



RBC Royal Bank  
of Canada

June 11, 2025

WSP Global Inc.  
1600 René-Lévesque Boulevard West  
11<sup>th</sup> Floor  
Montréal, Québec H3H 1P9

Attention: [REDACTED]

### AGENCY FEE LETTER

Ladies and Gentlemen:

**RE: £230,000,000 Credit Facility**

Reference is made to (i) the syndication letter dated as of the date hereof (the “**Syndication Letter**”) among WSP Global Inc. (“**WSP**” or “**you**”) and Royal Bank of Canada (the “**Administrative Agent**”, “**we**”, “**us**” or “**our**”); and (ii) the credit agreement dated the date hereof among, *inter alios*, you and the Administrative Agent (the “**Credit Agreement**”). Capitalized terms used but not defined herein are used with the meanings assigned to them in the Credit Agreement.

This letter will supplement the Syndication Letter and the Credit Agreement by setting forth the arrangements relating to compensation for certain services rendered and to be rendered by the Administrative Agent. The fees set forth below shall be non-refundable when paid and shall be in addition to, and not creditable against, any other fee, including, without limitation, any fee payable to the Administrative Agent or any of its Affiliates, pursuant to any other agreement or for acting in any other capacity.

As consideration for the Administrative Agent’s accepting to perform the functions of administrative agent under the Credit Agreement, you agree to pay or cause to be paid to Royal Bank of Canada, for its sole and exclusive benefit in its capacity as Administrative Agent, an agency fee of USD\$30,000. Such agency fee shall be earned on the Effective Date and payable quarterly in advance commencing on the UK Acquisition Closing Date and on the last Business Day of each fiscal quarter thereafter for so long as the Credit Agreement remains in full force and effect and Royal Bank of Canada continues to act as Administrative Agent.

You hereby covenant to do, execute and deliver or cause to be done, executed and delivered all such further acts, documents and things as the Administrative Agent may request for the purpose of giving effect to this letter and to each and every provision hereof.

Please indicate your acceptance of the provisions hereof by signing a copy of this Agency Fee Letter and returning same by e-mail to the attention of [REDACTED] by no later than 3:00 P.M. (EDT) on June 11, 2025.

This letter is for the benefit of the Administrative Agent and its successors and permitted assigns and shall be binding on you and your successors and permitted assigns.

This Agency Fee Letter sets forth the entire agreement between the parties with respect to the matters addressed herein and supersedes all prior communications, written or oral, with respect thereto.

This letter will be governed by and interpreted in accordance with the laws of the Province of Quebec including the federal laws of Canada applicable therein.

The parties hereto have expressly required that this Agency Fee Letter be drafted in the English language. *Les parties aux présentes ont expressément exigé que les présentes soient rédigées en langue anglaise.*

Yours truly,

**ROYAL BANK OF CANADA**, as Administrative  
Agent

Per: \_\_\_\_\_

Name

Title

Per: \_\_\_\_\_

Name:

Title:

**ROYAL BANK OF CANADA**, as Administrative Agent

Per: \_\_\_\_\_

Name: [REDACTED]  
Title: [REDACTED]

Per: \_\_\_\_\_

Name: [REDACTED]  
Title: [REDACTED]

ACCEPTED on June 11, 2025

**WSP GLOBAL INC.**

Per: \_\_\_\_\_

Name

Title:

