Analysts Institute.

On March 15, 2016, the Corporation announced that Mr. L'Heureux will succeed Pierre Shoiry as President and Chief Executive Officer of WSP. The transition will be effective once a new Chief Financial Officer has been recruited.

Current Principal Occupation: Chief Financial Officer of the Corporation

Other Public Board Memberships	Other Committee Memberships	Interlocking Relationships
None	None	None

SECURITIES HELD OR CONTROLLED AS AT APRIL 11, 2016 [(1)]

Shares	Options	PSUs	RSUs	DSUs [(2)]	Value of at Risk Holdings	Executive Minimum Share Ownership Requirement Met [(3)]
18,198	138,760	40,860	None	3,424	$3,132,666	Yes

(1) Mr. L'Heureux's value of at risk holdings represents the total value of Shares ($691,160), vested Options (20,000 Options representing $759,600), vested and unvested PSUs ($1,551,863) and DSUs ($130,043), including Dividend Equivalents earned on PSUs and DSUs but not yet credited thereto, but does not include the value of Shares underlying unvested Options. The value of the Shares is based on the closing price of the Shares on the TSX on April 11, 2016 of $37.98. The value of unvested PSUs has been calculated based on the closing price of the Shares on the TSX on April 11, 2016 of $37.98 and assuming the Corporation had achieved all performance targets and 100% of the PSUs had vested on April 11, 2016. Subject to the attainment of the performance measure and targets of the award as set out under "Compensation Discussion and Analysis – Description of Compensation paid to NEOs in 2015 – Long-Term Incentive Plans", the number of PSUs that will actually vest will be between 0% and 100% of the award granted. Furthermore, the actual value realized upon the future vesting and payment of such awards may be greater or less than the grant date fair value. Please see the section entitled "Compensation Discussion and Analysis" on page 45 for a discussion on securities held or controlled by Mr. L'Heureux.

(2) Mr. L'Heureux was granted 3,390 DSUs under the Amended DSU Plan on January 1, 2016. For a full description of the Amended DSU Plan, please refer to Schedule C.

(3) For the purpose of assessing ownership levels only, the value of Shares, vested Options and DSUs are included while the potential value of unvested Options, RSUs and PSUs is not included.

BIRGIT NØRGAARD

Age: 57

Gentofte, Denmark

Independent

Director since: 2013

Birgit Nørgaard is a professional board member with extensive experience in consulting and management. Ms. Nørgaard was CEO of Grontmij | Carl Bro A/S, as well as COO of Grontmij N.V., Europe's third largest engineering consultancy, from 2006 to 2010. From 2003 to 2006, she was CEO of the Carl Bro Group A/S and was the executive director of that company from 2001 to 2003. She has previously been a consultant at McKinsey from 1984 to 1990 and has held executive positions at Danisco from 1990 to 2000 and TDC Mobile International in 2000 and 2001. Ms. Nørgaard has held several board positions since 1994. Since 2010, Ms. Nørgaard has been a full time director for various public and private entities, including companies in the engineering business. She is currently a director of IMI plc, Cobham plc, DSV A/S, Danish Growth Capital and RGS 90 A/S. Ms. Nørgaard is also currently vice-chairman of the board of NNE Pharmaplan A/S and the State's IT Project Council. She has a MSc. from the Copenhagen Business School and an MBA from INSEAD, a well-known international business school.

Current Principal Occupation: Professional Non-Executive Director

WSP Board and Committee Memberships	Attendance (1)		Compensation Received for 2015 (2)
Board	7 of 7	100%	$190,000
Governance, Ethics and Compensation Committee	5 of 5	100%	

PAST YEARS' VOTING RESULTS

Year	For	Withheld
2015	98.62%	1.38%
2014	97.71%	2.29%

Other Public Board Memberships	Other Committee Memberships	Interlocking Relationships
IMI Plc	Audit committee, remuneration committee and nomination committee	None
DSV A/S	Nomination committee	None
Cobham plc	Remuneration committee and nomination committee	None

SECURITIES HELD OR CONTROLLED AS AT APRIL 11, 2016 (3)

Shares	Options	PSUs	RSUs	DSUs	Value of at Risk Holdings	Director Share Ownership Requirement Met
2,500	None	None	None	None	$94,950	Minimum Annual Requirement Met

(1) See section entitled "Board and Committee Attendance" on page 24.

(2) Ms. Nørgaard elected to receive the equity-based portion of her 2015 annual compensation in cash and, consequently, all Director compensation received by her in 2015 was paid in cash. See section entitled "Director Compensation" on page 28.

(3) See section entitled "Non-Executive Director Nominee Share Ownership" on page 30. The value of at risk holdings for Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on April 11, 2016 of $37.98.

JOSÉE PERREAULT

Age: 53

Montreal, Quebec, Canada

Independent

Director since: January 2014

Josée Perreault has over 23 years of experience in the international wholesale and retail business within the consumer goods industry. She served as the Senior Vice President of World Business for Oakley from 2010 to 2015. She joined Oakley in 1994 as General Manager of the Montreal (Canada) subsidiary. Ms. Perreault subsequently held numerous positions worldwide within Oakley. In 2001, she joined the Paris base office as co-manager of the European subsidiary and in 2008 she moved to Zurich as the Regional Vice-President of EMEA. Prior to joining Oakley, Josée held many positions in Canadian companies related to business and brand management. Today, she is conducting advisory work for several Montreal based companies seeking to develop their brands. She is also currently a member of the Board of Directors of Lumenpulse Inc.

Current Principal Occupation: Brand Consultant

WSP Board and Committee Memberships	Attendance (1)		Compensation Received for 2015 (2)
Board	7 of 7	100%	$175,000
Governance, Ethics and Compensation Committee	5 of 5	100%	

PAST YEARS' VOTING RESULTS

Year	For	Withheld
2015	98.95%	1.05%
2014	99.78%	0.22%

Other Public Board Memberships	Other Committee Memberships	Interlocking Relationships
Lumenpulse Inc.	Governance, human resources and compensation committee	Pierre Fitzgibbon

SECURITIES HELD OR CONTROLLED AS AT APRIL 11, 2016 (3)

Shares	Options	PSUs	RSUs	DSUs	Value of at Risk Holdings	Director Share Ownership Requirement Met
5,000	None	None	None	None	$189,900	Minimum Annual Requirement Met

(1) See section entitled "Board and Committee Attendance" on page 24.

(2) Ms. Perreault elected to receive the equity-based portion of her 2015 annual compensation in cash and, consequently, all Director compensation received by her in 2015 was paid in cash. See section entitled "Director Compensation" on page 28.

(3) See section entitled "Non-Executive Director Nominee Share Ownership" on page 30. The value of at risk holdings for Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on April 11, 2016 of $37.98.

GEORGE J. PIERSON

Age: 54

New Hope, Pennsylvania, USA

Non Independent

Director since: October 2014

Mr. George J. Pierson was President and CEO of Parsons Brinckerhoff, which was acquired by WSP in 2014. A licensed engineer and lawyer, he is currently the President of The Pierson Advisory Group. Mr. Pierson joined Parsons Brinckerhoff in February 2006 as General Counsel and Secretary. He was named Chief Operating Officer of the firm's Americas operating company in January 2008, and was named President and CEO of Parsons Brinckerhoff in January 2010. Prior to joining Parsons Brinckerhoff, Mr. Pierson had a distinguished career as a construction lawyer. From 2003 to 2006 he was Partner and Director of the International Construction Practice Group of Peckar & Abramson, PC, a leading construction law firm. From 1992 to 2002, he held a variety of positions at Kvaerner PLC (previously Davy McKee), including Executive Vice President, General Counsel, Legal Director of the firm's Engineering, Technology, and Construction Division and Vice President of Strategic Development of the Non-Ferrous Mining Division. Mr. Pierson has a J.D. cum laude from Harvard Law School, an MBA with Honors from St. Mary's College of California, an M.S. in civil engineering from the University of California at Berkeley where he studied on a Graduate Fellowship, and a B.S. summa cum laude in civil engineering from Bucknell University.

Current Principal Occupation: President of The Pierson Advisory Group, LLC

WSP Board and Committee Memberships	Attendance (1)		Compensation Received for 2015 (2)
Board	6/7	87.5%	$170,000

PAST YEARS' VOTING RESULTS (2)

Year	For	Withheld
2015	91.54%	8.46%
2014	-	-

Other Public Board Memberships	Other Committee Memberships	Interlocking Relationships
None	None	None

SECURITIES HELD OR CONTROLLED AS AT APRIL 11, 2016 (3)

Shares	Options	PSUs	RSUs	DSUs	Value of at Risk Holdings	Director Share Ownership Requirement Met
None	None	None	None	4,091	$155,376	Minimum Annual Requirement Met

(1) See section entitled "Board and Committee Attendance" on page 24. Mr. Pierson was not able to attend the May 12, 2015 meeting of the Board due to a medical emergency involving a family member.

(2) Following the revision of the Director Share Ownership Requirement it was determined that Mr. Pierson did not meet the Minimum Annual Requirement. The payments of 2015 annual compensation for the second, third and fourth quarters to Mr. Pierson were 100% equity-based and, consequently, the Director compensation received by Mr. Pierson in 2015 was paid $30,000 in cash and $140,000 in equity-based awards, namely 3,298 DSUs. See section entitled "Director Compensation" on page 28.

(3) See section entitled "Non-Executive Director Nominee Share Ownership" on page 30. The value of at risk holdings for Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on April 11, 2016 of $37.98.

SUZANNE RANCOURT, CPA, CGA

Age: 57

Montreal, Quebec, Canada

Not currently a Director

Independent

Suzanne Rancourt was Vice-President, Internal Audit and Enterprise Risks at CGI Group Inc. from 2006 until her retirement in January 2016. Starting in 1985, Ms. Rancourt held a number of positions and functions within CGI specifically in IT projects, business development, business transformation, as well as major mergers and acquisitions . From 2006 to 2016, she developed and led with great success the internal audit and enterprise risks function within CGI. Prior to her time at CGI, Ms. Rancourt worked in the distribution, retail and finance sectors and implemented B2B projects. Ms. Rancourt has a Bachelor's of Business Administration from the Université du Québec à Montréal and is a member of l'Ordre des comptables professionnels agréés du Québec (CPA, CGA). She also holds an ICD.D designation, granted as part of McGill University's IAS-Rotman Directors Education Program. Ms. Rancourt currently sits on the Board of Directors of Forces Avenir and Muscular Dystrophy Canada and is a member of the nominating and governance committee at Muscular Dystrophy Canada.

Current Principal Occupation: Professional Non-Executive Director

Other Public Board Memberships	Other Committee Memberships	Interlocking Relationships
None	None	None

SECURITIES HELD OR CONTROLLED AS AT APRIL 11, 2016 (1)

Shares	Options	PSUs	RSUs	DSUs	Value of at Risk Holdings	Director Share Ownership Requirement Met
200	None	None	None	None	$7,596	Not applicable

(1) See section entitled "Non-Executive Director Nominee Share Ownership" on page 30. The value of at risk holdings for Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on April 11, 2016 of $37.98.

PIERRE SHOIRY

Age: 58

Town of Mount-Royal, Quebec, Canada

Non Independent

Director since: 2006

Pierre Shoiry has more than 35 years of experience in the engineering services industry. He began his career in 1980 with a major engineering services firm in Quebec. Employed by the Corporation since 1989, he was previously Senior Associate Engineer in Municipal Infrastructure and Vice-President of Business Development. He has been President of the Corporation since 1995. Mr. Shoiry has been a member of the *Ordre des Ingénieurs du Québec* since 1980. From 2002 to 2003, he was Chairman of the Association of Consulting Engineering Companies - Canada and actively participated in promoting the engineering services industry in Canada and abroad. He was also President of the Association of Consulting Engineers of Quebec in 1998 and 1999. He holds a Bachelor's degree in applied science with a major in civil engineering, as well as a Master's degree in applied science, from Laval University.

On March 15, 2016, the Corporation announced that Mr. Shoiry will transition to the role of Vice Chairman of the Board. In his new role, Mr. Shoiry will provide ongoing support to the Board and will focus his efforts with the new President and Chief Executive Officer and the management team in respect to acquisition activities and other strategic opportunities. The transition will be effective once a new Chief Financial Officer has been recruited to replace Alexandre L'Heureux who will succeed Mr. Shoiry as President and Chief Executive Officer of WSP.

Current Principal Occupation: President and Chief Executive Officer of the Corporation

WSP Board and Committee Memberships	Attendance (1)		Compensation Received for 2015 (2)
Board	7 of 7	100%	None

PAST YEARS' VOTING RESULTS

Year	For	Withheld
2015	96.93%	3.07%
2014	99.98%	0.02%

Other Public Board Memberships	Other Committee Memberships	Interlocking Relationships
None	None	None

SECURITIES HELD OR CONTROLLED AS AT APRIL 11, 2016 (3)

Shares	Options	PSUs	RSUs	DSUs	Value of at Risk Holdings	Director Share Ownership Requirement Met (4)
632,105	307,184	91,309	None	None	$27,475,264	Yes

(1) See section entitled "Board and Committee Attendance" on page 24.

(2) Mr. Shoiry does not receive an annual retainer or any other fees in respect of his role as a Director or participation in Board of Directors' meetings as Mr. Shoiry is the President and CEO of the Corporation. Please see the section entitled "Compensation Discussion & Analysis" on page 45 for a discussion on the compensation paid to Mr. Shoiry.

(3) Mr. Shoiry's value of at risk holdings represents the total value of Shares ($24,007,348), vested Options (none) and vested and unvested PSUs ($3,467,916) and including Dividend Equivalents earned on PSUs but not yet credited thereto, but does not include the value of Shares underlying unvested Options. The value of the Shares is based on the closing price of the Shares on the TSX on April 11, 2016 of $37.98. The value of unvested PSUs has been calculated based on the closing price of the Shares on the TSX on April 11, 2016 of $37.98 and assuming the Corporation had achieved all performance targets and 100% of the PSUs had vested on April 11, 2016. Subject to the attainment of the performance measure and targets of the award as set out under "Compensation Discussion and Analysis – Description of Compensation paid to NEOs in 2015 – Long-Term Incentive Plans", the number of PSUs that will actually vest will be between 0% and 100% of the award granted. Furthermore, the actual value realized upon the future vesting and payment of such awards may be greater or less than the grant date fair value. Please see the section entitled "Compensation Discussion and Analysis" on page 45 for a discussion on securities held or controlled by Mr. Shoiry.

(4) For the purpose of assessing ownership levels only, the value of Shares, vested Options and DSUs are included while the potential value of unvested Options, RSUs and PSUs is not included.

BOARD AND COMMITTEE ATTENDANCE

The following table summarizes the attendance of the Directors of the Corporation and Committee members of the Board of Directors for the period from January 1, 2015 to December 31, 2015:

DIRECTORS	BOARD	AUDIT COMMITTEE	GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE	COMMITTEES (TOTAL)	OVERALL ATTENDANCE
Richard Bélanger	7 of 7	4 of 4	5 of 5	9 of 9	16 of 16 (100%)
Christopher Cole	7 of 7	-	-	-	7 of 7 (100%)
Birgit Nørgaard	7 of 7	-	5 of 5	5 of 5	12 of 12 (100%)
Josée Perreault	7 of 7	-	5 of 5	5 of 5	12 of 12 (100%)
George J. Pierson (1)	6 of 7	-	-	-	6 of 7 (85.7%)
Pierre Seccareccia	7 of 7	4 of 4	-	4 of 4	11 of 11 (100%)
Pierre Shoiry	7 of 7	-	-	-	7 of 7 (100%)
Pierre Simard	7 of 7	4 of 4	-	4 of 4	11 of 11 (100%)

(1) Mr. Pierson was not able to attend the May 12, 2015 meeting of the Board due to a medical emergency involving a family member.

DIRECTOR INDEPENDENCE

The charter of the Board of Directors provides that the Board of Directors must at all times be constituted of a majority of individuals who are independent. Based on the information received from each Director and having taken into account the independence criteria set forth below, the Board of Directors concluded that all Directors, with the exception of Christopher Cole, Alexandre L'Heureux, George J. Pierson and Pierre Shoiry, are independent within the meaning of National Instrument 52-110 – *Audit Committees* (the "**CSA Audit Committee Rules**").

Christopher Cole is not independent as he has been within the last three years the Executive Chairman of the Corporation for a transition period following the WSP Acquisition, which period ended on July 1, 2013. On July 1, 2016, Mr. Cole will no longer be deemed to have a "material relationship" with the Corporation deeming him to not be independent under the CSA Audit Committee Rules. George J. Pierson is not independent as he was the Chief Executive Officer of Parsons Brinckerhoff for a transition period following the Parsons Brinckerhoff Acquisition, which period ended on January 1, 2015. Pierre Shoiry is not independent as he is the President and Chief Executive Officer of the Corporation and Alexandre L'Heureux is not independent as he is the Chief Financial Officer of the Corporation.

All other Nominee Directors of the Corporation, namely Richard Bélanger, Pierre Fitzgibbon, Birgit Nørgaard, Josée Perreault and Suzanne Rancourt are "independent" Directors within the meaning of the CSA Audit Committee Rules in that each of them has no material relationship with the Corporation and, in the reasonable opinion of the Board of Directors, is independent under the applicable laws, regulations and listing requirements to which the Corporation is subject.

The following table sets forth the relationship of the Nominee Directors with the Corporation:

NAME	INDEPENDENT	NON-INDEPENDENT	REASON FOR NON-INDEPENDENCE
Richard Bélanger	✓		
Christopher Cole		✓	Mr. Cole has been within the last three years the Executive Chairman of the Corporation
Pierre Fitzgibbon	✓		
Alexandre L'Heureux		✓	Mr. L'Heureux is CFO of the Corporation
Birgit Nørgaard	✓		
Josée Perreault	✓		
George J. Pierson		✓	Mr. Pierson has been within the last three years the President and CEO of Parsons Brinckerhoff
Suzanne Rancourt	✓		
Pierre Shoiry		✓	Mr. Shoiry is President and CEO of the Corporation

To ensure the Directors exercise independent judgment in considering transactions, agreements or decisions in respect of which a Director has a material interest, the Directors are required to disclose all actual or potential conflicts of interest and refrain from voting on such matter. Directors are also required to excuse themselves from any discussion or decision on any matter in which they are precluded from voting as a result of a conflict of interest or which otherwise affects their personal, business or professional interests.

To facilitate the ability of the Board to function independently of Management, the following structures and processes have also been put into place:

- a Lead Director has been elected;
- there are typically no members of Management on the Board, other than the President and CEO of the Corporation;
- when appropriate, members of Management, including the President and CEO, are not present for the discussion and determination of certain matters at meetings of the Board;
- under the by-laws of the Corporation, any one Director may call a meeting of the Board;
- the President and CEO's compensation is considered, in his absence, by the Governance, Ethics and Compensation Committee and by the Board at least once a year;
- in addition to the standing committees of the Board, independent committees are appointed from time to time, when appropriate; and
- the non-executive Directors of the Board have the opportunity to meet in camera at the end of each regularly scheduled Board and Committee meeting.

DIRECTORSHIPS OF OTHER REPORTING ISSUERS

Some Directors are presently directors of other public entities, as shown in the following table:

NAME	PUBLIC ENTITY	COMMITTEE(S)
Richard Bélanger	Director of Laurentian Bank of Canada	Audit committee (chair) and risk management committee
Christopher Cole	Non-Executive Chairman and Director of Ashtead Group plc	None
	Non-Executive Chairman and Director of Applus+	None
Pierre Fitzgibbon (1)	Director of Acasti Pharma Inc.	Audit committee and human resources and governance committee
	Director of Arianne Phosphate Inc	Audit committee and human resources and corporate governance committee
	Director of Lumenpulse Inc.	Audit committee (chair)
	Non-Executive Chairman and Director of Neptune Technologies & Bioressources Inc.	Audit committee and human resources and governance committee
	Director of Transcontinental Inc.	Audit committee
Birgit Nørgaard	Director of IMI Plc	Audit committee, remuneration committee and nomination committee
	Director of DSV A/S	Nomination committee
	Director of Cobham plc	Remuneration committee and nomination committee
Josée Perreault	Director of Lumenpulse Inc.	Governance, human resources and compensation committee

(1) As announced in Arianne Phosphate Inc.'s March 14, 2016 press release, Mr. Fitzgibbon will complete his mandate as a director at the company's next annual shareholder meeting and will not be nominated for re-election at that meeting.

BOARD INTERLOCKS

In addition to the independence requirements, the Corporate Governance Guidelines provide that there shall be no more than two board interlocks at any given time. A board interlock occurs when two of the Corporation's Directors also serve together on the board of another for-profit organization. As of the date of this Circular, there is one board interlock among Board members, namely Pierre Fitzgibbon and Josée Perreault who both serve on the board of directors of Lumenpulse Inc.

LIMITATIONS ON OTHER BOARD SERVICE

The Corporate Governance Guidelines also contain limitations on the number of other directorships that Directors and the CEO may hold. The Governance, Ethics and Compensation Committee amended these limitations in 2015 to provide that, in general, Directors should limit their service as directors on publicly-held company and investment company boards to no more than five (including WSP's Board) and, without specific approval from the Board, the CEO may not serve on more than two public company boards (including WSP's Board). Service on the boards of subsidiary companies with no publicly traded stock is not included in these calculations. Furthermore, no director is permitted to serve as director, officer or employee of a competitor of the Corporation. In all cases, prior to accepting an appointment to the board of directors of any company, a director must first request the permission of the Chair of the Governance, Ethics and Compensation Committee.

ADDITIONAL DISCLOSURE RELATING TO DIRECTORS

As at the date hereof, to the best knowledge of the Corporation and based upon received information provided by each Nominee Director, no such nominee is or has been, within the past 10 years, a director or executive officer of any company that, while such person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except for the following:

In April 2012, Ms. Nørgaard, was appointed Chairman of the Danish, privately held company E. Pihl & Son A.S. at the request of the company's major creditors. E. Pihl & Son A.S. was a general contractor operating in the Nordic markets as well as abroad. Prior to Ms. Nørgaard's involvement, E. Pihl & Son A.S. was already in financial difficulty and in August 2013, E. Pihl & Son A.S. filed for bankruptcy.

DIRECTOR COMPENSATION

The compensation program of the Board of Directors is designed to attract and retain highly talented and experienced directors, leading to the long-term success of the Corporation. This requires that Directors be adequately and competitively compensated.

Directors' compensation is based on a fixed annual retainer with no additional "per meeting" fees. No compensation is paid to Directors who are employees of the Corporation. Christopher Cole continues to receive medical coverage following his transition from Executive Chairman to Chairman on July 1, 2013. In addition, the Corporation reimburses Directors for reasonable travel and out-of-pocket expenses relating to directors' duties.

In the fourth quarter of 2014, following the Parsons Brinckerhoff Acquisition which significantly impacted the Corporation's size, breadth of services and geographic scope, the Governance, Ethics and Compensation Committee engaged the services of Mercer to review the competitiveness of the various elements of pay offered to NEOs and other executives and Directors. Following this review which resulted in the determination of the 2015 Peer Group, the Governance, Ethics and Compensation Committee approved the use of the 2015 Peer Group to benchmark non-executive Directors' compensation (see "New 2015 Peer Group" on page 55) and decided to adjust the compensation paid to the non-executive Directors at the median of the 2015 Peer Group and to modify the pay mix by introducing equity-based awards. Consequently, the Corporation adopted the DSU Plan which was approved by the Board of Directors following a recommendation of the Governance, Ethics and Compensation Committee.

Effective January 1, 2015, the compensation of the Chairman and the Lead Director is 45% cash-based and up to 55% equity-based consisting of DSU awards, while the compensation of the other non-executive Directors is 40% cash-based and up to 60% equity-based consisting of DSU awards. To the extent that the Minimum Annual Requirement of a Director under the Director Share Ownership Requirements for any particular year is met, a Director is nonetheless entitled to elect to receive the equity-based portion of his or her annual compensation in cash. To the extent that the Minimum Annual Requirement of a Director for any particular year has not been met, the Director will receive 100% of the equity portion of his annual compensation in DSUs for such year.

The following table displays the annual retainers for 2015 for all non-executive Directors. All Directors are paid in Canadian dollars, except for the Chairman, who is paid in GBP.

DIRECTOR POSITION	ANNUAL RETAINER
Chairman of the Board	$395,870 (1)
Lead Director	$230,000
Chair of the Audit Committee	$195,000
Chair of the Governance, Ethics and Compensation Committee	$190,000
Member of Audit Committee	$180,000
Member of the Governance, Ethics and Compensation Committee	$175,000
Director	$170,000

(1) The Chairman's retainer is GBP 200,000 and is paid in GBP in four instalments. The amount shown above is the amount in Canadian dollars converted on the basis of the actual exchange rate used to pay the Chairman's retainer which in 2015 ranged from $1.8601 to 1 GBP to 2.0853 to 1 GBP.

DSU PLAN

The DSU Plan was adopted in 2015 to allow the payment of a portion of the compensation of non-executive Directors in the form of equity-based DSUs. The DSU plan was designed to enhance the Corporation's ability to attract and retain talented individuals to serve as members of the Board, to promote alignment of interests between Directors and the Shareholders and to assist Directors in fulfilling the Director Share Ownership Requirements.

Unless otherwise determined, DSUs vest immediately upon being granted. However, no holder of DSUs has any right to receive any payment under the DSU Plan until he or she ceases to be an Eligible Director (and is not at that time an employee of the Corporation) or his or her membership on the Corporation's Board is terminated for any reason, in each such cases including by death, disability, retirement or resignation (a "**Termination Date**"). Unless they have met the Minimum Annual Requirement under the Director Share Ownership Requirements for a given fiscal year and made an election in that respect, Eligible Directors receive part of their compensation in DSUs, the exact number of which, rounded down to the next whole Deferred Share Unit, being calculated using the fair market value at the time of the grant.

In accordance with the terms of the DSU Plan, a Dividend Equivalent is to be computed in the form of additional DSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such additional DSUs will vest at the time these are credited to the recipient's account and settlement of such Dividend Equivalent will occur at the same time and in accordance with the same terms as the underlying DSUs.

Detailed information on the DSU Plan is included in Schedule C of this Circular.

DIRECTOR MINIMUM SHARE OWNERSHIP REQUIREMENT

The Board believes that the economic interests of Directors should be aligned with those of Shareholders. As such, effective January 1, 2015, the Board amended the minimum share ownership requirements applicable to non-executive Directors to provide that non-executive Directors are required to own Shares or equity-type awards such as DSUs having an aggregate value equivalent to three times the cash-based component of the annual compensation payable to a Director (the "**Director Share Ownership Requirement**"). Such ownership requirements are to be progressively achieved by the later of December 31, 2019 or the 5th year anniversary of the date the individual became a Director. Consequently, a non-executive Director will be expected to meet 20% of the aggregate Director Share Ownership Requirement by the end of the first year, 40% by the end of the second year, 60% by the end of the third year, 80% by the end of the fourth year and the aggregate threshold by the end of the five-year period (the "**Minimum Annual Requirement**"). The Director Share Ownership Requirement can be fulfilled through the ownership of equity-based awards such as DSUs paid as part of annual director compensation or by purchases of Shares on the open market. To the extent that the Minimum Annual Requirement of a Director for any particular year has not been met, the Director will receive 100% of the equity portion of his annual compensation in DSUs for such year. To the extent that the Minimum Annual Requirement of a Director for any particular year is met, a Director will be entitled to elect to receive the equity-based portion of his or her annual compensation in cash.

Directors may not purchase financial instruments to hedge a decrease in the market value of Shares held for the purpose of the Director Share Ownership Requirement. As an executive, Pierre Shoiry was required to comply with the minimum share ownership requirements for executives (see section entitled "Compensation Discussion & Analysis – Executive Minimum Share Ownership Requirements" at page 53 for additional details).

NON-EXECUTIVE DIRECTOR NOMINEE SHARE OWNERSHIP

The following table presents share ownership information for non-executive Nominee Directors as of April 11, 2016.

NAME(1)	NUMBER OF SHARES	NUMBER OF EQUITY BASED AWARDS (2)	TOTAL NUMBER OF SHARES AND EQUITY BASED AWARDS	VALUE OF AT RISK HOLDINGS OF SHARES AND EQUITY BASED AWARDS (3)	MINIMUM ANNUAL REQUIREMENT FOR DIRECTOR OWNERSHIP REQUIREMENT MET (4) (✓) OR (X)	DATE BY WHICH THE AGGREGATE DIRECTOR SHARE OWNERSHIP REQUIREMENT MUST BE MET
Richard Bélanger	15,000	-	15,000	$569,700	✓	December 31, 2019
Christopher Cole	22,835	-	22,835	$867,273	✓	December 31, 2019
Pierre Fitzgibbon	5,000	-	-	$189,900	-	May 19, 2021
Birgit Nørgaard	2,500	-	2,500	$94,950	✓	December 31, 2019
Josée Perreault	5,000	-	5,000	$189,900	✓	December 31, 2019
George J. Pierson	-	4,091	4,091	$155,376	✓	December 31, 2019
Suzanne Rancourt	200	-	-	$7,596	-	May 19, 2021

(1) As executives, Pierre Shoiry and Alexandre L'Heureux are required to comply with the share ownership requirements for executives (see section entitled "Compensation Discussion & Analysis – Executive Minimum Share Ownership Requirements" at page 53 for additional details).

(2) Consist of DSUs issued under the DSU Plan.

(3) The value of at risk holdings for Directors represents the total value of Shares and DSUs, including Dividend Equivalents earned on DSUs but not yet credited thereto. The value of the Shares and DSUs has been calculated based on the closing price of the Shares on the TSX on April 11, 2016 of $37.98.

(4) As of December 31, 2015 and April 11, 2016, the Minimum Annual Requirement for Mr. Bélanger was $62,100, for Ms. Nørgaard was $45,600, for Ms. Perreault was $42,000 and for Mr. Pierson was $40,800. As of December 31, 2015 and April 11, 2016, the Minimum Annual Requirement for Mr. Cole was $105,528 on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements which was $1.954240 to 1 GBP in 2015.

DIRECTOR COMPENSATION TABLE

The table below shows the total compensation earned by each non-executive Director as of December 31, 2015 for services rendered in 2015. All fees are paid in Canadian dollars, except for fees paid to the Chairman, which are paid in GBP. Apart from Christopher Cole who continues to receive medical coverage following his transition from Executive Chairman to Chairman on July 1, 2013 and apart from DSUs, Directors do not benefit from any other equity-based awards, option-based awards, non-equity incentives, pension plan or any other form of compensation. Amounts shown are yearly, but are paid quarterly.

NAME(1)	CASH FEES EARNED ($)	EQUITY BASED AWARDS(2) ($)	OPTION-BASED AWARD ($)	NON-EQUITY INCENTIVE PLAN COMPENSATION ($)	PENSION VALUE ($)	ALL OTHER COMPENSATION ($)	TOTAL COMPENSATION ($)
Richard Bélanger(3)	230,000	-	-	-	-	-	230,000
Christopher Cole(4)	395,870	-	-	-	-	3,804	399,674
Grant McCullagh(5)	68,250	-	-	-	-	-	68,250
Birgit Nørgaard(6)	190,000	-	-	-	-	-	190,000
Josée Perreault (7)	175,000	-	-	-	-	-	175,000
George J. Pierson(8)	30,000	140,000	-	-	-	-	170,000
Pierre Seccareccia(9)	195,000	-	-	-	-	-	195,000
Pierre Simard(10)	180,000	-	-	-	-	-	180,000

(1) Mr. Shoiry does not receive an annual retainer or any other fees in respect of his role as a Director or participation in Board of Directors' meetings as Mr. Shoiry is the President and CEO of the Corporation. Please see the section entitled "Compensation Discussion & Analysis" on page 45 for a discussion on the compensation paid to Mr. Shoiry.

(2) Consist of DSUs issued under the DSU Plan.

(3) Mr. Bélanger has been the Corporation's Lead Director since August 7, 2012. Mr. Bélanger is also a member of the Audit Committee and the Governance, Ethics and Compensation Committee.

(4) Mr. Cole's annual retainer is GBP200,000 and is paid in GBP in four instalments. Mr. Cole continues to receive medical coverage following his transition from Executive Chairman to Chairman on July 1, 2013. Such benefits are paid in GBP. The amount shown above is the amount in Canadian dollars converted on the basis of the actual exchange rate used to pay the Chairman's retainer which in 2015 ranged from $1.8601 to 1 GBP to 2.0853 to 1 GBP.

(5) Mr. McCullagh was a member of the Governance, Ethics and Compensation Committee but resigned from the Board effective at the annual meeting of Shareholders on May 21, 2015.

(6) Ms. Nørgaard is the Chairman of the Governance, Ethics and Compensation Committee.

(7) Ms. Perreault is a member of the Governance, Ethics and Compensation Committee.

(8) Following the revision of the Director Share Ownership Requirement it was determined that Mr. Pierson did not met the Minimum Annual Requirement, the payments of 2015 annual compensation for the second, third and fourth quarters to Mr. Pierson were 100% equity-based and, consequently, the Director compensation received by Mr. Pierson in 2015 was paid $30,000 in cash and $140,000 in equity-based awards, namely 3,298 DSUs.

(9) Mr. Seccareccia is the Chairman of the Audit Committee but he will not stand for re-election at the Meeting.

(10) Mr. Simard is a member of the Audit Committee but he will not stand for re-election at the Meeting.

UPCOMING CHANGES TO DIRECTOR COMPENSATION IN 2016

There are currently no planned upcoming changes to Director compensation for 2016.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

We consider strong and transparent corporate governance practices to be an important factor in the overall success of the Corporation and we are committed to adopting and adhering to the highest standards in corporate governance. The Corporation's corporate governance guidelines (the "**Corporate Governance Guidelines**") adopted by the Board, which are available on our website at www.wsp-pb.com, reflect this commitment. The Corporation revises the Corporate Governance Guidelines on an ongoing basis in order to respond to regulatory changes and the evolution of best practices.

As a Canadian reporting issuer with securities listed on the TSX, the Corporation complies with all applicable rules adopted by the Canadian Securities Administrators (the "**CSA**"). The Corporation also complies with the CSA Audit Committee Rules. The CSA Audit Committee Rules include requirements regarding audit committee composition and responsibilities, as well as reporting obligations with respect to audit related matters. Reference is made to the Section entitled "Governance of the Corporation" of the Corporation's AIF available on www.sedar.com and on www.wsp-pb.com, and which may be obtained free of charge, on request, from the Corporate Secretary of the Corporation.

The Corporation also complies with National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (the "**CSA Disclosure Instrument**") and National Policy 58-201 - *Corporate Governance Guidelines* (the "**CSA Governance Policy**"). We believe that the Corporation's corporate governance practices meet and exceed the requirements of the CSA Disclosure Instrument and the CSA Governance Policy, as reflected in the disclosure made hereunder.

The Board of Directors has two permanent committees: the Audit Committee and the Governance, Ethics and Compensation Committee. The following descriptions of the Corporate Governance Guidelines, the Board of Directors, its Committees, the Directors and other matters reflect the Corporation's compliance with the CSA Disclosure Instrument, the CSA Governance Policy and Canadian corporate governance best practices.

Our Board of Directors has approved the disclosure of the Corporation's corporate governance practices described below, on the recommendation of the Governance, Ethics and Compensation Committee.

ETHICAL BUSINESS BEHAVIOR AND CODE OF CONDUCT

Sound, ethical business practices are fundamental to the Corporation's business. The Corporation has adopted a Code of Conduct, a US Supplement to the Code of Conduct, a Gift, Entertainment and Hospitality Policy, a Working with Third Parties Policy and an Understanding Bribery Issues Policy (collectively, the "**Code**"), which applies to the Corporation's directors, officers, employees and contract workers. The Code requires strict compliance with legal requirements and sets the Corporation's standards for the ethical conduct of our business. Topics addressed in the Code include business integrity, conflicts of interest, insider trading, use of the Corporation's assets, fraudulent or dishonest activities, confidential information, fair dealing with other people and organizations, employments policies, reporting suspected non-compliance with the Code, and reporting violations of the Code.

The Code is introduced by way of an ongoing structured ethics compliance training program. This namely ensures that on a yearly basis every Director, officer, employee and contract worker of the Corporation reviews the most current policies and underlying guidelines in place. Training is aimed at recognizing issues and escalating them in the organization for effective measures to be implemented in a timely fashion. As for new-hires, the program has been incorporated into the induction process.

The Governance, Ethics and Compensation Committee has the responsibility of overseeing the interpretation of the Code. The Chief Risk and Ethics Officer is responsible for the day-to-day interpretation and application of the Code, for proposing adjustments to the Code and for ensuring that the associated training program is duly implemented throughout the organization. At least once annually, the Code is reviewed and if appropriate, updated. The Chief Risk and Ethics Officer reports to the Governance, Ethics and Compensation Committee annually on this process and any changes are reviewed by the Governance, Ethics and Compensation Committee.

The Code provides that each employee has an obligation to report violations or suspected violations of the Code and the Corporation will ensure that there is no retaliation against anyone for making a report in good faith. In addition, the Corporation's "Confidential Business Conduct Hotline" provides a means for WSP employees as well as the general public to raise issues of concern anonymously with a third-party service provider. Any information received is processed by an independent party, the Vice President of Internal Audit and the Chief Risk and Ethics Officer, who are required to advise the Chairmen of the Governance, Ethics and Compensation Committee or the Audit Committee, as applicable. Pursuant to the Code, the Chief Risk and Ethics Officer is charged with responsibility for maintaining the Confidential Business Conduct Hotline and ensuring that all alleged Code violations are investigated. The Corporation provides additional specialized training for employees for matters governed by the Code, where it is determined such training would be beneficial. The Code of Conduct is available on the Corporation's web site at www.wsp-pb.com and on SEDAR at www.sedar.com.

SHAREHOLDER ENGAGEMENT

Reaching out to stakeholders and listening to their opinions is an important value of the Corporation and is crucial in understanding our investors' concerns and sentiment. As such, the Board seeks to engage in ongoing constructive dialogue with Shareholders and other stakeholders on a wide range of topics, including executive compensation and governance matters. The Corporation engages with Shareholders through a variety of channels, including the use of the Corporation's website at www.wsp-pb.com, quarterly conference calls and periodic investors' day meetings. In addition, stakeholders are invited to contact our Investor Relations department by email or phone on a continuing basis, or to communicate directly with members of the Board, including the Chairman and non-executive Directors, by directing communications by mail to WSP Global Inc., c/o Corporate Secretary, 1600 Rene-Levesque Blvd. West, 16th Floor, Montreal, Quebec, Canada, H3H 1P9. The Chairman of the Board and other Directors are also available to answer Shareholders' questions at the Meeting and at any other meeting of Shareholders.

CONTINUOUS DISCLOSURE AND DISCLOSURE POLICY

The Corporation has adopted a Disclosure Policy to provide guidelines with respect to the dissemination and disclosure of information to the financial community and Shareholders. The objectives of the Disclosure Policy are to ensure that communications are timely, accurate and broadly disseminated in accordance with applicable legislation, and to ensure sound disclosure practices which maintain the confidence of the financial community, including investors, in the integrity of the Corporation's information.

Sound disclosure practices are the most valuable means of communicating with Shareholders, and the Corporation believes that through its annual and *ad hoc* disclosure documents, including, among others, this Circular, the Corporation's financial statements and accompanying management's discussion and analysis, annual information form, annual report, quarterly interim reports and conference calls, periodic press releases, as well as the Corporation's website, it effectively communicates its commitment to not only meet but exceed governance standards, be they imposed by legislation or encouraged as best practices.

The Corporation is committed to providing timely, accurate, and balanced disclosure of material information consistent with legal and regulatory requirements. Materiality is determined by the importance of an event or information in significantly affecting the price or value of the Corporation's Shares. The Corporation will disclose both positive and negative information on a timely basis, except when confidentiality issues require a delay in accordance with the rules of the TSX and applicable securities laws.

The Corporation has established a disclosure committee to support the CEO and CFO in identifying material information and determining how and when to disclose that information and to ensure that all material disclosures comply with relevant securities legislation. The disclosure committee is composed of the CEO, the CFO, the Chief Legal Officer and the individual in charge of investor relations, and meets to review and evaluate disclosures and potential disclosures prior to the release of the Corporation's quarterly, annual and other disclosure documents, and when requested by the CEO or CFO.

SAY ON PAY

The Corporation has adopted a "say on pay" policy, the purpose of which is to provide appropriate Director accountability to the Shareholders of the Corporation for the Board's compensation decisions, by giving Shareholders a formal opportunity on an annual basis to provide their views on the disclosed objectives of the executive compensation plans and on the plans themselves.

The Governance, Ethics and Compensation Committee carefully consider Shareholder feedback on the Corporation's executive compensation programs, and work to continue the design and implementation of compensation programs that promote the creation of Shareholder value and further our executive compensation philosophy in a challenging economic environment.

As this is an advisory vote, the results are not binding upon the Board; however, the Board will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures, and decisions and in determining whether there is a need to significantly increase their engagement with Shareholders on compensation and related matters. The Corporation discloses the results of the Shareholder advisory vote as a part of its report on voting results for the Meeting. The Board discloses to Shareholders no later than in the management proxy circular for its next annual meeting, the changes to the compensation plans made or to be made (or why no such changes were made) by the Board as a result of its engagement with Shareholders.

In 2015, the non-binding advisory vote on executive compensation received significant Shareholder support with 98.13% of affirmative votes. The Board and the Governance, Ethics and Compensation Committee greatly value the Shareholder feedback on executive compensation and, after considering the 2015 results, worked to continue the design and implementation of compensation programs that promote the creation of Shareholder value and further the Corporation's executive compensation philosophy.

MAJORITY VOTING POLICY

The Board of Directors has adopted a Majority Voting Policy that provides that, in an uncontested election of Directors, a Nominee Director who receives less than a majority of the votes cast with respect to his or her election will be expected to immediately tender his or her resignation to the Board. The Board of Directors will accept the resignation absent exceptional circumstances and will announce its decision in a press release within 90 days following the meeting of Shareholders resulting in the resignation.

INVESTOR DAYS

The Corporation holds "investor days" on a periodic basis at which Management can exchange with Shareholders and other stakeholders of the Corporation. During these meetings, Management provides an update to Shareholders and other stakeholders on the Corporation's operations, performance and outlook. These meetings also provide Shareholders and stakeholders with the opportunity to raise questions and concerns to Management regarding the Corporation's business and affairs.

COMPOSITION OF THE BOARD OF DIRECTORS

BOARD SIZE

The Board of Directors is currently comprised of eight members and has fixed at nine the number of Directors to be elected at the Meeting, being Richard Bélanger, Christopher Cole, Pierre Fitzgibbon, Alexandre L'Heureux, Birgit Nørgaard, Josée Perreault, George J. Pierson, Suzanne Rancourt and Pierre Shoiry, who, with the exception Pierre Fitzgibbon, Alexandre L'Heureux and Suzanne Rancourt are all currently members of the Board of Directors and were elected by the Shareholders of the Corporation at the annual meeting of Shareholders held on May 21, 2015.

BOARD AND COMMITTEE ORGANIZATION

The Board of Directors and Committee meetings are generally organized as follows:

- six regularly scheduled Board meetings each year, including a one-day meeting to consider and approve the Corporation's strategy;
- four regularly scheduled Audit Committee meetings per year and five regularly scheduled Governance, Ethics and Compensation Committee meetings per year;
- special Board or Committee meetings are held when deemed necessary; and
- members of Management and certain key employees are regularly called upon to give presentations at the Board and Committee meetings.

The Board and the Committees each have a one-year working plan of items for discussion. These working plans are reviewed and adapted at least annually to ensure that all of the matters reserved to the Board and the Committees, as well as other key issues, are discussed at the appropriate time.

The Chairman sets Board agendas with the President and CEO and works together with the CFO and Corporate Secretary to make sure that the information communicated to the Board and the Committees is accurate, timely and clear. This applies in advance of regular, scheduled meetings and, in exceptional circumstances, between these meetings. In addition, Directors are provided with Board and Committee materials electronically in advance of each meeting.

The Board reviews reports from each of the Committees and may also receive reports from members of Management, other key employees, the Corporate Secretary as well as outside consultants as deemed necessary. The Board and the Committees may also seek independent professional advice to assist them in their duties, at the Corporation's expense.

INDEPENDENCE OF DIRECTORS

The charter of the Board of Directors provides that the Board of Directors must at all times be constituted of a majority of individuals who are independent. Please refer to the section entitled "Director Independence" on page 24 of this Circular for the determination of the Board on the independence of the Directors.

NON-EXECUTIVE DIRECTORS' MEETINGS

The agenda for each Board and Committee meeting provides for non-executive Directors to meet in camera without Management present at the end of each regularly scheduled meeting. The in camera portion of such meetings encourage open and candid discussions among the non-executive Directors and provides them with an opportunity to express their views on key topics before decisions are taken. During 2015, the non-executive Directors either met or determined that it was not necessary to hold an in camera meeting following each regularly scheduled Board, Audit Committee and Governance, Ethics and Compensation Committee meeting.

POSITION DESCRIPTIONS

The Board of Directors has developed written position descriptions for the Chairman, the Lead Director, the CEO, the CFO, the COO and the Chairman of each of the Audit Committee and the Governance, Ethics and Compensation Committee. Summaries of the foregoing position descriptions are attached to this Circular as Schedule B, and the complete text of the position descriptions can be found on the Corporation's website at www.wsp-pb.com. These descriptions are reviewed annually by the Governance, Ethics and Compensation Committee and are updated as required.

DIRECTORS' ATTENDANCE POLICY

The Corporation's Corporate Governance Guidelines provide that each Director must have a combined attendance rate of 75% or more at Board and Committee meetings to stand for re-election, unless exceptional circumstances arise such as illness, death in the family or other similar circumstances.

Non-attendance at Board and Committee meetings is rare, and typically occurs when an unexpected commitment arises, a special meeting is convened on short notice or when there is a prior conflict with a meeting which had been scheduled and could not be rearranged. Given that Directors are provided with Board and Committee materials in advance of the meetings, Directors who are unable to attend are encouraged to provide comments and feedback to either the Chairman, the Chair of the Committee or the Corporate Secretary, who then ensure those comments and views are raised at the meeting. In addition, Directors who are unable to attend a particular meeting are encouraged to contact the Corporate Secretary as soon as practicable to be provided with an update and a briefing of discussions and resolutions passed at the meeting. Please see the section entitled "Nominees for Election to the Board of Directors - Board and Committee Attendance" on page 24.

NOMINATION PROCESS AND SKILLS MATRIX

The Governance, Ethics and Compensation Committee is composed entirely of independent directors and its responsibilities include:

- identifying and recommending to the Board of Directors suitable director candidates;
- determining the composition of the Board of Directors;
- implementing and conducting a process to assess, on an annual basis, the effectiveness of the Board of Directors, their Committees, and the individual performance of each Director; and
- nominating and evaluating, as well as planning succession for, the CEO and other executive officers of the Corporation.

As part of this process, the Governance, Ethics and Compensation Committee considers what competencies, skills and personal attributes the Board of Directors, as a whole, should possess, then assesses the skill sets and personal attributes of current Directors and identifies any additional skills sets or personal attributes deemed to be beneficial. Ultimately, candidates are assessed on their individual qualifications, diversity, breadth of experience, expertise, integrity and character, sound and independent judgment, insight and business acumen. Directors are expected to display these personal qualities and apply sound business judgment to help the Board make wise decisions and provide thoughtful and informed counsel to Management.

The Governance, Ethics and Compensation Committee uses a skills matrix to identify those areas which are necessary for the Board to carry out its mandate effectively and to regularly consider board composition and anticipated board vacancies in light of its stated objectives and policies. The skills matrix was updated by the Governance, Ethics and Compensation Committee in 2015. The following table reflects the diverse skill set of the Nominee Directors and identifies the specific experience, expertise and personal attributes brought by each individual director to the Board.

	Richard Bélanger	Christopher Cole	Pierre Fitzgibbon	Alexandre L'Heureux	Birgit Nørgaard	Josée Perreault	George J. Pierson	Suzanne Rancourt	Pierre Shoiry
Engineering and Construction		✓		✓	✓		✓	✓	✓
Professional Services	✓	✓	✓	✓	✓	✓	✓	✓	✓
Project Management	✓	✓	✓	✓	✓	✓	✓	✓	✓
Transportation	✓	✓		✓	✓		✓		✓
Natural Resources and Energy	✓		✓	✓	✓				✓
Financial Services	✓	✓	✓	✓	✓	✓		✓	✓
Technology / I.T.	✓		✓	✓	✓	✓		✓	✓
Business Experience in a Global Organization	✓	✓	✓	✓	✓	✓	✓	✓	✓
Acquisition / M&A	✓	✓	✓	✓	✓		✓	✓	✓
International Strategy Planning	✓	✓	✓	✓	✓	✓	✓	✓	✓
Capital structuring and capital markets	✓	✓	✓	✓	✓		✓	✓	✓
Risk Management and Risk Mitigation	✓	✓	✓	✓	✓		✓	✓	✓
Human Resources	✓	✓	✓	✓	✓	✓	✓	✓	✓
Health, Safety and Sustainability	✓	✓			✓		✓		✓
Public Sector Experience	✓	✓		✓	✓		✓	✓	✓
Public Company Board and Governance Experience	✓	✓	✓	✓	✓			✓	✓
CEO/Senior Executive Experience	✓	✓	✓	✓	✓	✓	✓	✓	✓
Executive Compensation	✓	✓	✓	✓	✓	✓	✓	✓	✓
Audit / Accounting	✓	✓	✓	✓	✓			✓	✓
Financial Literacy	✓	✓	✓	✓	✓	✓	✓	✓	✓
Gender	M	M	M	M	F	F	M	F	M
Age	58	69	61	43	57	53	54	57	58
Geography	CDN	U.K.	CDN	CDN	DEN	CDN	USA	CDN	CDN

DIVERSITY

The Board is committed to maintaining high standards of corporate governance in all aspects of the Corporation's business and affairs, and recognizes the importance and benefit of having a Board and Management comprised of highly talented and experienced individuals having regard to the need to foster and promote diversity among Directors and Management.

The Corporation amended the Corporate Governance Guidelines in March 2015 to adopt policies with respect to the identification and nomination of women Directors. The Corporate Governance Guidelines provide that, when identifying candidates to nominate for election to the Board or in its review of executive officer succession planning and talent management, the Governance, Ethics and Compensation Committee, consider objective criteria such as talent, experience and functional expertise, as well as criteria that promote diversity such as gender, ethnicity, age and other factors. The Committee also considers the level of representation of women on the Board and in executive officer positions in the search for and selection of candidates and, where necessary, seeks advice from qualified external advisors to assist in this search. The Governance, Ethics and Compensation Committee conducts periodic evaluations and assessment of individual board members as well as Committees and the Board as a whole to identify strengths and areas of improvement.

Specific targets or quotas for gender or other diversity appointments to the Board or in executive officer positions have not been included in the Corporate Governance Guidelines or adopted by the Board due to the need to consider a balance of criteria in each individual appointment. The Board will promote its diversity objectives through the initiatives set out in the Corporate Governance Guidelines with a view to identifying and fostering the development of a suitable pool of candidates for nomination or appointment over time. The Governance, Ethics and Compensation Committee, in its periodic review of the composition of the Board and executive officer appointments, assesses the effectiveness of the Board nomination process and senior management appointment process in achieving the Corporation's diversity objectives and monitors the implementation of these guidelines.

As of April 11, 2016, two out of our eight current Directors are women, representing 25% of our Directors. Following the Meeting and assuming that all nine Director Nominees are elected, there will be three out of nine Directors who will be women, representing 33% of our Directors. The Board believes the effectiveness of the current nomination process in achieving the Corporation's gender diversity objectives is demonstrated as all three women on the Board have been nominated since 2013. As of April 11, 2016, there is one woman out of the nine executive officers of the Corporation, representing approximately 11% of the Corporation's executive officers and there are five women out of ten members of the WSP Global senior management team, representing 50% of the WSP Global senior management team.

GEOGRAPHIC LOCATION

As the Corporation is engaged in wide-ranging operations, does business in countries around the world with global partners and operates within complex political and economic environments, the Board attempts to recruit and select Board candidates that have global business understanding and experience. Many current Directors also have extensive international business experience.

The following table illustrates the geographic location of the Nominee Directors:

COUNTRY OF RESIDENCE	NOMINEE DIRECTORS
Canada	Richard Bélanger
	Pierre Fitzgibbon
	Alexandre L'Heureux
	Josée Perreault
	Suzanne Rancourt
	Pierre Shoiry
England	Christopher Cole
United States of America	George J. Pierson
Denmark	Birgit Nørgaard

SERVING ON THE BOARD OF DIRECTORS

ORIENTATION

The Board of Directors considers that orienting and educating new Directors is an important element of ensuring responsible governance and is committed to the ongoing professional development of its Directors. Suitably-oriented and educated Directors support the Board's objective to provide strategic value and oversight to the President and CEO and to Management. The Corporation's Directors Orientation Plan and Development Program (the "**Orientation and Development Plan**") ensures that each new Director fully understands the Corporation's governance structure, the role of the Board and the Committees, the expectations in respect of individual performance and the Corporation's operations and working environment.

Pursuant to the Orientation and Development Plan, new directors are provided with an extensive information package on the Corporation and its industry, including:

- the history of the Corporation;
- the Corporation's current strategic plan and operating budget;
- the previous years' minutes, annual reports and key continuous disclosure documents;
- the charters of the Board and the Committees, and the position descriptions of the Chairman, Lead Director, President and CEO and the Chairman of each of the Committees;
- the current executive and director compensation programs;
- the Corporation's current policies and procedures, including the Code of Conduct.

New members to the Board of Directors are also invited to attend orientation sessions with members of Management and other directors to discuss the Corporation's business, industry, financial performance and comparative industry data, its strategic direction, key performance indicators and its current performance, challenges and opportunities, and the Corporation's major risks and risk management strategy. Within a year after joining as a new Director, the Chairman and Corporate Secretary will meet with such Director to obtain feedback on the orientation process, determine comfort level with the Director's role, and to determine if any additional information is required by such Director.

CONTINUING EDUCATION

In accordance with the Orientation and Development Plan, the Board of Directors, in consultation with the Governance, Ethics and Compensation Committee, identifies professional development opportunities for Directors to be provided throughout any given year. The development program is tailored to the specific needs, skills and competencies of the Board, its Committees and each individual Director and customized to the strategic environment of the Corporation. The Corporation also provides quarterly reports on the operations and finance of the Corporation to the Directors as well as with analyst studies, industry studies, investor relations reports and legislative updates that are relevant to the Corporation's operations and benchmarking information. Moreover, members of the Board receive various presentations from Management at each regular meeting on a variety of subjects relevant to the Corporation's business, industry, and legal or other environment, in addition to being provided with updates and short summaries of relevant information. Documentation and selected presentations are also provided to the Directors to ensure that their knowledge and understanding of the Corporation's business remains current. Moreover, directors are encouraged to attend seminars and other educational programs and the Corporation undertakes to assume the costs of such courses.

In 2015, members of the Board and the Committees participated in the following presentations and events:

DATE	TOPIC	PRESENTERS	ATTENDEES
March 2015	Latin American market overview presentation	Ali Ettehadieh, Executive Vice President, Latin America	All Directors
August 2015	Asian market overview presentation	David Tsui, Managing Director, Asia	All Directors
	Nordic market overview presentation	Magnus Meyer, Managing Director, Sweden	All Directors
	Executive compensation programs presentation	Hugessen	All Directors
	Anti-corruption measures presentation	Control Risks	All Directors
October 2015	Project Management Consultant (PMC) Presentation and excellence program for project management	Chuck Kohler, Global Director, Project Operations	All Directors
	USA property and buildings overview presentation	David Cooper, President, Buildings and Chief Commercial Officer, U.S.	All Directors
	USA market overview presentation	Greg Kelly, President and CEO, U.S., Central and South America	All Directors
	Guided visit of a project site in New York	David Cooper, President, Buildings and Chief Commercial Officer, U.S.	All Directors
December 2015	2016 corporate governance update	Valéry Zamuner, Chief Legal Officer and Corporate Secretary	All Directors

MECHANISMS FOR BOARD RENEWAL

TERM LIMITS AND MANDATORY RETIREMENT

The Board does not believe in term limits or mandatory retirement, nor does it believe that Directors should expect to be re-nominated annually. On an ongoing basis, a balance must be struck between ensuring that there are fresh ideas and viewpoints available to the Board while not losing the insight, experience and other benefits of continuity contributed by longer serving directors. As such, the Board has determined that the tenure of directors will not be subject to a mandatory retirement age or a maximum term limit.

To ensure adequate board renewal, the Governance, Ethics and Compensation Committee conducts the Director assessments described below, the results of which are used to assess the performance of the Board and determine improvements to Board composition. The Board has demonstrated the effectiveness of its approach as a mechanism for Board renewal as only two out of the nine Director Nominees, representing less than 23% of the Nominee Directors were Directors of the Corporation in 2012 and the composition of the Board has changed at every annual meeting of Shareholders since 2011.

ASSESSMENTS

Each year, the Governance, Ethics and Compensation Committee conducts a comprehensive survey of all of the Directors in order to assess the effectiveness and performance of the Board, its Chairman and Lead Director, the Committees and their respective Chairmen, as well as to appraise such member's own participation on the Board of Directors. The Committee reports to the Board of Directors the results of such assessment. Moreover, the Governance, Ethics and Compensation Committee performs its own evaluation and review of the performance and effectiveness of the Board.

During 2015, the Board and its Committees circulated a Board self-evaluation questionnaire and the Chairman conducted peer assessment interviews with each individual Director. This provides an opportunity for Directors to provide their feedback on the effectiveness and performance of the Board and its Committees. The results from this assessment were collated and discussed by the Chairman and the Lead Director at a meeting of the Governance, Ethics and Compensation Committee, in addition to being discussed individually with Directors. The Governance, Ethics and Compensation Committee is also in the process of identifying a third party consultant to provide advice on design for future Board and Committee assessments and conduct an independent assessment of the Board and Committees.

ROLE AND DUTIES OF THE BOARD OF DIRECTORS

BOARD MANDATE

The Board of Directors is responsible for the stewardship of the Corporation. To carry out this role, the Board oversees the conduct, direction, and results of the business. In turn, Management is mandated to conduct the day-to-day business and affairs of the Corporation and is responsible for implementing the Board's strategies, goals, and directions.

The duties and responsibilities of the Board are to supervise the management of the business and affairs of the Corporation and to act with a view towards the best interests of the Corporation. In discharging its mandate, the Board is responsible for the oversight and review of the development or approval of, among other things, the following matters:

- the strategic planning process of the Corporation;
- a strategic plan for the Corporation that takes into consideration, among other things, the longer-term opportunities and risks of the business;
- annual capital and operating budgets that support the Corporation's ability to meet its strategic objectives;
- the entering into, or withdrawing from, lines of business that are, or are likely to be, material to the Corporation;
- material acquisitions and divestitures;
- succession planning, including the appointment of the CEO and CFO;
- a communications policy for the Corporation to facilitate communications with investors and other interested parties;
- a reporting system that accurately measures the Corporation's performance against its business plan; and
- the integrity of the Corporation's internal control and management information systems.

The Board also has the responsibility of managing the risks to the Corporation's business and must:

- ensure Management identifies the principal risks of the Corporation's business and implements appropriate systems to manage these risks; and
- evaluate and assess information provided by Management and others about the effectiveness of risk management systems.

The Board also has the mandate to assess the effectiveness of the Board as a whole, its Committees and the contribution of individual directors.

The Board discharges its responsibilities directly and through its Committees, currently consisting of the Audit Committee and the Governance, Ethics and Compensation Committee.

The Board of Directors has adopted a written charter which sets out, among other things, its role and responsibilities. The charter of the Board of Directors is attached as Schedule A of this Circular.

STRATEGIC PLANNING

The Board participates directly or through its Committees in developing and approving the mission of the Corporation's business, its objectives and goals and the strategy for their achievement.

Management is responsible for developing a strategic plan for the Corporation, which it presents to the Board each year for approval. A one-day meeting is scheduled annually to discuss strategic issues such as corporate opportunities, the main risks faced by the Corporation's business and to consider and approve the Corporation's strategic plan for the next few years. The implementation of corporate strategy and important strategic issues are reviewed and discussed regularly at Board meetings and Management presents any important changes to strategy to the Board as the need arises throughout the year. Furthermore, the Board oversees the implementation of the strategic plan on a quarterly basis and monitors the Corporation's performance against the strategic plan using pre-determined metrics.

ENTERPRISE RISK MANAGEMENT

The Board provides oversight and carries out its risk management mandate primarily through the Audit Committee. The Audit Committee's oversight role is designed to ensure that Management has designed appropriate methods for identifying, evaluating, mitigating and reporting on the principal risks inherent to the Corporation's business and strategic direction and further that the Corporation's systems, policies and practices are appropriate and address the Corporation's principal risks. The Audit Committee is not involved in the day-to-day risk management activities; rather, it is tasked with ensuring that the Corporation has an appropriate risk management system which allows Management to bring to the Board's attention the Corporation's principal risks. Finally, the Audit Committee is responsible for reviewing the Corporation's risk appetite, risk tolerance and risk retention philosophy.

SUCCESSION PLANNING

The Board of Directors is responsible for ensuring that the Corporation is supported by an appropriate organizational structure including a President and CEO and other executives who have complementary skills and expertise to ensure the sound management of the business and affairs of the Corporation and its long-term profitability.

To ensure the foregoing, the Board of Directors delegates this function to the Governance, Ethics and Compensation Committee that advises the Board and Management in relation to its succession planning including the appointment, training and monitoring of Management. To limit the risk that the Corporation's operations suffer from a talent gap, succession planning is reviewed periodically and implemented continuously to facilitate talent renewal and smooth leadership transitions.

The Corporation has established a succession plan for the President and CEO and other key members of Management, including a CEO emergency succession plan. The CEO emergency succession plan provides for replacement candidates for specific competencies, skills or functions of the CEO, both in cases of a short term (less than 90 days) and long term (more than 90 days) absence. The Corporation's succession plan lists, for each critical position, a pool of "ready now", "ready in less than one year", "ready in less than two years", and "ready in more than two years" candidates. Where a talent gap or risk is observed, a development plan is established to identify and develop potential successors.

The Governance, Ethics and Compensation Committee also meets annually with the President and CEO to discuss the strengths and gaps of key succession candidates, development progress over the prior year and future development plans.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors has an Audit Committee and a Governance, Ethics and Compensation Committee. All Committees of the Board of Directors are entirely composed of independent Directors. The roles and responsibilities of each of the Audit Committee and the Governance, Ethics and Compensation Committee are set out in formal written charters which are available on the Corporation's website at www.wsp-pb.com. These charters are reviewed annually to ensure that they reflect best practices as well as applicable regulatory requirements.

The following section includes reports from each of the Committees, which tell you about its members, responsibilities and activities.

AUDIT COMMITTEE

The Audit Committee is currently composed of three members: Pierre Seccareccia (Chairman), Pierre Simard and Richard Bélanger, who were all members of the Audit Committee throughout 2015. Given that Mr. Seccareccia and Mr. Simard will not stand for re-election at the Meeting, Pierre Fitzgibbon and Suzanne Rancourt will be appointed as new members of the Audit Committee and Richard Bélanger will be appointed as Chairman of the Audit Committee. Under applicable securities laws, all of such individuals are independent from the Corporation. In addition, each of them is "financially literate" within the meaning of the CSA Audit Committee Rules. The members of the Audit Committee have no relationships with Management, the Corporation or its subsidiaries which, in the opinion of the Board of Directors, may interfere with such members' independence from Management, the Corporation and its subsidiaries. See "Nominees for Election to the Board of Directors Description of the Nominee Directors" on page 14 for the relevant education and experience of each member of the Audit Committee.

The Board of Directors has adopted a written charter for the Audit Committee, which sets out the Audit Committee's key responsibilities, including, without limitation, the following:

- overseeing the quality, integrity and timeliness of the Corporation's financial statements;
- ensuring that adequate procedures are in place for the review of the Corporation's public disclosure documents;
- overseeing risk management systems;
- overseeing the work and reviewing the independence of the external auditors; and
- reviewing the Corporation's internal control system.

The Audit Committee met four times in 2015. In accordance with its internal work plan and its charter, the Audit Committee executed the following key projects throughout the course of the year:

- adopted a pre-approval policy for external auditors which provides for the pre-approval by the Audit Committee of all audit and non-audit services prior to engagement; and
- approved an evaluation framework and program for the Corporation's external auditors.

Please refer to the section of the Corporation's AIF entitled "Governance of the Corporation" for additional information on the Audit Committee. The AIF is available on the Corporation's website at www.wsp-pb.com and on SEDAR at www.sedar.com. The written charter of the Audit Committee is also available on the Corporation's website at www.wsp-pb.com.

GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE

The Governance, Ethics and Compensation Committee is currently composed of three members: Birgit Nørgaard (Chairman), Richard Bélanger and Josée Perreault, who were all members of the Committee throughout 2015. All of such individuals are independent from the Corporation within the meaning of the CSA Audit Committee Rules. The Governance, Ethics and Compensation Committee members have several years' experience in negotiating executive compensation and in managing governance, ethics and compensation in large businesses. For more information regarding the professional backgrounds of the Governance, Ethics and Compensation Committee members please refer to the "Nominees for Election to the Board of Directors — Description of the Nominee Directors" section of this Circular on page 14.

The Board of Directors has adopted a written charter for the Governance, Ethics and Compensation Committee, which sets out the Committee's key responsibilities. The written charter of the Governance, Ethics and Compensation Committee is available on the Corporation's website at www.wsp-pb.com.

The Governance, Ethics and Compensation Committee's key responsibilities include, among others, the following:

- develop a set of corporate governance guidelines for the Board's overall stewardship responsibility and the discharge of its obligations to the Corporation's stakeholders;

- review, report and, when appropriate, provide recommendations to the Board annually on the Corporation's policies, programs and practices relating to business conduct, including the Corporation's Code of Conduct;
- propose new candidates for election or appointment to the Board of Directors, and develop and review, as appropriate an orientation and continuing education program for directors;
- develop appropriate qualifications and criteria for the selection of members of the Board;
- conduct reviews of Director remuneration for Board and Committee services in relation to current industry practices;
- consider and recommend for approval by the Board of Directors the appointment of the CEO and the CFO;
- review the performance of the CEO against pre-set specific performance criteria;
- oversee the design, implementation and administration of any executive long-term or short-term incentive plans and the establishment of guidelines for any director or executive share ownership requirements; and
- conduct an annual review and approval of compensation disclosure.

The Governance, Ethics and Compensation Committee met five times in 2015. In accordance with its internal work plan and its charter, the Governance, Ethics and Compensation Committee executed the following key projects throughout the course of the year:

- reviewed executive compensation policies for 2015 and 2016;
- reviewed the Corporation's Corporate Governance Guidelines to restrict the ability of Directors to serve on multiple boards; and
- interviewed third party consultants to provide advice on design for future Board and Committee assessments and conduct an independent assessment of the Board and Committees.

COMPENSATION DISCUSSION & ANALYSIS

LETTER FROM THE CHAIR OF THE GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE ON EXECUTIVE COMPENSATION

BIRGIT NØRGAARD

Dear Shareholders:

As executive compensation continues to be a focal point for investors, we are pleased to provide you with an overview of the Corporation's performance in 2015, its impact on pay outcomes and a summary of key decisions that were made to reinforce the link between executive pay, long-term performance of the Corporation and value creation for our Shareholders.

We strongly believe in the transparent disclosure of all facets of our executive pay programs which we have attempted to reflect in the Compensation Discussion & Analysis. Again in 2015, our executive pay program received strong support with a "say on pay" advisory vote result of over 98% signaling your trust in our ability to maintain the right balance between offering compelling pay programs and rewarding short- and long-term performance appropriately and ensuring that pay remains fair in comparison to benchmarks and Shareholder expectations as WSP continues to grow and to expand internationally.

We are also pleased that WSP has on-going dialogue with Shareholders and other stakeholders, through a variety of channels, including through our Investor Relations team which continuously interacts with stakeholders and uses various communication vehicles, including the Corporation's website, quarterly conference calls and periodic investors' day meetings.

WSP performance in 2015 and impact on pay outcomes [1]

2015 marked another milestone year with record revenues despite challenges in geomatics and oil & gas in Canada and the resources sector in Australia as well as the slower growth of the economy in China. Net Revenues [2] for the year ended December 31, 2015 were $4.486 billion, an increase of 90.9% over the previous year mainly as a result of acquisitions. Adjusted EBITDA[3] for the year ended December 31, 2015 was $441.5 million, up $188 million or 74.2% from the year ended December 31, 2014, and days sales outstanding (or DSO)[4] remained stable. During 2015, the Share price increased from $34.86 to $42.51 and WSP outperformed the S&P/TSX index and its peer group. The Corporation also acquired seven engineering firms in 2015, the largest one being MMM Group Limited which added more than 2,000 employees for a total of approximately 34,000 employees worldwide. For more information on WSP's performance, we invite you to review our 2015 Annual Report, which is available on our website at www.wsp-pb.com.

Ambitious targets were set at the beginning of 2015 in our short-term incentive plan and payouts have been negatively impacted when these targets have not been met. The outlook on long-term incentive plans is positive with payouts closely tied with creation of shareholder value. The three-year performance conditions for the 2013 awards were fully met and share units have vested on March 15, 2016 (details will be fully disclosed in next year's circular). The Corporation is also in a good position to meet the three-year performance conditions for the 2014 awards and Options awarded in 2014 are now "in-the-money".

Evaluation of our compensation program

In terms of executive compensation practices, 2015 was a year of evolution, not revolution, with an emphasis on maintaining a stable framework and performance metrics. We reviewed the competitiveness of the various elements of pay offered to NEOs and other executives to adapt the relevant benchmarks for the larger WSP resulting from the Parsons Brinckerhoff Acquisition in October 2014 and to ensure that the metrics in the short and long term incentive plans continued to be aligned with the strategy of the combined business. The resulting changes were implemented at the beginning of 2015 and included the adoption of the 2015 Peer Group which is used to determine compensation applicable to NEOs and measure the Corporation's relative performance for the vesting of performance share units as well as adjustments to base salaries for NEOs and certain other executives.

During 2015, the Governance, Ethics and Compensation Committee engaged Hugessen as independent compensation advisors. They conducted a thorough assessment and review of WSP's executive compensation practices and policies and benchmarked these against best practices. Overall, WSP's existing pay programs were well aligned with both best practices used by large Canadian and U.S. issuers and governance policies established by proxy advisory firms.

Opportunities for improvement were also identified and will be implemented for 2016 and 2017, namely minor changes to the STIP performance metrics, enhancements to pension arrangements for certain executives, amendments to the termination provisions in certain NEO employment agreements, revisions to the minimum Share ownership requirements for executives and the adoption of a new restricted share unit plan which will improve our ability to retain key talents and significantly reduce the use of stock options.

As always, we welcome your feedback on our compensation programs and disclosure.

Sincerely,

Birgit Nørgaard
Chair of the Governance, Ethics and Compensation Committee

(1) Net Revenues, Adjusted EBITDA and DSO are non-IFRS measures and, as such, do not have any standardized meaning prescribed under IFRS and may differ from similar computations as reported by other issuers, and accordingly may not be comparable. See the management discussion & analysis for the year ended December 31, 2015 included in the annual report of the Corporation, for explanations of these measures and reconciliations to the nearest IFRS measures.

(2) Net revenues are defined as revenues less direct costs for sub-consultants and other direct expenses that are recoverable directly from clients. Shareholders are advised that net revenues should not be construed as an alternative to revenues for the period (as determined in accordance with IFRS) as an indicator of the Corporation's performance.

(3) Adjusted EBITDA is defined as earnings before financial expenses, income tax expenses, depreciation and amortization and acquisition and reorganization costs. Shareholders are cautioned that adjusted EBITDA should not be considered an alternative to net earnings for the period (as determined in accordance with IFRS) as an indicator of the Corporation's performance, or an alternative to cash flows from operating, financing and investing activities as a measure of the liquidity and cash flows.

(4) DSO represents the average number of days to convert the Corporation's trade receivables and costs and anticipated profits in excess of billings into cash, net of sales taxes.

EXECUTIVE PAY PROGRAM AND PRACTICES

OUR NAMED EXECUTIVE OFFICERS IN 2015

The following discussion describes the elements of the executive compensation program of the Corporation, with particular emphasis on the process for determining compensation awarded to, earned by, paid to or payable to the President and CEO, the CFO and each of the three most highly compensated executive officers of the Corporation, other than the CEO and the CFO, in the Corporation's most recently completed fiscal year (collectively, the "**Named Executive Officers**" or "**NEOs**"). For the Corporation's fiscal year ended December 31, 2015, the NEOs are:

PIERRE SHOIRY, PRESIDENT AND CEO

Pierre Shoiry has been the President and Chief Executive Officer of the Corporation since 1995. Please refer to page 23 of the Circular for the complete biography of Mr. Shoiry.

ALEXANDRE L'HEUREUX, CFO

Alexandre L'Heureux has been the Chief Financial Officer of the Corporation since 2010. Please refer to page 18 of the Circular for the complete biography of Mr. L'Heureux.

PAUL DOLLIN, COO

Paul Dollin, Ceng, PhD, is a Chartered Engineer and joined WSP in 2010 as Managing Director of the U.K. business and Executive Director of WSP Group plc. Prior to being appointed COO, Mr. Dollin was Managing Director, U.K./MiddleEast/Africa/India/Asia Pacific. Prior to joining WSP and following a period with British Energy, Mr. Dollin joined Atkins, a leading engineering and design consultancy, in 1999. With Atkins, he held a number of roles, including Managing Director of their Design and Engineering business and member of their Executive Committee. He holds a PhD in material science.

JOHN A. MURPHY, PRESIDENT AND CEO, EUROPE, MIDDLE EAST, INDIA AND AFRICA

John A. Murphy joined Parsons Brinckerhoff in 2010 as Chief Financial Officer. Mr. Murphy has more than 25 years of financial and senior management experience, including 14 years working with major engineering contractors and their domestic and international operations. Positions in this sector included serving as Executive Vice President and Finance Director for the Engineering & Consultancy Division of Kvaerner ASA in London, U.K., and various roles in the US and Canada. Mr. Murphy was CEO of Irving Transportation Services, with overall responsibility for the integrated transportation businesses of the Irving Group, one of the largest privately held conglomerates in Canada. He also served as the head of Irving Group's Marine and Industrial Division. He received a Bachelor of Commerce degree from Mount Allison University in Canada and is a Canadian Chartered Accountant.

GREG KELLY, PRESIDENT AND CEO, U.S., CENTRAL AND SOUTH AMERICA

Greg Kelly was previously Global Chief Operating Officer of Parsons Brinckerhoff and has more than 30 years of experience in the engineering services industry, encompassing a vast range of experience in executive management, engineering, project management, construction, and manufacturing. He started his career with a major steel manufacturing company and subsequently joined Parsons Brinckerhoff in the construction services division. Since that time he has held the position of Project Manager, Area Manager, Regional Manager and President of the Transportation Operating Company. Mr. Kelly received a Bachelor of Science degree from Temple University and a Master of Science from the New Jersey Institute of Technology and is a professional engineer in five states.

EXECUTIVE COMPENSATION PROGRAM

PHILOSOPHY

The Corporation's compensation program is designed to attract, retain and motivate executives to achieve performance objectives aligned with the Corporation's vision and strategic orientation consistent with Shareholders' value creation. It also allows the Corporation to reward financial success and those executives that stand out by exceeding the performance objectives through superior performance.

The Governance, Ethics and Compensation Committee is responsible for defining, reviewing and monitoring the Corporation's compensation policy and guidelines with respect to the NEOs and other executives. To achieve its goals, the Corporation maintains a balance between Shareholders' interests and the remuneration and conditions of its executives. Compensation mix and levels are driven by business strategy and take into account the competitiveness of total compensation among international organizations with similar economic and business profiles. By linking NEOs' and Shareholders' interests through performance-related compensation, the compensation strategy contributes to the achievement of profitable growth for Shareholders.

The Governance, Ethics and Compensation Committee reviews executive compensation annually (see "Annual Compensation Review Process" on page 50). In the fourth quarter of 2014, the Governance, Ethics and Compensation Committee engaged the services of Mercer to review the competitiveness of the various elements of pay offered to NEOs and other executives to adapt the relevant benchmarks for the larger WSP resulting from the Parsons Brinckerhoff Acquisition, and to ensure that the metrics in the short and long term incentive plans continued to be aligned with the strategy of the combined business and value creation for Shareholders. The resulting changes were implemented during 2015 and included the adoption of the 2015 Peer Group which is used to determine compensation applicable to NEOs and measure the Corporation's relative performance for the vesting of awards under the LTIPs. 2015 base salaries for NEOs and certain other executives were revisited and STIP and LTIP targets were increased for certain executives (other than the NEOs). During 2015, the Governance, Ethics and Compensation Committee also engaged Hugessen to conduct an assessment and review of WSP's executive compensation practices and policies and to benchmark these against best practices.

GENERAL DESCRIPTION OF THE 2015 COMPENSATION ELEMENTS

The following chart outlines the Corporation's compensation elements for 2015, which, together, aim to provide a competitive compensation package to our executives. In addition to base salary, the Corporation's executive compensation includes a mix of annual and long-term variable compensation, which is also known as "at-risk" compensation since payment is not guaranteed. We believe this links the interests of executives and Shareholders by rewarding executives for creating shareholder value.

COMPENSATION ELEMENT	DESCRIPTION	OBJECTIVES
Base salary	Competitive fixed rate of pay	Attract and retain executives with the required skills and experience to successfully achieve our short-term business plan and longer term strategic goals
Annual Short-term Incentive Plan (STIP)	Annual cash bonus defined as a percentage of base salary Payment can be higher or lower (down to zero) than target percentage depending on individual, regional and corporate performance	Reward executives for their contribution to the achievement of annual financial results
Long-term Incentive Plans (LTIPs)	Long-term incentives tied to growth (or variation) in the Share price	Motivate executives to achieve objectives set forth in our strategic plan
Performance share units (PSUs)	PSUs fully vest at the end of a three-year Performance Period only if performance conditions are met	Encourage executives to pursue initiatives that will increase shareholder value over the long run
Restricted share units (RSUs)	RSUs vest at the end of a three-year term and may include performance conditions in which case they will vest only if these conditions are met	Motivate executives to achieve stronger financial performance than peers
Options	Options vest three years after grant date (time-vested only)	Promote retention
Savings plans	Annual employer-paid contribution defined as a percentage of base salary and invested in a pension plan or savings plan	Attract and retain high-performing executives by providing an adequate source of income at retirement
Health benefits and other perquisites	Health, dental, life and disability insurance plans Other benefits	Invest in employee health and well-being and provide financial assistance in case of personal hardship or illness Attract high-performing executives by providing locally competitive benefits and other advantages

COMPENSATION POSITIONING

To achieve its objectives of attracting, retaining and motivating executives to achieve performance objectives aligned with the Corporation's vision and strategic orientation, the Corporation sets target total compensation in line with the median of the Corporation's peer group used for the purposes of executive compensation benchmarking. Please refer to the section entitled "Benchmarking" on page 54 for a description of the 2015 Peer Group. More specifically:

- base salary is reviewed annually and set at the median of the peer group but may be set above or below median to reflect experience, individual contribution and performance, changes in scope or responsibilities, and other specific circumstances;
- while STIP targets are set at the median of the peer group, actual payment may exceed market median when results exceed objectives or be below median (possibly zero) when results are below expectations;

- LTIP grants of PSUs, RSUs and Options take into account the performance and contribution to the Corporation's overall results of participants while ensuring the competitiveness of total compensation with the median of the 2015 Peer Group; and
- savings plans, benefits and other perquisites are aligned with regional practices in the countries where the Corporation operates and are designed not to exceed the market median value.

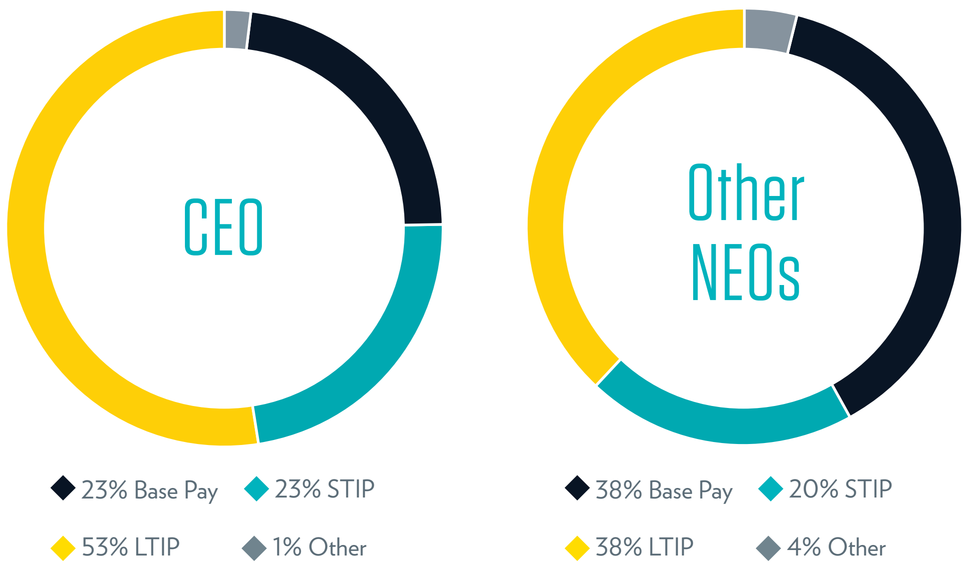
COMPENSATION MIX

In determining the appropriate mix of compensation elements, the Governance, Ethics and Compensation Committee considers market practices including the compensation mix for similar positions in the Corporation's peer group as well as the Corporation's pay-for-performance philosophy.

As illustrated in the chart below, a significant portion of each NEO's compensation is performance-based. In total, 76% of the target compensation of the CEO and 58% of the average target compensation of other NEOs was "at-risk" in 2015.

MIX OF COMPENSATION ELEMENTS

(The figures in the charts are based on the target compensation mix for 2015)



ANNUAL COMPENSATION REVIEW PROCESS

ROLE OF THE GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE

On an annual basis, the Governance, Ethics and Compensation Committee:

- reviews all elements of executive compensation to ensure that it continues to be aligned with the Corporation's business strategy;
- validates the elements of executive compensation and their value with market practices to ensure they remain competitive and enable the Corporation to effectively attract and retain talent;

- ensures that the performance objectives for each NEO and other executives are derived from and in line with the Corporation's annual business plan objectives and approves the design of, and targets for, the annual bonus program;
- approves the design and performance targets of the long-term incentive plans and ensures that the long-term incentive compensation arrangements for the NEOs and other executives are structured to align their interests with those of Shareholders and reward long-term performance that creates additional Shareholder value, but without encouraging excessive risk;
- reviews and recommends for approval to the Board of Directors the CEO's salary, long-term incentive award level and performance objectives for the upcoming year, as well as the other NEOs' respective salaries, long-term incentive award levels and performance objectives for the upcoming year based on the recommendation of the CEO;
- reviews the CEO's performance against objectives and, based on the Corporation's financial performance and the Governance, Ethics and Compensation Committee's assessment of the CEO's contribution, formulates its recommendation to the Board of Directors with respect to the appropriate bonus to be awarded to the CEO; and
- approves the compensation of the other NEOs and other executives following recommendations from the CEO including appropriate bonus to be awarded.

ROLE OF THE COMPENSATION CONSULTANTS

Independent Consultants

As part of the 2015 executive and director compensation review, the Governance, Ethics and Compensation Committee retained the services of Mercer during the fourth quarter of 2014, Mercer's mandate included:

- reviewing the Corporation's peer group used for benchmarking executive compensation and the Corporation's relative performance for the vesting of PSUs;
- conducting a benchmarking exercise for base pay and short and long term incentive compensation targets; and
- providing recommendations with respect to the Corporation's short and long term incentive compensation programs.

During 2015, the Governance, Ethics and Compensation Committee also engaged Hugessen to conduct an assessment and review of WSP's executive compensation practices and policies and to benchmark these against best practices.

Decisions related to executive compensation remain the responsibility of the Governance, Ethics and Compensation Committee and the Board, who, in determining executive compensation for 2015, considered the analysis and advice of Mercer as well as any other Corporation-specific factors.

Executive Compensation-Related Fees

Mercer billed the Corporation an aggregate of $21,445 for services rendered in 2015 and an aggregate of $167,500 for services rendered in 2014 in connection with executive compensation related services.

Hugessen billed the Corporation an aggregate of $104,000 for services rendered in 2015 and did not bill the Corporation any amount for services rendered in 2014 in connection with executive compensation related services.

All Other Fees

Mercer provided other services to various divisions of the Corporation for an aggregate amount of fees of $864,966 in 2015 and $170,200 in 2014. Hugessen did not provide other services to the Corporation in 2015 or 2014.

UPCOMING CHANGES IN EXECUTIVE COMPENSATION IN 2016

During 2015, the Governance, Ethics and Compensation Committee engaged Hugessen to conduct an assessment and review of WSP's executive compensation practices and policies and to benchmark these against best practices. Following this analysis, the Governance, Ethics and Compensation Committee approved, in December 2015 certain enhancements to the Corporation's executive compensation practices that will be effective for 2016. These include:

- The adoption of the New RSU Plan pursuant to which New RSUs to be settled in cash only may be issued to executives and other employees as a long term time-based retention incentive;
- The amendment of the DSU Plan to provide that, in addition to Directors, DSUs may be issued to executives as a long-term time-based retention incentive;
- Minor enhancements to the STIP performance metrics and to pension arrangements for certain executives; and
- Amendments to the employment agreements of certain executives to clarify the amounts payable to them in connection with a termination by the Corporation without cause or following a change of control. See "Termination and Change of Control Benefits" on page 65 for more details.

The Governance, Ethics and Compensation Committee also approved revisions to the minimum Share ownership requirements for executives of the Corporation other than the CEO and CFO. In addition to the minimum Share ownership requirements for the CEO and CFO which will remain unchanged, the COO will be required to hold at least 2-times his base salary and the other executive officers of the Corporation will be required to hold at least 1-time their base salary in Shares. The new executive minimum Share ownership requirements will be effective for 2017.

The foregoing developments will be more fully described in the Corporation's management information circular in respect of the 2016 annual meeting of Shareholders.

MANAGING COMPENSATION RELATED RISK

MONITORING RISKS

The Board of Directors and the Governance, Ethics and Compensation Committee use internal and external resources to determine whether or not there are risks associated with the Corporation's compensation policies and practices. The Corporation's compensation programs are continuously reviewed to align the pay outcomes with the Corporation's risk management strategies and to discourage inappropriate risk taking by Management.

The Corporation uses the following practices to discourage or mitigate excessive risk taking:

- the Board approves the Corporation's strategic business plan, financial and other targets and budgets, which are considered in the context of assessing performance and awarding incentives;
- there is an appropriate mix of pay, including fixed and performance-based compensation with short and longer term performance conditions and vesting periods;
- base salaries are established to provide regular income, regardless of share price;
- annual bonus awards are capped and based on the achievement of a number of financial performance objectives;
- long-term equity-based incentive grants, if and when granted, are approved by the Board;
- when considering the approval of bonus pay-out and long-term incentive grants, if any, the Board of Directors ensures that their anticipated costs are reasonable relative to the Corporation's projected and actual income, and amounts are not paid under the Corporation's annual incentive plans until achievement of the relevant financial results have been confirmed by audited financial statements;

- the Corporation's performance-based long-term incentive plan is comprised of RSUs and PSUs which vest after three years only if performance criteria are met ensuring executives remain exposed to the risks of their decisions and that vesting periods align with risk realization periods;
- the Corporation has minimum share ownership requirements for the CEO and CFO and, beginning in 2017, will implement minimum share ownership requirements for the COO and the other executive officers of the Corporation;
- the Corporation's insider trading policy prohibits directors and officers of the Corporation from engaging in trading or entering into arrangements involving derivative instruments securities or other arrangements that are designed to hedge or offset a decrease in market value of any equity securities related to the Corporation;
- the Corporation has an executive compensation clawback policy which allows it to require repayment of incentive compensation under certain circumstances; and
- the Governance, Ethics and Compensation Committee maintains overall discretion to adjust annual incentive payouts to take into account both unexpected and extraordinary events.

The Board of Directors and the Governance, Ethics and Compensation Committee believe the Corporation's compensation plans are designed and administered with the appropriate balance of risk and reward, do not encourage excessive risk-taking behaviors and are not reasonably likely to have a material adverse effect on the Corporation.

EXECUTIVE COMPENSATION CLAWBACK POLICY

In April 2013, the Board, upon recommendation of the Governance, Ethics and Compensation Committee, adopted an executive compensation clawback policy (the "**Clawback Policy**"). Under the Clawback Policy, which applies to all awards made under the Corporation's STIP and LTIP from the date of the adoption of such policy and to all executive officers of the Corporation, including NEOs, the Board of Directors may, in its sole discretion, to the full extent permitted by governing laws and to the extent it determines it is in the best interests of the Corporation to do so, require reimbursement of all or a portion of STIP or LTIP compensation received by an executive or former executive officer in situations in which:

(a) the amount of a bonus or incentive compensation was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of or affected by a restatement of all or a portion of the Corporation's financial statements;

(b) the executive officer engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; and

(c) the amount of the bonus or incentive compensation that would have been awarded to or the profit realized by the executive officer had the financial results been properly reported would have been lower than the amount actually awarded or received.

EXECUTIVE MINIMUM SHARE OWNERSHIP REQUIREMENTS

To increase the alignment of executives' and Shareholders' interests, effective August 1, 2012, the Corporation adopted minimum Share ownership requirements for the CEO and CFO of the Corporation, which remained unchanged for 2015. The CEO and CFO have five years from the date of adoption of the policy (or until August 1, 2017) to attain their respective minimum Share ownership requirement as a multiple of their base salary.

For the purpose of assessing ownership levels, the value of Shares, vested Options and DSUs are included while the potential value of unvested Options, RSUs and PSUs is not included. Shares are valued at the greatest of the Share price on the day they were acquired or as at the date the share ownership levels are assessed.

MINIMUM SHARE OWNERSHIP REQUIREMENTS AS AT APRIL 11, 2016

EXECUTIVE POSITION	BASE SALARY	OWNERSHIP REQUIREMENT (MULTIPLE OF BASE SALARY)	MULTIPLE OF OWNERSHIP REQUIREMENT	MINIMUM SHARE OWNERSHIP REQUIREMENT MET (✓) OR (X)	DATE BY WHICH MINIMUM SHARE OWNERSHIP REQUIREMENT MUST BE MET
Pierre Shoiry President and CEO	$950,000	4 times base salary ($3,800,000)	6.3	✓	August 1, 2017
Alexandre L'Heureux CFO	$650,000	2 times base salary ($1,300,000)	1.2	✓	August 1, 2017

The Governance, Ethics and Compensation Committee also approved revisions to the minimum Share ownership requirements for executives of the Corporation other than the CEO and CFO. In addition to the minimum Share ownership requirements for the CEO and CFO which will remain unchanged, the COO will be required to hold at least 2-times his base salary and the other executive officers of the Corporation will be required to hold at least one-time 1-time their base salary in Shares. The new executive minimum Share ownership requirements will be effective for 2017 and executive officers will have five years from such date to attain their respective minimum Share ownership requirements.

BENCHMARKING

As part of its annual compensation review, the Governance, Ethics and Compensation Committee reviews the comparator group used to benchmark executive compensation to ensure that it represents the most appropriate group of comparator companies in light of the Corporation's size, breadth of services and geographic scope.

NEW 2015 PEER GROUP

In late 2014, the Governance, Ethics and Compensation Committee engaged the services of Mercer to, amongst other things, review the Corporation's group of comparator companies. The peer group used for the purposes of benchmarking executive compensation in 2014 was replaced the revised peer group (the "**2015 Peer Group**"). The 2015 Peer Group is composed of 23 primarily North American companies offering professional consulting services in engineering, architecture, construction and environment with operations in markets such as buildings, transportation, infrastructure, energy, environment and industry, and with whom WSP competes for executive talent. The 2015 Peer Group was developed by the Governance, Ethics and Compensation Committee using selection criteria based on geography, industry, involvement in international projects, revenue size and talent pool.

2015 PEER GROUP

COMPANY NAME	REVENUE (1)	MARKET CAPITALIZATION (2)	SECTOR (3)	LOCATION
AECOM	$23,121	$6,292	Construction & Engineering	United States
Aecon Group Inc.	$2,918	$874	Construction & Engineering	Canada
AMEC Foster Wheeler PLC	$10,663	$3,439	Construction & Engineering	United States
Arcadis NV	$4,853	$2,325	Construction & Engineering	Netherlands
CAE Inc.	$2,422	$4,135	Aerospace & Defense	Canada
Canadian National Railway Company	$12,611	$60,890	Railroads	Canada
Canadian Pacific Railway Ltd.	$6,712	$27,040	Railroads	Canada
Clean Harbors, Inc.	$4,189	$3,320	Environmental & Facilities Services	United States
EMCOR Group Inc.	$8,593	$4,060	Construction & Engineering	United States
Finning International Inc.	$6,190	$3,139	Trading Companies & Distributors	Canada
Granite Construction Inc.	$3,033	$2,340	Construction & Engineering	United States
Jacobs Engineering Group Inc.	$15,061	$7,145	Construction & Engineering	United States
KBR, Inc.	$6,518	$3,326	Construction & Engineering	United States
MasTec, Inc.	$5,382	$1,927	Construction & Engineering	United States
Progressive Waste Solutions Ltd.	$2,463	$3,550	Environmental & Facilities Services	Canada
Quanta Services Inc.	$9,685	$4,285	Construction & Engineering	United States
Russel Metals Inc.	$3,112	$992	Trading Companies & Distributors	Canada
SNC-Lavalin Group Inc.	$9,587	$6,159	Construction & Engineering	Canada
Stantec Inc.	$2,374	$3,241	Research & Consulting Services	Canada
Stericycle, Inc.	$3,819	$14,162	Environmental & Facilities Services	United States
Tetra Tech Inc.	$2,178	$2,126	Environmental & Facilities Services	United States
Tutor Perini Corporation	$6,293	$1,137	Construction & Engineering	United States
WS Atkins PLC	$3,471	$3,320	Research & Consulting Services	United Kingdom
75th percentile	$8,123	$4,248		
50th percentile	$4,521	$3,280		
25th percentile	$2,577	$1,976		
Average	$5,750	$6,268		
WSP (4)	$6,064	$4,240	Construction & Engineering	Canada

(1) All figures are in millions of CA$ (converted at average 2015 foreign exchange rates) and, except for the Corporation, are for the last twelve months ended on December 31, 2015 as reported on Bloomberg.

(2) All figures are in millions of CA$ (converted at December 31, 2015 foreign exchange rates) and, except for the Corporation, are as reported on Bloomberg.

(3) Based on S&P/JP Morgan Chase Global Industry Classification Code (GICS) as of December 31, 2015.

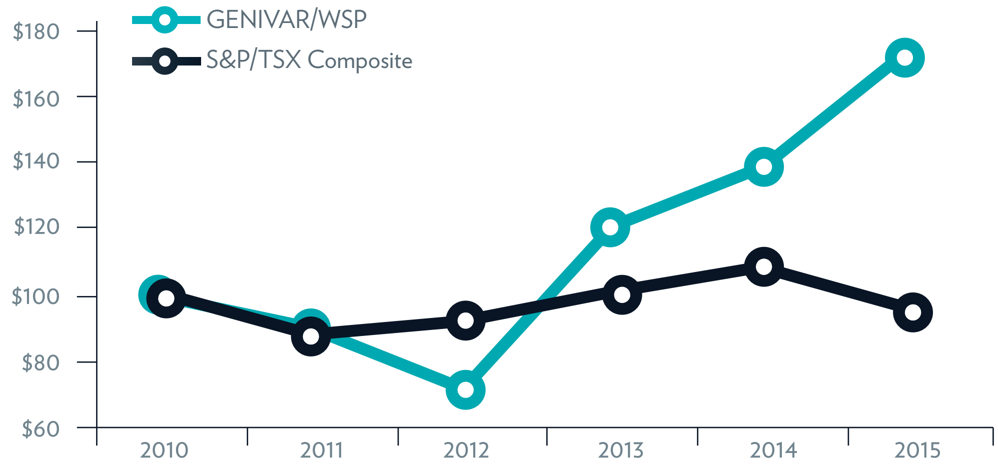
(4) The Corporation's revenue as reported in the annual consolidated financial statements of the Corporation for the year ended December 31, 2015 and market capitalization is based the closing price of the Shares on the TSX on December 31, 2015 of $42.51.

EXECUTIVE PAY AND PERFORMANCE

PERFORMANCE GRAPH

The following performance graph compares the cumulative total return of a $100 investment on the TSX in the common shares of GENIVAR from January 1, 2011 until December 31, 2013 and the common shares of WSP from January 1, 2014 until December 31, 2015 with the cumulative total return on the S&P/TSX Composite Index, assuming reinvestment of all distributions and dividends, for the period from January 1, 2011 to December 31, 2015.

COMPARISON OF TOTAL SHAREHOLDER RETURN WITH S&P INDEX



FISCAL YEAR ENDED

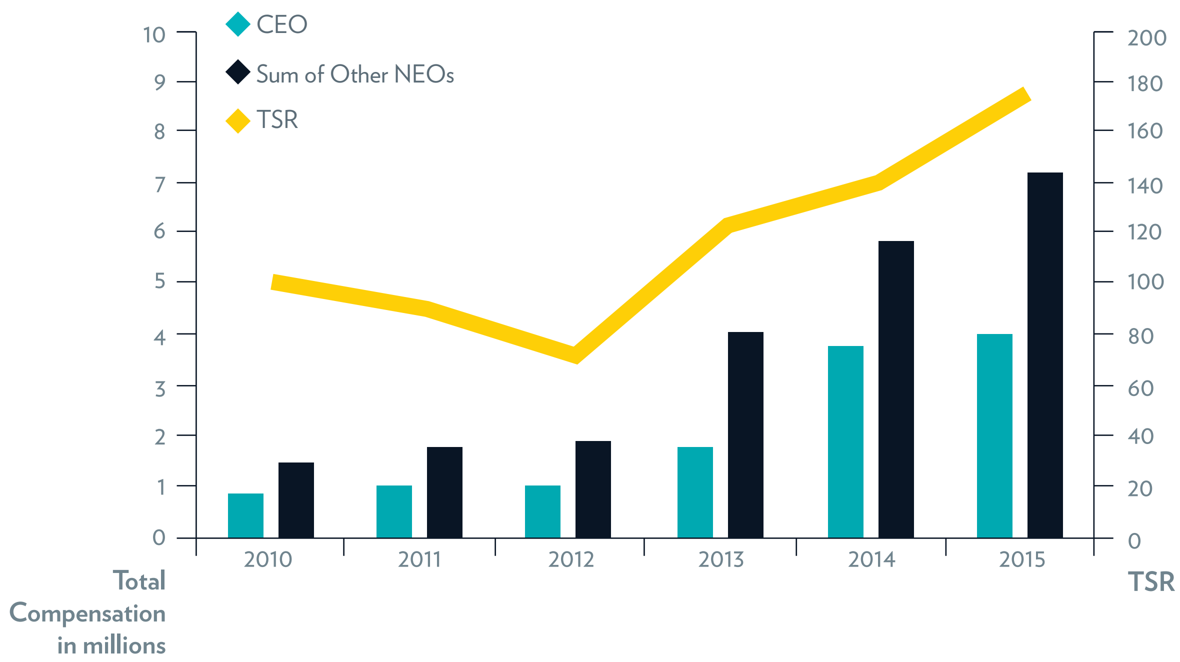
	DEC. 31, 2010	DEC. 31, 2011	DEC. 31, 2012	DEC. 31, 2013	DEC. 31, 2014	DEC. 31, 2015
GENIVAR/WSP	$100.00	$90.34	$72.06	$121.17	$138.95	$174.62
S&P/TSX Composite	$100.00	$88.93	$92.49	$101.33	$108.85	$96.78

The above performance graph and table show both a strong increase in the Corporation's total shareholder return (the "**Total Shareholder Return**") especially beginning in 2013 as well as a solid performance by the Corporation as the Total Shareholder Return exceeded the S&P/TSX Composite Total Return by approximately 80% over the period from January 1, 2011 to December 31, 2015.

TRENDS IN COMPENSATION

The following graph illustrates the relationship between the total compensation of the CEO and aggregate compensation paid to other NEOs relative to the Corporation's performance and Total Shareholder Return over the period from January 1, 2010 to December 31, 2015:

TRENDS IN COMPENSATION

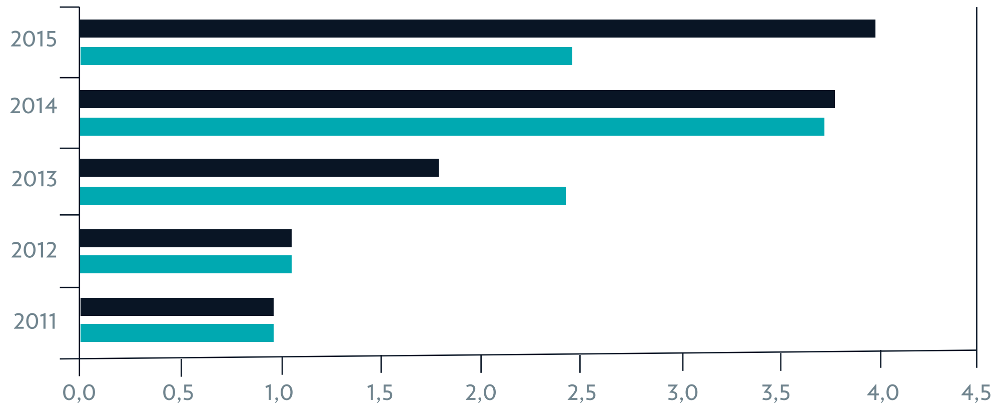


The trend demonstrates a strong relationship between the changes in the total compensation granted to the NEOs and the increase in the Corporation's cumulative Total Shareholder Return starting in 2012. Following a period of rapid growth for the Corporation, significant changes were made in 2013 and 2014 to the compensation plans offered to NEOs, namely the redesign of the STIP and the introduction of long-term incentives. These changes contributed to the implementation of a pay-for-performance philosophy and increased alignment of executive compensation with Shareholders interests. Prior to 2012, the trend shows moderate year-over-year increases in total compensation in periods of negative Total Shareholder Return.

REALIZABLE COMPENSATION

The pay-for-performance philosophy of the Corporation can be illustrated by analyzing the difference in the value of the CEO's realizable compensation compared to the value of the CEO's awarded compensation disclosed in the Summary Compensation Table on page 68, and for 2011 and 2012, as illustrated in the table below. Note that the following chart does not intend to replace or summarize the information disclosed in the Summary Compensation Table.

AWARDED AND REALIZABLE COMPENSATION – CEO



in millions	2011	2012	2013	2014	2015
Awarded	0.971	1.045	1.787	3.771	3.975
Realizable	0.971	1.045	2.425	3.738	2.465

The value of the CEO's realizable compensation differs from the value of the CEO's awarded compensation disclosed in the Summary Compensation Table on page 68 as certain elements of compensation are valued using the following assumptions:

- RSUs and PSUs are valued using a preliminary assessment of the level of achievement of the various performance conditions attached to these units as at December 31, 2015 (for each grant and its associated three-year Performance Period) and the closing price of the Shares on the TSX on December 31, 2015 of $42.51; and
- Options are valued based on the difference between the closing price of the Shares on the TSX on December 31, 2015 of $42.51 and the exercise price of the Options.

Note that realizable compensation will exceed awarded compensation only if the various performance conditions attached to the RSUs and PSUs are met, and following an increase in Share price.

DESCRIPTION OF COMPENSATION PAID TO NEOS IN 2015

BASE SALARY

The base salaries of the NEOs and other executives are reviewed annually by the Governance, Ethics and Compensation Committee. For 2015, base salaries were reviewed and adjusted to take into account parameters such as the increase in responsibility or scope, each NEO's experience in their position, contribution to the Corporation's success and the median base salaries in the new 2015 Peer Group.

COMPARISON OF AGGREGATE BASE SALARIES FROM 2014 TO 2015

	2014	2015	% CHANGE
All NEOs (1)(2)(3)	$ 3,338,064	$ 3,918,860	17.4 %

(1) Aggregate base salaries of all NEOs for 2014 and 2015.

(2) Mr. Dollin and Mr. Murphy are paid in GBP. Their annual salaries for both 2014 and 2015 were converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements in 2015, which was $1.954240 to 1 GBP.

(3) Mr. Kelly is paid in USD. His annual salary for both 2014 and 2015 was converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements in 2015, which was $1.277983 to 1 USD.

ANNUAL SHORT-TERM INCENTIVE PLAN

NEOs are entitled to receive STIP awards for achieving or exceeding pre-determined goals derived from the annual business plan. In its annual review of executive compensation for 2015, the Governance, Ethics and Compensation Committee aligned the Corporation's STIP metrics with practices of the members of the 2015 Peer Group. The selected pre-approved corporate performance metrics and regional performance metrics remain unchanged from 2014 while the individual performance metrics previously used to determine STIP awards were discontinued. As such, for each NEO the payment of a STIP award in 2015 was strictly linked to the achievement of pre-determined corporate or regional financial goals.

The following table describes the relative weight of the various performance metrics in determining STIP awards:

2015 PERFORMANCE METRICS WEIGHTINGS

EXECUTIVE POSITION	CORPORATE OBJECTIVES	REGIONAL OBJECTIVES
President and CEO, CFO, COO	**100%**	0%
Other NEOs	**10%**	90%

In determining the various metrics of the 2015 STIP, the Governance, Ethics and Compensation Committee selected financial performance indicators that are part of the Corporation's annual business plan and longer term strategic plan and are highly correlated with value creation for Shareholders.

A total of five different performance metrics were selected for 2015. Revenue-based metrics were set in terms of total sales growth and organic sales growth. Profitability was measured using two metrics: normalized EBITDA and normalized EBITDA percentage. Finally, DSO was used to measure cash conversion efficiency. For each metric, targets were set either at the regional level or at the consolidated level depending on each NEO's managerial scope, and were approved by the Governance, Ethics and Compensation Committee.

For each NEO, a minimum financial threshold expressed in normalized EBITDA was also set either at the corporate or regional level depending on the position held, and must be met in order to trigger the payment of a STIP bonus.

For 2015, the Governance, Ethics and Compensation Committee reviewed the Corporation's results and assessed the CEO's performance against his performance goals. The Committee also analyzed and discussed with the CEO the performance of the other NEOs and executives in order to recommend their respective STIP payments to the Board for approval. The corporate performance metrics, weighting and actual results for 2015 are set out in the following table:

2015 CORPORATE PERFORMANCE METRICS, RESULTS AND RELATED PAYOUT

CORPORATE PERFORMANCE MEASURES	RELATIVE WEIGHT	AT THRESHOLD (1) (PAYOUT = 25%)	AT TARGET (2) (PAYOUT = 100%)	AT MAXIMUM (PAYOUT = 150%)	ACHIEVED	PAYOUT
Total Sales Growth (3)	20%	11.9%	12.5%	13.8%	12.5%	20%
Organic Sales Growth (4)	20%	5.4%	5.7%	8.0%	-1.7%	0%
Normalized EBITDA $ (5)	20%	$401.1 million	$425.1 million	$442.2 million	$439.7 million	28.5%
Normalized EBITDA % (6)	20%	10.0%	10.6%	10.8%	10.1%	7.5%
DSO (7)	20%	80.1	76.3	72.5	76	19.2%

(1) No STIP award is payable below the threshold performance level.

(2) Performance levels indicated in this table are derived from the Corporation's annual business plan or budget. In some cases, performance goals were revised upwards to generate superior results to those set in the annual plan or budget. Performance goals for each metric and the various performance levels were recommended by the CEO and approved by the Governance, Ethics and Compensation Committee.

(3) Total Sales Growth is an internal compensation performance metric calculated based on the sales growth of the Corporation over comparable reporting periods.

(4) Organic Sales Growth is an internal compensation performance metric calculated based on sales growth excluding acquisition and reorganization costs and foreign currency impacts over comparable reporting periods.

(5) Normalized EBITDA is an internal compensation performance metric calculated as earnings before acquisition and reorganization costs, financial expenses and other non-operational items, income tax expenses and depreciation and amortization.

(6) Normalized EBITDA % is an internal compensation performance metric calculated as the Normalized EBITDA to total sales ratio.

(7) DSO represents the average number of days to convert the Corporation's trade receivables and costs and anticipated profits in excess of billings into cash, net of sales taxes. DSO is a non-IFRS measures and, as such, does not have any standardized meaning prescribed under IFRS and may differ from similar computations as reported by other issuers, and accordingly may not be comparable. See the management discussion & analysis for the year ended December 31, 2015 included in the annual report of the Corporation, for additional information.

The same performance metrics applied to NEOs operating at regional levels (with the exception of Total Sales Growth) but performance goals were adjusted to reflect the operations components. The Governance, Ethics and Compensation Committee approved the recommendation from Management of paying a discretionary bonus to Mr. Murphy, despite the minimum financial trigger not being met, to recognize the strong performance of the United Kingdom and Nordics regions.

For 2015, each NEO's target bonus and actual payout under the STIP represented the following percentages of their respective annual base salary:

2015 STIP TARGETS AND ACTUAL PAYOUT

NEOs	MINIMUM	TARGET	MAXIMUM	ACTUAL PAYOUT	ACHIEVED
Pierre Shoiry, President and CEO	25%	100%	150%	75.2%	714,400
Alexandre L'Heureux, CFO	15%	60%	90%	45.1%	293,280
Paul Dollin, COO (1)	12.5%	50%	80%	35.6%	257,410
John A. Murphy, President and CEO, Europe, Middle East, India and Africa (1)	12.5%	-	80%	23.0%	85,010
Greg Kelly, President and CEO, U.S., Central and South America (2)	12.5%	-	80%	40.5%	302,240

(1) Mr. Dollin and Mr. Murphy are paid in GBP. The amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements which in 2015 was $1.954240 to 1 GBP.

(2) Mr. Kelly is paid in USD. The amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements which in 2015 was $1.277983 to 1 USD.

LONG-TERM INCENTIVE PLANS

DESCRIPTION OF PLANS, TYPE OF EQUITY AWARDS AND PERFORMANCE MEASURES

In 2015, the Corporation administered two long-term incentive plans pursuant to which awards were made to executives: (i) a long-term incentive plan adopted in 2011, as amended in 2013, 2014 and 2015 (the "**LTI Plan**") under which Options and RSUs can be issued and (ii) a Performance Share Unit plan, which was approved in 2014 by the Board of Directors, following a recommendation of the Governance, Ethics and Compensation Committee, as amended in 2014 and 2015 (the "**PSU Plan**" and collectively with the LTI Plan the "**LTIPs**").

Detailed information on the LTIPs is included in Schedule C of this Circular.

LTI PLAN

The LTI Plan was designed to increase the interest in the Corporation's welfare of those officers, senior executives or key employees of the Corporation (collectively, "**Eligible Participants**") who share responsibility for the management, growth and protection of the business of the Corporation and have a significant impact on the Corporation's long-term results, to reward their performance in creating value for Shareholders and to provide a means through which the Corporation may attract, motivate and retain key personnel. The LTI Plan is administered by the Governance, Ethics and Compensation Committee.

For each grant of Options under the LTI Plan, the Governance, Ethics and Compensation Committee (i) fixes the number of Options to be granted to each Eligible Participant, (ii) determines the price per Share to be payable upon the exercise of each such Option, which shall not be less than the market value of such Shares at the time of the grant, and (iii) determines the relevant vesting provisions, including performance criteria, if any, and the term of the Option which shall not exceed 10 years, the whole subject to the terms and conditions of the LTI Plan.

For each grant of RSUs under the LTI Plan, the Governance, Ethics and Compensation Committee (i) fixes the number or dollar amount of RSUs to be granted to each Eligible Participant, (ii) determines the relevant conditions and vesting provisions, including the determination of a Performance Period and performance criteria, if any, and (iii) determines the period during which RSUs may vest which period shall end no later than December 31 of the calendar year which is three years after the calendar year in which the RSUs were granted, the whole subject to the terms and conditions of the LTI Plan.

In accordance with the terms of the LTI Plan, a Dividend Equivalent is to be computed in the form of additional RSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such RSUs are awarded on April 15 of the following fiscal year and vest on the Vesting Date according to the same vesting conditions (including performance criteria, if any) as the underlying RSUs.

PSU PLAN

In 2014, following a recommendation of the Governance, Ethics and Compensation Committee, the Board approved the creation and issuance of PSUs in accordance with a newly adopted PSU Plan. The PSU Plan was designed to provide Eligible Participants with the opportunity to participate in the long-term success of the Corporation, to promote a greater alignment of their interests with those of Shareholders, to reward Eligible Participants for their performance and to provide a means through which the Corporation may attract, motivate and retain key personnel. The PSU Plan is also administered by the Governance, Ethics and Compensation Committee.

For each grant of PSUs under the PSU Plan, the Governance, Ethics and Compensation Committee (i) determines the number of PSUs (including fractional PSUs) to be credited to each Eligible Participant, (ii) determines the performance measures and objectives that shall determine the proportion, not exceeding 200% of such awarded PSUs becoming Vested PSUs and (iii) determines the Performance Period, the whole subject to the terms and conditions of the PSU Plan.

In accordance with the terms of the PSU Plan, the Dividend Equivalent is to be computed in the form of additional PSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such PSUs are awarded on April 15 of the following fiscal year and vest in proportion to and on the same Vesting Date as the underlying PSUs.

The PSU Plan was further amended by the Board of Directors on December 11, 2015 to clarify certain matters pertaining to the operation of the PSU Plan. The Board of Directors determined that such amendments were of a "housekeeping" nature and they are described in greater detail in Schedule C of this Circular.

The following table describes the various types of grants made to NEOs under the LTIPs in 2014 and 2015 and their respective performance conditions:

TYPE OF EQUITY AWARDS AND VESTING MATRIX

TYPE OF GRANT	DESCRIPTION AND VESTING MATRIX		PAYMENT CHARACTERISTIC AND VALUATION
RSUs (1)	RSUs granted in 2013 include performance conditions and may vest at the end of the three-year cycle based on Earnings Per Share Growth (EPS Growth)		The percentage of RSUs that may vest can vary from 0% up to a maximum of 100%.
	EPS Growth	**% of RSUs that Vests**	Vested RSUs can be settled in cash, or in Shares purchased on the open market, at the Corporation's sole discretion. The Board has determined that RSUs granted in 2013 will only be settled in cash.
	Less than 22.5%	Zero	
	Between 22.5% and 37.5%	Between 40% and 100%	
	37.5% or more	100%	
			Value equals to the number of vested RSUs multiplied by the Market Value on the payment date.
PSUs	PSUs granted in 2014 and 2015 may vest at the end of a three-year Performance Period based on the Corporation's TSR relative to that of the 2015 Peer Group (50%) and EPS Growth targets (50%).		The percentage of PSUs that may vest can vary from 0% up to a maximum of 100%.
	EPS Growth	**% of PSUs that Vests**	Vested PSUs are settled in cash.
	Less than 15%	Zero	
	Between 15% and 30%	Between 40% and 100%	
	30% or more	100%	
	Relative TSR	**% of PSUs that Vests**	Value equals to the number of Vested PSUs multiplied by the Market Value on the payment date.
	25th percentile	25%	
	Median	50%	
	75th percentile	100%	
Options	Options issued in 2014 and 2015 vest three years after grant date (no partial vesting) and have a 10 year term. At this point, for tax reasons, options grants are not made available to employees located outside Canada.		Option Price shall not be less than the Market Value of Shares at the time of the grant. Options provide value only if the Share price increases above the Option Price prior the end of term. Value equals to the number of vested Options to be exercised multiplied by the difference (in $) between the Share price on the day Options are exercised and the Option Price.

(1) For the RSUs issued on March 28, 2013, the Performance Period was originally set for one year (i.e. January 1, 2013 to December 31, 2013). However, on March 12, 2014, to better align the Corporation's performance measurement period with long-term corporate performance, the Board of Directors extended the Performance Period from January 1, 2013 to December 31, 2015 following the recommendation of the Governance, Ethics and Compensation Committee. On March 28, 2013, the vesting of the awarded RSUs was conditional on the Corporation's EBITDA per Share growth to be between 7.5% and 12.5% in the fiscal year commencing January 1, 2013 and ending on December 31, 2013. However, in connection with the extension of the Performance Period applicable to the 2013 RSU grant, the Board of Directors, on March 12, 2014, adjusted the performance measures and targets as set forth in the table above, following a recommendation of the Governance, Ethics and Compensation Committee. Performance conditions selected both in 2014 and 2015 are aligned with the Corporation's strategic plan and with the interests of Shareholders.

Performance conditions selected both in 2014 and 2015 are aligned with the Corporation's strategic plan and with the interests of Shareholders.

2015 LTIP AWARDS

The target LTIP award of each NEO (and Eligible Participant) is defined as a percentage of their annual salary. When making decisions in determining the 2015 awards of Options and PSUs to be granted to each Eligible Participant, the Governance, Ethics and Compensation Committee gave due consideration to the value of each Eligible Participant's present and potential future contribution to the Corporation's success, and considered other factors such as the Corporation's performance both in absolute terms and relative to the 2015 Peer Group and the degree to which previous long term incentive grants continue to motivate executives to achieve the Corporation's long term objectives and pursue initiatives that will create value for the Shareholders over the long run.

The following table shows the various awards for each NEO approved by the Governance, Ethics and Compensation Committee for 2015:

2015 LTIP TARGETS AND AWARDS

NEOs	TARGET LTIP AS A % OF SALARY	2015 LTIP AWARD AS A % OF SALARY	AWARD VALUE (1)	EQUITY MIX (2)
Pierre Shoiry, President and CEO	225%	225%	$2,137,833	60% PSUs + 40% Options
Alexandre L'Heureux, CFO	150%	150%	$975,347	60% PSUs + 40% Options
Paul Dollin, COO	112.5%	112.5%	$687,051	100% PSUs
John A. Murphy, President and CEO, Europe, Middle East, India and Africa	75%	75%	$538,635	100% PSUs
Greg Kelly, President and CEO, U.S., Central and South America	75%	75%	$481,520	100% PSUs

(1) Represents the grant date fair value of PSUs awarded pursuant to the LTIPs plus, in the case of Messrs. Shoiry and L'Heureux, the fair value per Option of Options granted on March 27, 2015 of $8.09, which was estimated using the Black-Scholes-Merton valuation model, a prevalent and commonly used valuation methodology, according to the following assumptions: an expected annual dividend rate of $1.50, a risk-free interest rate of 1.37%, an expected volatility of 23.05% and an expected duration of three to five years.

(2) Options grants are not made available to employees located outside Canada for tax reasons.

In 2015, the NEOs received an aggregate of 153,900 Options, with an expected value of $1,245,051, based on the Black-Scholes-Merton option valuation model, and 85,760 PSUs with an expected value of $3,575,335, based on the Market Value of Shares on the date of the grant. Please refer to the Summary Compensation Table on page 68 and the Incentive Plan Awards Table on page 69 of this Circular for a full description of how the Market Value is calculated.

EMPLOYEE SHARE PURCHASE PLAN (ESPP)

In January 2011, the Corporation implemented the ESPP for its Canadian employees, including NEOs. The purpose of the ESPP is to facilitate access to Share ownership and build a sense of belonging to the Corporation. For each dollar invested by an eligible employee to purchase Shares, the Corporation contributes an amount corresponding to 50% of the employee's contribution, up to a maximum employer contribution of $1,000 per year per employee. The ESPP is managed by an external provider and the Shares are purchased from the market.

RETIREMENT PLANS AND OTHER BENEFITS

RETIREMENT AND SAVINGS PLANS

The Corporation uses different retirement and savings plans based on the location of each NEO in order to provide a certain level of income security at retirement. The following table summarizes the various retirement and savings plans in place for NEOs:

RETIREMENT AND SAVINGS PLANS OFFERED TO NEOS IN 2015

NEOs	TYPE OF PLAN	CONTRIBUTION FORMULA
Pierre Shoiry, President and CEO **Alexandre L'Heureux**, CFO	Group RRSP + Deferred Profit Sharing Plan	Corporation matches 100% of the NEO's contributions, up to a maximum amount equivalent to 3% of base salary, subject to the maximum permitted under the *Income Tax Act* (Canada) ($24,930 in 2015)
Paul Dollin, COO **John A. Murphy**, President and CEO, Europe, Middle East, India and Africa	Monthly allowance to be invested in a personal savings plan	Corporation contributes 15% of base salary of the NEO
Greg Kelly, President and CEO, U.S., Central and South America	401(k) Plan	Corporation matches 50% of the NEO's contributions, up to a maximum amount of USD 2000

Please refer to the Summary Compensation Table on page 68 for more information on the individual value of these benefits for each NEO.

BENEFITS AND OTHER PERQUISITES

The Corporation aims to offer an array of competitive benefits to its employees independent of their role in the organization and taking into consideration general practices in each of the regions where the Corporation operates. NEOs are covered under the same benefits programs applicable to all other employees in their respective region and which typically include life, medical, dental and disability insurance.

The aggregate value of other perquisites that were provided to NEOs for 2015 (and that are not typically offered to all other employees) did not exceed the lesser of $50,000 or 10% of the NEO's annual base salary, except for Mr. Dollin and Mr. Murphy who each received a monthly allowance to be invested in a personal savings plan representing 15% of base salary and have access to private health benefits. Mr. Dollin also receives a car benefit. Please refer to the Summary Compensation Table on page 68 for more information on the individual value of these benefits for each NEO.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Corporation or its subsidiaries have employment agreements that provide for termination and change of control benefits in place with each NEO, except for Greg Kelly. All such employment agreements are for an indeterminate term and include confidentiality covenants which apply indefinitely.

In addition, in connection with the Parsons Brinckerhoff Acquisition, both John A. Murphy and Greg Kelly entered into agreements pursuant to which they were entitled to change of control bonuses but waived their right to receive any severance benefits in connection with a termination of their employment, whether voluntary or involuntary, before October 31, 2016. Mr. Murphy received a change of control bonus in the amount of USD 3,202,084 and Mr. Kelly received a change of control bonus in the amount of USD 1,902,023.

The following table summarizes the non-solicitation, non-competition, termination and change of control provisions applicable to the NEOs as at December 31, 2015. The employment agreements of Pierre Shoiry, Alexandre L'Heureux and Paul Dollin were amended effective January 1, 2016 to provide changes to termination and change of control benefits. Please see the section entitled "2016 Amendments to NEO Employment Agreements -Termination without Cause and Change of Control Payments" on page 67 for additional details.

NEOs	NON-SOLICITATION COVENANT	NON-COMPETITION COVENANT	PAYMENT IN CASE OF TERMINATION WITHOUT CAUSE	PAYMENT IN CASE OF TERMINATION OF EMPLOYMENT FOLLOWING A CHANGE IN CONTROL
Pierre Shoiry, President and CEO	During employment and one year following termination	During employment and one year following termination	Reasonable amount taking into account standards of the industry, years of service to the Corporation and applicable legislation	Same as termination without cause
Alexandre L'Heureux, CFO	During employment and three months following termination	During employment	Reasonable amount taking into account standards of the industry, years of service to the Corporation and applicable legislation	12 months of base salary
Paul Dollin, COO	During employment and one year following termination	During employment and one year following termination	12 months of base salary plus the cash equivalent of his employment benefits, payable in equal monthly installments, less any gross amount from any other alternative income received during or referable to this period	Same as termination without cause
John A. Murphy, President and CEO, Europe, Middle East, India and Africa	During employment and one year following termination	None	None (2)	None (2)
Greg Kelly, (1) President and CEO, U.S., Central and South America	During employment and one year following termination	None	None (2)	None (2)

(1) As of December 31, 2015, Mr. Kelly has not entered into an employment agreement with the Corporation or its subsidiaries.

(2) Pursuant to agreements entered into by John A. Murphy and Greg Kelly in connection with the Parsons Brinckerhoff Acquisition, Messrs. Murphy and Kelly waived their rights to receive any severance benefits in connection with a termination of their employment, whether voluntary or involuntary, before October 31, 2016.

INCENTIVE COMPENSATION PAYMENTS IN CASE OF TERMINATION

The STIP and LTIPs also provide for different payments to NEOs under various termination scenarios which are summarized below:

COMPENSATION ELEMENT	VOLUNTARY RESIGNATION	TERMINATION FOR CAUSE	TERMINATION WITHOUT CAUSE	TERMINATION OF EMPLOYMENT FOLLOWING A CHANGE IN CONTROL
Current year STIP	No payment	No payment	No payment	No payment
RSUs / PSUs	RSUs / PSUs are cancelled	RSUs / PSUs are cancelled	Unvested RSUs / PSUs remain in effect and are payable at the end of the three-year term if performance conditions are met, prorated to the number of months worked	RSUs: Board has discretion to make such provision for the protection of the rights of the Participants PSUs: Immediate vesting on the date of the change of control
Options	Vested Options must be exercised within 30 days Unvested Options are cancelled	All Options are cancelled	Vested Options must be exercised within 30 days Unvested Options are cancelled	Board has discretion to make such provision for the protection of the rights of the Participants

TERMINATION WITHOUT CAUSE AND CHANGE OF CONTROL PAYMENTS

The following table summarizes the payments which would be owed to each NEO in the event of a termination without cause or a termination without cause following a change of control of the Corporation, assuming a termination date of December 31, 2015:

NEOs	TERMINATION WITHOUT CAUSE PAYOUT ($)	TERMINATION FOLLOWING CHANGE IN CONTROL PAYOUT ($) (1)
Pierre Shoiry, President and CEO	Reasonable amount taking into account standards of the industry, years of service to the Corporation and applicable legislation	Base Pay: Reasonable amount LTIPs: $4,631,182
Alexandre L'Heureux, CFO	Reasonable amount taking into account standards of the industry, years of service to the Corporation and applicable legislation	Base Pay: $650,000 LTIPs: $2,297,259 Total: $2,947,259
Paul Dollin, (2) COO	$634,771	Base Pay (incl. Benefits): $862,570 LTIPs: $2,169,583 Total: $3,032,153
John A. Murphy, (2) President and CEO, Europe, Middle East, India and Africa	None (3)	Base Pay: None (3) LTIPs: $569,209
Greg Kelly, (4) (5) President and CEO, U.S., Central and South America	None (3)	Base Pay: None (3) LTIPs: $508,845

(1) The amounts payable pursuant to the LTIPs assume that, upon the change of control, the Board uses its discretion in accordance with the LTI Plan and determines that all unvested Options and RSUs shall vest immediately at 100% of the award (including all Dividend Equivalents earned). All PSUs fully vest in the event of a change in control (including all Dividend Equivalents earned). The values of the RSUs, PSUs and Options have been calculated using year-end closing price of the Shares on the TSX on December 31, 2015 of $42.51.

(2) Mr. Dollin and Mr. Murphy are paid in GBP. Amounts shown in this table are converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements which in 2015 was $1.954240 to 1 GBP.

(3) Pursuant to agreements entered into by Messrs. Murphy and Kelly in connection with the Parsons Brinckerhoff Acquisition, Messrs. Murphy and Kelly waived their rights to receive any severance benefits in connection with a termination of their employment, whether voluntary or involuntary, before October 31, 2016.

(4) Mr. Kelly is paid in USD. His annual salary was converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements which in 2015 was $1.277983 to 1 USD.

(5) As of December 31, 2015 Mr. Kelly has not entered into an employment agreement with the Corporation or its subsidiaries.

2016 AMENDMENTS TO NEO EMPLOYMENT AGREEMENTS - TERMINATION WITHOUT CAUSE AND CHANGE OF CONTROL PAYMENTS

The Governance, Ethics and Compensation Committee has approved amendments to the employment agreements of Messrs. Shoiry, L'Heureux and Dollin effective January 1, 2016, to clarify the amounts payable to them in connection with a termination by the Corporation without cause or following a change of control. The amendments to the employment agreements of these NEOs are summarized below:

- The amendments to Mr. Shoiry's employment agreement provide that in the event of a termination without cause he would be entitled to an amount equal to 2-times his annual base salary, plus 2-times the average amount of the bonus paid to him under the STIP during the two most recently completed fiscal years of the Corporation prior to the termination. During a period of 18 months following a change of control of the Corporation, if Mr. Shoiry resigned for good cause, he would be entitled to the same payments as upon a termination without cause.
- The amendments to Mr. L'Heureux's employment agreement provide that in the event of a termination without cause he would be entitled to an amount equal to 1.5-times his annual base salary, plus 1.5-times the average amount of the bonus paid to him under the STIP during the two most recently completed fiscal years of the Corporation prior to the termination. During a period of 18 months following a change of control of the Corporation, if Mr. L'Heureux resigned for good cause, he would be entitled to the same payments as upon a termination without cause.
- The amendments to Mr. Dollin's employment agreement provide that, during a period of 18 months following a change of control of the Corporation, if Mr. Dollin were terminated without cause or resigned for good cause, he would be entitled to an amount equal to 1.5-times his annual base salary, plus 1.5-times the average amount of the bonus paid to him under the STIP during the two most recently completed fiscal years of the Corporation prior to the termination or resignation.

KEY COMPENSATION TABLES

SUMMARY COMPENSATION TABLE

The following table summarizes the NEOs' total annual compensation for years ending December 31, 2013, December 31, 2014 and December 31, 2015, as applicable.

NAME AND PRINCIPAL POSITION	YEAR	SALARY ($)	SHARE-BASED AWARD [1] ($)	OPTION-BASED AWARD [2] ($)	NON-EQUITY INCENTIVE PLAN COMPENSATION		PENSION VALUE ($)	ALL OTHER COMPENSATION [4] [5] ($)	TOTAL COMPENSATION ($)
					SHORT-TERM INCENTIVE PLANS [3] ($)	LONG-TERM INCENTIVE PLANS ($)			
Pierre Shoiry, President and CEO	2015	973,750	1,282,801	855,032	714,400	-	-	149,347	3,975,331
	2014	697,654	944,991	629,998	1,400,000[9]	-	-	93,368	3,771,010
	2013	650,000	650,000	-	440,700	-	-	46,059	1,786,759
Alexandre L'Heureux, CFO	2015	664,769	585,328	390,019	293,280	-	-	76,825	2,010,221
	2014	448,827	405,016	407,997	800,325(9)	-	-	54,858	2,117,023
	2013	425,000	340,000	-	230,520	-	-	41,258	1,036,778
Paul Dollin,[6] COO	2015	723,069	687,051	-	257,410	-	-	215,637	1,883,167
	2014	527,620	604,742	-	526,210[9]	-	-	154,037	1,812,609
	2013	386,928	325,000	-	224,550	-	-	106,942	1,043,420
John A. Murphy,[6] President and CEO, Europe, Middle East, India and Africa	2015	930,224	538,635	-	85,010	-	-	107,915	1,661,784
	2014	116,374[8]	-	-	-	-	-	4,092,209[10]	4,208,583
	2013	-	-	-	-	-	-	-	-
Greg Kelly,[7] President and CEO, U.S., Central and South America	2015	745,706	481,520	-	302,240	--	-	20,410	1,549,876
	2014	107,364(8)	-	-	-	-	-	2,430,753[10]	2,538,118
	2013	-	-	-	-	-	-	-	-

(1) Represents the grant date fair value of RSUs and/or PSUs awarded pursuant to the LTIPs.

(2) Represents the fair value per option of options granted on March 27, 2015 of $8.09, which was estimated using the Black-Scholes-Merton valuation model, a prevalent and commonly used valuation methodology, according to the following assumptions: an expected annual dividend rate of $1.50, a risk-free interest rate of 1.37%, an expected volatility of 23.05% and an expected duration of three to five years. Refer to Schedule C of this Circular for more details on Options.

(3) The amounts in this column show amounts awarded pursuant to the STIP for performance achieved in the year specified, but actually paid in the following year as well as the transaction bonuses awarded to certain NEOs in 2014 in connection with the Parsons Brinckerhoff Acquisition which are described in greater detail in footnote 9 below.

(4) The amounts in this column represent payments with regards to employee benefits, savings plans and other perquisites described under "Retirement Plans and Other Benefits". These amounts for employee benefits, savings plans and other perquisites for Messrs. Shoiry, L'Heureux and Kelly represented less than 10% of their annual base salary or $50,000 for the years indicated in this table. In 2015, Mr. Dollin received a savings allowance of $108,460, car benefits of $22,474 and access to a private health benefit of $8,567. In 2015, Mr. Murphy received a savings allowance of $66,313 and access to a private health benefit of $21,622. The amounts in this column also represent change of control bonuses to which Messrs. Murphy and Kelly were entitled to in 2014 in connection with the Parsons Brinckerhoff Acquisition which are described in greater detail in footnote 10 below.

(5) Includes the Dividend Equivalents on PSUs and RSUs earned in 2015 and assumes payout at 100% using the closing price of the Shares on the TSX of $42.51 as at December 31, 2015. The amount of Dividend Equivalents on PSUs and RSUs credited to Mr. Shoiry was $136,882, to Mr. L'Heureux was $64,360, to Mr. Dollin was $76,135, to Mr. Murphy was $19,980 and to Mr. Kelly was $17,854.

(6) Mr. Dollin and Mr. Murphy are paid in GBP. The amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements which was $1.61220 to 1 GBP in 2013, $1.81938 to 1 GBP in 2014 and $1.954240 to 1 GBP in 2015.

(7) Mr. Kelly is paid in USD. The amounts shown above are in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements which was $1.104 to 1 USD in 2014 and $1.277983 to 1 USD in 2015.

(8) Figures shown for Messrs. Murphy and Kelly reflect compensation for the period following the Parsons Brinckerhoff Acquisition from November 1, 2015 to December 31, 2015 representing approximately 17% of their respective annual base salaries.

(9) In 2014 Messrs. Shoiry, L'Heureux and Dollin were each awarded one-time additional transaction bonuses recognizing their significant contribution in successfully planning, negotiating and closing the Parsons Brinckerhoff Acquisition. Mr. Shoiry received a transaction bonus in the amount of $505,750, Mr. L'Heureux received a transaction bonus in the amount of $450,000 and Mr. Dollin received a transaction bonus in the amount of GBP 100,000 or $181,938 in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements which was $1.81938 to 1 GBP in 2014.

(10) In connection with the Parsons Brinckerhoff Acquisition Messrs. Murphy and Kelly entered into agreements pursuant to which they were entitled to change of control bonuses, which were actually paid in 2015. Mr. Murphy received a change of control bonus in the amount of USD 3,202,084 or $4,092,209 in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements which was $1.277983 to 1 USD in 2015. Mr. Kelly received a change of control bonus in the amount of USD 1,902,023 or $2,430,753 in Canadian dollars converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements which was $1.277983 to 1 USD in 2015.

INCENTIVE PLAN AWARDS TABLE

The following table summarizes for each NEO the number of Options, RSUs and PSUs outstanding under the LTIPs as at December 31, 2015.

		OUTSTANDING OPTION-BASED AWARDS				OUTSTANDING SHARE-BASED AWARDS		
NAME AND PRINCIPAL POSITION	DATE OF GRANT	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	OPTION EXERCISE PRICE ($)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS (1) ($)	NUMBER OF SHARES OR UNITS OF SHARES THAT HAVE NOT VESTED (3)	MARKET OR PAYOUT VALUE OF SHARE-BASED AWARDS THAT HAVE NOT VESTED ($) (2) (3)	MARKET OR PAYOUT VALUE OF VESTED SHARE-BASED AWARDS NOT PAID OUT OR DISTRIBUTED ($) (4)
Pierre Shoiry, President and CEO	March 27, 2015	105,690	35.45	March 26, 2025	88,866	31,888	1,355,559	-
	March 26, 2014	91,304	41.69	March 25, 2024	644,606	28,810	1,224,713	-
	March 28, 2013	-	-	-	-	31,043	1,319,638	-
Total					*731,272*		*3,899,910*	
Alexandre L'Heureux,(5) CFO	March 27, 2015	48,210	41.69	March 26, 2025	39,532	14,551	618,563	-
	March 28, 2014	20,000	35.12	March 27, 2024	147,800	-	-	-
	March 26, 2014	39,130	35.45	March 25, 2024	276,258	12,346	524,828	-
	March 28, 2013	-	-	-	-	16,238	690,277	-
Total					*463,590*		*1,833,669*	
Paul Dollin, COO	March 27, 2015	-	-	-	-	17,080	726,071	-
	March 26, 2014	-	-	-	-	18,436	783,714	-
	March 28, 2013	-	-	-	-	15,521	659,798	-
Total							*2,169,583*	
John A. Murphy, President and CEO, Europe, Middle East, India and Africa	March 27, 2015	-	-	-	-	13,390	569,209	-
Greg Kelly, President and CEO, U.S., Central and South America	March 27, 2015	-	-	-	-	11,970	508,845	-

(1) Value of the unexercised in-the-money options at fiscal year-end is calculated based on the difference between the closing price of the Shares on the TSX on December 31, 2015 of $42.51 and the Option exercise price, multiplied by the number of unexercised Options.

(2) The value of Share-based awards that have not vested at fiscal year-end is determined by multiplying the number of units held as at December 31, 2015 by the closing price of the Shares on the TSX on December 31, 2015 of $42.51, assuming that performance conditions will be fully met and assuming a payout of 100%.

(3) The amounts shown in this column include RSUs and/or PSUs issued as Dividend Equivalents earned during 2013, 2014 and 2015.

(4) There are no vested Share-based awards that have not yet been paid or distributed.

(5) The Board of Directors, following a recommendation of the Governance, Ethics and Compensation Committee, approved a grant of 20,000 Options to Mr. L'Heureux on March 28, 2014. One third of these options vested on the date of the grant, with the remaining two thirds vesting each on the first and second anniversary of the grant.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table provides a summary of the value of Option-based and Share-based awards vested or of non-equity incentive plan compensation earned during the Corporation's fiscal year ended December 31, 2015.

NAME AND PRINCIPAL POSITION	OPTION-BASED AWARDS – VALUE VESTED DURING THE YEAR (1) ($)	SHARE-BASED AWARDS – VALUE VESTED DURING THE YEAR ($)	NON-EQUITY INCENTIVE PLAN COMPENSATION – VALUE EARNED DURING THE YEAR (2) ($)
Pierre Shoiry, President and CEO	-	-	714,400
Alexandre L'Heureux, CFO	47,529	-	293,280
Paul Dollin, (3) COO	-	-	257,410
John A. Murphy, (3) President and CEO, Europe, Middle East, India and Africa	-	-	85,010
Greg Kelly, (4) President and CEO, U.S., Central and South America	-	-	302,240

(1) Value vested during the year is calculated based on the difference between the closing price of the Shares on the TSX on the date of vesting and the Option exercise price, multiplied by the number of Options vested.

(2) Represents the amount of bonus earned under the STIP for 2015.

(3) Mr. Dollin and Mr. Murphy are paid in GBP. Amounts shown in this table are converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements which in 2015 was $1.954240 to 1 GBP.

(4) Mr. Kelly is paid in USD. Amounts shown in this table are converted on the basis of the average exchange rate used to present information in the Corporation's consolidated annual audited financial statements which in 2015 was $1.277983 to 1 USD.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides a summary as of December 31, 2015, of the security-based compensation plans or individual compensation arrangements pursuant to which equity securities of the Corporation may be issued.

	NUMBER OF SHARES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS (1)	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS	NUMBER OF SHARES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS
Equity Compensation Plans Approved by Securityholders	554,995	$38.74	1,525,955
Equity Compensation Plans not Approved by Securityholders	Not applicable	Not applicable	Not applicable
Total	554,995	$38.74	1,525,955

(1) Outstanding RSUs granted on March 28, 2013 are not shown in this table following the determination from the Governance, Ethics and Compensation Committee that these RSUs will be payable solely in cash after the Vesting Date.

Under the LTI Plan, the total number of Shares reserved and available for grant and issuance pursuant to Options and RSUs is limited to 2,080,950 Shares, representing approximately 2.08% of the 99,738,764 issued and outstanding Shares as of April 11, 2016. An aggregate of 779,885 Options have been issued to employees of the Corporation and 699,588 remain outstanding as of April 11, 2016. For a full description of the LTIPs, please refer to Schedule C.

OTHER IMPORTANT INFORMATION

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Directors and officers of the Corporation and its subsidiaries are covered under (i) a directors' and officers' insurance policy, and (ii) a directors' and officers' excess insurance policy.

The Corporation also entered into indemnification agreements with each of its Directors and officers. The indemnification agreements generally require that the Corporation indemnify and hold the indemnitees harmless to the greatest extent permitted by law for liabilities arising out of the indemnitees' service to the Corporation as Directors or officers, provided that the indemnitees acted honestly and in good faith with a view to the best interests of the Corporation and, with respect to criminal and administrative actions or proceedings that are enforced by monetary penalty, the indemnitees had no reasonable grounds to believe that their conduct was unlawful. The indemnification agreements also provide for the advancement of defense expenses to the indemnitees by the Corporation.

AGGREGATE INDEBTEDNESS OF DIRECTORS AND OFFICERS

As at April 11, 2016, the Corporation had not made any loans to officers, Directors, employees or former officers, directors and employees of the Corporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set out below, none of the Nominee Directors, executive officers or insiders of the Corporation, or any associate or affiliate of such persons or the Corporation has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed fiscal year or in any proposed transaction that has materially affected or will materially affect the Corporation or any of its subsidiaries.

A portion of the purchase price paid in connection with the acquisition of MMM Group Limited by the Corporation was financed using the gross proceeds of an approximate $144 million private placement of Shares with CPPIB and Caisse that closed on September 16, 2015.

MAIL SERVICE INTERRUPTION

If there is a mail service interruption prior to a Shareholder mailing a completed proxy to CST, it is recommended that the Shareholder deposit the completed proxy, in the envelope provided, at any of the following offices of CST:

MONTREAL, QUEBEC

2001 Robert-Bourassa Blvd.
Suite 1600
Montreal, QC H3A 2A6

TORONTO, ONTARIO

320 Bay Street
B1 Level
Toronto, ON M5H 4A6

CALGARY, ALBERTA

600 The Dome Tower
333-7th Avenue S.W.
Calgary, AB T2P 2Z1

VANCOUVER, BRITISH COLUMBIA

1066 West Hastings Street
Suite 1600
Vancouver, BC V6E 3X1

HOW TO REQUEST MORE INFORMATION

DOCUMENTS YOU CAN REQUEST

Additional information relating to the Corporation is available at www.sedar.com under the name WSP Global Inc., including the Corporation's AIF and annual report of the Corporation, which includes the audited financial statements and related management discussion & analysis for the year ended December 31, 2015. You can also ask us for a copy of the following documents at no charge:

- annual report of the Corporation, which includes the audited financial statements and related management discussion & analysis for the year ended December 31, 2015
- any interim financial statements of the Corporation that are filed after the audited financial statements of the Corporation for the year ended December 31, 2015 and the management discussion & analysis for such interim financial statements; and
- the AIF, together with any document, or the relevant pages of any document, incorporated by reference therein.

The above documents are also available on our website at www.wsp-pb.com and on SEDAR at www.sedar.com. All of our news releases are also available on our website. In addition, Shareholders may contact the Corporation in writing at Investor Relations, WSP Global Inc., 1600 René-Lévesque Blvd. West, 16th Floor, Montreal, Quebec, H3H 1P9.

SHAREHOLDER PROPOSALS FOR OUR NEXT ANNUAL SHAREHOLDER MEETING

The Corporation will include proposals from Shareholders that comply with applicable laws in next year's management information circular for our next annual Shareholder meeting to be held in respect of the fiscal year ending on December 31, 2016. Please send your proposal to the Corporate Secretary of the Corporation, Valéry Zamuner, at its head office: 1600, René-Lévesque Blvd. West, 16th Floor, Montreal, Quebec, H3H 1P9, by January 22, 2017.

APPROVAL OF DIRECTORS

The content and the sending of this Circular to Shareholders of the Corporation have been approved by the Directors.

April 11, 2016

By order of the Directors,

Christopher Cole
Chairman of the Board of Directors

SCHEDULE A - BOARD OF DIRECTORS CHARTER

WSP Global Inc.

(the "Corporation")

BOARD OF DIRECTORS CHARTER

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.

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, creditors, consumers, governments and the environment to inform its decisions.

In furtherance of its purpose, the Board shall assume the following duties and responsibilities:

STRATEGY AND BUDGET

1. Ensure that a strategic planning process is in place and approve, at least on an annual basis, a strategic plan which may take into account, among other things, the longer term opportunities and risks of the business;
2. Approve the Corporation's annual operating and capital budgets;
3. Review operating and financial performance results in relation to the Corporation's strategic plan and budgets;
4. Approve all significant decisions outside of the ordinary course of the Corporation's business, including major financings, acquisitions, and dispositions or material departures from the strategic plan or budgets;

GOVERNANCE

5. Develop the Corporation's approach to, and disclosure of, corporate governance practices and oversee the development by the governance, ethics and compensation committee (the "Governance, Ethics and Compensation Committee") of a set of corporate governance guidelines and principles that are specifically applicable to the Corporation;
6. Approve the nomination of directors to the Board, as well as:
   (A) 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;
   (B) Develop appropriate qualifications and criteria for the selection of board members;

7. 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, in consultation with the relevant committee of the Board;
8. Along with the Governance, Ethics and Compensation Committee, provide and oversee an orientation and continuing education program for newly appointed directors;
9. Review the disclosure in the Corporation's public disclosure documents relating to corporate governance practices and 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;
10. Assess annually the effectiveness and contribution of the Board, the Chairperson, each committee of the Board and their respective chairperson and individual directors;
11. Review and approve the Code of Conduct of the Corporation with the purpose of promoting integrity and deterring wrongdoing, and encouraging and promoting a culture of ethical business conduct and as required, oversee compliance with the Corporation's Code of Conduct by directors, officers and other management personnel and employees;
12. Receive reports from the Governance, Ethics and Compensation 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;
13. Delegate (to the extent permitted by law) to the CEO, other executive officers and management personnel appropriate powers to manage the business and affairs of the Corporation;
14. Act and function independently from management in fulfilling its fiduciary obligations;
15. Review, approve and oversee the implementation of the Corporation's material policies, including the insider trading policy, health and safety policies and practices and measures for receiving feedback from the Corporation's stakeholders, and oversee compliance of these policies by directors, executive officers and other management personnel and employees;
16. Review and approve, as required, the Corporation's environmental policies and management systems;

HUMAN RESOURCE MANAGEMENT AND COMPENSATION

17. Appoint the CEO and the Chief Financial Officer (the "CFO") of the Corporation, following the recommendation of the Governance, Ethics and Compensation Committee;
18. Approve and/or develop, as applicable written position descriptions for the role of the CEO, the CFO and the Chief Operating Officer, which includes delineating management's responsibilities, as well as written position descriptions for the role of the chairperson of each of the committees of the Board and the Lead Director;
19. Approve the Corporation's compensation policy for directors, if any;
20. Review and approve, following the recommendation of the Governance, Ethics and Compensation Committee, the corporate goals and objectives that the CEO, the CFO and other executive officers are responsible for meeting and reviewing the performance of these individuals against such corporate goals and objectives;
21. Review and approve, following the recommendation of the Governance, Ethics and Compensation Committee, the compensation of the CEO, the CFO and other executive officers of the Corporation (including participation in compensation and benefits policies or changes thereto);
22. 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;

23. Review and approve, following the recommendation of the Governance, Ethics and Compensation Committee, the succession planning relating to the position of the CEO, other executive officers, the chairperson of the Board and of each of the committees and the Lead Director;

RISK MANAGEMENT, CAPITAL MANAGEMENT AND INTERNAL CONTROLS

24. Identify and assess periodically the principal risks of the Corporation's business, and ensure the implementation of appropriate systems to manage these risks;
25. Ensure the integrity of the Corporation's internal control over financial reporting, management of information systems, disclosure controls and procedures, financial disclosure and the safeguarding of the Corporation's assets;
26. Together with the Audit Committee, review, approve and oversee the Corporation's disclosure controls and procedures;

COMMUNICATIONS

27. In conjunction with management, meet with the Corporation's shareholders at the annual meeting and be available to respond to questions at that time;
28. Monitor investor relations programs and communications with analysts, the media and the public;
29. Review, approve and oversee the implementation of the Corporation's disclosure policy;

FINANCIAL REPORTING, AUDITORS AND TRANSACTIONS

30. Review and approve, as required, the Corporation's financial statements and related financial information; and
31. Appoint (including terms and review of engagement), subject to approval of shareholders, and remove the Corporation's auditor;
32. Review and approve mergers and acquisition opportunities and financings;

COMPOSITION

33. The composition and organization of the Board, including the number, qualifications and remuneration of directors, the number of Board meetings, Canadian residency requirements, quorum requirements, meeting procedures and notices of meetings shall comply with applicable requirements of the Canada Business Corporations Act, the securities laws and regulations applicable in the Province of Québec and the articles and by-laws of the Corporation, subject to any exemptions or relief that may be granted from such requirements from time to time.

COMMITTEES OF THE BOARD

34. Subject to applicable law, the Board shall establish, if needed, other Board committees or merge or dispose of any Board committee in addition to the Audit Committee and the Governance, Ethics and Compensation Committee.
35. In conjunction with the Governance, Ethics and Compensation Committee, the Board shall review the appropriate structure, size, composition, mandate and members for each Board committee, and approve any modifications to such items as considered advisable. The Board may review, from time to time, each charter and consider any suggested amendments for approval. In addition, the Board may institute procedures to ensure that the Board and the Board committees function independently of management.
36. To facilitate communication between the Board and each of the Board committees, each committee chairperson shall provide a summary and, to the extent necessary, a report, to the Board on material matters considered by the committee at the first Board meeting following the committee's meeting.

MEETING

37. The Board shall meet at least once in each quarter, with additional meetings held as deemed advisable. The Chairperson shall be primarily responsible for the agenda and for supervising the conduct of any Board meeting. Any director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting.
38. The Board shall conduct meetings of the Board in accordance with the Corporation's articles and by-laws.
39. The secretary of the Corporation (the «Corporate Secretary»), his or her designate or any other person the Board requests, shall act as secretary of Board meetings.
40. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary, or any other person acting in such capacity, and subsequently presented to the Board for approval.
41. The independent members of the Board may hold regularly-scheduled meetings, or portions of regularly scheduled meetings, at which non-independent directors and members of management are not present.
42. Each director is expected to attend all meetings of the Board and any committee of which he or she is a member.
43. The Board shall have unrestricted access to management and employees of the Corporation (including, for greater certainty, its affiliates, subsidiaries and their respective operations).

OTHER

44. The Board shall perform any other function as prescribed by law or as not delegated by the Board to one of the committees of the Board or to management personnel.
45. This Board Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Corporation. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's articles and by-laws, it is not intended to establish any legally binding obligations.

LIMITATIONS ON BOARD'S DUTIES

46. Nothing contained in this charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation.
47. 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.

SCHEDULE B - POSITION DESCRIPTIONS

CHAIRMAN OF THE BOARD OF DIRECTORS

The Board of Directors has adopted a position description for the Chairman of the Board. Some of the primary responsibilities of the Chairman include, among others, the following: (i) establishing procedures to govern the Board of Directors' work and ensure the Board of Directors' full discharge of its duties, (ii) working with the president and CEO, other officers and senior management personnel to monitor progress on the strategic plan, annual budgets, policy implementation and succession planning, (iii) ensuring that the Board of Directors acts and functions independently from Management in fulfilling its fiduciary obligations, and (iv) chairing every meeting of the Board of Directors and encouraging free and open discussion at such meetings.

LEAD DIRECTOR

Under applicable securities laws, the Chairman of the Board of Directors is not considered to be an independent director as he has been within the last three years the Executive Chairman of the Corporation for a transition period of 12 months following the WSP Acquisition. In order to continue to address the requirements of the Corporate Governance Guidelines and Mr. Cole's non independence, and to create a balance of authority and provide for objective leadership, the Board of Directors has appointed Mr. Richard Bélanger to act as the independent Lead Director.

The Board of Directors has adopted a position description for the Lead Director. Some of the primary responsibilities of the Lead Director include, among others, the following: (i) working with the Chairman, the CEO and other members of management, where appropriate, to monitor progress on the strategic plan, annual budgets, policy implementation and succession planning, (ii) working closely with the Chairman and the CEO to ensure that the Corporation is building a healthy governance culture and an effective relationship between management personnel and the members of the Board of Directors, (iii) ensuring that the Board of Directors acts and functions independently from management in fulfilling its fiduciary obligations, (iv) ensuring that the independent directors, as applicable, have the opportunity, at each regularly scheduled meeting, to meet separately without non-independent directors and management personnel present, and (v) assuming the responsibilities of the Chairman during meetings of the Board of Directors when directors who are not independent declare a conflict or otherwise excuse themselves from the debate on an agenda item at a Board of Directors meeting and do not participate in a vote.

CHIEF EXECUTIVE OFFICER

The Board of Directors has adopted a position description for the CEO. The CEO is accountable to the Board of Directors for the effective overall management of the Corporation and for conformity with policies agreed upon by the Board of Directors. The CEO shall have full responsibility for the day-to-day operations of the business of the Corporation and its subsidiaries in accordance with the strategic plan and operating and capital budgets. Some of the primary responsibilities of the CEO include, among others, the following: (i) manage the strategic and operational performance of the Corporation in accordance with the goals, policies and objectives set by the Board from time to time, including overseeing the Corporation's achievement and maintenance of a satisfactory competitive position within its industry, (ii) develop, for the Board's consideration and approval, an annual strategic plan which takes into account, among other things, potential growth through strategic acquisitions, longer term opportunities and risks of the business, (iii) develop, in cooperation with the CFO and the COO, an annual operating plan and financial budget that supports the Corporation's long-term strategy, (iv) establish a strong working relationship with the Board of Directors and (v) oversee the CFO and the COO in ensuring that the day-to-day business affairs of the Corporation are appropriately managed through the development and implementation of processes that will ensure the achievement of the Corporation's financial and operating goals and objectives.

CHIEF FINANCIAL OFFICER

The Board of Directors has adopted a position description for the CFO. The CFO shall have the primary responsibility of supervising the financial, accounting, audit and fiscal aspects of the operations of the Corporation and the coordination of the supporting information systems and financial controls. Some of the primary responsibilities of the CFO include, among others, the following: (i) assist the CEO in developing, for the Board's approval, a strategic direction and positioning to ensure the Corporation's success, (ii) create, coordinate, and evaluate the financial controls and supporting information systems of the Corporation, (iii) together with the CEO, approve and coordinate changes and improvements to disclosure controls and procedures and internal control over financial reporting, (iv) oversee and monitor the Corporation's financial position, banking and financing activities and capital structure and monitor the respect of banking and financial covenants and hedging arrangements, as applicable, and (v) oversee the Corporation's processes for identifying, assessing and managing the principal risks of the Corporation's business.

CHIEF OPERATING OFFICER

The Board of Directors has adopted a position description for the COO. The COO shall have the primary responsibility of leading the day-to-day operations of the business of the Corporation and its subsidiaries in accordance with the strategic plan and operating and capital budgets. Some of the primary responsibilities of the CFO include, among others, the following: (i) oversee the day-to-day operations of the business of Corporation, (ii) assist the CEO in overseeing the Corporation's achievement and maintenance of a satisfactory competitive position within its industry, (iii) ensure the development of health and safety practices for the Corporation and oversee compliance with those practices, (iv) maintain a positive and ethical work climate that is conducive to attracting, retaining and motivating a diverse group of top-quality employees at all levels and (v) coordinate the sustainability strategies of the Corporation.

CHAIRMAN OF COMMITTEES

The chairman of each of the Audit Committee and the Governance, Ethics and Compensation Committee currently are respectively, Pierre Seccareccia and Birgit Nørgaard. Given that Mr. Seccareccia will not stand for re-election at the Meeting, Richard Bélanger, who is currently a member of the Audit Committee, will be appointed as Chairman of the Audit Committee. Under applicable securities laws, each of Mr. Seccareccia, Ms. Nørgaard and Mr. Bélanger are independent from the Corporation. Position descriptions have been adopted by the Board of Directors for the Chairman of each of the Audit Committee and the Governance, Ethics and Compensation Committee.

Some of the primary responsibilities of the Chairman of the Audit Committee include, among others, the following: (i) establish procedures to govern the Audit Committee's work and ensuring the Audit Committee fully discharges its duties, (ii) ensure that there is an effective relationship between Management and the members of the Audit Committee, (iii) in consultation with the CEO, the Corporate Secretary and the Chairman, determine the frequency, dates and locations of meetings of the Audit Committee, (iv) report to the Board of Directors on the matters reviewed by, and on any decisions or recommendations of the Audit Committee at the next meeting of the Board of Directors following any meeting of the Audit Committee, and (v) ensure the proper flow of information to the Audit Committee.

Some of the primary responsibilities of the Chairman of the Governance, Ethics and Compensation Committee include, among others, the following: (i) establish procedures to govern the Governance, Ethics and Compensation Committee's work and ensure the Governance, Ethics and Compensation Committee fully discharges its duties; (ii) in consultation with the CEO, the Corporate Secretary and the Chairman of the Board of Directors, determine the frequency, dates and locations of meetings of the Governance, Ethics and Compensation Committee, (iii) 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, (iv) 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 and (v) ensure that sufficient information is provided by Management to enable the Governance, Ethics and Compensation Committee to exercise its duties.

SCHEDULE C - LONG-TERM INCENTIVE PLANS

LTI PLAN

Effective January 1, 2011, the Corporation has adopted a long term incentive plan (the "**LTI Plan**") for certain management employees holding positions that can have a significant impact on the Corporation's long-term results. Under the LTI Plan, the Corporation may grant, subject to certain terms and conditions, options ("**Options**") to purchase Shares or restricted share units ("**RSUs**") to Eligible Participants (as hereinafter defined).

The LTI Plan is administered by the Governance, Ethics and Compensation Committee, which shall also be responsible for its interpretation, construction and application.

Pursuant to the LTI Plan, only those officers, senior executives and other employees of the Corporation that occupy key positions as determined by the Governance, Ethics and Compensation Committee are eligible to receive Options or RSUs ("**Eligible Participants**", and when such Eligible Participants are granted Options or RSUs, the "**Participants**"). In determining Options or RSUs to be granted under the LTI Plan, the Governance, Ethics and Compensation Committee gives due consideration to the value of each Eligible Participant's present and potential future contribution to the Corporation's success.

Under the LTI Plan, the total number of Shares reserved and available for grant and issuance pursuant to Options and RSUs is limited to 2,080,950 Shares, representing approximately 2.08% of the 99,738,764 issued and outstanding Shares as of April 11, 2016 (the "**Total Reserve**"). At the discretion of the Governance, Ethics and Compensation Committee, RSUs issued under the LTI Plan may be paid in cash or in Shares, or a combination of both.

Shares in respect of which an Option or RSU is granted but not exercised prior to the termination of such Option or not vested or delivered prior to the termination of such RSU, due to the expiration, termination or lapse of such Option or RSU or otherwise, are available for Options or RSUs to be granted thereafter. Pursuant to the LTI Plan, in no event can the number of Shares issued from treasury to satisfy the payment of vested RSUs exceed 2% of the issued and outstanding Shares at the time. The LTI Plan further provides that (i) the aggregate number of Shares reserved for issuance at any time to any one Eligible Participant shall not exceed 4% of the issued and outstanding Shares at such time and that (ii) the aggregate number of Shares (a) issued to any one insider or to insiders and associates of such insiders under the LTI Plan or any other proposed or established share compensation arrangement within any one-year period and (b) issuable to insiders and associates of such insiders at any time under the LTI Plan or any other proposed or established share compensation arrangement, shall not in each case exceed 4% of the issued and outstanding Shares.

Options or RSUs granted or awarded under the LTI Plan may not be assigned or transferred with the exception of an assignment made to a personal representative of a deceased Participant.

The Board of Directors may amend the LTI Plan or any Options or RSUs at any time without the consent of the Participants so long as the amendment shall:

- not adversely alter or impair the Options or RSUs granted, except as permitted in the LTI Plan;
- be subject to regulatory approvals including, where required, the approval of the TSX; and
- be subject to Shareholder approval, as required by law or the TSX, provided that Shareholder approval is not required for the following amendments and the Board of Directors may make any changes which may include but are not limited to:
  - amendments of a "housekeeping" nature;
  - a change to the vesting provisions of any Option or RSU;
  - the introduction or amendment of a cashless exercise feature payable in securities, whether or not such feature provides for a full deduction of the number of underlying securities from the Total Reserve;

- the addition of a form of financial assistance and any amendment to a financial assistance provision which is adopted;
- a change to the Eligible Participants of the LTI Plan, including a change which would have the potential of broadening or increasing participation by insiders; and
- the addition of a deferred or restricted share unit or other provision giving Eligible Participants the right to receive securities while no cash consideration is received by the Corporation.

The Board of Directors will be required to obtain Shareholder approval for the following amendments:

- any change to the maximum number of Shares issuable from treasury under the LTI Plan, including an increase to the fixed maximum number of Shares or a change from a fixed maximum number of Shares to a fixed maximum percentage, other than an adjustment pursuant to a change in capitalization;
- any amendment which reduces the exercise price of any Option after the Options have been granted or any cancellation of an Option and the substitution of that Option by a new Option with a reduced price, except in the case of an adjustment pursuant to a change in capitalization;
- any amendment which extends the expiry date of any Option or determined by the Board of Directors in respect of a RSU of any RSU beyond the original expiry date, except in case of an extension due to a Black-Out Period;
- any amendment which would allow non-employee directors to be eligible for awards under the LTI Plan;
- any amendment which would permit any Option or RSU granted under the LTI Plan to be transferable or assignable by any Participant other than by will or by the laws of succession of the domicile of a deceased Participant under the LTI Plan;
- any amendment which increases the maximum number of Shares that may be issued to (i) insiders and associates of such insiders; or (ii) any one insider and associates of such insider under the LTI Plan or any other proposed or established share compensation arrangement in a one-year period, except in case of an adjustment pursuant to a change in capitalization; and
- any amendment to the amendment provisions of the LTI Plan,

provided that Shares held directly or indirectly by insiders benefiting from such amendments shall be excluded when obtaining such Shareholder approval.

OPTIONS

For each grant of Options under the LTI Plan, the Governance, Ethics and Compensation Committee shall (i) fix the number of Options to be granted to each Eligible Participant, (ii) determine the price per Share to be payable upon the exercise of each such Option (the "**Option Price**"), which shall not be less than the market value of such Shares at the time of the grant, and (iii) determine the relevant vesting provisions, including performance criteria, if any, and the term of the Option which shall not exceed ten years, the whole subject to the terms and conditions of the LTI Plan. For purposes of the LTI Plan, the "market value" of the Shares shall be, in accordance with the March 26, 2015 amendments to the LTI Plan described below, (i) if the grant is made outside a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five trading day period ending on the last trading day before the day on which the Option is granted or, if not available, the closing market price of the Shares at the time of the grant, or (ii) if the grant is made during a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five trading day period following the last day of such Black-Out Period. Unless otherwise determined by the Board of Directors, all unexercised Options shall be cancelled at the expiry of such Options. The expiration date is automatically extended if it falls on or within nine days of a Black-Out Period.

If a Participant's employment is terminated with cause, Options terminate on the effective date of the termination or the date specified in the notice of termination. If a Participant's employment is terminated other than for cause, by death, disability or retirement, any Options may be exercised if they have vested at the time of termination or cessation of employment. Such Options are exercisable for a period of 30 days after the termination date or prior to the expiration of the original term of such Options, whichever occurs earlier. In the event of the death of a Participant, his/her vested Options at the time of death must be exercised by his/her heirs within one year of the Participant's death or prior to the expiration of the original term of such Options, whichever occurs earlier.

In the event of the injury or disability of a Participant or in the event of retirement of a Participant, any Options may be exercised by the Participant as the rights to exercise such Options accrue; however such Options shall only be exercisable within three years after the cessation of employment (or the effective date on which the Participant becomes eligible long-term disability benefits) or the retirement, as applicable, or prior to the expiration of the original term of such Options, whichever occurs earlier. In the event a Participant takes a voluntary leave of absence, any Options may be exercised by the Participant as the rights to exercise such Options accrue; however such Options shall only be exercisable within one year after the commencement of such leave of absence or prior to the expiration of the original term of such Options, whichever occurs earlier.

Prior to its expiration or earlier termination in accordance with the LTI Plan, Options are exercisable in whole or in part and at such time or times and/or pursuant to performance criteria or other vesting conditions as the Board of Directors may determine in its sole discretion at the time of granting the Option. No Options are exercisable in Black-Out Periods.

RSUS

For each grant of RSUs under the LTI Plan, the Governance, Ethics and Compensation Committee shall (i) fix the number or dollar amount of RSUs to be granted to each Eligible Participant, (ii) determine the relevant conditions and vesting provisions, including the determination of a Performance Period and performance criteria, if any, and (iii) determine the period during which RSUs may vest which period shall end no later than December 31 of the calendar year which is three years after the calendar year in which the RSUs were granted (the "**Restriction Period**"), the whole subject to the terms and conditions of the LTI Plan. The vesting of the RSUs are also subject to the expiration of the performance period which corresponds to the period over which the performance criteria and other vesting conditions will be measured and which period shall end no later than December 31 of the calendar year which is three years after the calendar year in which the RSUs were granted (the "**Performance Period**"). After the vesting date, which is the date on which, after the end of the Performance Period, the Governance, Ethics and Compensation Committee determines that the vesting conditions (including the performance criteria, if any) are met (the "**Vesting Date**"), but no later than the last day of the Restriction Period, the Participants are entitled to receive payment for each awarded RSU in the form of Shares, cash, or a combination of Shares and cash, at the discretion of the Governance, Ethics and Compensation Committee. For the purposes of such payment, the market value of the Shares shall be the volume weighted average trading price of the Shares on the TSX for the five trading day-period ending on the last trading day before the day on which the payment is made.

If a Participant is terminated with cause or resigns, the participation in the LTI Plan terminates and all unvested RSUs are cancelled along with any rights to Shares that related to the unvested RSUs. Upon a Participant's retirement, if a Participant's employment is terminated other than for cause, by reason of injury or disability, a Participant becomes eligible to receive long-term disability benefits, a Participant elects a voluntary leave of absence and upon a Participant's death, his/her participation in the LTI Plan shall terminate and all unvested RSUs in the Participant's account as of such date shall remain in effect until the applicable Vesting Date, provided the Participant shall cease to accumulate Dividend Equivalents as of the separation date. If, on the Vesting Date, the Governance, Ethics and Compensation Committee determines that the vesting conditions were not met for such RSUs, then all unvested RSUs credited to such Participant shall be forfeited and cancelled along with any rights to Shares that related to the unvested RSUs. If, on the Vesting Date, the Governance, Ethics and Compensation Committee determines that the vesting conditions were met, the Participant or his/her heirs, as applicable, shall be entitled to receive Shares or cash on a pro rata basis based on the number of months prior to the retirement, termination, eligibility date, date of election of the voluntary leave of absence or death, as applicable. If vesting conditions have been met at the date of resignation, retirement, termination, eligibility date, date of election of the voluntary leave of absence or death, as applicable, but a corresponding distribution or payment has not yet been received by the Participant, the Participant is entitled to such distribution or payment, even if it is made after the date of resignation, retirement, termination, eligibility date, date of election of the voluntary leave of absence or death, as applicable.

The LTI Plan also provides that in the event of a Change in Control (as defined in the LTI Plan), a reorganization of the Corporation, an amalgamation of the Corporation, an arrangement involving the Corporation, a take-over bid (as that term is defined in the Securities Act (Québec)) for all of the Shares or the sale or disposition of all or substantially all of the property and assets of the Corporation, the Board of Directors may make such provision for the protection of the rights of the Participants as the Board in its discretion considers appropriate in the circumstances, including, without limitation, changing the performance criteria and/or other vesting conditions for the Options and/or the date on which any Option expires, or the Restriction Period, the Performance Period, the performance criteria and/or other vesting conditions for the RSUs.

LTI PLAN AMENDMENTS

On April 15, 2013, the LTI Plan was amended by the Board of Directors, upon a recommendation of the Governance, Ethics and Compensation Committee and in accordance with the terms and conditions of the LTI Plan, to apply, effective January 1, 2014, to WSP following the Arrangement, and to clarify the procedure for determining the number of RSUs to be credited to a Participant's account when the Governance, Ethics and Compensation Committee has only approved a total dollar amount of RSUs to be granted to such Participant. Further to these amendments, in cases where the Governance, Ethics and Compensation Committee only approves a dollar amount of RSUs to be granted to an Eligible Participant, such Participant's account shall be credited with a number of RSUs equal to the approved dollar amount divided by the market value of one Share, which shall be, (i) if the grant is made during a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five trading day period following the last day of such Black-Out Period, and (ii) if the grant is made outside a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five trading day period ending on the last trading day before the day on which the RSUs are granted. The foregoing procedure for determining the number of RSUs to be credited to a Participant's account was further amended in accordance with the March 26, 2015 amendments to the LTI Plan described below. No fractional RSUs shall be issued to Participants and the number of RSUs to be issued in such event shall be rounded up or down to the nearest whole number of RSUs. The Board of Directors determined that such amendments were of a "housekeeping" nature, the whole pursuant to Section 11.1.3.1 of the LTI Plan and, therefore, that no Shareholder approval was required.

The LTI Plan was further amended by the Board of Directors on March 12, 2014 to simplify the content of the Option and RSU agreements, and on April 22, 2014 to clarify how Dividend Equivalents (as hereinafter defined) are computed to a Participant's account on a quarterly basis but credited only on an annual basis on April 15. The Board of Directors determined that such amendments were of a "housekeeping" nature, the whole pursuant to Section 11.1.3.1 of the LTI Plan and, therefore, that no Shareholder approval was required.

In accordance with the terms of the LTI Plan, a Dividend Equivalent is to be computed in the form of additional RSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such RSUs shall vest on the Vesting Date according to the same vesting conditions (including performance criteria, if any) as the underlying RSUs. Dividend Equivalents shall be computed on each dividend payment date by dividing: (i) the amount obtained by multiplying the amount of each dividend declared and paid per Share by the number of RSUs recorded in the Participant's account on the record date for the payment of such dividend, by (ii) the weighted average trading price of the Shares on the TSX for the five trading days immediately following the dividend record date for the payment of any dividend made on the Shares, with fractions computed to three decimal places.

As provided in the April 22, 2014 amendments, such Dividend Equivalents payable in the form of additional RSUs will be credited to a Participant's account annually on April 15 between the date RSUs have been awarded and the Vesting Date.

The LTI Plan was further amended by the Board of Directors on March 26, 2015 to (i) clarify that Dividend Equivalents shall cease to accumulate upon a Participant ceasing to participate in the LTI Plan under certain circumstances, and (ii) clarify the definition of "market value" used for the determination of an Option Price or the number of RSUs to be credited to a Participant's account when only a dollar amount of RSUs to be granted has been approved. As per such amendments, in determining an Option Price or the number of RSUs to be credited to a Participant's account when only a dollar amount of RSUs to be granted has been approved by the Governance, Ethics and Compensation Committee, the "market value" of the Shares shall be (i) if the grant of Options or RSUs is made outside a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five trading day period ending on the last trading day before the day on which the Options or RSUs are granted or, if not available, the closing market price of the Shares at the time of the grant, or (ii) if the grant is made during a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five trading day period following the last day of such Black-Out Period. The board of directors determined that such amendments were of a "housekeeping" nature, the whole pursuant to Section 11.1.3.1 of the LTI Plan and, therefore, that no Shareholder approval was required.

PERFORMANCE SHARE UNIT PLAN

In 2014, the Board approved, following a recommendation of the Governance, Ethics and Compensation Committee, the creation and issuance of PSUs in accordance with a newly adopted Performance Share Unit Plan (the "**PSU Plan**"). The PSU plan was designed to provide Eligible Participants with the opportunity to participate in the long-term success of the Corporation, to promote a greater alignment of their interests with those of Shareholders, to reward Eligible Participants for their performance and to provide a means through which the Corporation may attract, motivate and retain key personnel. The PSU Plan is administered by the Governance, Ethics and Compensation Committee. Once vested, PSUs issued under the PSU Plan are payable in cash only.

For each grant of PSUs under the PSU Plan, the Governance, Ethics and Compensation Committee shall (i) determine the number of PSUs (including fractional PSUs) to be credited to each Eligible Participant, having regard to the market value of the Shares at the time of the grant, (ii) determine the performance measures and objectives that shall determine the proportion, not exceeding 200% of such awarded PSUs becoming Vested PSUs, and (iii) determine the Performance Period, the whole subject to the terms and conditions of the PSU Plan. For the purpose of such determination, the "market value" of the Shares shall be, in accordance with the amendments to the PSU Plan approved by Board of Directors on March 26, 2015 and described below, (i) if the award is made outside a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five trading day period ending on the last trading day before the award date or, if not available, the closing market price of the Shares at the time of the award or (ii) if the award is made during a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five trading day period following the last day of such Black-Out Period.

Following the completion of a Performance Period applicable to an award, the Governance, Ethics and Compensation Committee shall assess the performance in light of the measures identified and the objectives set for such Performance Period. The Governance, Ethics and Compensation Committee shall then determine the percentage, not to exceed 200%, of performance achieved during the Performance Period (the "**Vesting Percentage**") applicable to the awards. In making its determination, the Governance, Ethics and Compensation Committee may set the Vesting Percentage at a higher percentage (not to exceed 200%) than would have resulted based solely on the performance measures and objectives. The number of PSUs that will vest for a Participant will correspond to the number of PSUs granted to such Participant on the grant date (including Dividend Equivalents) multiplied by the Vesting Percentage (the "**Vested PSUs**").

Participants are entitled to receive payment in cash for each Vested PSU in an amount equal to the number of Vested PSUs multiplied by the volume weighted average trading price of the Shares on the TSX for the five trading day period immediately preceding the date or dates determined by the Governance, Ethics and Compensation Committee as the date(s) on which all or part of an award shall be valued and thereafter be paid, less any applicable withholding taxes.

Upon a Participant's retirement, if a Participant's employment is terminated other than for cause, or if a Participant becomes Disabled (as defined in the PSU Plan), subject to any resolution passed by the Governance, Ethics and Compensation Committee, a pro-rated portion of PSUs in the Participant's account which have not become payable as of the separation date, based on the amount of time such Participant was actively employed during the Performance Period, shall be paid to the Participant after each applicable Vesting Date, provided that such PSUs have become Vested PSUs in accordance with the PSU Plan, and provided further the Participant shall cease to accumulate Dividend Equivalents as of the separation date. Upon the death of a Participant, any PSU granted which have not become payable on or before the date of death will immediately vest and become payable and, for such purpose, the Vesting Percentage shall be 100% and the PSUs will be valued at the date of death. Upon the termination of a Participant's employment for cause or for any other reason than those specified above, any unvested PSU credited to such Participant's account shall be forfeited and cancelled along with any Dividend Equivalent in relation to such PSUs.

The PSU Plan also provides that in the event of a Change of Control (as defined in the PSU Plan), all outstanding PSUs shall vest immediately at a Vesting Percentage of 100%, or such higher percentage as may be determined by the Governance, Ethics and Compensation Committee.

PSU PLAN AMENDMENTS

To reflect amendments of a housekeeping nature and to align with the April 22, 2014 LTI amendments made to the LTI Plan, the PSU Plan was amended by the Board of Directors on April 22, 2014 to clarify how Dividend Equivalents under the PSU Plan are computed to a participant's account on a quarterly basis but credited only on an annual basis on April 15.

In accordance with the terms of the PSU Plan, the Dividend Equivalent is to be computed in the form of additional PSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such PSUs are credited annually on April 15 and shall vest on the Vesting Date according to the same vesting conditions (including performance criteria, if any) as the underlying PSUs.

The PSU Plan was further amended by the Board of Directors on March 26, 2015 to (i) clarify that Dividend Equivalents shall cease to accumulate upon a Participant ceasing to participate in the PSU Plan under certain circumstances, and (ii) amend the definition of "market value" and to align with the March 26, 2015 amendments to the LTI Plan. Pursuant to such amendments, the market value of the Shares at the time of the grant shall be (i) if the award is made outside a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five trading day period ending on the last trading day before the award date or, if not available, the closing market price of the Shares at the time of the award or (ii) if the award is made during a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five trading day period following the last day of such Black-Out Period. The Board of Directors determined that such amendments were of a "housekeeping" nature.

The PSU Plan was further amended by the Board of Directors on December 11, 2015 to: (i) clarify that the Award Market Value of an Award declared outside a Black-Out Period as part of a periodic grant program but with an effective Award Date that falls within a Black-Out Period may be calculated as if such Award had been made outside a Black-Out Period, (ii) clarify that the Valuation Date of any Award cannot be modified after the corresponding Award Date and that the Valuation Date cannot be later than the December 31 date that immediately follows the end of the applicable Performance Period, (iii) clarify that vested PSUs are payable no later than the December 31 date that immediately follows the end of the Performance Period. The Board of Directors determined that such amendments were of a "housekeeping" nature.

DEFERRED SHARE UNIT PLAN

Effective May 12, 2015, the Board approved, following a recommendation of the Governance, Ethics and Compensation Committee, the creation and issuance of deferred share units ("**DSUs**") in accordance with a newly adopted Deferred Share Unit Plan (the "**DSU Plan**"). The DSU plan was designed to enhance the Corporation's ability to attract and retain talented individuals to serve as members of the Board, to promote alignment of interests between Eligible Directors and the Shareholders and to assist Eligible Directors in fulfilling the Director Share Ownership Requirements. The DSU Plan is administered by the Governance, Ethics and Compensation Committee. For the purpose of the DSU Plan, "**Eligible Directors**" are those directors who are not employees of the Corporation and are designed as such by the Board, and when such Eligible Directors are granted DSUs, they are also referred to as "**Participants**". DSUs issued under the DSU Plan can only be settled in cash.

Unless he or she has met the applicable minimum annual requirement under the Director Share Ownership Requirements (the "Minimum Annual Requirement") for a given fiscal year and made an election in that respect, Eligible Directors receive part of their compensation in DSUs, the exact number of which, rounded down to the next whole Deferred Share Unit, being calculated using the fair market value at the time of the grant. For the purpose of the DSU Plan, the fair market value is the volume weighted average trading price of a Share on the TSX for the five trading days immediately preceding the date of calculation or such other manner as is required or allowed by the rules and policies of the TSX, or, if not available, the last available closing market price of the Shares at the time of the grant (the "**Fair Market Value**").

Unless otherwise determined, DSUs vest immediately upon being granted. However, no holder of DSUs will have any right to receive any payment under the Plan until he or she ceases to be an Eligible Director (and is not at that time an employee of the Corporation) or his or her membership on the Corporation's Board is terminated for any reason, in each such cases including by death, disability, retirement or resignation (a "**Termination Date**").

In accordance with the terms of the DSU Plan, a Dividend Equivalent is to be computed in the form of additional DSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such additional DSUs will vest at the time these are credited to the recipient's account and settlement of such Dividend Equivalent will occur at the same time and in accordance with the same terms as the underlying DSUs. Dividend Equivalents shall be computed as of each dividend payment date by dividing: (i) the amount obtained by multiplying the amount of each dividend declared and paid per Share by the number of DSUs recorded in the Participant's account on the record date for the payment of such dividend, by (ii) the weighted average trading price of the Shares on the TSX for the five trading days immediately following the dividend record date for the payment of any dividend made on the Shares, rounded down to the next whole DSU. Such Dividend Equivalent payable in the form of additional DSUs will be credited to a Participant's account annually on April 15 from the date DSUs have been awarded to the date of settlement of such DSUs.

Once a Termination Date occurs for a given Participant, such Participant (or its legal representative in the case of death) will be entitled to file up to two redemption notices requesting settlement of all or part of the DSUs credited to its account by way of a cash payment calculated using the Fair Market Value of the Shares on the date of such filing. Should no redemption notice be filed, then the Participant will be deemed to have filed a redemption notice for all its DSUs on December 1 of the first calendar year commencing after the date of the Participant's Termination Date (other than as a result of the Participant's death while serving as a Director, in which case the date for determination of the Fair Market Value will be the date of the Participant's death).

The DSU Plan also provides that in the event of a Change of Control (as defined in the DSU Plan), the Board may make such provision for the protection of the rights of the Participants as the Board, in its discretion considers appropriate in the circumstances, including without limitation, providing for substitute or replacement deferred share units of the continuing entity (unless substitution or replacement of the outstanding Deferred Share Units is deemed impossible or impractical by the Board, in its sole discretion). Notwithstanding the foregoing, no Participant will be entitled to receive payment for, or in respect of, any DSUs on or before his or her Termination Date.

2016 DSU PLAN AMENDMENTS

Upon a recommendation of the Governance, Ethics and Compensation Committee, the Board approved in December 2015, effective from January 1, 2016, certain amendments to the DSU Plan expanding the DSU Plan to certain executive officers in addition to the Eligible Directors and providing for certain other housekeeping matters (the "**Amended DSU Plan**"). Under the Amended DSU Plan, "**Eligible Employee**s" are those employees of the Corporation who are designated as such by the Board, and when such Eligible Employees are granted DSUs, they are also referred to as Participants. Except as set forth below, provisions of the DSU Plan applicable to Eligible Directors also apply to Eligible Employees (and continue to apply to Eligible Directors) under the Amended DSU Plan.

The main purpose of the amendments to the DSU Plan is to enhance the Corporation's ability to attract and retain talented individuals to serve as employees of the Corporation, to promote greater alignment of interests between Eligible Employees and the Shareholders and to support Eligible Employees in fulfilling their Share Ownership Requirements. The DSU Plan is administered by the Governance, Ethics and Compensation Committee.

No DSUs have been issued to Eligible Employees prior to 2016 and participation in the Amended DSU Plan by such Eligible Employees remains entirely at the Eligible Employee's discretion, since no given portion of an Eligible Employee's "**Annual Eligible Remuneration**" has been determined by the Board to be mandatorily payable in DSUs. For the purpose of the Amended DSU Plan, the Annual Eligible Remuneration is the amount of the annual bonus or other annual short term incentive compensation payable to an Eligible Employee in respect of his or her duties and performance as an employee of the Corporation. However, the Amended DSU Plan allows the Board to revise this policy and to require that a certain portion of the Annual Eligible Remuneration be paid in DSUs to Eligible Employees to help them achieve their applicable Share Ownership Requirements.

In the event of termination of employment for cause (or resignation contemporary to the discovery by the Corporation of any basis or grounds for termination for cause), all DSUs granted, vested or credited in favor of a Participant will be forfeited and cancelled effective immediately upon such termination and such Participant will not be entitled to any payment, benefit or other right under the Amended DSU Plan.

The Amended DSU Plan also clarifies certain matters relating to Participants subject to United States taxation.

NEW RSU PLAN

Upon a recommendation of the Governance, Ethics and Compensation Committee, the Board approved in December 2015, effective from January 1, 2016, the creation and issuance of new restricted share units granted or to be granted by the Corporation ("**New RSUs**") in accordance with a newly adopted Restricted Share Unit Plan (the "**New RSU Plan**"). The New RSU Plan was designed to increase the interest in the Corporation's welfare of Eligible Participants, who share responsibility for the management, growth and protection of the business of the Corporation or a Subsidiary, to provide an incentive to Eligible Participants to continue their services for the Corporation or a Subsidiary and to provide a means through which the Corporation may attract, motivate and retain key personnel. The New RSU Plan is administered by the Governance, Ethics and Compensation Committee. Once vested, New RSUs issued under the New RSU Plan are payable in cash only.

For each grant of New RSUs under the New RSU Plan, the Governance, Ethics and Compensation Committee shall (i) fix the number or dollar amount of New RSUs, as the case may be, to be granted to each Eligible Participant and the date or dates on which such New RSUs shall be granted (the "Award Date") and (ii) determine the relevant conditions and vesting provisions and Restriction Period of such New RSUs. Under the New RSU Plan, (i) New RSUs shall vest three years after the Award Date unless otherwise provided for by the Governance, Ethics and Compensation Committee (the "**Vesting Date**") and (ii) the "**Restriction Period**" shall be determined by the Governance, Ethics and Compensation Committee, but in all cases shall end no later than December 31 of the calendar year which is three years after the calendar year in which the award is granted. Although the Governance, Ethics and Compensation Committee could provide at the time of granting New RSUs for any vesting conditions as it deems appropriate, the Corporation expects the vesting of all New RSUs to be time-based only.

If a dollar amount of New RSUs is granted instead of a specified number of New RSUs, the Participant's account shall be credited with a number of New RSUs equal to the approved dollar amount divided by the market value of one Share, which shall be (i) if the grant is made outside a Black-Out Period, including if the grant is declared outside a Black-Out Period as part of a periodic grant program but with an effective Award Date that falls within a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five Trading Day period ending on the last Trading Day before the Award Date or, if not available, the last available closing market price of the Shares at the time of the grant, or (ii) if the grant is made during a Black-Out Period, the volume weighted average trading price of the Shares on the TSX for the five Trading Day period following the last day of such Black-Out Period.

In accordance with the terms of the New RSU Plan, a Dividend Equivalent is to be computed in the form of additional New RSUs calculated on each dividend payment date in respect of which normal cash dividends are paid on the Shares. Such New RSUs are credited annually on April 15 and shall vest on the Vesting Date according to the same vesting conditions as the underlying New RSUs. Dividend Equivalents are computed as of each dividend payment date by dividing: (i) the amount obtained by multiplying the amount of each dividend declared and paid per Share by the number of New RSUs recorded in the Participant's account on the record date for the payment of such dividend, by (ii) the weighted average trading price of the Shares on the TSX for the five trading days immediately following the dividend record date for the payment of any dividend made on the Shares, rounded down to the next whole New RSU.

At latest on the 30th day after a Vesting Date, Participants are entitled to receive payment in cash for each New RSU which vested on that date in an amount equal to the number of vested New RSUs multiplied by the volume weighted average trading price of the Shares on the TSX for the five trading day period immediately preceding the Vesting Date, less any applicable withholding taxes.

Upon a Participant's retirement, if a Participant's employment is terminated other than for cause, or if a Participant becomes Disabled (as defined in the New RSU Plan), subject to any resolution passed by the Governance, Ethics and Compensation Committee, a pro-rated payment, based on the amount of time such Participant was actively employed since the Award Date and the total length of the New RSUs' vesting period, will be paid to the Participant after each applicable vesting date. However, the Participant shall cease to accumulate Dividend Equivalents as of the separation date.

The New RSU Plan also provides that in the event of a Change of Control (as defined in the New RSU Plan), all outstanding New RSUs shall vest immediately.