2024 ANNUAL REPORT

WHO WE ARE

OUR PURPOSE

We exist to shape communities to advance humanity.

OUR GUIDING PRINCIPLES

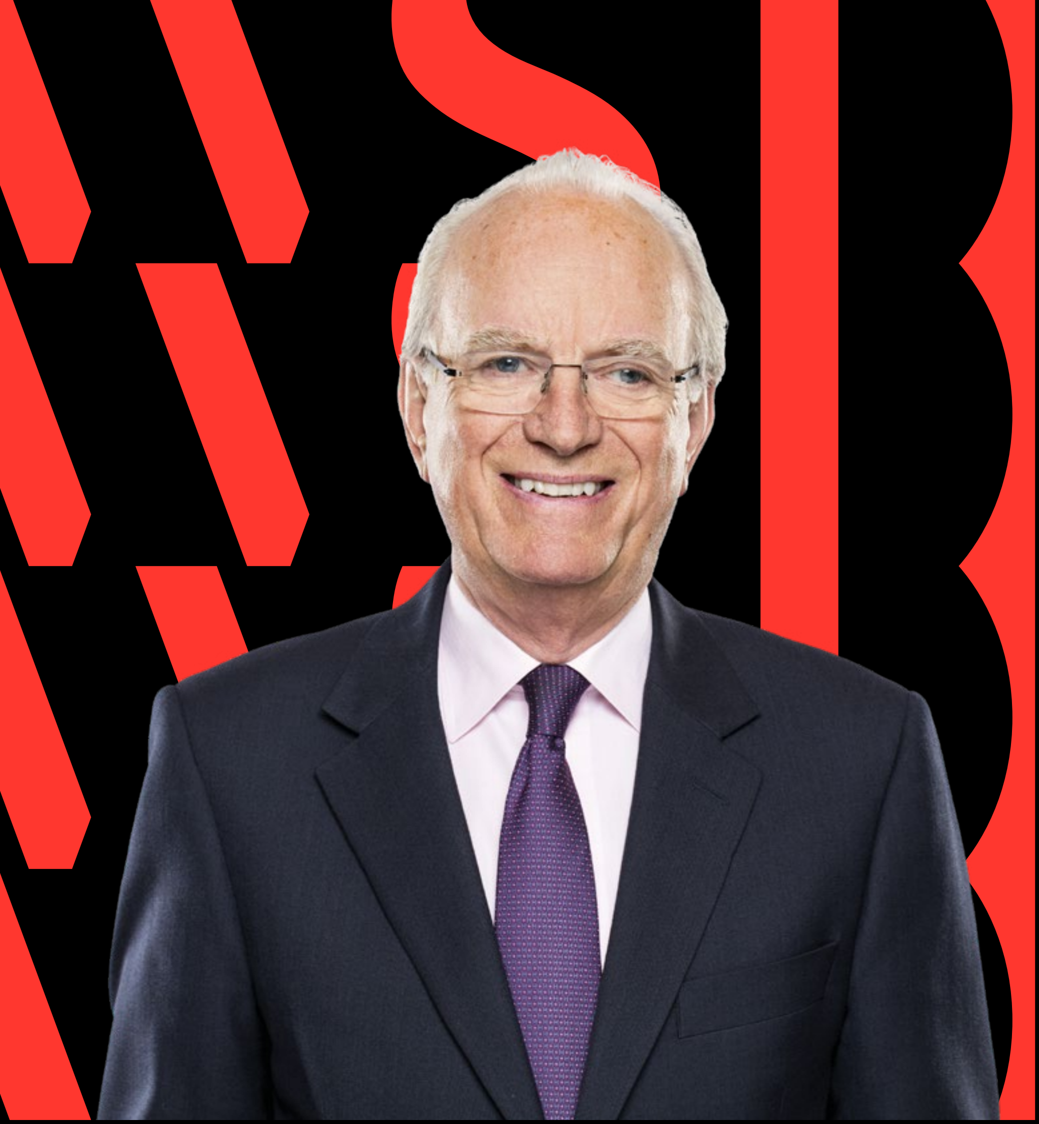
We value our people and our reputation /

We are locally dedicated with international scale /

We are future-focused and challenge the status quo /

We foster collaboration and partnership in everything we do /

We have an empowering culture and hold ourselves accountable /



“We surpassed our ambitions, which provides positive momentum and a strong foundation for our new Global Strategic Action Plan. ”

—

Chris Cole
Chairman of the board

CHAIRMAN’S MESSAGE

Before commenting on the great progress made this past year, I am very pleased to share with you the successful completion of our 2022-2024 Global Strategic Action Plan. We surpassed our ambitions, which provides positive momentum and a strong foundation for our new Global Strategic Action Plan.

Reflecting on 2024, our operations delivered a solid financial performance with increased net revenues, mainly through continued elevated organic growth. These results underpin our commitment to drive leading performance, supported by our talented and loyal employees—our Visioneers—and cherished clients across all our geographies and markets.

I would like to sincerely thank our employees for this strong showing—under the steady guidance of our experienced leadership team. I am continually impressed by their level of excellence, and it is deeply rewarding to see our leaders acknowledged among peers. Notably, our President and CEO, Alexandre L'Heureux, was recognized as EFCG's 2024 CEO of the Year and was just recently named Canada's Outstanding CEO of the Year by Bennett Jones LLP, Caldwell, KPMG and the National Post—accolades that merit celebration. With our aspirations in mind, we strengthened our executive team even further by appointing Mark Naysmith as Global Chief Operating Officer to support our ambitions in 2025 and beyond.

The transformational acquisition of POWER Engineers marked a strategic milestone for WSP, anchoring our presence in the power and energy market. We received tremendous support for this transaction, with a concurrent equity raise of $1.15B, which included continued endorsements from our valued institutional shareholders.

Our Board engaged changes in 2024 with the retirement of two valued members. On behalf of the Board, I express our appreciation for the significant, long-term contribution made by Pierre Shoiry, including eight years as Vice Chairman.

We also recognize the contributions of Paul Raymond, who served as a member of the Audit Committee from 2019.

As we continue to develop a highly qualified, experienced, and diverse Board to oversee WSP's strategy and growth, we were delighted to welcome Martine Ferland, who also joined our Governance, Ethics and Compensation Committee.

I would like to commend the Board for its dedicated stewardship, steadfast direction and ongoing commitment to upholding the highest standards of governance and risk management. In particular, I highlight our responsiveness and attentiveness to the challenging geopolitical events of our time—demonstrating the sensitivity and vigilance required to safeguard our people, our business and our client relationships.

In a world where change and disruption are becoming normal, WSP has the scale, resources and expertise to deliver high-impact solutions for our clients worldwide. We are well-positioned to leverage the opportunities stemming from megatrends. We are at the forefront of advising our clients on all matters related to artificial intelligence and digitization as well as climate change, the energy transition and the wider sustainability agenda, with many independent international organizations recognizing these credentials.

Sustainability in all its facets remains core to WSP and guides how we look after our people and our business. As a Board, our motivation to track and encourage progress in this area goes well beyond duty. It is rooted in our deep commitment to good corporate citizenship and to doing what is right for the benefit of our people, clients and shareholders.

From elevating our employee experience to enhancing our client-centric focus, we are continually striving to raise the bar and lead by example in everything we do.

Looking ahead, our focus shifts to our 2025-2027 Global Strategic Action Plan ambitions, and I eagerly anticipate the dynamic journey that lies ahead. To complement the exciting release of our Plan, we have also received an overwhelmingly positive response to our newly refreshed brand, which reinforces our worldwide reputation and signals a bold and ambitious future for WSP.

I am honoured to serve as Chairman of WSP and remain grateful for the enduring trust and confidence of our employees, clients, investors, and other stakeholders. ■

"In fiscal 2024, robust demand for our services and sustained growth in key regions enabled us to deliver well above expectations."

—

Alexandre L'Heureux
President and
Chief Executive Officer

PRESIDENT AND CEO'S MESSAGE

This year was marked by consolidation, expansion, and stellar execution. I am incredibly proud of our progress and performance in the final year of our 2022-2024 Global Strategic Action Plan. Our team delivered solid organic growth, strong financial performance, and enhanced profitability, setting the stage for the journey ahead.

In fiscal 2024, robust demand for our services and sustained growth in key regions enabled us to deliver well above expectations, with record net revenues[1] and adjusted EBITDA[2]—both exceeding the high end of our outlook for the year.

1. Total of segments measure. Refer to section 8.1, "Net revenues" of WSP's Management's Discussion and Analysis for the quarter and year ended December 31, 2024 ("MD&A") for a reconciliation to revenues.
2. Non-IFRS financial measure without a standardized definition under IFRS, which may not be comparable to similar measures used by other issuers. Refer to section 22, "Glossary of segment reporting, non-IFRS and other financial measures", of WSP's MD&A for explanations of the composition and usefulness of this non-IFRS financial measure. Quantitative reconciliations of the non-IFRS financial measure to the most directly comparable IFRS measure are incorporated by reference to sections 8.3, "Adjusted EBITDA" of WSP's MD&A.

Staying true to our disciplined approach to acquisitions, we completed five transactions, welcoming approximately 4,815 new colleagues. We further diversified our footprint and capabilities in key market sectors and regions, namely in EMEIA with the addition of Proxion and 1A Ingenieros, in the USA with AKF, and in Canada with Communica.

Most significantly, we completed the transformational acquisition of POWER Engineers, realizing a pivotal strategic ambition and enabling WSP to become the preeminent pure-play global consulting firm for the world's energy transition.

WSP has established a leading position across our four primary market sectors: Transportation & Infrastructure, Earth & Environment, Property & Buildings, and Power & Energy. This strategic positioning facilitates extensive cross-selling opportunities, thereby enhancing the value we deliver to our clients.

We continue to invest in our operations with a focus on efficiency. The initiatives implemented have yielded results, contributing to continued margin expansion throughout the year.

Additionally, we announced the appointment of Mark Naysmith as our Global Chief Operating Officer, effective January 2025. With more than 35 years of leadership experience at WSP, Mark now oversees global operations, promotes growth, drives financial performance, and fosters collaboration to further leverage our global scale.

The heartbeat of our success

Today, we have a team of approximately 73,000 talented professionals across the globe. We refer to them as our Visioneers—recognizing their roles as world shapers, pioneers, pathfinders, and impact makers. They are our superpower, driving WSP forward with their innovative spirit and passion for addressing the world's most complex challenges.

We rely on them to pioneer change in a world undergoing rapid transformation. Megatrends, such as the energy transition, urbanization, and the digital revolution, are reshaping our planet and driving the demand for our expertise. Our team of professionals, with their diverse and profound knowledge, is poised to navigate and leverage these changes, ensuring WSP remains at the forefront of shaping sustainable communities. To nurture their efforts, we remain steadfast in fostering an environment where our people can thrive both professionally and personally. We continue to prioritize promoting from within and remain dedicated to fulfilling 75% of our leadership roles internally. In 2024, we also made significant strides in cultivating our culture of ownership and shared success through the global rollout of our employee share purchase plan "Own It".

2022-2024 achievements

As we look ahead to the future, it is essential to acknowledge and celebrate the remarkable achievements that have shaped WSP.

As a leading compounder and value creator, we over-delivered on our 2022-2024 Global Strategic Action Plan and the ambitious financial targets we set three years ago. Our teams drove historic levels of organic growth, enhanced our client experience, and strengthened our platform with advanced technologies. By completing 16 strategic acquisitions during the three-year cycle, we also expanded our talent pool and deepened our capabilities in strategic areas.

These achievements solidified our position among the leaders in our industry and have laid the groundwork for accelerated growth. More than ever, we have a truly global business that is highly diversified on many fronts and poised to keep driving sustainable growth and leading financial performance.

The future of WSP

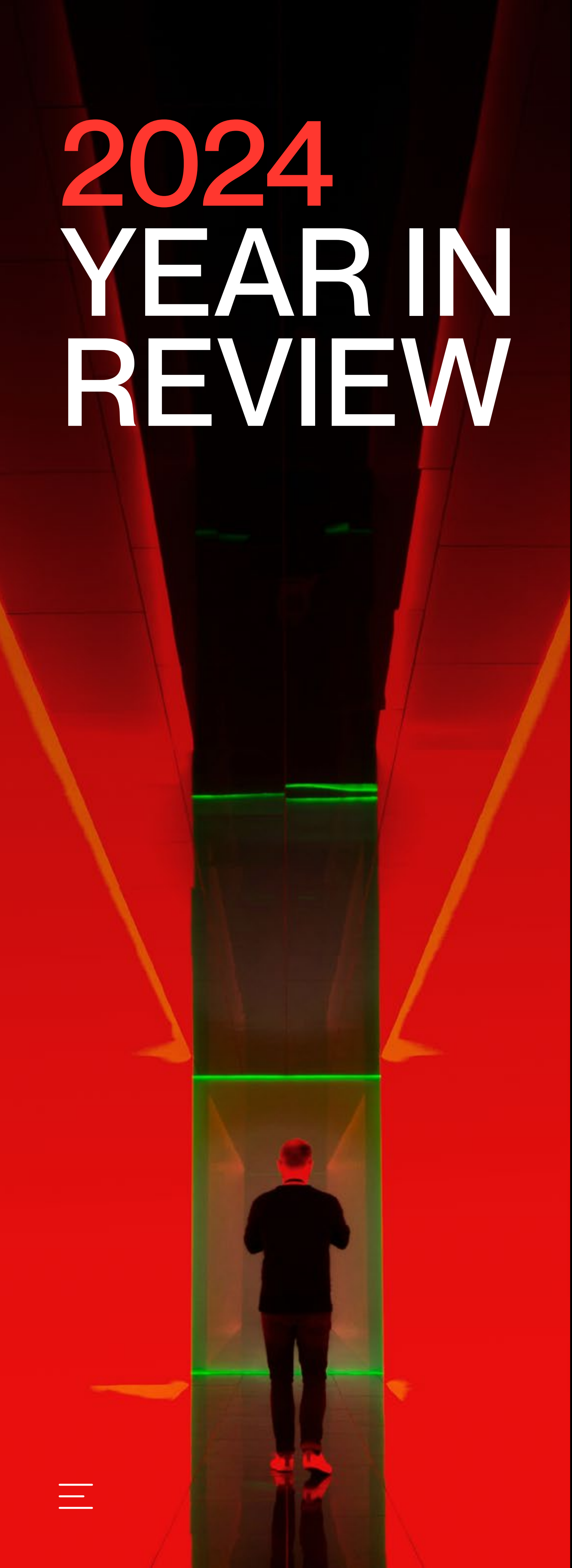
We kicked off 2025 with much excitement. We unveiled a refreshed brand identity and launched our 2025-2027 Global Strategic Action Plan—our roadmap for an ambitious three-year cycle focused on pioneering change for empowered growth. We intend to push boundaries even further, drive greater innovation, meaningfully invest in digital, and unleash the limitless potential of WSP. Our ambition is to be a catalyst of change in modernizing our industry.

To support our strategic ambitions, we are broadening our reach and evolving our long-term vision to become a leading brand within the professional services universe.

"We intend to push boundaries even further, drive greater innovation, meaningfully invest in digital, and unleash the limitless potential of WSP."

WSP will continue to constantly enhance, grow, adapt, and unlock new opportunities. I must express my gratitude to our people for their ongoing dedication; our clients around the world for their continued trust and partnership; our shareholders and investors for their unwavering confidence in our vision; and our Board members for their support and invaluable guidance.

With a clear strategy, a bold new brand, and an exceptional team, we believe we are uniquely positioned to create an enduring legacy of greater impact. ■



2024 YEAR IN REVIEW

JANUARY 17
WSP named in Corporate Knights' Global 100 ranking of the most sustainable corporations

MARCH 21
WSP acquires Communica, reinforcing its Indigenous and stakeholder engagement services in Canada

MARCH 26
WSP acquires Proxion, strengthening its critical railway infrastructure expertise in Finland

APRIL 3
WSP announces the appointment of Joe Sczurko as President of WSP in the USA

MAY 1
WSP acquires AKF, expanding its Property & Buildings practice across the U.S. Northeast

JUNE 5
WSP completes acquisition of 1A Ingenieros, significantly growing its presence in Spain and in the Power sector

JUNE 25
WSP honoured with a record four accolades at Environment Analyst's Sustainability Delivery Awards

JULY 29
WSP recognized as a leader in environmental services consulting by independent research firm, Verdantix

AUGUST 28
WSP tops ENR's international design firm ranking for fourth consecutive year

OCTOBER 1
WSP completes acquisition of POWER Engineers, a 4,000-employee firm leading in Power & Energy and names Holger Peller as Global Director, Power & Energy

NOVEMBER 6
WSP announces the appointment of Mark Naysmith as Global Chief Operating Officer and Paul Reilly as President and Managing Director, WSP UK and Ireland

DECEMBER
Dean McGrail takes over leadership of Asia region, as President, Middle East & Asia

Kathleen McGrail is appointed Global Director, Advisory Services and joins the Global Leadership Team

WSP TODAY

72,800
EMPLOYEES WORLDWIDE

CANADA

12,600 EMPLOYEES | **17%** OF TOTAL REVENUES

EMEIA
Europe, Middle East, India and Africa

25,700 EMPLOYEES | **27%** OF TOTAL REVENUES

AMERICAS
United States and Latin America

23,000 EMPLOYEES | **43%** OF TOTAL REVENUES

APAC
Asia Pacific

11,500 EMPLOYEES | **13%** OF TOTAL REVENUES

REVENUES BY MARKET SECTOR[1] (%)

37%	Transportation & Infrastructure
31%	Earth & Environment
21%	Property & Buildings
11%	Power & Energy

For the year ended or as at December 31, 2024.

1. Based on revenues for the year ended December 31, 2024, including pro forma revenues for the POWER Acquisition over twelve months.

2024 FINANCIAL HIGHLIGHTS

We are pleased to report solid 2024 results, driven by sustained high demand for our expert services leading to strong organic growth and increased profitability. With these results, we surpassed our financial targets for the 2022-2024 strategic cycle.

$16.17B
Revenues (CAD)

$12.17B
Net revenues (CAD)

7.5%
Organic growth in net revenues[1]

$15.6B
Backlog (CAD)

$2.19B
Adjusted EBITDA (CAD)

18.0%
Adjusted EBITDA margin[2]

$1.27B
EBIT[3] (CAD)

$681M
Net earnings attributable to shareholders (CAD)

$5.40
Basic net earnings per share attributable to shareholders (CAD)

72
Days sales outstanding (DSO)[1]

1. Supplementary financial measures. Net revenue organic growth represents the period-over-period change in net revenues, excluding net revenues of businesses acquired or divested in the twelve months following the acquisition or prior to the divestiture, expressed as a percentage of the comparable period net revenues, adjusted to exclude net revenues of divested businesses, all calculated to exclude the impact of foreign exchange. Days Sales Outstanding (DSO) represents the average number of days to convert the Corporation's trade receivables (net of sales taxes) and costs and anticipated profits in excess of billings, net of billings in excess of costs and anticipated profits, into cash.
2. Non-IFRS ratio without a standardized definition under IFRS, which may not be comparable to similar ratios used by other issuers. Refer to section 22, "Glossary of segment reporting, non-IFRS and other financial measures", of WSP's MD&A for explanations of the composition and usefulness of this non-IFRS ratio. Adjusted EBITDA margin is defined as adjusted EBITDA expressed as a percentage of net revenues.
3. EBIT is defined as earnings before net financing expense and income taxes.

2025-2027 GLOBAL STRATEGIC ACTION PLAN

On February 12, 2025, WSP released its 2025-2027 Global Strategic Action Plan:

PIONEERING CHANGE FOR EMPOWERED GROWTH

This strategic roadmap outlines four key focus areas for the next three years as well as their related targets[1].

01

GROW OUR KEY MARKETS AND SERVICES TO REMAIN FUTURE READY®

GEOGRAPHIES, MARKETS & SERVICES

Capitalize on key regions and expand in geographies with growth opportunities. Leverage our market leadership to evolve capabilities, offer end-to-end project lifecycle services and expand in select high-growth areas*.

DIGITAL OFFERINGS

Evolve service offerings to systematically include a digital component for projects and remain at the forefront of innovation.

ACQUISITION STRATEGY

Maintain our disciplined acquisition strategy, targeting opportunities that align with our criteria and growth objectives.

>10% organic net revenue growth[2] in selected high-growth areas

>90% platform in OECD countries

>$200M investments in research & development, innovation and digital

02

EXPAND OUR CLIENT-CENTRIC AND DELIVERY CULTURE

GO-TO-MARKET STRATEGY

Strengthen our WSP Client Program and develop thematic offerings to broaden client relationships with our full suite of services.

GROWTH MINDSET

Elevate our growth leaders to increase the depth and impact of WSP's client-centric approach and mindset.

PROJECT DELIVERY EXCELLENCE

Enable a best-in-class project delivery experience to boost performance, drive efficiency and leverage global expertise.

Double clients generating over $100M in annual net revenues[3]

>1.5x WSP Client Program organic growth rate vs. rest of business

10% reduction in project margin erosion per year

* High-growth areas: Digital, Energy Transition, Water, Advanced Manufacturing & Mission Critical, Project & Program Management, Advisory, Mining & Metals.
1. Except where mentioned as an annual target, targets are expected to be achieved by December 31, 2027.
2. Supplementary financial measure that is forward looking. See footnote 1 on page 11 for a description of this measure. See pages 31-32 for the forward-looking statements disclaimer.
3. Total of segment measure that is forward looking. See pages 31-32 for the forward-looking statements disclaimer.

03

LEVERAGE OUR PLATFORM AND ENABLE OPERATIONS

DIGITAL TRANSFORMATION

Complete the ERP implementation and further leverage emerging technologies to optimize processes and capture the benefits of our transformation journey.

BUSINESS PARTNER INTEGRATION

Bring corporate functions together to unify our service delivery model, drive automation and better support our business for growth and performance.

OPERATIONAL PERFORMANCE

Maintain a disciplined focus on driving key operational levers to further enhance efficiency.

30 to 50 bps increase in adjusted EBITDA margin[1] per year

100% completion of ERP project

~$100M investments in systems and tools to enable operations

04

EMPOWER OUR PEOPLE FOR LIMITLESS OPPORTUNITIES AND GROWTH

PEOPLE EXPERIENCE

Empower and develop our people to reach their full potential by providing clear career paths, enabling them to take ownership of their careers and play to their strengths.

LIMITLESS OPPORTUNITIES

Unlock a dynamic future of internal possibilities – from virtual to local and global – with experiences and opportunities as unique and diverse as our people.

OWNERSHIP CULTURE

Make our employee share purchase plan available across the business, enabling our people to share in our collective success.

150 bps decrease in voluntary turnover

75% executive leadership roles filled internally

>30,000 employee shareholders

LONG-TERM VISION

BECOMING A LEADING BRAND IN THE PROFESSIONAL SERVICES UNIVERSE

Our strategic ambitions support this long-term vision and our desire to be a catalyst of change in modernizing our industry.

For a full overview of WSP's 2025-2027 Global Strategic Action Plan, please visit **wsp.com**. →

1. Non-IFRS ratio that is forward looking. See pages 31-32 for the forward-looking statements disclaimer.

OUR PROJECTS

We leverage our global scale and local expertise to deliver remarkable projects that bring positive change.

Here is a selection of our transformative projects from around the world.

A MODERN HOME FOR CHILDREN'S HEALTHCARE

PROJECT — Children's Healthcare of Atlanta - Arthur M. Blank Hospital

LOCATION — USA

Read more →

WSP played a pivotal role in the design of Children's Healthcare of Atlanta's Arthur M. Blank Hospital.

This 446-bed facility houses 19 general operating rooms, in addition to the Heart Center and the Aflac Cancer and Blood Disorders Center. A special care unit will treat highly infectious diseases. The pediatric space incorporates innovations that will serve the immediate needs of patients and their families while anticipating tomorrow's healthcare challenges.

Thanks to its point-of-care services, this facility will also offer patients a shorter time to treatment.

19
NUMBER OF FLOORS

446
BEDS – HOSPITAL CAPACITY

2M sq. ft.
FLOOR AREA

"It has been a privilege to help one of the top children's hospitals in the country quite literally lay the foundation for its next hundred years. We have been inspired by patients and staff to create inviting and innovative spaces."

—

Douglas Lacy
Senior Vice-President and Senior Technical Director, Property and Buildings at WSP in the USA

UNLOCKING FASTER, SMARTER DECISIONS FOR LAND USE

PROJECT — Land iQ
LOCATION — Australia
Read more →

In partnership with Giraffe and Aerometrex, WSP has developed Land iQ for initial use by the Department of Planning, Housing and Infrastructure in New South Wales, Australia.

This transformative tool aims to streamline land use planning for various agencies. Thanks to WSP's Future Ready® approach, Land iQ is poised to enhance decision making across the whole of government.

Land iQ is used to assess the social, economic, environmental and financial impacts of land use changes, potentially leading to major cost savings. Benefits include:

- Collaborative approach to land use planning.
- Centralized data register and direct links to government databases.
- Robust digital visualization planning tool.
- Alignment with existing and future infrastructure.
- Integration of 3D designs.

Land iQ has played a crucial role in flood recovery efforts in the Northern Rivers and is regularly used by an array of NSW Government departments to support strategic initiatives.

Land iQ will soon be available to industry users in NSW and WSP has the rights to commercialize Land iQ in other jurisdictions worldwide via license agreements with the NSW Government to utilize their IP.

40
LAND USE TYPOGRAPHIES

200
DATASETS

LEED and
WELL v2™ Silver
CERTIFICATIONS

132,553 m²
FLOOR AREA

400
BICYCLE
PARKING SPOTS

A SHINING STAR IN MONTRÉAL'S SKYLINE

PROJECT — National Bank Place
LOCATION — Canada
Read more →

The largest commercial real estate project in Montréal in 30 years, National Bank's new head office is a bold, 40-storey project that marries cutting-edge design with eco-friendly principles.

Located in the city's historic and rapidly transforming Saint-Jacques district, the building aims to redefine urban architecture while embodying the bank's values of modernity, flexibility and environmental responsibility. It meets rigorous standards for sustainable development, climate and seismic resilience, and it provides a space tailored for hybrid work.

With an aim to secure LEED and WELL v2™ Silver certifications, we selected locally sourced low carbon materials and designed the building for maximum energy efficiency. To promote rainwater infiltration and on-site retention, we integrated green spaces into the design, including a green roof. A 4,000 m² outdoor green park between the two buildings creates a calming natural space that underscores the project's commitment to enhancing quality of life.

A FEAT OF TECHNICAL AND ECONOMIC FEASIBILITY

PROJECT — Odra Energia floating offshore wind farm
LOCATION — Italy
Read more →

1,325 mW
OFFSHORE WIND PLANT

90
FLOATING WIND TURBINES

40 km
CONNECTION PIPELINE

In connection with the Odra Energia floating offshore wind farm, WSP in Italy was commissioned to prepare the environmental impact assessment application. This ambitious 1,325 mW project will connect to the Terna power station via a 40 km-long underground cable system.

Using a design envelope approach, WSP conducted a comprehensive technical and economic feasibility assessment. The team performed an extensive constraint analysis based on multi-level planning criteria, while developing detailed specifications for the floating foundation structures and electrical systems. The assessment encompassed thorough geological and geotechnical studies, alongside robust maintenance and operational planning frameworks.

WSP's analysis included critical safety considerations, addressing navigational hazards and emergency protocols, as well as technical requirements for port facilities and auxiliary equipment. The project's environmental impact was carefully evaluated through sophisticated marine weather studies, oceanographic analysis, and specialized modeling of sediment dispersion and wave patterns.

BOOSTING BIODIVERSITY IN POWER

18
EUROPEAN CASE STUDIES

12
KEY PRINCIPLES FOR BIODIVERSITY

PROJECT — Power Plant 2.0 guidebook
LOCATION — Europe
Read more →

Biodiversity is declining at an alarming rate: in Europe, 80% of natural habitats are in poor condition as climate change drives biodiversity loss[1]. It has been confirmed that renewable-led decarbonization can lower risks to biodiversity by 75% while reverting 50% of climate change-induced land loss[2].

Mindful of the twin threats of climate change and biodiversity loss, WSP supported Eurelectric as a knowledge partner on its Power Plant 2.0 guidebook. In addition to setting out key principles for biodiversity and environmental protection, this useful guide proposes steps to be followed for renewable and grid projects. For example, hydropower developers could aim to identify and avoid freshwater habitats or species by prioritizing sites in altered or impaired areas.

Europe's power system is undergoing transformation amid efforts to double renewable capacity by 2030. Power Plant 2.0 will help the renewables industry lead the way by integrating biodiversity with a view to achieving nature-positive outcomes.

"We are proud to have developed the Power Plant guidebook alongside Eurelectric, a practical framework for scaling up nature-inclusive design and good operational practices across renewables and grid projects."

—

Jonny Miller
Technical Lead, Biodiversity Net Gain at WSP in the UK

1. Source: European Commission (2022).
2. Source: WWF (2023).

WORKING TOWARD A SUSTAINABLE REE SUPPLY

PROJECT — Rare earth element mineral resource estimate
LOCATION — Norway
Read more →

The International Energy Agency anticipates soaring demand for rare earth elements (REEs). These metals are a crucial component of high-tech products, from cell phones to flat screens. However, it is their role in the green energy transition that has thrust them into the global spotlight. With supply highly concentrated in China, end-users are eagerly seeking new projects to ensure a more sustainable supply chain.

The Fen complex in Telemark, Norway may well become a major supplier. Reportedly Europe's largest REE deposit, it is owned by Rare Earths Norway (REN). The company launched its first Mineral Resource Estimate (MRE) in 2024, with WSP building the geological model and deriving the MRE.

Our involvement in this project dates back to 2021, including exploration planning, on-site training, risk mitigation, and conceptual mine design. REN also engaged with WSP occupational hygienists on plans to mitigate any occupational health considerations linked to REE mining and processing.

10
DISCIPLINES OF EXPERTISE

6
INTERNATIONAL OFFICES – HIGH LEVEL COORDINATION

Partnering with WSP's multidisciplinary teams can help companies like REN as they seek to bring essential supplies of critical minerals to market.

AWARD-WINNING STRUCTURAL DESIGN

PROJECT — Cainiao Smart Gateway Logistics Centre
LOCATION — Hong Kong, China
Read more →

WSP's award-winning structural design and smart solutions have shaped one of Hong Kong's largest and most technically advanced logistics centres, located in Hong Kong International Airport's South Cargo Precinct.

This logistics centre has an excellent location and is equipped with cutting-edge smart logistics technology to create a world-class high-end logistics centre for major companies in Asia, connecting the Greater Bay Area and other international cities.

Cainiao Smart Gateway spans 12 floors and covers a total area of 4,100,000 square feet. It is designed to cater to both air cargo (B2B) and e-commerce (B2C) logistics, dovetailing with the airport's cargo development strategy. WSP served as the structural, geotechnical and civil engineering consultant on this joint venture project.

The entire structural design maximizes the performance of the structural materials and the use of available space enabling the structure and building layout to be better integrated, to meet the requirements of logistics functions and maximize warehouse storage capacity.

12
NUMBER OF FLOORS

>300 m
LENGTH OF THE BUILDING

118 m
ABOVE GROUND HEIGHT

A SUSTAINABLE MILESTONE IN CHILEAN MINING

PROJECT — Ventanas smelter closure engineering

LOCATION — Chile

Read more →

4

INTERNATIONAL OFFICES – HIGH-LEVEL COORDINATION

1st

COMPREHENSIVE AND SUSTAINABLE SMELTER CLOSURE IN CHILE

The closure of Codelco's Ventanas smelter in Chile, operational since the 1960s, marks a significant transition in one of the country's most densely populated areas, paving the way for improved environmental practices in mining.

Codelco's Vice Presidency of Projects entrusted WSP's team to develop the conceptual engineering for this project, focusing on remediation, waste management and community engagement. This required close collaboration between our offices in Chile, Peru, Italy and France.

Thanks to rigorous risk management by our Health, Safety, Environment and Quality team, the project was completed with zero incidents in 2,900 hours of fieldwork—an achievement recognized by our client.

The project demonstrated a comprehensive approach to sustainability through environmental and social impact assessments.

This achievement demonstrates WSP's leading expertise in closure engineering and environmental remediation and how we contribute to cleaner and more sustainable mining.

PIONEERING WATER SOLUTIONS

PROJECT — Tackling water challenges
LOCATION — Nordics
Read more →

INCREASED
FLOODING RISK IN ALL NORDIC COUNTRIES

EARLY
CONSIDERATION OF WATER MANAGEMENT IN PROJECTS

Heavy rainfall has affected the Nordic region (Denmark, Finland, Norway, Sweden), where infrastructure is struggling to cope with increased precipitation. WSP's experts are devising sustainable solutions to manage cloudbursts without overloading wastewater systems.

Some of Denmark's challenges stem from the fact that its plains are used for agriculture. Also, many areas that were originally wetlands have since been developed. WSP is supporting clients with solutions like stormwater ponds for above-ground management to help address rising groundwater levels and increased flooding risks.

Finland has seen torrential precipitation. WSP's planners are now factoring in a 20% increase in rainwater volume—a key consideration when future-proofing infrastructure.

Extreme weather has left its mark in Norway. Solutions include buildings with green roofs that collect, filter and reuse rainwater.

Sweden has also been hit by severe floods. Since its drinking water and wells are vulnerable to contamination, testing is underway to develop new intake sources.

Our experts in the Nordic region are developing creative solutions to future-proofing the water supply. WSP stands at the forefront of planning and technical knowledge in this area.

SAFEGUARDING FIORDLAND'S VITAL LINK

PROJECT — Homer Tunnel avalanche shelter
LOCATION — New Zealand
Read more →

45 m
LENGTH OF THE SHELTER

157
PREFABRICATED CONCRETE ELEMENTS

Linking Te Anau and Piopiotahi (Milford Sound), Homer Tunnel is the primary access route for visitors traveling to Fiordland National Park, one of New Zealand's most iconic tourist destinations. As part of efforts to address safety concerns, WSP and its partners were commissioned to build a new avalanche shelter at the eastern entrance to the tunnel after demolishing the existing structure.

Under such complex engineering conditions, accelerated techniques were required. To save time and minimize traffic disruptions, the team decided to use pre-cast concrete, with no pilings. Due to avalanche risks, construction could only take place in the late spring and summer.

The new structure can handle huge deposits of snow debris and rockfall impacts. An embankment was also constructed to deflect avalanche flows. Completed in April 2024 the shelter strengthens safety on this alpine route, built to endure Fiordland's extreme conditions.

CORPORATE GOVERNANCE

BOARD OF DIRECTORS

01 / CHRISTOPHER COLE

CHAIRMAN AND MEMBER OF THE GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE

Director since 2012
Independent
Professional Non-Executive Director

02 / ALEXANDRE L'HEUREUX

PRESIDENT AND CHIEF EXECUTIVE OFFICER, WSP GLOBAL INC.

Director since 2016
Non-independent

03 / LOUIS-PHILIPPE CARRIÈRE

CHAIR OF THE AUDIT COMMITTEE

Director since 2017
Independent
Professional Non-Executive Director

04 / LINDA SMITH-GALIPEAU

CHAIR OF THE GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE

Director since 2019
Independent
Professional Non-Executive Director

05 / MARTINE FERLAND

MEMBER OF THE GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE

Director since 2024
Independent
Professional Non-Executive Director

06 / BIRGIT NØRGAARD

MEMBER OF THE GOVERNANCE, ETHICS AND COMPENSATION COMMITTEE

Director since 2013
Independent
Professional Non-Executive Director

07 / SUZANNE RANCOURT

MEMBER OF THE AUDIT COMMITTEE

Director since 2016
Independent
Professional Non-Executive Director

08 / MACKY TALL

MEMBER OF THE AUDIT COMMITTEE

Director since 2023
Independent
Senior Advisor, Carlyle Group

09 / CLAUDE TESSIER

MEMBER OF THE AUDIT COMMITTEE

Director since 2023
Independent
Professional Non-Executive Director

GLOBAL LEADERSHIP TEAM

* Member of the Executive Leadership Team

01 / ALEXANDRE L'HEUREUX
PRESIDENT AND CHIEF EXECUTIVE OFFICER

02 / ALAIN MICHAUD
CHIEF FINANCIAL OFFICER

03 / MARK NAYSMITH
CHIEF OPERATING OFFICER

04 / PHILIPPE FORTIER
CHIEF LEGAL OFFICER AND CORPORATE SECRETARY

05 / MEGAN VAN PELT
CHIEF HUMAN RESOURCES OFFICER

06 / CHADI HABIB
CHIEF TECHNOLOGY OFFICER AND HEAD OF BUSINESS SOLUTIONS

07 / MARC RIVARD
GLOBAL SENIOR VICE PRESIDENT, OPERATIONAL PERFORMANCE; CHIEF OPERATING OFFICER, AMERICAS

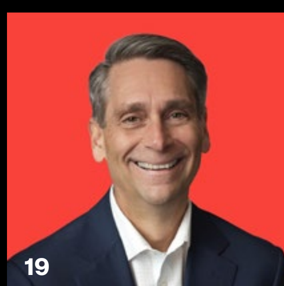
08 / SANDY VASSIADIS
CHIEF COMMUNICATIONS OFFICER

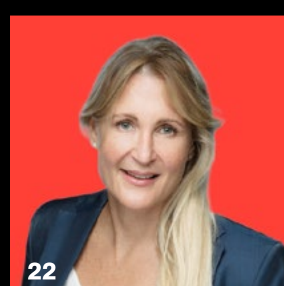
09 / MARC CHABOT
CHIEF GLOBAL CLIENTS OFFICER

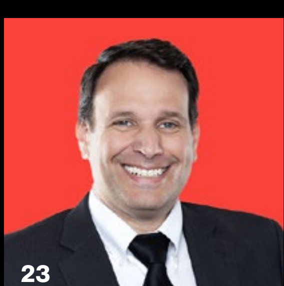
10 / JULIANNA FOX
CHIEF ETHICS AND COMPLIANCE OFFICER

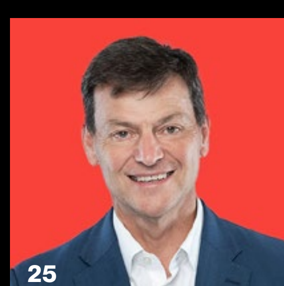
11 / GINO POULIN
CHIEF INFORMATION OFFICER

GLOBAL LEADERSHIP TEAM









12 / IAN BLAIR
MANAGING DIRECTOR, NEW ZEALAND

13 / MARIE-CLAUDE DUMAS
PRESIDENT, CANADA

14 / GREG KANE
PRESIDENT, AUSTRALIA

15 / DEAN MCGRAIL
PRESIDENT, MIDDLE EAST AND ASIA

16 / PETER MYERS
PRESIDENT, LATIN AMERICA AND THE CARIBBEAN

17 / ANNA-LENA ÖBERG-HÖGSTA
PRESIDENT, NORDICS

18 / PAUL REILLY
PRESIDENT AND MANAGING DIRECTOR, UK AND IRELAND

19 / JOSEPH SCZURKO
PRESIDENT, USA

20 / KEVIN BEAUCHAMP
GLOBAL DIRECTOR, MINING AND METALS

21 / ANDRÉ-MARTIN BOUCHARD
GLOBAL DIRECTOR, EARTH AND ENVIRONMENT

22 / KATHLEEN MCGRAIL
GLOBAL DIRECTOR, ADVISORY SERVICES

23 / ERIC PEISSEL
GLOBAL DIRECTOR, TRANSPORTATION AND INFRASTRUCTURE

24 / HOLGER PELLER
GLOBAL DIRECTOR, POWER AND ENERGY

25 / TOM SMITH
GLOBAL DIRECTOR, PROPERTY AND BUILDINGS

2024 MANAGEMENT'S DISCUSSION AND ANALYSIS

WSP Global Inc.

For the fourth quarter and year ended
December 31, 2024

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1 MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("MD&A") of the consolidated financial condition and consolidated results of operations, dated February 26, 2025, is intended to assist readers in understanding WSP Global Inc. (together with its subsidiaries, the "Corporation" or "WSP") and its business environment, strategies, performance and risk factors. This MD&A should be read together with the Corporation's audited consolidated financial statements and accompanying notes for the year ended December 31, 2024. The Corporation's audited consolidated financial statements for the year ended December 31, 2024 have been prepared in compliance with International Financial Reporting Standards Accounting Standards ("IFRS"). All amounts shown in this MD&A are expressed in Canadian dollars, unless otherwise indicated. All quarterly information disclosed in this MD&A is based on unaudited figures.

This MD&A focuses on the Corporation's annual and quarterly results for the year and fourth quarter ended December 31, 2024. The Corporation's second and third quarters are always comprised of 13 weeks of operations. However, the number of weeks of operations in the first and fourth quarters will vary as the Corporation has a statutory December 31 year end. The fourth quarter results include the period from September 29, 2024 to December 31, 2024 and the comparative fourth quarter results include the period from October 1, 2023 to December 31, 2023.

In this MD&A, unless otherwise noted or the context otherwise indicates, references to "WSP", the "Corporation", "it", "its", "we", "our", or similar expressions refer to WSP Global Inc. Where the context requires, these terms also refer to WSP's subsidiaries and associated companies.

2 NON-IFRS AND OTHER FINANCIAL MEASURES

The Corporation's financial statements are prepared in accordance with IFRS. WSP uses a number of financial measures when assessing its results and measuring overall performance. Some of these financial measures are not calculated in accordance with IFRS. *Regulation 52-112 respecting Non-GAAP and Other Financial Measures Disclosure* prescribes disclosure requirements that apply to the following types of measures used by the Corporation:

i. non-IFRS financial measures;
ii. non-IFRS ratios;
iii. total of segments measures;
iv. capital management measures; and
v. supplementary financial measures.

In this MD&A, the following non-IFRS and other financial measures are used by the Corporation: net revenues; total adjusted EBITDA by segment; total adjusted EBITDA margin by segment; adjusted EBITDA; adjusted EBITDA margin; adjusted net earnings; adjusted net earnings per share; free cash flow; trailing twelve months of free cash flow to trailing twelve months of net earnings attributable to shareholders; organic net revenue growth (contraction), acquisition net revenue growth; divestiture net revenue impact; organic backlog growth (contraction); days sales outstanding ("DSO"); and net debt to adjusted EBITDA ratio. These measures are defined in section 22, "Glossary of segment reporting, non-IFRS and other financial measures" and reconciliations to IFRS measures can be found in section 8, "Financial Review" and section 9, "Liquidity".

Management of the Corporation ("Management") believes that these non-IFRS and other financial measures provide useful information to investors regarding the Corporation's financial condition and results of operations as they provide additional key metrics of its performance. These non-IFRS and other financial measures are not recognized under IFRS, do not have any standardized meaning prescribed under IFRS and may differ from similarly-named measures as reported by other issuers, and accordingly may not be comparable. These measures should not be viewed as a substitute for the related financial information prepared in accordance with IFRS.

3 CORPORATE OVERVIEW

As one of the world's leading professional services firms, WSP provides strategic advisory, engineering and design services to clients in the Transportation & Infrastructure, Earth & Environment, Property & Buildings and Power & Energy sectors. WSP's experts include advisors, engineers, environmental specialists, scientists, technicians, architects and planners, in addition to other design and program management professionals. With approximately 72,800 talented people globally, WSP is well positioned to deliver successful and sustainable projects to meet clients' needs.

The Corporation's business model is centered on maintaining a leadership position in each of its end markets and the regions in which it operates by establishing a strong commitment to, and recognizing the needs of, surrounding communities, as well as local and national clients. WSP offers a variety of professional services throughout all project execution phases, from the initial development and planning studies through to the project and program management, design, construction management, commissioning and maintenance phases.

Under this business model, the Corporation benefits from regional offices with a full-service offering. Functionally, sector and regional leaders work together to develop and coordinate markets served, combining local knowledge and relationships with nationally recognized expertise. The Corporation has developed a multidisciplinary team approach whereby employees work closely with clients to develop optimized solutions.

The Corporation is confident it has the capability and the depth of expertise to transform visions into reality that are sustainable in every sense - commercially, technically, socially and environmentally.

The market sectors in which the Corporation operates are described below.

- **Transportation & Infrastructure:** The Corporation's experts advise, plan, design and manage projects for rail, transit, aviation, highways, bridges, tunnels, water, maritime and urban infrastructure. Public and private sector clients, together with construction contractors and other partners, seek the Corporation's global expertise to undertake design services, as well as create medium and long-term transportation and infrastructure strategies, and to provide guidance and support throughout the lifecycle of a wide range of projects and assets. The Corporation offers comprehensive, innovative and value-oriented solutions to assist clients in achieving their desired outcomes and takes great pride in solving clients' toughest problems. The Corporation offers a full range of services locally with extensive global experience and support to successfully deliver projects, helping clients tackle challenges and respond to emerging areas in intelligent mobility, resiliency, decarbonization, operational technology (OT) cybersecurity, social equity, digital project delivery, asset management and design.

- **Earth & Environment:** The Corporation has specialists working with and advising governments and private-sector clients on key aspects of earth sciences and environmental sustainability. The Corporation's experts advise on matters ranging from clean air, water and land, to biodiversity, solutions for the energy transition, climate change and Environmental, Social and Governance ("ESG") issues. They provide specialized services to mining, oil and gas, power, industrial and transportation clients, all of whom operate in highly regulated industries. The Corporation delivers a broad range of advisory and operational services, including due diligence, permit approvals, regulatory compliance, waste/hazardous materials management, geotechnical and mining engineering, water resource management, environmental/social impact assessments, and feasibility and land remediation studies. The Corporation's reputation is built on helping clients worldwide mitigate risk, manage and reduce impacts and maximize opportunities related to sustainability, climate change, energy use, resource extraction and the environment. The Corporation is able to support its clients through the project lifecycle, from design, permitting, planning and operations, to decommissioning and asset remediation.

- **Property & Buildings:** The Corporation is a world-leading provider of technical and advisory services with a track record of delivering commercial real estate, social infrastructure, buildings, places, and industrial and manufacturing facilities of the highest quality. The Corporation is involved at every stage of the project lifecycle, from the business case, through design and construction, to asset management and refurbishment. The Corporation has teams of technical experts across the globe delivering engineering and consultancy services that include decarbonization strategies, digital building design, building engineering design, advisory as well as project and construction management. The Corporation enables its clients to maximize the outcome of their projects across all sectors including commercial and residential, data centres, government and mobility, healthcare, science, technology and manufacturing, hospitality and entertainment.

- **Power & Energy:** The Corporation offers clients integrated solutions on all kinds of energy projects, including clean energy investments like renewables, low-carbon solutions like nuclear or natural gas, large-scale power plants, smaller on-site power generation and efficiency programs, high-voltage direct current transmission, substation design, electrical studies, protection and controls, advanced distribution management systems, storage and distribution. The Corporation's experts can manage large programs, and advise and collaborate during every project stage, delivering multi-discipline engineering full lifecycle solutions. From pre-feasibility studies and community engagement through to operation and decommissioning, the Corporation aims to support clients' transition to more efficient, reliable and sustainable energy.

In addition to these sectors, the Corporation offers a range of highly specialized strategic advisory services:

- **Planning & Technical Advisory Services:** The Corporation helps clients, whether it is environment and sustainability consulting work or advising clients on the planning of their new developments, providing due diligence on transactions, evaluating an asset portfolio, or simply making sure every project is digitally enabled. The Corporation solves problems, delivers innovative and Future Ready® strategies, recommendations, and advice, helping clients to stay competitive and effectively manage and develop their infrastructure and property assets. Public and private sector clients are seeking access to more refined data and “lessons learned” from the Corporation. The Corporation provides local expertise and offers international benchmarks and best practice solutions based on its experience. The Corporation's team blends the technical skills of its global network with a results-oriented approach to provide effective and sustainable strategies that help to advance the communities where it is present.

- **Management Consultancy & Strategic Advisory Services:** The Corporation’s professionals advise its clients to assess the viability of their projects upfront —clients who are embarking on multi-million, or even billion-dollar projects, that often take years before going into design or construction. The Corporation validates the client’s strategies and business cases through multiple assessments for example, environmental, organizational, technical, conceptual, commercial, digital and strategic. The Corporation draws upon the size and scale of its teams to validate the advice, recommendations, proposed strategies, and solutions formulated for clients.

- **Digital Services:** The Corporation’s professionals work throughout the project lifecycle to design innovative solutions through both internal digital expertise and via collaboration with leading technology providers. Major technological advancements are likely to improve the way people live, commute and travel, but they also shed new light on how property and infrastructure owners need to adapt to and embrace change. The Corporation’s digital experts provide executive-level strategic advisory on digital adoption and transformation, and deliver digital services and platforms to enhance engineering, infrastructure, building and environmental projects.

- **Sustainability Services:** In light of catalysts, such as population growth, resource demands and constraints, as well as challenges presented by extreme weather events that impact community resiliency, the Corporation remains committed to integrating sustainability principles during the planning, design and management stages of all its projects.

4 FINANCIAL HIGHLIGHTS

(in millions of dollars, except percentages, per share data, DSO and ratios)	Fourth quarters ended December 31, 2024	Fourth quarters ended December 31, 2023	Years ended December 31, 2024	Years ended December 31, 2023
Revenues	$4,664.9	$3,724.3	$16,166.8	$14,437.2
Net revenues[(1)]	$3,394.0	$2,756.0	$12,172.2	$10,897.0
Earnings before net financing expense and income taxes ("EBIT")	$345.4	$211.0	$1,268.6	$947.5
Adjusted EBITDA[(2)]	$634.3	$524.9	$2,185.7	$1,921.3
Adjusted EBITDA margin[(3)]	18.7 %	19.0 %	18.0 %	17.6 %
Net earnings attributable to shareholders of WSP Global Inc.	$166.9	$130.6	$681.4	$550.0
Basic net earnings per share attributable to shareholders	$1.28	$1.05	$5.40	$4.41
Adjusted net earnings[(2)]	$305.3	$247.8	$1,014.9	$860.0
Adjusted net earnings per share[(3)]	$2.34	$1.99	$8.05	$6.90
Cash inflows from operating activities	$773.3	$776.6	$1,381.9	$986.3
Free cash flow[(2)]	$642.5	$609.9	$884.5	$432.7

As at	December 31, 2024	December 31, 2023
Backlog	$15,604.0	$14,076.5
Approximate number of employees	72,800	66,500
DSO[(4)]	72 days	76 days
Net debt to adjusted EBITDA ratio[(5)]	1.8	1.5

(1) Total of segments measure. Refer to section 8.1, “Net revenues” for a reconciliation to revenues.

(2) Non-IFRS financial measure without a standardized definition under IFRS, which may not be comparable to similar measures used by other issuers. Refer to sections 8.3, “Adjusted EBITDA”, 8.8, “Adjusted net earnings”, 9.1, “Operating activities and free cash flow”, as well as section 22, “Glossary of segment reporting, non-IFRS and other financial measures”, for quantitative reconciliations to the most directly comparable IFRS measures, as well as explanations of the composition and usefulness of these non-IFRS financial measures.

(3) Non-IFRS ratio without a standardized definition under IFRS, which may not be comparable to similar ratios used by other issuers. Adjusted EBITDA margin is defined as adjusted EBITDA expressed as a percentage of net revenues. Adjusted net earnings per share is the ratio of adjusted net earnings divided by the basic weighted average number of shares outstanding for the period. Refer to section 22, “Glossary of segment reporting, non-IFRS and other financial measures” for references to the non-IFRS financial measures which are components of these non-IFRS ratios, and the use of these non-IFRS ratios.

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

(5) This capital management measure is the ratio of net debt to adjusted EBITDA for the trailing twelve-month period. Net debt is defined as long-term debt, including current portions but excluding lease liabilities, and net of cash.

5 EXECUTIVE SUMMARY

WSP maintained its upward trajectory in 2024, delivering solid growth in net revenues and improved profitability in the fiscal year. Cash flows from operations remained strong and free cash flow more than doubled compared to the prior year. The Corporation achieved another record-high backlog and DSO came in at the low end of Management's outlook range for 2024.

Financial highlights for the fourth quarter of 2024

- Revenues and net revenues for the quarter reached $4.66 billion and $3.39 billion, up 25.3% and 23.1%, respectively, compared to the fourth quarter of 2023. Net revenue organic growth(1) of 10.0% in the quarter was led by the US and Canada. Net revenue organic growth would have been approximately 7.6% if normalized for the fact that the fourth quarter of 2024 benefitted from approximately two additional billable days.
- Adjusted EBITDA in the quarter grew to $634.3 million, compared to $524.9 million in the fourth quarter of 2023, an increase of 20.8%.
- Adjusted EBITDA margin for the quarter stood at 18.7%, compared to 19.0% in the fourth quarter of 2023, due to the performance in Asia and a higher mix of lower-margin emergency response services in the US.
- EBIT in the quarter stood at $345.4 million, up $134.4 million or 63.7%, compared to the fourth quarter of 2023. The increase was mainly attributable to an increase in adjusted EBITDA, as well as impairment of long-lived assets recognized in the fourth quarter of 2023, partially offset by higher acquisition and integration costs in the fourth quarter of 2024 due to the recent acquisition of POWER Engineers, Incorporated.
- Adjusted net earnings for the quarter reached $305.3 million, or $2.34 per share, up 23.2% and 17.6%, respectively, compared to the fourth quarter of 2023. The increase is mainly attributable to higher adjusted EBITDA, partially offset by higher interest on long-term debt.
- Net earnings attributable to shareholders for the quarter reached $166.9 million, or $1.28 per share, up 27.8% and 21.9%, respectively, compared to $130.6 million, or $1.05 per share, in the fourth quarter of 2023. The increase is mainly due to higher adjusted EBITDA and impairment of long-lived assets recognized in the fourth quarter of 2023, partially offset by higher net financing expenses.
- Cash flows from operating activities were $773.3 million in the quarter, and free cash flow reached $642.5 million in the quarter.
- Quarterly dividend declared of $0.375 per share, or $48.9 million, which was paid subsequent to the end of the year on January 15, 2025.

Financial highlights for fiscal year 2024

- Revenues and net revenues increased by 12.0% and 11.7%, respectively, compared to 2023, growing to $16.17 billion and $12.17 billion, respectively, with net revenue exceeding the high end of Management's updated outlook range for the year of $11.80 billion to $12.10 billion, largely due to higher demand for emergency response services following hurricanes in the US. The increase year-over-year was mainly due to organic growth of 7.5% and acquisition growth of 3.7%.(1) Organic growth was led by the US and Canada.
- Backlog as at December 31, 2024 reached a new record level of $15.6 billion, representing 10.9 months of revenues,(2) up 10.9% in the year.
- Adjusted EBITDA grew to $2.186 billion, up 13.8%, compared to $1.921 billion in 2023, exceeding the high end of Management's updated outlook range for the year, which stood at $2.155 billion to $2.175 billion.
- Adjusted EBITDA margin increased to 18.0%, compared to 17.6% in 2023, mainly attributable to increased productivity, partially offset by the performance in Asia.

- EBIT stood at $1.27 billion, up 33.9% compared to 2023, mainly due to an increase in adjusted EBITDA, as well as impairment of long-lived assets recognized in 2023.

- Adjusted net earnings of $1.01 billion, or $8.05 per share, increased by $154.9 million or $1.15 per share, compared to 2023. The respective increases of 18.0% and 16.7% in these metrics were mainly attributable to higher adjusted EBITDA, partially offset by higher interest on long-term debt.

- Net earnings attributable to shareholders reached $681.4 million, or $5.40 per share, up $131.4 million, or $0.99 per share, compared to 2023. The increase was mainly due to higher adjusted EBITDA and impairment of long-lived assets recognized in the fourth quarter of 2023, partially offset by higher net financing expenses.

- DSO as at December 31, 2024 stood at 72 days, ending at the lower end of Management's outlook range, compared to 76 days as at December 31, 2023.

- Cash inflows from operating activities increased to $1,381.9 million in 2024 compared to $986.3 million in 2023. Free cash flow was $884.5 million for the year, more than double compared to $432.7 million in 2023. Free cash flow represented 1.3 times the net earnings attributable to shareholders.(3) The improvement in free cash flow was mainly due to higher adjusted EBITDA, lower working capital usage, lower income taxes paid and the disposal of a building.

- Net debt to adjusted EBITDA ratio stood at 1.8x, within Management's target range of 1.0x to 2.0x. Incorporating a full twelve months of adjusted EBITDA of all acquired businesses, the net debt to adjusted EBITDA ratio would be 1.7x.

- Full year dividend declared of $1.50 per share, or $189.2 million.

(1) Supplementary financial measures. Net revenue organic growth represents the period-over-period change in net revenues, excluding net revenues of businesses acquired or divested in the twelve months following the acquisition or prior to the divestiture, expressed as a percentage of the comparable period net revenues, adjusted to exclude net revenues of divested businesses, all calculated to exclude the impact of foreign exchange.Net revenue acquisition growth represents the current period net revenues of acquired businesses in the twelve months following the acquisition, expressed as a percentage of the comparable period net revenues, all calculated to exclude the impact of foreign exchange.

(2) Based on revenues for the trailing twelve-month period, incorporating a full twelve months of revenues for all acquisitions.

(3) Non-IFRS ratio without a standardized definition under IFRS, which may not be comparable to similar ratios used by other issuers. The ratio is defined as the trailing twelve months of free cash flow to trailing twelve months of net earnings attributable to shareholders. The ratio of free cash flow to net earnings attributable to shareholders for the year ended December 31, 2023 was 0.8. Refer to section 22, "Glossary of segment reporting, non-IFRS and other financial measures" for references to the non-IFRS financial measure which is a component of this nonI-FRS ratio, and the usefulness of this non-IFRS ratio.

6 KEY EVENTS

The following are highlights from January 1, 2024 to February 26, 2025, the date of this MD&A for the year ended December 31, 2024.

2025-2027 Global Strategic Action Plan

In February 2025, WSP launched its 2025-2027 Global Strategic Action Plan, prioritizing four strategic focus areas:

- Grow key markets and services;
- Expand client-centric and delivery culture;
- Leverage platform and enable operations; and
- Empower people for limitless opportunities and growth.

The 2025-2027 Global Strategic Action Plan lays out a clear and ambitious roadmap for a transformational three-year cycle focused on pioneering change for empowered growth.

Acquisition of POWER Engineers, Incorporated

On October 1, 2024, WSP acquired POWER Engineers, Incorporated ("POWER"), pursuant to an agreement and plan of merger announced on August 12, 2024 (the "POWER Acquisition"), for a purchase price of US$1.75 billion ($2.36 billion). POWER is a prominent US consulting firm with approximately 4,000 employees and a leading presence in the Power & Energy market sector. The POWER Acquisition and related transaction costs were financed by net proceeds of WSP's $1.15 billion equity offering, which closed on August 19, 2024, $1.0 billion private offering of senior unsecured notes, which closed on September 12, 2024, new term loans under WSP's existing credit agreement, as well as using WSP's available cash and credit facilities.

Equity financing

On August 19, 2024, the Corporation completed a bought deal public offering (the "Public Offering") of subscription receipts of the Corporation (the "Offering Subscription Receipts") and private placement (the "Concurrent Private Placement") of subscription receipts of the Corporation (the "Private Placement Subscription Receipts") for aggregate gross proceeds of $1.15 billion, including full exercise of the over-allotment option and the additional subscription options.

The Corporation issued 2,811,750 Offering Subscription Receipts, including 366,750 Offering Subscription Receipts issued as a result of the exercise of the over-allotment option at a price of $204.50 per Offering Subscription Receipt for aggregate gross proceeds of $575.0 million.

In addition, the Corporation issued 2,813,178 Private Placement Subscription Receipts at a price of $204.50 per Private Placement Subscription Receipt by way of the Concurrent Private Placement with GIC Pte. Ltd., Caisse de dépôt et placement du Québec, British Columbia Investment Management Corporation and a subsidiary of Canada Pension Plan Investment Board for aggregate gross proceeds of $575.3 million, which included 366,936 Private Placement Subscription Receipts issued pursuant to the exercise in full of the additional subscription options.

On October 1, 2024, each holder of the Subscription Receipts received one common share of the Corporation for each Subscription Receipt held. The net proceeds of the Public Offering and the Concurrent Private Placement were used to fund a portion of the POWER Acquisition purchase price.

Debt financing arrangements

On September 12, 2024, WSP issued senior unsecured notes at par for aggregate gross proceeds of $1.0 billion, comprised of $525 million due September 12, 2029 (the "2029 Notes") and $475 million due on September 12, 2034 (the "2034 Notes", and together with the 2029 Notes, the "Notes"). The 2029 Notes bear interest at a fixed rate of 4.12% and the 2034 Notes at 4.754% per annum, payable semi-annually until maturity on the 12th day of March and September in each year beginning on March 12, 2025. The Notes were assigned rating of BBB (high), with a stable trend, by DBRS Limited. On October 1, 2024, the Corporation used the net proceeds of the offering to fund a portion of the POWER Acquisition purchase price.

As part of the completion of the POWER Acquisition on October 1, 2024, the Corporation drew down, under an incremental facility supplement to the existing credit agreement, two term loans totalling US$350 million, with maturities in October 2026 and 2027.

Other acquisitions

In March 2024, WSP acquired Communica Public Affairs Inc. ("Communica"), one of Canada's leading Indigenous and stakeholder engagement and information management consulting firms, with 50 highly skilled professionals.

In March 2024, WSP acquired Proxion Plan Oy and Proxion Pro Oy (together "Proxion"), both Finnish companies and subsidiaries of Proxion Oy. With their combined workforce of 150 employees, these businesses form one of Finland's largest rail consultancies and offer a range of railway and railway system design services, including traffic and energy services, as well as safety and security expertise.

In May 2024, WSP acquired AKF Group LLC ("AKF"), a specialized mechanical, electrical, and plumbing firm that designs complex healthcare, science and technology, and mission-critical facilities. AKF's 365 professionals operate throughout the eastern United States, with an additional complementary presence in Mexico.

In May 2024, WSP acquired 1A Ingenieros, S.L. ("1A Ingenieros"), a 250-employee Spanish consulting firm operating mainly in the Power & Energy sector.

These acquisitions were financed using WSP's available cash and credit facilities.

Board and leadership announcements

In May 2024, Pierre Shoiry, WSP's then Vice Chairman, retired from the Board of Directors. Mr. Shoiry was President and Chief Executive Officer of the Corporation for 21 years before successfully transitioning to the role of Vice Chairman in 2016 and ensuring sound continuity and succession planning. He was instrumental in the direction and growth of the business and this year completed 35 years of dedicated service and leadership with WSP.

Also in May 2024, Paul Raymond, who was a director and member of the Audit Committee of the Corporation since his election in 2019, retired from the Board of Directors. Through his skills, experience and commitment, Mr. Raymond has been a valuable contributor to the Board of Directors.

In June 2024, Martine Ferland was appointed to the Board of Directors and as a member of its Governance, Ethics and Compensation Committee. Ms. Ferland is a seasoned and recognized leader in the professional services industry, with over 40 years of global experience in human resource consulting, talent strategy, and pension investment.

In April 2024, Joseph (Joe) Sczurko was named President of WSP in the USA. Mr. Sczurko joined WSP in 2022 through the acquisition of the Environment & Infrastructure business of John Wood Group plc., and had been leading WSP's Earth & Environment business in the USA since that time. Mr. Sczurko brings over 35 years of progressive experience and management responsibility in consulting and engineering services.

In October 2024, Holger Peller was appointed Global Director, Power & Energy after joining WSP through the acquisition of POWER. Mr. Peller has over 30 years of experience in the Power & Energy sector and in his previous role he served as President and Chief Operating Officer of POWER.

In December 2024, Dean McGrail was appointed as President, Middle East & Asia. Mr. McGrail has served as President, Middle East since 2021, where he has demonstrated strong leadership, strategic vision and a consistent focus on quality, technical excellence and business performance. Prior to relocating to the Middle East in 2006, he spent four years with WSP in China and Hong Kong.

Effective January 2025, Mark Naysmith, previously President, EMEIA, was appointed as Global Chief Operating Officer. Having served WSP in various leadership roles for over 35 years, Mr. Naysmith brings a wealth of experience and a proven track record of driving operational excellence and strategic growth. In this new role, Mr. Naysmith oversees global operations and promotes growth, financial performance and collaboration while further leveraging the global scale of the business.

Also in January 2025, Paul Reilly, who was previously serving as Deputy CEO - UK and Ireland, was appointed as President and Managing Director of WSP UK and Ireland, and a member of the Global Leadership Team.

In January 2025, Kathleen McGrail was appointed Global Director for Advisory Services and joined the Global Leadership Team. Ms. McGrail is a transformation specialist with over 25 years of advisory experience, who joined WSP in 2021 as the Managing Director, Advisory Services in the Middle East.

7 SEGMENT OPERATIONAL REVIEW

The Corporation's reportable segments are: Canada, Americas (USA and Latin America), EMEIA (Europe, Middle East, India and Africa) and APAC (Asia Pacific, comprising Australia, New Zealand and Asia). Segment performance is measured using net revenues and adjusted EBITDA by segment.

CANADA

(in millions of dollars, except percentages and number of employees)	Fourth quarters ended			Years ended		
	December 31, 2024	**December 31, 2023**	**Variance**	**December 31, 2024**	**December 31, 2023**	**Variance**
Net revenues	$542.8	$487.5	11.3 %	$2,100.3	$1,912.0	9.8 %
Organic growth			10.9 %			9.1 %
Acquisition growth*			0.4 %			0.7 %
Adjusted EBITDA by segment	$137.7	$118.3	16.4 %	$495.6	$433.5	14.3 %
Adjusted EBITDA margin by segment	25.4 %	24.3 %	110 bps	23.6 %	22.7 %	90 bps

As at	**December 31, 2024**	**December 31, 2023**	**Variance**
Backlog	$2,247.0	$2,444.2	(8.1) %
Organic backlog contraction in the year**			(8.3) %
Approximate number of employees	12,600	12,200	3.3 %

* Supplementary financial measure. Net revenue acquisition growth represents the current period net revenues of acquired businesses in the twelve months following the acquisition, expressed as a percentage of the comparable period net revenues, all calculated to exclude the impact of foreign exchange.

** Supplementary financial measure. Organic backlog growth (contraction) represents firm order intake less revenues for the period, both calculated to exclude the impact of foreign exchange, and also excluding order intake through business acquisitions in the period, net of divestitures, expressed as a percentage of the opening backlog for the period.

bps: basis points

Net revenues

In the quarter ended December 31, 2024, net revenues in Canada were $542.8 million, an increase of $55.3 million, or 11.3%, compared to the corresponding quarter in 2023. Organic growth and acquisition growth for the fourth quarter of 2024 were 10.9% and 0.4%, respectively.

In the year ended December 31, 2024, net revenues in Canada were $2.10 billion, an increase of $188.3 million, or 9.8%, compared to 2023. Organic growth and acquisition growth in the year were 9.1% and 0.7%, respectively.

In both the quarter and the year, organic growth was experienced across all market sectors. The fourth quarter of 2024 also benefitted from two additional billable days.

Acquisition growth in both the quarter and year was due to the acquisition of Communica in March 2024, and the acquisition of LGT Inc., completed in May 2023, also contributed to acquisition growth in the year .

In the year ended December 31, 2024, the Transportation & Infrastructure, Earth & Environment and Property & Buildings market sectors accounted for 96% of net revenues, and public sector clients accounted for 48% of net revenues.

Backlog

In 2024, backlog contracted organically by 8.3%, mainly due to elevated net revenue growth ahead of new orders and the timing of some significant contracts and scoping changes. The market remains strong with a good pipeline of opportunities.

Adjusted EBITDA margin

For both the quarter and the year ended December 31, 2024, adjusted EBITDA margin in Canada increased mainly due to improved productivity. The results for the full year also benefitted from the favourable impact of a revision to estimated contract revenues on a significant project.

AMERICAS

(in millions of dollars, except percentages and number of employees)	Fourth quarters ended			Years ended		
	December 31, 2024	**December 31, 2023**	**Variance**	**December 31, 2024**	**December 31, 2023**	**Variance**
Net revenues	$1,476.1	$1,006.0	46.7 %	$4,770.7	$4,087.8	16.7 %
Organic growth*			16.1 %			10.7 %
Acquisition growth*			28.1 %			7.7 %
Divestiture impact*			—			(2.9) %
Foreign currency exchange impact**			2.5 %			1.2 %
Adjusted EBITDA by segment	$308.4	$220.1	40.1 %	$971.2	$808.1	20.2 %
Adjusted EBITDA margin by segment	20.9 %	21.9 %	(100) bps	20.4 %	19.8 %	60 bps

As at	**December 31, 2024**	**December 31, 2023**	**Variance**
Backlog	$8,141.0	$6,473.3	25.8 %
Organic backlog growth in the year			2.5 %
Approximate number of employees	23,000	18,100	27.1 %

* Organic growth, acquisition growth and divestiture impact are calculated based on local currencies.
** Foreign currency exchange impact represents the foreign currency exchange component to convert net revenues in local currencies into the Canadian equivalent amount, net of organic growth, acquisition growth and divestiture impact.
bps: basis points

Net revenues

In the quarter ended December 31, 2024, net revenues in the Americas reportable segment were $1.48 billion, an increase of $470.1 million, or 46.7%, compared to the corresponding quarter in 2023. Organic growth and acquisition growth for the fourth quarter of 2024 were 16.1% and 28.1%, respectively, both on a constant currency basis.

In the year ended December 31, 2024, net revenues in the Americas reportable segment stood at $4.77 billion, an increase of $682.9 million, or 16.7%, compared to 2023. Organic growth and acquisition growth were 10.7% and 7.7%, respectively, both on a constant currency basis.

Strong organic growth in both the quarter and year ended December 31, 2024 was predominantly driven by the Transportation & Infrastructure and Property & Buildings market sectors. The fourth quarter of 2024 also benefitted from one additional billable day and higher demand for emergency response services following hurricanes in the US. The latter contributed to organic growth of approximately 5% in the quarter.

In addition, net revenues in both the quarter and year ended December 31, 2024 were positively impacted by foreign exchange, principally due to the depreciation of the Canadian dollar against the US dollar.

Acquisition growth in both the quarter and year stemmed from the acquisitions of POWER completed in October 2024 and AKF completed in May 2024.

The sale of Louis Berger Services Inc. ("LBS") in August 2023 resulted in a divestiture impact on a constant currency basis of 2.9% in the year ended December 31, 2024.

In the year ended December 31, 2024, the Transportation & Infrastructure, Earth & Environment and Property & Buildings market sectors accounted for 91% of net revenues, and public sector clients accounted for 48% of net revenues.

Backlog

In 2024, backlog in the Americas reportable segment increased mainly due to the acquisitions of POWER and AKF. In addition, backlog grew organically by 2.5% and was positively impacted by a depreciation of the Canadian dollar against the US dollar. The market remains strong with a good pipeline of opportunities.

Adjusted EBITDA margin

In the quarter ended December 31, 2024, adjusted EBITDA margin for the Americas segment decreased, mainly due to a higher mix of lower-margin emergency response services and lower project performance.

In the year ended December 31, 2024, adjusted EBITDA margin for the Americas segment increased 60 bps, mainly due to improved productivity in the US, as well as better project performance and productivity in Latin America.

EMEIA

(in millions of dollars, except percentages and number of employees)	Fourth quarters ended			Years ended		
	December 31, 2024	December 31, 2023	Variance	December 31, 2024	December 31, 2023	Variance
Net revenues	$938.7	$830.6	13.0 %	$3,515.2	$3,193.0	10.1 %
Organic growth*			8.1 %			6.4 %
Acquisition growth*			1.0 %			0.7 %
Foreign currency exchange impact**			3.9 %			3.0 %
Adjusted EBITDA by segment	$166.6	$138.2	20.5 %	$561.6	$489.9	14.6 %
Adjusted EBITDA margin by segment	17.7 %	16.6 %	110 bps	16.0 %	15.3 %	70 bps

As at	December 31, 2024	December 31, 2023	Variance
Backlog	$3,680.2	$3,542.3	3.9 %
Organic backlog growth in the year			0.6 %
Approximate number of employees	25,700	24,200	6.2 %

* Organic growth and acquisition growth are calculated based on local currencies.

** Foreign currency exchange impact represents the foreign currency exchange component to convert net revenues in local currencies into the Canadian equivalent amount, net of organic growth, acquisition growth and divestiture impact.

bps: basis points

Net revenues

In the quarter ended December 31, 2024, net revenues in the EMEIA reportable segment were $938.7 million, an increase of $108.1 million, or 13.0%, compared to the corresponding quarter in 2023. Organic growth and acquisition growth for the fourth quarter of 2024 were 8.1% and 1.0%, respectively, both on a constant currency basis.

In the year ended December 31, 2024, net revenues in the EMEIA operating segment stood at $3.52 billion, an increase of $322.2 million, or 10.1%, compared to 2023. Organic growth and acquisition growth were 6.4% and 0.7%, respectively, both on a constant currency basis.

Organic growth in both the quarter and year ended December 31, 2024 was led by strong performance in the UK and Middle East. The fourth quarter of 2024 also benefitted from two additional billable days in some countries.

In addition, net revenues in both the quarter and year ended December 31, 2024 benefitted from the positive impacts of foreign exchange, principally due to the depreciation of the Canadian dollar against the pound sterling and the Swedish krona.

Acquisition growth in the quarter and year included the acquisitions of Proxion in March 2024 and 1A Ingenieros in May 2024.

In the year ended December 31, 2024, the Transportation & Infrastructure, Earth & Environment and Property & Buildings market sectors accounted for 93% of net revenues, and public sector clients accounted for 54% of net revenues.

Backlog

In 2024, backlog in the EMEIA reportable segment increased principally due to the depreciation of the Canadian dollar, mainly against the pound sterling. In addition, backlog grew organically by 0.6% and acquisition growth was due to the acquisitions of Proxion in March 2024 and 1A Ingenieros in May 2024.

Adjusted EBITDA margin

In the quarter and year ended December 31, 2024, adjusted EBITDA margin for the EMEIA segment increased by 110 bps and 70 bps, respectively, as compared to the corresponding periods in 2023. The increases were mainly due to project performance and productivity.

APAC

(in millions of dollars, except percentages and number of employees)	Fourth quarters ended			Years ended		
	December 31, 2024	**December 31, 2023**	**Variance**	**December 31, 2024**	**December 31, 2023**	**Variance**
Net revenues	$436.4	$431.9	1.0 %	$1,786.0	$1,704.2	4.8 %
Organic growth*			(1.3) %			0.5 %
Acquisition growth*			—			3.7 %
Foreign currency exchange impact**			2.3 %			0.6 %
Adjusted EBITDA by segment	$56.3	$78.6	(28.4) %	$285.4	$308.6	(7.5) %
Adjusted EBITDA margin by segment	12.9 %	18.2 %	(530) bps	16.0 %	18.1 %	(210) bps

As at	**December 31, 2024**	**December 31, 2023**	**Variance**
Backlog	$1,535.8	$1,616.7	(5.0) %
Organic backlog contraction in the year			(5.6) %
Approximate number of employees	11,500	12,000	(4.2) %

* Organic growth and acquisition growth are calculated based on local currencies.
** Foreign currency exchange impact represents the foreign currency exchange component to convert net revenues in local currencies into the Canadian equivalent amount, net of organic growth, acquisition growth and divestiture impact.
bps: basis points

Net revenues

In the quarter ended December 31, 2024, net revenues in the APAC reportable segment were $436.4 million, an increase of $4.5 million, or 1.0%, when compared to the corresponding quarter in 2023. Organic contraction for the fourth quarter of 2024 was 1.3%, on a constant currency basis.

In the year ended December 31, 2024, net revenues in the APAC reportable segment stood at $1.79 billion, an increase of $81.8 million, or 4.8%, when compared to 2023. Organic growth and acquisition growth were 0.5% and 3.7%, respectively, both on a constant currency basis.

The organic growth in the APAC reportable segment for the quarter and the year was impacted by contraction in Asia, and subdued market conditions in New Zealand. Excluding the impact of Asia, the organic growth for the segment would have been 2.1% and 3.0%, for the quarter and year respectively. The fourth quarter of 2024 benefitted from approximately two additional billable days.

In addition, net revenues in the quarter ended December 31, 2024 benefitted from the positive impacts of foreign exchange, principally due to the depreciation of the Canadian dollar against the Australian dollar.

Acquisition growth in the year stemmed from the acquisition of Calibre Professional Services One Pty Ltd in June 2023 and Enstruct Group Pty Ltd in January 2023.

In the year ended December 31, 2024, the Transportation & Infrastructure, Earth & Environment and Property & Buildings market sectors accounted for 98% of net revenues, and public sector clients accounted for 50% of net revenues.

Backlog

In 2024, backlog for the APAC reportable segment contracted organically by 5.6%, mainly due to Asia and New Zealand.

Adjusted EBITDA margin

In the quarter and year ended December 31, 2024, adjusted EBITDA margin for the APAC segment decreased by 530 bps and 210 bps, respectively, as compared to the corresponding periods in 2023. The decreases were due to lower performance in Asia resulting from difficult market conditions and restructuring activities.

Excluding Asia, the increases in adjusted EBITDA margin for Australia and New Zealand combined, compared to the corresponding periods in 2023, would have been 190 bps and 145 bps for the fourth quarter and year, respectively.

8 FINANCIAL REVIEW

(in millions of dollars, except number of shares and per share data)	Fourth quarters ended December 31, 2024	Fourth quarters ended December 31, 2023	Years ended December 31, 2024	Years ended December 31, 2023
Revenues	**$4,664.9**	**$3,724.3**	**$16,166.8**	**$14,437.2**
Personnel costs	$2,459.4	$2,010.6	$8,887.9	$8,047.1
Subconsultants and direct costs	$1,270.9	$968.3	$3,994.6	$3,540.2
Other operational costs	$315.4	$239.9	$1,156.1	$980.4
Depreciation of right-of-use assets	$81.9	$77.2	$310.3	$316.4
Amortization of intangible assets	$71.6	$58.7	$239.2	$221.7
Depreciation of property and equipment	$36.0	$39.7	$135.8	$135.1
Impairment of long-lived assets	—	$81.7	—	$87.1
Acquisition, integration and reorganization costs	$67.5	$26.3	$133.8	$105.0
ERP implementation costs	$21.7	$21.1	$66.8	$81.0
Exchange loss (gain)	$3.3	($1.2)	$8.1	$5.4
Share of income of associates and joint ventures, net of tax	($8.2)	($9.0)	($34.4)	($29.7)
EBIT	**$345.4**	**$211.0**	**$1,268.6**	**$947.5**
Net financing expense	$118.3	$47.4	$340.6	$202.6
Earnings before income taxes	**$227.1**	**$163.6**	**$928.0**	**$744.9**
Income tax expense	$60.2	$32.3	$246.6	$191.9
Net earnings	**$166.9**	**$131.3**	**$681.4**	**$553.0**
Net earnings attributable to:				
Shareholders of WSP Global Inc.	$166.9	$130.6	$681.4	$550.0
Non-controlling interests	—	$0.7	—	$3.0
Basic net earnings per share attributable to shareholders	**$1.28**	**$1.05**	**$5.40**	**$4.41**
Diluted net earnings per share attributable to shareholders	**$1.28**	**$1.05**	**$5.38**	**$4.40**
Basic weighted average number of shares	130,208,732	124,647,422	126,104,722	124,603,768
Diluted weighted average number of shares	130,630,308	124,989,583	126,539,101	124,951,544

8.1 NET REVENUES

(in millions of dollars, except percentages)	Fourth quarters of 2024 vs 2023 Canada	Americas	EMEIA	APAC	Total
Net revenues - 2024	$542.8	$1,476.1	$938.7	$436.4	$3,394.0
Net revenues - 2023	$487.5	$1,006.0	$830.6	$431.9	$2,756.0
Net change %	11.3 %	46.7 %	13.0 %	1.0 %	23.1 %
Organic growth*	$53.2	$161.8	$67.6	$(5.8)	$276.8
Acquisition growth*	$2.1	$282.2	$8.4	—	$292.7
Foreign currency exchange impact**	—	$26.1	$32.1	$10.3	$68.5
Net change $	$55.3	$470.1	$108.1	$4.5	$638.0
Organic growth*	10.9 %	16.1 %	8.1 %	(1.3)%	10.0 %
Acquisition growth*	0.4 %	28.1 %	1.0 %	—	10.1 %
Foreign currency exchange impact**	—	2.5 %	3.9 %	2.3 %	3.0 %
Net change %	11.3 %	46.7 %	13.0 %	1.0 %	23.1 %

(in millions of dollars, except percentages and number of employees)	Fiscal years 2024 vs 2023 Canada	Americas	EMEIA	APAC	Total
Net revenues - 2024	$2,100.3	$4,770.7	$3,515.2	$1,786.0	$12,172.2
Net revenues - 2023	$1,912.0	$4,087.8	$3,193.0	$1,704.2	$10,897.0
Net change %	9.8 %	16.7 %	10.1 %	4.8 %	11.7 %
Organic growth*	$173.6	$422.1	$203.7	$8.0	$807.4
Acquisition growth*	$14.7	$311.9	$22.3	$62.6	$411.5
Divestiture impact*	—	$(101.9)	—	—	$(101.9)
Foreign currency exchange impact**	—	$50.8	$96.2	$11.2	$158.2
Net change $	$188.3	$682.9	$322.2	$81.8	$1,275.2
Organic growth*	9.1 %	10.7 %	6.4 %	0.5 %	7.5 %
Acquisition growth*	0.7 %	7.7 %	0.7 %	3.7 %	3.7 %
Divestiture impact*	—	(2.9)%	—	—	(1.1)%
Foreign currency exchange impact**	—	1.2 %	3.0 %	0.6 %	1.6 %
Net change %	9.8 %	16.7 %	10.1 %	4.8 %	11.7 %
	As at				
Approximate number of employees - December 31, 2024	12,600	23,000	25,700	11,500	72,800
Approximate number of employees - December 31, 2023	12,200	18,100	24,200	12,000	66,500
Net change %	3.3 %	27.1 %	6.2 %	(4.2)%	9.5 %

* Organic growth, acquisition growth and divestiture impact are calculated based on local currencies.
** Foreign currency exchange impact represents the foreign currency exchange component to convert net revenues in local currencies into the Canadian equivalent amount, net of organic growth, acquisition growth and divestiture impact.

During the fourth quarter of 2024, the Corporation achieved net revenues of $3.39 billion, up 23.1% compared to the fourth quarter of 2023. The increase was principally driven by organic growth of 10.0% and acquisition growth of 10.1%, both on a constant currency basis. Net revenue organic growth would have been approximately 7.6% if normalized for the fact that the fourth quarter of 2024 benefitted from approximately two additional billable days when compared to the same period in 2023.

In the year ended December 31, 2024, net revenues grew to $12.17 billion, an increase of 11.7% compared to 2023, exceeding the high end of Management's updated outlook range for the year of $11.80 billion to $12.10 billion, mainly due to higher demand for emergency response services following hurricanes in the US. The increase was principally due to organic growth of 7.5% and acquisition growth of 3.7%, both on a constant currency basis.

In both the quarter and year, net revenue organic growth was led by the US and Canada.

The POWER Acquisition, as well as acquisitions in Australia, were the main drivers of acquisition growth. The sale of Louis Berger Services Inc. ("LBS") in August 2023 resulted in a divestiture impact in the US in the year ended December 31, 2024.

The overall positive impacts of foreign exchange in both the quarter and the year were principally due to the depreciation of the Canadian dollar against the US dollar and pound sterling.

In 2024, the increases in the number of employees in Canada, the Americas and EMEIA were partially offset by a decrease in APAC. The increase in headcount of 6,300 includes approximately 4,800 employees from recent acquisitions, mainly in the US.

Refer to section 7, "Segment operational review" for further analysis of net revenues by segment.

Reconciliation of net revenues

The Corporation's financial performance and results should be measured and analyzed in relation to fee-based revenues, or net revenues, since direct recoverable costs can vary significantly from contract to contract and are not indicative of the performance of the professional consulting services business.

	Fourth quarters ended		Years ended	
(in millions of dollars)	**December 31, 2024**	**December 31, 2023**	**December 31, 2024**	**December 31, 2023**
Revenues	**$4,664.9**	**$3,724.3**	**$16,166.8**	**$14,437.2**
Less: Subconsultants and direct costs	$1,270.9	$968.3	$3,994.6	$3,540.2
Net revenues[1]	**$3,394.0**	**$2,756.0**	**$12,172.2**	**$10,897.0**

[1] Total of segments measure. Refer to section 22, "Glossary of segment reporting, non-IFRS and other financial measures".

8.2 BACKLOG

(in millions of dollars)	Canada	Americas	EMEIA	APAC	Total
Backlog, as at December 31, 2023	$2,444.2	$6,473.3	$3,542.3	$1,616.7	$14,076.5
Revenues	$(2,788.1)	$(6,935.2)	$(4,385.5)	$(2,058.0)	$(16,166.8)
Organic order intake	$2,585.9	$7,082.6	$4,407.9	$1,969.2	$16,045.6
Net order intake through business acquisition	$5.0	$1,314.8	$16.5	—	$1,336.3
Foreign exchange movement	—	$205.5	$99.0	$7.9	$312.4
Backlog, as at December 31, 2024	$2,247.0	$8,141.0	$3,680.2	$1,535.8	$15,604.0
Organic backlog growth (contraction) in the year	(8.3)%	2.5 %	0.6 %	(5.6)%	(0.9)%

Backlog as at December 31, 2024 reached a new record level of $15.6 billion, representing 10.9 months of revenues[1], up 10.9% in the year. The increase was mainly due to recent acquisitions. Backlog contraction in Canada and the APAC reportable segment was mainly due to Asia and New Zealand, as well as elevated net revenue growth ahead of new orders and the timing of some significant contracts and scoping changes in Canada.

[1] Based on revenues for the trailing twelve-month period, incorporating a full twelve months of revenues for all acquisitions.

8.3 ADJUSTED EBITDA

	Fourth quarter ended December 31, 2024				
(in millions of dollars, except percentages)	**Canada**	**Americas**	**EMEIA**	**APAC**	**Total**
Revenues	$747.1	$2,200.4	$1,208.0	$509.4	$4,664.9
Net revenues	$542.8	$1,476.1	$938.7	$436.4	$3,394.0
Adjusted EBITDA by segment(1)	$137.7	$308.4	$166.6	$56.3	$669.0
Adjusted EBITDA margin by segment(1)	25.4%	20.9%	17.7%	12.9%	19.7 %
Head office corporate costs					$34.7
Adjusted EBITDA(2)					$634.3
EBIT					$345.4

	Fourth quarter ended December 31, 2023				
(in millions of dollars, except percentages)	**Canada**	**Americas**	**EMEIA**	**APAC**	**Total**
Revenues	$658.1	$1,499.4	$1,042.8	$524.0	$3,724.3
Net revenues	$487.5	$1,006.0	$830.6	$431.9	$2,756.0
Adjusted EBITDA by segment(1)	$118.3	$220.1	$138.2	$78.6	$555.2
Adjusted EBITDA margin by segment(1)	24.3%	21.9%	16.6%	18.2%	20.1 %
Head office corporate costs					$30.3
Adjusted EBITDA(2)					$524.9
EBIT					$211.0

	Year ended December 31, 2024				
(in millions of dollars, except percentages)	**Canada**	**Americas**	**EMEIA**	**APAC**	**Total**
Revenues	$2,788.1	$6,935.2	$4,385.5	$2,058.0	$16,166.8
Net revenues	$2,100.3	$4,770.7	$3,515.2	$1,786.0	$12,172.2
Adjusted EBITDA by segment(1)	$495.6	$971.2	$561.6	$285.4	$2,313.8
Adjusted EBITDA margin by segment(1)	23.6%	20.4%	16.0%	16.0%	19.0 %
Head office corporate costs					$128.1
Adjusted EBITDA(2)					$2,185.7
EBIT					$1,268.6

	Year ended December 31, 2023				
(in millions of dollars, except percentages)	**Canada**	**Americas**	**EMEIA**	**APAC**	**Total**
Revenues	$2,498.5	$6,024.8	$3,900.4	$2,013.5	$14,437.2
Net revenues	$1,912.0	$4,087.8	$3,193.0	$1,704.2	$10,897.0
Adjusted EBITDA by segment(1)	$433.5	$808.1	$489.9	$308.6	$2,040.1
Adjusted EBITDA margin by segment(1)	22.7%	19.8%	15.3%	18.1%	18.7 %
Head office corporate costs					$118.8
Adjusted EBITDA(2)					$1,921.3
EBIT					$947.5

(1) Total adjusted EBITDA by segment and total adjusted EBITDA margin by segment, presented in the "total" column of the table, are total of segments measures.
(2) Non-IFRS financial measure.

Total adjusted EBITDA by segment and total adjusted EBITDA margin by segment stood at $669.0 million and 19.7%, respectively, for the fourth quarter ended December 31, 2024, compared to $555.2 million and 20.1%, respectively, for the corresponding quarter in 2023.

For the year ended December 31, 2024, total adjusted EBITDA by segment and total adjusted EBITDA margin by segment stood at $2.31 billion and 19.0%, respectively, compared to $2.04 billion and 18.7%, respectively, in 2023.

The variance explanations by segment are described in section 7, “Segment operational review”.

Head office corporate costs for the fourth quarter and year ended December 31, 2024 stood at $34.7 million and $128.1 million, respectively, higher than in the corresponding periods in 2023, and within the range of Management's outlook for the year of $120 million to $135 million.

Reconciliation of adjusted EBITDA

Management analyzes the Corporation’s financial performance in relation to adjusted EBITDA as it believes this metric allows comparability of operating results from one period to another. These measures exclude the effects of items that primarily reflect the impact of long-term investment and financing decisions, rather than the results of day-to-day operations. The following table reconciles this metric to the most comparable IFRS measure:

	Fourth quarters ended		Years ended	
(in millions of dollars)	**December 31, 2024**	**December 31, 2023**	**December 31, 2024**	**December 31, 2023**
EBIT	**$345.4**	**$211.0**	**$1,268.6**	**$947.5**
Acquisition, integration and reorganization costs	$67.5	$26.3	$133.8	$105.0
ERP implementation costs	$21.7	$21.1	$66.8	$81.0
Depreciation of right-of-use assets	$81.9	$77.2	$310.3	$316.4
Amortization of intangible assets	$71.6	$58.7	$239.2	$221.7
Depreciation of property and equipment	$36.0	$39.7	$135.8	$135.1
Impairment of long-lived assets	—	$81.7	—	$87.1
Share of depreciation and taxes of associates and joint ventures	$4.3	$4.5	$16.4	$14.9
Interest income	$5.9	$4.7	$14.8	$12.6
Adjusted EBITDA*	**$634.3**	**$524.9**	**$2,185.7**	**$1,921.3**

* Non-IFRS financial measure.

8.4 EARNINGS BEFORE NET FINANCING EXPENSE AND INCOME TAXES

The following table summarizes selected operating results expressed as a percentage of net revenues.

	Fourth quarters ended		Years ended	
(percentage of net revenues)	December 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
Revenues	137.4 %	135.1 %	132.8 %	132.5 %
Subconsultants and direct costs	37.4 %	35.1 %	32.8 %	32.5 %
Net revenues	100.0 %	100.0 %	100.0 %	100.0 %
Personnel costs	72.5 %	73.0 %	73.0 %	73.9 %
Other operational costs	9.3 %	8.7 %	9.5 %	9.0 %
Exchange losses (gains) and interest income	(0.1)%	(0.2)%	(0.1)%	(0.1)%
Share of earnings of associates and joint ventures before depreciation and income taxes	(0.4)%	(0.5)%	(0.4)%	(0.4)%
Adjusted EBITDA margin	**18.7 %**	**19.0 %**	**18.0 %**	**17.6 %**
Depreciation of right-of-use assets	2.4 %	2.8 %	2.6 %	2.9 %
Depreciation of property and equipment	1.1 %	1.4 %	1.1 %	1.3 %
Amortization of intangible assets	2.1 %	2.1 %	2.0 %	2.0 %
Impairment of long-lived assets	—	3.0 %	—	0.8 %
Acquisition, integration and reorganization costs and ERP implementation costs	2.6 %	1.7 %	1.6 %	1.7 %
Share of depreciation and taxes of associates	0.1 %	0.1 %	0.1 %	0.1 %
Deduct: Interest income	0.2 %	0.2 %	0.1 %	0.1 %
EBIT	**10.2 %**	**7.7 %**	**10.4 %**	**8.7 %**
Net financing expense	3.5 %	1.7 %	2.8 %	1.9 %
Income tax expense	1.8 %	1.2 %	2.0 %	1.7 %
Net earnings	**4.9 %**	**4.8 %**	**5.6 %**	**5.1 %**

In the fourth quarter of 2024, adjusted EBITDA reached $634.3 million, up 20.8% compared to $524.9 million in Q4 2023. As a percentage of net revenues, adjusted EBITDA margin for the quarter decreased to 18.7%, compared to 19.0% in Q4 2023, a decrease of 30 bps. The decrease in the quarter is due to lower performance in Asia.

In the year ended December 31, 2024, adjusted EBITDA grew to $2.186 billion, exceeding the high end of Management's updated outlook range for the year of $2.155 billion to $2.175 billion. This represents an increase of 13.8%, compared to $1.921 billion in 2023. As a percentage of net revenues, adjusted EBITDA margin increased to 18.0%, compared to 17.6% in 2023, an increase of 40 bps. The improvement in adjusted EBITDA margin was mainly attributable to increased productivity, partially offset by the performance in Asia and a higher mix of lower-margin emergency response services in the US.

In the fourth quarter ended December 31, 2024, EBIT was $345.4 million, up 63.7% compared to $211.0 million in Q4 2023. EBIT as a percentage of net revenues increased to 10.2%, compared to 7.7% in Q4 2023. The increase was mainly attributable to an increase in adjusted EBITDA, as well as impairment of long-lived assets recognized in the fourth quarter of 2023, partially offset by higher acquisition and integration costs in the fourth quarter of 2024 due to the recent acquisition of POWER.

In the year ended December 31, 2024, EBIT was $1,268.6 million, up 33.9% compared to $947.5 million in 2023. EBIT increased as a percentage of net revenues to 10.4%, compared to 8.7% in 2023. The increase was mainly attributable to an increase in adjusted EBITDA, as well as impairment of long-lived assets recognized in 2023.

These variances are explained in further detail below.

Personnel costs

Personnel costs include payroll costs for all employees related to the delivery of consulting services and projects, as well as administrative and corporate staff.

For the quarter and year ended December 31, 2024, personnel costs decreased as a percentage of net revenues, as compared to the corresponding periods in 2023, mainly due to increased productivity. In the year, these improvements were partially offset by higher expenses related to long-term incentive plans.

Other operational costs

Other operational costs include fixed costs such as, but not limited to, non-recoverable client service costs, technology costs, professional indemnity insurance costs and office space related costs (mainly utilities and maintenance costs).

Other operational costs for the quarter and year ended December 31, 2024, as a percentage of net revenues, were higher compared to the corresponding periods in 2023, mainly due to higher information technology and travel costs.

Exchange gains and losses and interest income

Operational foreign exchange impacts and interest income were largely stable in both the quarter and year ended December 31, 2024, compared to the corresponding periods in 2023.

Depreciation, amortization and impairment of long-lived assets

Depreciation of right-of-use assets and property and equipment, as a percentage of net revenues, decreased in the quarter and year ended December 31, 2024 when compared to the corresponding periods in 2023, mainly due to lease terminations and lease modifications in connection with office closures and downsizing, as the Corporation achieves synergies with newly acquired businesses and leverages a hybrid workplace model.

Depreciation of right-of-use assets, property and equipment and software was within Management's outlook range for the year. Amortization of intangible assets related to acquisitions exceeded Management's outlook range for the year mainly due to the acquisitions of POWER and AKF.

In 2023, the Corporation recorded charges against certain leased assets and leasehold improvements resulting from ongoing optimizations as part of its real estate strategy to review its footprint, realize synergies and reduce costs.

Acquisition, integration and reorganization costs and ERP implementation costs

Acquisition, integration and reorganization costs include, if and when incurred, transaction and integration costs related to business acquisitions, gains or losses on disposals of non-core assets, outsourcing program costs pertaining mainly to redundancy and transition costs resulting from the outsourcing of the Corporation's infrastructure or other functions, restructuring costs, and severance costs stemming from adjustments to cost structures. In the table above, these costs are combined with ERP implementation costs.

Acquisition, integration and reorganization costs and ERP implementation costs are components of financial performance which the Corporation believes should be excluded in understanding its underlying operational financial performance, and are therefore presented separately in the consolidated statement of earnings.

In the quarter and year ended December 31, 2024, the Corporation incurred acquisition, integration and reorganization costs of $67.5 million and $133.8 million, respectively, compared to $26.3 million and $105.0 million, respectively, in the corresponding periods in 2023. The level of expenditures was within Management's outlook range for the year of $120 million to $135 million and was higher than the corresponding periods, mainly due to the POWER Acquisition.

In the quarter and year ended December 31, 2024, the Corporation incurred ERP implementation costs of $21.7 million and $66.8 million, respectively, compared to $21.1 million and $81.0 million in the corresponding periods in 2023. While 2023 marked the migration of the Canadian business into the Corporation's global cloud-based ERP solution, design and implementation costs continue, related to the migration of the US and UK operations in 2024, as well as future rollouts to other countries. The level of ERP implementation costs in 2024 was within Management's outlook range for the year of $60 million to $80 million.

8.5 FINANCING EXPENSES

Net financing expenses for the quarter and year ended December 31, 2024 were higher than the comparable periods in 2023. The increases were mainly due to losses from derivative financial instruments compared to gains in the corresponding periods, as well as higher interest on long-term debt.

8.6 INCOME TAXES

In the fourth quarter of 2024, an income tax expense of $60.2 million was recorded on earnings before income taxes of $227.1 million, representing an effective income tax rate of 26.5%.

For the year ended December 31, 2024, an income tax expense of $246.6 million was recorded on earnings before income taxes of $928.0 million, representing an effective income tax rate of 26.6%, in line with Management's outlook range of 25% to 29%.

In 2024, Canada enacted legislation to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development (OECD). The enactment of this legislation in Canada and application of the International Accounting Standards Board's *International Tax Reform – Pillar Two Model Rules - Amendments to IAS 12 – Income Taxes* have not had a material impact on the Corporation's financial statements.

8.7 NET EARNINGS

In the fourth quarter of 2024, the Corporation’s net earnings attributable to shareholders were $166.9 million, or $1.28 per share, compared to $130.6 million, or $1.05 per share in the comparable quarter in 2023.

For the year ended December 31, 2024, the Corporation’s net earnings attributable to shareholders increased to $681.4 million, or $5.40 per share, compared to $550.0 million, or $4.41 per share in the corresponding period in 2023.

The increases in both periods were mainly due to higher adjusted EBITDA and impairment of long-lived assets recognized in the fourth quarter of 2023, partially offset by higher net financing expenses.

8.8 ADJUSTED NET EARNINGS

Management believes that adjusted net earnings and adjusted net earnings per share should be taken into consideration in assessing the Corporation's performance against its peers. In the context of highly acquisitive companies or consolidating industries such as engineering and construction, this non-IFRS measure isolates amortization of intangible assets related to acquisitions (created from the allocation of purchase price between goodwill and intangible assets) as well as other charges directly or indirectly related to acquisitions. In addition, this non-IFRS financial measure is adjusted for certain non-cash items related to market volatility, which are inherently unpredictable.

Adjusted net earnings stood at $305.3 million, or $2.34 per share, in the fourth quarter of 2024, compared to $247.8 million, or $1.99 per share, in Q4 2023.

In the year ended December 31, 2024, adjusted net earnings stood at $1,014.9 million, or $8.05 per share, compared to $860.0 million, or $6.90 per share, in the corresponding period in 2023.

The increases in these metrics were mainly attributable to higher adjusted EBITDA, partially offset by higher interest on long-term debt.

Reconciliation of adjusted net earnings

The following table reconciles this metric to the most comparable IFRS measure:

	Fourth quarters ended		Years ended	
(in millions of dollars, except per share data)	December 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
Net earnings attributable to shareholders	**$166.9**	**$130.6**	**$681.4**	**$550.0**
Amortization of intangible assets related to acquisitions	$59.2	$47.2	$194.6	$181.7
Impairment of long-lived assets	—	$81.7	—	$87.1
Acquisition, integration and reorganization costs	$67.5	$26.3	$133.8	$105.0
ERP implementation costs	$21.7	$21.1	$66.8	$81.0
Gains on investments in securities related to deferred compensation obligations	$(0.4)	$(10.4)	$(17.8)	$(18.1)
Unrealized losses (gains) on derivative financial instruments	$35.9	$(8.9)	$65.5	$(27.4)
Income taxes related to above items	$(45.5)	$(39.8)	$(109.4)	$(99.3)
Adjusted net earnings*	**$305.3**	**$247.8**	**$1,014.9**	**$860.0**
Adjusted net earnings per share*	**$2.34**	**$1.99**	**$8.05**	**$6.90**

* Non-IFRS financial measure or non-IFRS ratio.

9 LIQUIDITY

	Fourth quarters ended		Years ended	
(in millions of dollars)	December 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
Cash inflows from operating activities	$773.3	$776.6	$1,381.9	$986.3
Cash inflows from (outflows used in) financing activities	$722.6	$(604.2)	$1,307.8	$(597.4)
Cash outflows used in investing activities	$(2,218.0)	$(57.8)	$(2,436.6)	$(510.4)
Effect of exchange rate change on cash	$2.4	$1.8	$4.3	$(7.6)
Change in net cash and cash equivalents	**$(719.7)**	**$116.4**	**$257.4**	**$(129.1)**
Dividends paid to shareholders of WSP Global Inc.	$(46.8)	$(46.7)	$(187.1)	$(162.2)
Net capital expenditures*	$(28.9)	$(70.4)	$(121.7)	$(178.5)

* Capital expenditures pertaining to property and equipment and intangible assets, net of proceeds from disposal and lease incentives received.

9.1 OPERATING ACTIVITIES AND FREE CASH FLOW

Cash flows from operating activities

Cash inflows from operating activities of $1,381.9 million in the year ended December 31, 2024, increased by $395.6 million compared to 2023. The improvement was mainly attributable to higher adjusted EBITDA, lower working capital usage and lower income taxes paid.

Free cash flow

Free cash inflow for the year ended December 31, 2024 was $884.5 million, compared to $432.7 million in 2023. Free cash flow represented 1.3 times the net earnings attributable to shareholders. The improvement in free cash flow was mainly due to higher adjusted EBITDA, lower working capital usage, lower income taxes paid, and the disposal of a building.

Reconciliation of free cash flow

Free cash flow is an indication of the Corporation's continuing capacity to generate discretionary cash from operations. It represents cash flows for the period available to the suppliers of capital, which are the Corporation's creditors and shareholders. The free cash flow metric should be reviewed year-over-year as opposed to quarter-to-quarter as the timing of investments in capital expenditure initiatives and management of working capital can have an impact in the shorter term.

	Fourth quarters ended		Years ended	
(in millions of dollars)	December 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
Cash inflows from operating activities	**$773.3**	**$776.6**	**$1,381.9**	**$986.3**
Lease payments in financing activities	$(101.9)	$(96.3)	$(375.7)	$(375.1)
Net capital expenditures*	$(28.9)	$(70.4)	$(121.7)	$(178.5)
Free cash flow**	**$642.5**	**$609.9**	**$884.5**	**$432.7**

* Capital expenditures pertaining to property and equipment and intangible assets, net of proceeds from disposal and lease incentives received.

** Non-IFRS financial measure.

9.2 FINANCING ACTIVITIES

In the fourth quarter ended December 31, 2024, cash inflows from financing activities of $722.6 million were mainly attributable to the issuance of common shares, partially offset by net repayment of borrowings under credit facilities and lease payments.

In the year ended December 31, 2024, cash inflows from financing activities of $1,307.8 million were mainly attributable to issuance of common shares and senior unsecured notes, partially offset by lease payments, net financing expenses paid, and dividends paid to shareholders of the Corporation.

9.3 INVESTING ACTIVITIES

In the fourth quarter and year ended December 31, 2024, cash outflows used in investing activities of $2,218.0 million and $2,436.6 million, respectively, related mainly to the POWER Acquisition.

9.4 NET DEBT TO ADJUSTED EBITDA RATIO

As at December 31, 2024, the Corporation's statement of financial position remained strong, with long-term debt of $4.60 billion and a net debt position of $3.98 billion, resulting in a net debt to adjusted EBITDA ratio of 1.8x, within Management's target range of 1.0x to 2.0x.

The increase in the net debt to adjusted EBITDA ratio compared to 1.5x as at December 31, 2023 is mainly due to the issuance of long-term debt used to finance the POWER Acquisition, while the trailing twelve-month adjusted EBITDA does not yet include the full results of recently acquired businesses. Incorporating a full twelve months of adjusted EBITDA of all acquired businesses, the net debt to adjusted EBITDA ratio would be 1.7x.

9.5 CAPITAL RESOURCES

	As at	
(in millions of dollars)	December 31, 2024	December 31, 2023
Cash and cash equivalents	$623.5	$378.0
Available syndicated credit facility	$1,836.0	$1,467.8
Other operating credit facilities	$267.3	$193.0
Available short-term capital resources	**$2,726.8**	**$2,038.8**

The Corporation believes that its cash flows from operating activities, combined with its available short-term capital resources, will enable it to support its continued growth strategy, its working capital requirements, and planned capital expenditures.

9.6 CREDIT FACILITIES

The Corporation had in place, as at December 31, 2024, unsecured credit facilities and term loans:

- unsecured revolving credit facilities with a syndicate of financial institutions providing for a maximum amount of US$1.5 billion with maturities up to June 2029, comprised of two tranches; and
- unsecured term loans totalling US$1,575 million with maturities up to October 2027.

The US$1.5-billion revolving credit facilities are available for general corporate purposes and for financing business acquisitions.

As at December 31, 2024, the US$1,575-million unsecured term loans were fully drawn, whereas the US$1.5-billion revolving credit facility had an available balance of US$1,274.7 million.

Under these credit facilities, the Corporation is required, among other conditions, to respect certain covenants calculated on a consolidated basis. The financial covenants are in regard to its consolidated net debt to consolidated adjusted EBITDA and the fixed charge coverage ratios. These terms and ratios are defined in the credit agreement and do not correspond to the Corporation’s metrics described in section 22, “Glossary of segment reporting, non-IFRS and other financial measures”, or to other terms used in this MD&A. Management reviews compliance with these covenants on a quarterly basis. The Corporation was in compliance with the covenants as at December 31, 2024.

9.7 DIVIDENDS

On November 6, 2024, the Corporation declared a quarterly dividend of $0.375 per common share to holders of common shares on record as of December 31, 2024, which was paid subsequent to the end of the year on January 15, 2025. The total amount of the dividend for the fourth quarter of 2024 was $48.9 million.

The Board of Directors (the "Board") has determined that the current level of quarterly dividend is appropriate based on the Corporation’s current earnings and operational financial requirements. The dividend is currently expected to remain at this level subject to the Board’s ongoing assessment of the Corporation’s future cash requirements, financial performance, liquidity, and other factors that the Board may deem relevant. The actual amount of any dividend, as well as each declaration date, record date and payment date, is subject to the discretion of the Board. Some of the information in this section constitutes forward-looking information. Please refer to section 19, “Forward-Looking Statements”, of this MD&A.

10 SUMMARY OF QUARTERLY RESULTS

(in millions of dollars, except per share data)	Fiscal year 2024	2024 Q4 Fourth quarter ended December 31	2024 Q3 Third quarter ended September 28	2024 Q2 Second quarter ended June 29	2024 Q1 First quarter ended March 30	2023 Q4 Fourth quarter ended December 31	2023 Q3 Third quarter ended September 30	2023 Q2 Second quarter ended July 1	2023 Q1 First quarter ended April 1
Results of operations									
Revenues	$16,166.8	$4,664.9	$3,983.9	$3,932.9	$3,585.1	$3,724.3	$3,597.4	$3,626.0	$3,489.5
Net revenues	$12,172.2	$3,394.0	$2,996.9	$2,988.0	$2,793.3	$2,756.0	$2,734.8	$2,739.1	$2,667.1
Adjusted EBITDA*	$2,185.7	$634.3	$585.4	$519.9	$446.1	$524.9	$521.5	$461.6	$413.3
Net earnings attributable to shareholders	$681.4	$166.9	$203.6	$184.1	$126.8	$130.6	$156.2	$150.7	$112.5
Basic net earnings per share**	$5.40	$1.28	$1.63	$1.48	$1.02	$1.05	$1.25	$1.21	$0.90
Diluted net earnings per share**	$5.38	$1.28	$1.63	$1.47	$1.01	$1.05	$1.25	$1.21	$0.90
Backlog		$15,604.0	$14,838.7	$14,715.1	$14,233.7	$14,076.5	$14,276.4	$14,311.6	$13,833.7
Dividends									
Dividends declared	$189.2	$48.9	$46.8	$46.8	$46.8	$46.8	$46.7	$46.7	$46.7
Dividends declared, per share	$1.50	$0.375	$0.375	$0.375	$0.375	$0.375	$0.375	$0.375	$0.375

* Non-IFRS financial measure.
** Quarterly net earnings per share are not additive and may not equal the annual net earnings per share reported. This may be a result of the effect of shares issued on the weighted average number of shares, as well as the impact of dilutive options.

The Corporation's quarterly earnings and revenue measures are, to a certain degree, affected by seasonality. The third and fourth quarters historically generate the largest contribution to net revenues and adjusted EBITDA, and the first quarter the least. The Corporation's cash flows from operations are also, to a certain degree, subject to seasonal fluctuations, with the fourth quarter historically generating a higher amount of cash flows from operations.

11 SELECTED ANNUAL INFORMATION

For the years ended December 31	2024	2023	2022
(in millions of dollars, except per share data)			
Revenues	$16,166.8	$14,437.2	$11,932.9
Net revenues	$12,172.2	$10,897.0	$8,957.2
Net earnings attributable to shareholders of WSP Global Inc.	$681.4	$550.0	$431.8
Net earnings per share attributable to shareholders of WSP Global Inc.			
Basic	$5.40	$4.41	$3.59
Diluted	$5.38	$4.40	$3.58

As at December 31	2024	2023	2022
Total assets	$20,199.2	$15,583.1	$14,841.7
Non-current financial liabilities (1)	$4,801.7	$3,802.9	$3,637.9
Dividends declared per share to holders of common shares of WSP Global Inc.	$1.50	$1.50	$1.50

(1) Financial liabilities consist of long-term debt and lease liabilities, excluding current portions.

In 2023, revenues and net revenues grew by 21.0% and 21.7%, respectively, compared to 2022. The increase in net revenue was principally due to healthy organic growth of 7.3% which was achieved across all reportable segments, and to sizeable acquisition growth of 12.3%.

In 2024, revenues and net revenues increased by 12.0% and 11.7%, respectively, compared to 2023, with net revenue exceeding the high end of Management's updated outlook range for the year of $11.80 billion to $12.10 billion, mainly due to higher demand for emergency response services following hurricanes in the US. The increase year-over-year was mainly due to organic growth of 7.5% and acquisition growth of 3.7%. Organic growth was led by the US and Canada.

Net earnings attributable to shareholders and net earnings per share attributable to shareholders increased from 2022 to 2023, mainly due to higher adjusted EBITDA, partially offset by impairment of long-lived assets resulting from ongoing optimizations as part of the Corporation's real estate strategy to review its footprint, realize synergies and reduce costs.

Net earnings attributable to shareholders and net earnings per share attributable to shareholders increased from 2023 to 2024 mainly due to higher adjusted EBITDA and impairment of long-lived assets recognized in the fourth quarter of 2023, partially offset by higher net financing expenses.

From December 31, 2022 to December 31, 2023, total assets increased, mainly due to business acquisitions and increased contract balances, while non-current financial liabilities remained largely stable. From December 31, 2023 to December 31, 2024, total assets increased, mainly due to business acquisitions and increased contract balances, while non-current financial liabilities increased mainly due to the issuance of $1.0 billion of senior unsecured notes to fund part of the POWER Acquisition.

12 GOVERNANCE

Internal controls over financial reporting

The Corporation's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and have caused them to be designed under their supervision to provide reasonable assurance that:

- Material information related to the Corporation is made known to them by others, particularly during the period in which the annual filings are being prepared; and
- Information required to be disclosed by the Corporation in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

The CEO and CFO have evaluated or caused to be evaluated under their supervision, the effectiveness of the Corporation's DC&P and based on the evaluation, the CEO and CFO have concluded that the design and operation of the Corporation's DC&P were effective as at December 31, 2024.

The CEO and CFO are also responsible for establishing and maintaining internal controls over financial reporting ("ICFR") and have designed ICFR or have caused ICFR to be designed under their supervision using the Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 COSO Framework), to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The CEO and CFO have evaluated or caused to be evaluated under their supervision, the effectiveness of the Corporation's ICFR and based on their evaluation, the CEO and CFO have concluded that ICFR were designed and operated effectively as at December 31, 2024.

Due to the inherent limitations of DC&P and ICFR, Management does not expect that DC&P and ICFR can prevent or detect all errors or intentional misstatements resulting from fraudulent activities.

The CEO and the CFO have limited the scope of their design of DC&P and ICFR to exclude controls, policies and procedures of POWER, which was acquired on October 1, 2024, as permitted by the Canadian Securities Administrators' *Regulation 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings* for 365 days following an acquisition. Note 5, Business Acquisitions, of the Corporation's audited consolidated financial statements for the year ended December 31, 2024 presents summary financial information with respect to POWER.

There were no changes in the Corporation's ICFR that occurred during the period beginning on September 29, 2024 and ended on December 31, 2024 that have materially affected, or are reasonably likely to materially affect, the Corporation's ICFR.

During the first half of 2024, the Corporation's US and UK operations and remaining Canadian operations completed the implementation of a new global enterprise resource planning (ERP) system. This ERP implementation has not resulted in any significant changes in internal controls. Management employed appropriate procedures to ensure internal controls over financial reporting were in place during and after the conversion. The Corporation regularly monitors and assesses its DC&P and ICFR, while reiterating the importance of internal controls and maintaining frequent communication across the organization at all levels, in order to maintain a strong control environment.

Responsibilities of the Board of Directors

The Board has oversight responsibilities for reported financial information. Accordingly, the Board has reviewed and approved, upon recommendation of the Audit Committee of the Corporation, this MD&A and the audited consolidated financial statements for the year ended December 31, 2024, before their publication.

13 CRITICAL ACCOUNTING ESTIMATES

The preparation of the financial statements requires Management to make judgments, assumptions and estimates in applying the Corporation's accounting policies. Critical accounting estimates are those which are highly uncertain at the time they are made and where different reasonably likely estimates, or reasonably likely changes in estimates from period to period, would have a material impact on the Corporation's financial condition or results of operations.

Estimates and assumptions are continually evaluated and are based on historical trends and other factors, including expectations of future events that are likely to materialize under reasonable circumstances. Actual results will differ from estimates used, and such differences could be material.

The Corporation's most critical accounting estimates are discussed in note 4, "Critical accounting estimates and judgments", to the Corporation's audited consolidated financial statements for the year ended December 31, 2024.

14 MATERIAL ACCOUNTING POLICIES

CHANGES IN ACCOUNTING POLICY EFFECTIVE IN 2024

Classification of liabilities as current or non-current

In January 2020, International Accounting Standards Board ("IASB") issued a narrow-scope amendment to *IAS 1 - Presentation of Financial Statements*, which clarifies that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period. Classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability or events after the reporting date. The amendment also clarifies what *IAS 1* means when it refers to the 'settlement' of a liability. This amendment was adopted by the Corporation on January 1, 2024 and had no impact on the Corporation's audited consolidated financial statements for the year ended December 31, 2024.

Long-term debt covenants

In October 2022, the IASB issued amendments to *IAS 1 - Presentation of Financial Statements*, which specify that for long-term debt with covenants to be complied with after the reporting date, such covenants do not affect the classification of debt as current or non-current at the reporting date, but do require disclosures in the notes to the financial statements. These amendments were adopted by the Corporation on January 1, 2024 and had no impact on the Corporation's audited consolidated financial statements for the year ended December 31, 2024.

Segment Reporting

In July 2024, the IFRS Interpretations Committee ("IFRIC") issued an agenda decision clarifying certain disclosure requirements under *IFRS 8 – Operating Segments*. The decision highlights the need to disclose certain specified income and expense items if these are included in the measure of segment profit or loss reviewed by the Chief Operating Decision Maker ("CODM") or are otherwise regularly provided to the CODM, even if not included in that measure of segment profit or loss. As a result, the Corporation has made changes to reflect these requirements in note 6, "Operating segments", to the Corporation's audited consolidated financial statements for the year ended December 31, 2024.

RECENT STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT YET EFFECTIVE AND NOT APPLIED

Refer to note 3, "Accounting policy developments", to the Corporation's audited consolidated financial statements for the year ended December 31, 2024, for further details.

15 FINANCIAL INSTRUMENTS

The Corporation’s financial assets include cash, trade receivables and other receivables. The Corporation's financial liabilities include accounts payable and accrued liabilities, dividends payable to shareholders, lease liabilities, and long-term debt.

The Corporation uses derivative financial instruments to manage its exposure to fluctuations of foreign currency exchange rates. It does not hold or use any derivative instruments for trading or speculative purposes. Refer to note 13, “Financial instruments”, to the Corporation's audited consolidated financial statements for the year ended December 31, 2024 for a description of the Corporation's hedging activities.

The Corporation's financial instruments expose the Corporation primarily to foreign exchange, credit, liquidity and interest rate risks. Refer to section 20, “Risk factors” , as well as note 13 “Financial instruments”, to the Corporation's audited consolidated financial statements for the year ended December 31, 2024, for a description of these risks and how they are managed, as well as for a description of how fair values are determined.

16 RELATED PARTY TRANSACTIONS

The Corporation's related parties, as defined by IFRS, are its joint operations, joint ventures, associates and key management personnel. A description of any material transactions with these related parties is included in note 29, “Related party transactions", to the Corporation's audited consolidated financial statements for the year ended December 31, 2024.

17 OFF-BALANCE SHEET AGREEMENTS

The Corporation does not engage in the practice of off-balance sheet financing, except for the use of letters of credit.

18 CONTRACTUAL OBLIGATIONS

The Corporation is committed under the terms of contractual obligations with various expiration dates, primarily for long-term debt and the rental of office space and computer equipment. The following table provides a summary of the timing of the Corporation’s undiscounted long-term contractual obligations as at December 31, 2024:

(in millions of dollars)	**2025**	**2026**	**2027 and thereafter**	**Total**
Long-term debt	$925.0	$1,042.0	$3,489.0	$5,456.0
Lease liabilities	$358.8	$282.1	$846.9	$1,487.8

Management expects the Corporation's cash flows from its operations and amounts available under credit facilities will be sufficient to meet its contractual obligations in the future.

19 FORWARD-LOOKING STATEMENTS

In addition to disclosure of historical information, the Corporation may make or provide statements or information in this MD&A that are not based on historical or current facts and which are considered to be forward-looking information or forward-looking statements (collectively, “forward-looking statements”) under Canadian securities laws. These forward-looking statements relate to future events or future performance and reflect the expectations of Management regarding, without limitation, the growth, results of operations, performance and business prospects and opportunities of the Corporation, including the achievement of its 2025-2027 Global Strategic Action Plan, or the trends affecting its industry.

Forward-looking statements can typically be identified by terminology such as “may”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “forecast”, “project”, “intend”, “target”, “potential”, “continue” or the negative of these terms or terminology of a similar nature. More specifically, this MD&A contains the following forward-looking statements: the impact of order intake on our backlog and the state of our backlog and pipeline of opportunities in various reportable segments; our belief that our cash flows from operating activities, combined with our available short-term capital resources, will enable us to support our continued growth strategy, working capital requirements and planned capital expenditures; our expected level of dividend declaration and payment on the Corporation's common shares. Forward-looking statements, by their very nature, are subject to inherent risks and uncertainties and are based on several assumptions, both general and specific, which give rise to the possibility that actual results or events could differ materially from our expectations expressed in, or implied by, such forward-looking statements and that our business outlook, objectives, plans and strategic priorities may not be achieved. These statements are not guarantees of future performance or events, and we caution readers against relying on any of these forward-looking statements.

Forward-looking statements made by the Corporation are based on a number of operational and other assumptions believed by the Corporation to be reasonable as at the date such statements were made, including assumptions set out through this MD&A and including, without limitation, the following principal assumptions about general economic and political conditions; the state of the global economy and the economies of the regions in which the Corporation operates; the state of and access to global and local capital and credit markets; interest rates; working capital requirements; the collection of accounts receivable; the Corporation obtaining new contract awards; the type of contracts entered into by the Corporation; the anticipated margins under new contract awards; the utilization of the Corporation's workforce; the ability of the Corporation to attract new clients; the ability of the Corporation to retain current clients; changes in contract performance; project delivery; the Corporation's competitors; the ability of the Corporation to successfully integrate businesses; the acquisition and integration of businesses in the future; the Corporation's ability to manage growth; external factors affecting the global operations of the Corporation; the state of the Corporation's backlog; the joint arrangements into which the Corporation has entered or will enter; the capital investments made by the public and private sectors; relationships with suppliers and subconsultants; relationships with management, key professionals and other employees of the Corporation; the maintenance of sufficient insurance; the management of environmental, social and health and safety risks; the sufficiency of the Corporation's current and planned information systems, communications technology and other technology; the sufficiency of the Corporation's cybersecurity measures; compliance with laws and regulations; future legal proceedings; the sufficiency of internal and disclosure controls; the regulatory environment; impairment of goodwill; foreign currency fluctuation; the expected benefits of acquisitions and the expected synergies to be realized as a result thereof; the tax legislation and regulations to which the Corporation is subject and the state of the Corporation's benefit plans. If any of these assumptions prove to be inaccurate, the Corporation's actual results or events could differ materially from those expressed or implied in forward-looking statements.

In evaluating these forward-looking statements, investors should specifically consider various risk factors, which, if realized, could cause the Corporation's actual results or events to differ materially from those expressed or implied in forward-looking statements. Such risk factors include, but are not limited to, the failure to implement sufficient corporate and business initiatives; increases in real estate costs; acquisitions of companies with higher health and safety risk exposure compared to WSP; failure to collect feedback from our clients on our performance; failure to identify climate-related opportunities as well as assess and manage climate-related risks; changes made to regulations that may affect the Corporation's business; failure to audit suppliers, as well as other risks detailed from time to time in reports filed by the Corporation with securities regulators or securities commissions or other documents that the Corporation makes public, which may cause actual results or events to differ materially from the results expressed or implied in any forward-looking statement.

These and other risk factors that could cause actual results or events to differ materially from our expectations expressed in, or implied by, our forward-looking statements are discussed in greater detail in section 20, "Risk factors".

Actual results and events may be significantly different from what we currently expect because of the risks associated with our business, industry and global economy and of the assumptions made in relation to these risks. As such, there can be no assurance that actual results will be consistent with forward-looking statements. The forward-looking statements contained in this MD&A describe the Corporation's expectations as of the date of this MD&A and, accordingly, are subject to change after such date. Except as required under Canadian securities legislation, the Corporation does not assume any obligation to publicly update or to revise any forward-looking statements made in this MD&A or otherwise, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this MD&A are expressly qualified in their entirety by this cautionary statement. The Corporation may also make oral forward-looking statements from time to time. The Corporation advises that the above paragraphs and the risk factors set forth in section 20, "Risk factors" should be read for a description of certain factors that could cause the actual results of the Corporation to differ materially from the results expressed or implied in any oral forward-looking statements. Readers should not place undue reliance on forward-looking statements.

20 RISK FACTORS

The Corporation is subject to a number of risks and uncertainties and is affected by a number of factors which could have a material adverse effect on, among other things, the Corporation's business, financial condition, future liquidity and profitability, accounts receivable, assets, liabilities, revenues, expenses, goodwill, backlog, earnings, cash flows, results of operations, reputation, brand, growth, future competitiveness, ability to deliver services to clients, ability to secure future projects, future prospects, ability to maintain existing business relationships or retain key employees, or its business strategies, including the achievement of its 2025-2027 Global Strategic Action Plan. These risks should be considered when evaluating an investment in the Corporation and may, among other things, cause a decline in the price of the Corporation's shares or adversely affect the Corporation's ability to declare and/or pay dividends on the shares.

This section describes the risks Management considers as the most material to the Corporation's business. This is not, however, a comprehensive list of the potential risks the Corporation currently faces, or could eventually face. Risks and uncertainties not presently known to the Corporation or that the Corporation currently considers as not material could become material in the future or impair its business operations, cause a decline in the price of shares or adversely affect the Corporation's ability to declare and/or pay dividends on the shares.

RISKS RELATED TO THE BUSINESS

Health, safety, environment and security hazards and risks

The Corporation's Health, Safety, Environment & Quality ("HSEQ") systems, processes and policies are aimed at reducing risks to employees, subconsultants and others; however, services and activities to be performed on work sites can put employees, subconsultants and others in challenging or remote locations which may increase the risk to health and safety from hazards related to heavy mobile equipment, working at height, energy sources, working near water and ground stability. On some project sites, the Corporation may be responsible for safety and, accordingly, it has an obligation to implement effective safety procedures. The Corporation has exposure to health and safety risks on project sites primarily due to the nature of services rendered which often include activities to be performed directly on project sites or in remote locations. Failure to implement or follow appropriate safety procedures by the Corporation or others could result in personal injury, illness or loss of life to people, environmental damage or other damage to the Corporation's property or the property of others. In addition, failure to comply with such procedures or health and safety regulations could subject the Corporation to losses and liability.

In the ordinary course of the Corporation's business, the Corporation's employees frequently make professional judgments and recommendations about environmental and engineering conditions of project sites for the Corporation's clients. The Corporation may be deemed to be responsible for these professional judgments and recommendations if they are later determined to be inadequate or result in injury or damage. Health and safety incidents may also impact employee turnover, increasing project and operating costs and could negatively impact the awarding of new contracts. The Corporation could also be exposed to substantial security costs in order to maintain the safety of its personnel, to civil and/or statutory liability to employees and to reputational harm arising from injuries or deaths because of inadequate health and safety policies and practices. The Corporation cannot fully protect against all these risks, nor are all these risks insurable. The Corporation may become liable for damages arising from events against which it cannot insure or against which it may elect not to insure for various reasons.

The Corporation operates in regions across the world in a global capacity, working in some very high risk and challenging environments and geographies, which present numerous risks including security issues, health, safety and environmental risks, political unrest, country stability and varying degrees of medical risk to personnel, all combined with differing cultures, regional legislative requirements and regional operating standards. Acts of terrorism, including domestic terrorism, and threats of armed conflicts in or around various regions in which the Corporation operates could limit or disrupt markets and its operations, including disruptions resulting from the evacuation of personnel, cancellation of contracts, or the loss of key employees, contractors or assets. Furthermore, the Corporation risks incurring additional costs on projects that have sustained environmental, health, and safety hazards because they may require additional time to complete or because employee time may be lost due to injury.

Non-compliance with laws or regulations

The Corporation faces risks relating to non-compliance with laws, regulations, rules and other current, new or changing legal requirements enforced by governments or other authorities, including with respect to trade restrictions, sanctions, export control, false claims, protection of classified information, lobbying or similar activities, securities, antitrust, data privacy, tax, environmental, social and governance ("ESG") matters, labour relations, artificial intelligence ("AI") as well as laws related to corruption, anti-competitive acts, illegal political contributions, human rights, including modern slavery and ethics-related issues. In particular, the regulatory landscape surrounding ESG matters is evolving at a rapid pace in multiple jurisdictions and there is a significant degree of uncertainty regarding the scope of future requirements. As a result, we may be required to rapidly adapt data collection and assurance processes, with the risk that information will not be available to the Corporation to respond to the relevant requirements in a timely manner.

Although the Corporation has control measures and policies to mitigate these risks, including an anti-corruption compliance program, these control measures and policies have inherent limitations, including human error, and could be intentionally circumvented or become inadequate as conditions change. Moreover, the coordination of the Corporation's activities to address the broad range of complex legal and regulatory environments in which it operates presents significant challenges. The Corporation's control measures may not be sufficiently effective to protect it from the consequences of acts committed by its current and former directors, officers, employees, consultants, agents and/or partners, corruption in connection with its operations and ethics-related issues. Accordingly, fraud, corruption and other reckless or criminal acts may occur and remain undetected, resulting in a loss of assets and/or misstatement in the Corporation's financial statements and related public disclosure. Moreover, fraud, corruption, illegal political contributions, non-compliance with previously enacted or proposed laws or regulations, anti-competitive or other reckless acts or criminal acts or misconduct by the Corporation's current or former directors, officers, employees, consultants, agents and/or partners, including those of businesses acquired by the Corporation, could subject the Corporation to fines and penalties, criminal, civil and administrative legal sanctions and suspension from its ability to bid, enter into or perform public or private contracts, resulting in reduced revenues and profits. The institution of formal charges with respect to any such circumstances by appropriate governmental authorities may have to be immediately accounted for in the results of the Corporation.

As part of its global business dealings with different governmental bodies, entities and agencies in each of the countries in which the Corporation operates, WSP must also comply with complex public procurement laws and regulations aimed at ensuring that public sector bodies award and manage contracts in a transparent, competitive, efficient and non-discriminatory manner in these jurisdictions. In certain jurisdictions in which the Corporation operates, the Corporation is also subject to legislation that grants governmental authorities exceptional measures for the reimbursement and recovery of amounts improperly obtained as a result of fraud or fraudulent tactics in the course of the tendering, awarding or management of public contracts. In connection with a reimbursement or settlement under such legislation, a number of conditions may be imposed on the Corporation and the Corporation may be required to undergo certain changes to its business practices which could impose additional costs on the Corporation and adversely affect its ability to pursue business opportunities.

The services provided by the Corporation are also subject to numerous environmental protection laws and regulations that are complex and stringent, and may include criminal liability exposure for the Corporation's current and former directors, officers, employees, consultants, agents and/or partners. Significant fines, penalties and other sanctions may be imposed for non-compliance with environmental laws and regulations, and some environmental laws provide for joint and several strict liabilities for remediation of releases of hazardous substances, rendering a person liable for environmental damage, without regard to negligence or fault on the part of such person. These laws and regulations may expose the Corporation to liability arising out of the conduct of operations or conditions caused by others, and in certain cases for acts of the Corporation that were in compliance with all applicable laws at the time these acts were performed.

Furthermore, a portion of the Corporation's professional services business is generated directly or indirectly as a result of laws and regulations. Changes in such laws or regulations could affect the Corporation's business more significantly than they would affect other professional services firms. Accordingly, changes to the number or scope of these laws and regulations could significantly reduce the size of its market sector in such market. The rising complexity of the geopolitical landscape and macro-economic developments have increased uncertainty surrounding the extent of these changes, which could lead to the need for the Corporation to make changes and adjustments to its operations to ensure compliance with such laws and regulations.

Across its global operations and in connection with its M&A activities, the Corporation must comply with numerous privacy and data protection laws and regulations applicable in multiple jurisdictions designed to protect privacy rights and personal information. The global data protection landscape continues to evolve, and the Corporation is required to navigate distinct obligations and compliance risks in various countries and regions it operates in. The impact and cost of ensuring compliance and protecting the data and privacy rights of individuals in line with the specifics of each applicable legislation continues to grow each year. Failing to protect privacy rights and personal information in compliance with those laws, including the EU and UK General Data Protection Regulation, the Canadian federal Personal Information Protection and Electronic Documents Act (and other substantially similar provincial laws), the California Consumer Privacy Act as amended by the California Privacy Rights Act, Brazil's General Personal Data Protection law and other emerging global privacy laws, could result in the Corporation being subject to significant regulatory penalties, legal liability and remediation costs and negatively impact its reputation.

Information technology and information security

In order to operate properly, ensure adequate service delivery to its clients and meet its business objectives, the Corporation relies heavily on information technologies. Within these technologies, the Corporation processes proprietary information relating to its business, personal information of employees and other individuals it engages with, client information and information in relation to other third parties including in connection with its M&A activities. This may include proprietary, sensitive, confidential, and personal information limited to the nature of professional services it or third parties provide.

The Corporation faces numerous threats that are constantly evolving, increasingly sophisticated and difficult to detect and successfully defend against. These include cyber threats from criminal hackers, ransomware, denial of service and other forms of malicious attacks, hacktivists, state sponsored organizations and industrial espionage, phishing and other social engineering techniques, physical or electronic security breaches, computer viruses, unauthorized access, employee misconduct, human or technological errors, or similar events or disruptions. In addition, AI is increasingly being incorporated into cyber attacks, for example through system reconnaissance and social engineering. Any of these threats may lead to system interruptions, delays, and loss of critical data and expose the Corporation, clients, or other third parties to potential liability, litigation and regulatory action, as well as the loss of client and investors' confidence, loss of existing or potential clients, loss of sensitive government contracts, damage to brand and reputation, loss of share value, financial reporting capabilities and other financial loss. The current geopolitical instability has exacerbated these threats, which could lead to increased risk and frequency of cybersecurity incidents. The Corporation's information technologies and operations could also be interrupted or damaged by natural disasters, failures, acts of war or terrorism, or other events beyond the Corporation's control.

The Corporation relies on industry-accepted security measures and technical and organizational controls to protect its information and information technology systems, and there can be no assurance that our efforts will prevent all threats to our systems. The Corporation may be required to allocate increasingly significant resources, and additional security measures, to protect against the cyber threats referenced above.

Compliance with information security standards such as NIST, DFAR and ISO27001, among others, are increasing the requirements to bid for projects. Inability to meet such requirements would limit our ability to pursue certain business opportunities. Further, the Corporation provides services that may be highly sensitive or that may relate to critical national security matters; if a security breach were to occur, our ability to procure future government contracts could be severely limited. The precautions the Corporation takes to prevent and detect these activities may not be effective and the Corporation could face unknown material risks or losses.

The Corporation's operations could be interrupted or delayed if the Corporation is unable to continually and adequately maintain its information technologies, to scale and add software and hardware, to effectively upgrade its systems and network infrastructure, to maintain key information technology personnel, and take other steps to improve the efficiency and protection of its systems. Existing business continuity plans may not be sufficient to enable the Corporation to recover from material information technology disruptions.

The Corporation's ability to meet its objectives and deliver on its strategic plan depend on its capacity to transform the organization as it continues to implement its new enterprise resource planning platform, while maintaining an adequate level of service to clients and protecting profitability. The Corporation may not be able to properly review critical changes within the business before and during the implementation and deployment of key technological systems or to align client expectations with its client commitments and operating capabilities.

The Corporation relies on third-party software and services to support its delivery of professional services to clients such as design, collaboration and project management, and to support the Corporation's accounting and financial information systems. While the Corporation selects third-party vendors carefully, it does not control their actions. Any technology services provided by a third party, including contractors, business partners, vendors and other third parties, may be subject to breakdowns, disruption in information and communication services, inability to handle current or higher volumes, cyber-attacks, security and data breaches. Furthermore, the Corporation may incur additional costs to remediate errors or failures by third parties.

The Corporation's employees are provided with systems and infrastructure that facilitate secure remote working, including from their place of residence, public spaces and sites owned or managed by third parties and clients. However, these locations may not have the same level of physical security controls as the Corporation's offices which could increase the risk of a physical security event, such as device theft, which may disrupt operations.

The Corporation's digital services are permanently in an evolving state and increasingly utilize emerging technologies such as cloud computing, machine learning and AI, including generative AI. These technologies come with additional risks, such as the risk of data loss, hallucination (AI services unknowingly providing false information), loss of intellectual property rights or unintentional intellectual property infringement. In addition, our client deliveries increasingly use innovative technologies such as smart buildings and automated robotics that require investment to protect their use. Any cybersecurity incident of these technologies or systems may expose the Corporation and its clients to remediation and litigation costs.

The Corporation processes personal information of employees and individuals working for clients, suppliers, business partners and other third parties the Corporation engages with. If a data breach were to compromise this information, the Corporation could be exposed to regulatory fines, claims and litigation including class actions from affected individuals, reputational damage and financial costs associated with remediation. If, in connection with any such breach, deficiencies are identified in the Corporation's privacy and information governance program, the financial and reputational impacts on the Corporation may be exacerbated.

Furthermore, cybersecurity and privacy insurance is becoming more challenging to procure and is unlikely to cover all cybersecurity or privacy related losses. The insurance available may not fully indemnify and compensate the Corporation for all damages it may suffer, including reputational losses.

Geopolitical risks

The Corporation is exposed to various geopolitical risks as it operates across the world in an increasingly interconnected global economy. In addition, the geopolitical landscape is becoming more complex as the world continues to face more and more crises and tensions between competing nations and alliances. The Corporation has a geographically dispersed client base which it serves with local presence and through a network of operations located around the globe. Escalating conflicts and unrest can affect particular regions and may also have severe repercussions in other parts of the world. As such, the Corporation may be adversely affected by deteriorating uncertainties arising from political, economic, military or social conditions emerging from domestic or international political tensions, conflicts and crises.

The potential impacts on the Corporation depend on the extent and depth of geopolitical issues and conflicts as they materialize and may include consequences such as delays or cancellation of contracts, changes in regulatory practices, impact to tariffs and taxes, restrictions to global mobility, restrictions to contracting capabilities, productivity slowdowns, inability to deliver projects in the affected region, deterioration of local and global economies as well as consequences on the health, safety and well-being of employees.

The military hostilities or conflicts in Eastern Europe and the Middle East continue to significantly affect the global economy and have deepened their negative effects on certain regions, including our operations and employees in the affected regions. Although shortages of specific materials in the construction industry have resulted in certain of our projects being postponed or cancelled, the Corporation has suffered limited impacts and continues to adjust its operations and practices to minimize potential impacts. There can be no certainty as to the continuity of our operations in the affected regions if these conflicts persist or escalate.

The Corporation deploys as necessary a crisis management team to closely monitor these conflicts and mitigate any impact on our employees and operations. However, these conflicts could persist or escalate further with the active participation of other interested countries.

The Corporation is also exposed to the risks related to the rise of domestic political tensions in certain countries where key elections are underway. The volatile, uncertain and unpredictable nature of external factors related to geopolitical risks cannot be easily managed. The Corporation has established a process and business continuity plans to assess and monitor regional conditions and has defined appropriate policies and controls to engage in work that aligns with its risk tolerance levels, however these conditions may change through time and potentially render these controls ineffective.

Adequate utilization of workforce

The cost of providing its services, including the extent to which the Corporation utilizes its workforce, affects its profitability. The rate at which the Corporation utilizes its workforce is affected by a number of factors, including:

- its ability to transition employees from completed projects to new assignments and to hire and integrate timely new employees, including those coming from newly acquired entities;
- its ability to forecast demand for its services and thereby maintain an appropriate headcount in each of its geographies;
- its ability to adequately plan succession to ensure leadership roles, critical positions and technical capabilities are properly maintained, developed and timely prepared to carry on the Corporation's business objectives and its future growth;
- its ability to manage attrition; its need to devote time and resources to training, recruitment, business development, professional development, and other non-chargeable activities;
- its ability to match the skill sets of its employees to the needs of the marketplace; and
- its ability to adapt its organizational structure to support and meet the needs of its clients while optimizing its resources to meet its margin objectives.

If the Corporation does not utilize its workforce effectively, or if laws and regulations restrict its ability to do so, its utilization rates could be reduced.

Availability, and retention and well-being of qualified professional staff

There is strong competition for qualified technical and management personnel in the sectors in which the Corporation operates. The Corporation's success depends in part on its continued ability to attract and retain qualified and skilled engineers, scientists, planners, technical experts and other professional staff and to establish and execute an effective succession plan. Over the years, a significant shortage of engineers and other professionals serving our industry has developed in some markets which has resulted in continued upward pressure on professional compensation packages and has resulted in high turnover rates, adding pressure on employee retention. Competition in the industry today largely involves the competition for talent. Considering longer-term trends in the industry including demographics, scarcity of talent relative to demand and the pace of technological advances, the Corporation expects this risk to remain significant to its business. There can be no assurance that the Corporation will be able to attract, hire and retain sufficient qualified management personnel, engineers and other professional staff necessary to continue to maintain and grow its business. Furthermore, some of the Corporation's personnel hold government granted clearance in certain regions that may be required in order to work on specific government projects. If the Corporation were to lose some or all of these personnel, such staff may be difficult to replace. Loss of the services of, or failure to recruit, qualified technical and leadership personnel with governmental clearances could limit the Corporation's ability to successfully complete existing projects and/or compete for new projects requiring such clearances.

When the Corporation fails to retain key personnel or when such personnel retire or otherwise depart the Corporation, the roles and responsibilities of such employees need to be filled, which requires that the Corporation devote time and resources to identify, hire and integrate new employees. If the Corporation's succession plan fails to identify those individuals with high potential or to develop these key individuals, it may be unable to replace key members who retire or leave the Corporation and may be required to expend significant time and resources to recruit and/or train new employees. The inability to attract, hire and retain enough qualified management personnel, engineers and other professional staff as well as to establish and execute an effective succession plan could limit the Corporation's ability to successfully complete existing projects and compete for new projects, which could adversely affect the Corporation's ability to sustain and increase revenues and its future results.

In addition, the Corporation strives to protect, support and promote the well-being of its people through workplace practices and well-being programs. Failure to meet those goals may lead to deteriorating work-life balance, reduction in productivity, decline in workforce mental and physical health, increase in absenteeism, voluntary turnover, work incidents and accidents. This may impact the delivery of our professional services

Over the past several years, as attention to issues of societal inequity and racial injustice have increased globally, the Corporation has continued to emphasize its commitment to inclusion, diversity and equity. The Corporation is committed to promoting a culture that empowers its people through a work environment where inclusion, diversity and equity are expected and valued. Although the Corporation has set inclusion, diversity and equity standards that are to be observed by its employees when conducting business, the Corporation remains subject to the risk of misconduct, non-compliance or other improper behaviour by its employees, agents or partners.

Competition in the industry

In a people-based industry, the Corporation operates in highly competitive markets and has numerous competitors for all of the services it offers. Size and characteristics of competitors vary widely with the type of service they provide, the geographic area and the industry. Some of the Corporation's competitors have longer operating histories, greater brand recognition, larger customer bases and have achieved substantially more market penetration in certain of the areas or locations in which the Corporation competes.

In the midst of rapid technological development, including advances in AI, the Corporation must continue to anticipate changes in its clients' expectations and to do so, must adapt its services so that it maintains and improves its competitive advantage.

In addition, the competitive landscape within which the Corporation operates is evolving as the Corporation is increasingly facing new competitors in many of its end-markets and others are emerging as a result of advances in technology. It is critical that the Corporation adjust to these changes and adapt its compensation models to maintain its competitive positioning in those markets.

Moreover, the technical and professional aspects of some of the Corporation's services generally do not require large upfront capital expenditures. The Corporation's competitors may also consolidate or establish teaming or other relationships among themselves or with third parties to increase their ability to address customers' needs.

We obtain most of our contracts through competitive bidding processes. Significant costs and managerial time are required to prepare certain bids and proposals for contracts that may not ultimately be awarded to the Corporation. In addition, some of the Corporation's competitors may allocate substantially more financial or marketing resources to particular competitive bidding processes and/or benefit from greater financial flexibility than the Corporation in certain markets or they may be willing to take greater risks or accept terms and conditions that the Corporation may not deem to be acceptable. Other competitors are smaller and may be more specialized and concentrate their resources in particular areas of expertise. Competitive pressures may result in the Corporation being successful in a lesser number of competitive bids than budgeted for. Moreover, we may not be awarded contracts because of existing government policies designed to promote locally based businesses and under-represented minority contractors.

All of these competitive forces may result in our inability to win bids for future projects, increased margin pressure and loss of revenue, profitability and market share.

Global operations

The Corporation's operations are global, which subjects the Corporation to a variety of risks, including:

- general social, economic and political conditions or instability in one or more specific markets and/or globally, including recessions, political changes or disruptions and other economic crises in one or more markets in which the Corporation operates;
- risks related to complying with a wide variety of local, national, and international laws, regulations and policies, together with potential adverse or significant changes in laws and regulatory framework and practices;

- changes in local government trade laws, regulations and policies affecting the markets for the Corporation's services, including applicable international sanctions;
- international hostilities, civil unrest, force majeure, war, terrorism, including domestic terrorism, and other armed conflict;
- difficulty or expense in enforcing contractual rights due to a lack of a developed legal system or other factors in certain jurisdictions;
- difficulties and costs of staffing and managing global operations and changes in labour conditions;
- difficulties, delays and expenses that may be experienced or incurred in connection with the movement of personnel through the customs and immigration authorities of various jurisdictions;
- a greater risk of uncollectible accounts and longer collection cycles;
- fluctuations in exchange rates;
- changes in regulatory practices, tariffs and taxes, which could also result in a trade war and trade restrictions;
- foreign ownership restrictions with respect to operations in certain countries or the risk that such restrictions will be adopted or increase in the future;
- multiple and possibly overlapping tax structures;
- exchange controls and other funding restrictions and limitations on the Corporation's ability to repatriate cash, funds or capital invested or held in certain jurisdictions where the Corporation operates; and
- cultural, logistical and communications challenges.

Professional services contracts

A substantial proportion of the Corporation's revenues come from fixed-price contracts, cost-plus contracts with ceilings and time and material contracts with fixed rates. Under fixed-price contracts, the Corporation agrees to perform either all or a specified portion of work under the contract for a fixed fee which could expose the Corporation to a greater risk of cost overruns. Fixed-price contracts, cost-plus contracts with ceilings and time and material contracts with fixed rates are established in part on partial or incomplete designs, cost and scheduling estimates that are based on a number of assumptions, including those about future economic conditions (including inflation and interest rates), commodity and other materials pricing (including construction costs) and availability of labour, equipment and materials and other requirements. There is a risk, particularly for multi-year contracts, that these assumptions may prove inaccurate. If these assumptions prove inaccurate or if unexpected changes arise, then cost overruns could occur and result in losses for projects. In certain instances, the Corporation may provide a guarantee to a client that it will complete a project by a certain date. As such, the Corporation may incur additional costs should the project be managed ineffectively or should it subsequently fail to meet the scheduled completion date for any other reason. Projects that are not completed on schedule further reduce profitability. Staff must continue to work on such projects for longer than anticipated; this may prevent them from pursuing and working on new or other projects. Projects that are over budget or not on schedule may also lead to client dissatisfaction and legal proceedings, which can be costly and detrimental to and adversely impact the Corporation's reputation. A project's revenues could also be reduced should the Corporation be required to pay liquidated damages in connection with contractual penalty provisions. Such damages can be substantial and can accrue on a daily basis.

In addition, the Corporation sometimes partners with construction delivery professionals on engineering, procurement and construction projects. In such cases, the Corporation may be required to assume design risks, certain procurement and construction risks, except for any risks that are contractually assumed by the client, which any assumption thereof could result in financial losses to the Corporation.

The Corporation may have pending claims made to clients under some of its contracts for payment of work performed beyond the initial contractual requirements. In general, the Corporation cannot guarantee that such claims will be approved by its clients in whole, in part, or at all. If these claims are not approved, the Corporation's revenues may be reduced in future periods or a dispute (including legal proceedings) could arise which could be detrimental to the Corporation.

In addition, certain contract bidding frameworks are inherently stringent and inflexible, which limits the ability of a bidder or tenderer to negotiate certain contractual terms and conditions. These types of contracts could potentially expose the Corporation to significant additional risks or costs, including making any pricing adjustment difficult in a highly inflationary environment, that could lead to lower margins and adversely affect the profitability of the Corporation's projects.

Economic environment

Demand for the Corporation's services can be impacted by economic factors and events. Global and local capital and credit markets and global and local economies may experience significant uncertainty, characterized by the bankruptcy, failure, collapse or transactions in one or more market sectors, including financial institutions, and a considerable level of intervention from governments and international organizations around the world. Economic conditions in any of the markets in which the Corporation operates may be weak and may remain weak or become weaker in the future. In addition, many governments used, or continue to use, significant levels of fiscal stimulus in an attempt to avoid recessions and now have significant and growing debts and deficits that may require actions such as spending cuts and higher taxes. Any of these conditions may impact demand for the Corporation's services by public and private entities or impact our cost of doing business. Demand for the Corporation's services may also be vulnerable to reductions in private industry spending resulting from sudden economic downturns or changes in commodity prices such as oil, natural gas or metals, which may result in clients delaying, curtailing or cancelling proposed and existing projects, in some cases with little or no prior notice. Any of these conditions may adversely affect the demand for the Corporation's services.

In addition, currency and interest rate fluctuations, financial market volatility or credit market disruptions may limit the Corporation's access to capital and may also negatively affect the ability of the Corporation's customers to obtain credit to finance their businesses on acceptable terms. If the operating and financial performance of the Corporation's customers deteriorates or if they are unable to make scheduled payments or obtain credit, the Corporation's customers may not be able to pay the Corporation. Any inability of customers to pay the Corporation for its services may adversely affect its backlog, earnings and cash flows.

Lastly, inflation, interest rates and construction costs could reduce the demand for the Corporation's services in the markets in which it operates or may operate in the future. The Corporation also generally bears the risk of rising inflation in connection with fixed-price contracts and may also bear inflation risk in relation to cost-plus contracts with ceilings or contracts on a time and material basis where hourly rates are fixed. In addition, if the Corporation expands its business into markets or geographic areas in which fixed-price work is more prevalent, inflation may have a larger impact on the Corporation's results of operations. The impact of inflation could also subject the Corporation to significant cost pressure, including increasing costs of borrowing, or lead to a decrease in the liquidity of capital markets.

Working with Government Agencies

The demand for the Corporation's services is affected by the level of government funding that is allocated for rebuilding, improving, and expanding infrastructure systems. The Corporation derives a significant portion of its revenues from governments or government-funded projects and expects to continue to do so in the future. The level of government funding received by the Corporation can be adversely affected by the residual impacts of the COVID-19 pandemic (including future budgetary constraints, concerns regarding deficits, inflation and a recession), economic crisis, changes in political priorities, changes in governments or delays in projects caused by political deadlock.

The success and further development of the Corporation's business depend, in part, on the continued funding of these government programs and on the Corporation's ability to participate in these programs. However, governments may not have available resources to fund these programs or may decide not to fund these programs for diverse political reasons.

Most government contracts are awarded through a rigorous competitive process which may result in the Corporation facing significant additional pricing pressure, uncertainties, and additional costs. As such:

- Government contracts in most regions are based on strict regulatory and statutory foundations of public procurement. Non-compliance with these regulatory requirements by the Corporation may result in termination of contracts, suspension or debarment from future governmental projects and/or other sanctions including the imposition of penalties or fines. The rising complexity of the geopolitical landscape and macro-economic developments have increased uncertainty surrounding regulatory requirements as well as funding for government projects, which could negatively impact existing government contracts or future contract awards to the Corporation.
- Government contracts are typically subject to renewal or extensions over a defined period, and thus the Corporation cannot be assured of its continued work under these contracts in the future. Government budgetary approval procedures take place annually, which may result in partial contract funding where contract performance is expected to take more than one year. Moreover, those budgetary processes may also result in defunding where multi-year contracts were partially funded in the early stages of implementation.
- Government agencies can typically terminate these contracts at their convenience or render the Corporation ineligible to contract with such government agencies in the future. The Corporation may incur costs in connection with the termination of these contracts and suffer a loss of business.

- In certain markets, contracts with government agencies are subject to substantial regulation and audit of the actual costs incurred. These audits can result in a determination that a rule or regulation has been violated or that adjustments are necessary to the amount of contract costs the Corporation believes are reimbursable by the agencies and the amount of overhead costs allocated to the agencies. Consequently, there may be a downward adjustment to the Corporation's revenues if costs already recognized exceed the contractual entitlements, as audited by the relevant government agency.

There can be no assurance that the Corporation will be able to win new contracts or be awarded additional work under existing contracts.

In addition, as part of its global business dealings with different governmental bodies, entities and agencies in each of the countries in which the Corporation operates, WSP must comply with complex public procurement laws and regulations aimed at ensuring that public sector bodies award and manage contracts in a transparent, competitive, efficient and non-discriminatory manner in these jurisdictions. These rules can also provide for verification processes and disclosure requirements, as well as address national security concerns, among other matters. WSP can be subject to audits and investigations by government departments and agencies with respect to compliance with these rules. Non-compliance with these requirements may result in the Corporation incurring penalties and sanctions, including contract termination, suspension of payments, suspension or debarment from doing business with the government, and fines. In addition, WSP may be required to obtain authorizations or certifications in order to enter into contracts with governmental bodies, entities and agencies in certain jurisdictions, which authorizations or certifications may be revoked in a variety of circumstances, including at the discretion of a governmental authority or if the Corporation or its affiliates or directors or officers are convicted of an offense. If the Corporation fails to comply with these laws and regulations or the terms of these authorizations or certifications or if the Corporation, its directors, officers, employees or agents commit legal violations or misconduct specified in any of these rules, the Corporation could be subject to mandatory or discretionary exclusion or suspension, on a permanent or temporary basis, from contracting with these governmental bodies, entities and agencies or within certain jurisdictions, in addition to termination of certain government contracts, fines, penalties and other sanctions that could be imposed on the Corporation. Upon conviction of an offense, the Corporation could be debarred from participating in procurements with governmental bodies, entities and agencies for extended periods of time and suffer significant damage to its reputation. The disqualification of the Corporation from public contracts, the conviction of the Corporation with respect to certain offenses or the institution of formal charges with respect to such offenses in any jurisdiction in which it has operations or carries out business activities could impact its ability to bid, enter into or perform public contracts or subcontracts in that and other jurisdictions.

Challenges associated with size

In recent years, the Corporation has significantly increased in size and, as at December 31, 2024, had approximately 72,800 employees globally. The Corporation must effectively communicate, monitor and manage its culture, values, standards, internal controls and policies throughout the larger organization. The Corporation may not be able to achieve its strategic objectives if it does not overcome the challenges associated with managing cultural diversity and the particularities of local markets. Cultural differences in various countries may also present barriers to introducing new ideas or aligning WSP's vision and strategy throughout the organization.

In addition, the size and scope of the Corporation's operations heighten the possibility that it will have employees who engage in unlawful or fraudulent activity, or otherwise expose it to business or reputational risks, despite the Corporation's efforts to provide training and maintain controls to prevent such instances. If the Corporation cannot overcome these obstacles, it may not be able to achieve its growth and profitability objectives and/or it may suffer reputationally. In addition, from time to time, the Corporation has made, and may continue to make, changes to its operating model, including how it is organized, to adapt to the needs and size of its business evolution.There can be no assurance that the Corporation will implement any such changes successfully and in a timely manner .

Growth by acquisitions

A key part of our growth strategy is through M&A activities; that is, acquiring firms that align with our strategic objectives and/or that operate in geographies and/or specialties that are complementary to our existing operations. Management believes that growth through acquisitions can enhance the Corporation's value proposition and can accelerate our ability to achieve our strategic goals, including those outlined in our 2025-2027 Global Strategic Action Plan. However, a variety of factors may adversely affect the anticipated benefits of a given acquisition or prevent these from materializing to the extent envisaged or at all, or from occurring within the time periods forecasted by the Corporation. Implementation of any strategic direction presents various managerial, organizational, administrative, operational and other challenges. In addition, entities the Corporation acquires may have liabilities, contingencies, incompatibilities or other obstacles to successful integration that the Corporation failed to discover or was unable to accurately quantify in the due diligence conducted prior to completion of an acquisition.

Although we seek to complete a thorough due diligence process in connection with any acquisition or related transaction we pursue, there remains a level of risk regarding the accuracy and completeness of the information provided to the Corporation or our ability to discover or accurately quantify certain liabilities, deficiencies, contingencies or other obstacles to a successful integration, particularly in competitive processes, such as auction-style processes, where we may not have access to all material information prior to submitting a binding offer. While we strive to obtain adequate indemnification rights from the sellers of acquired businesses and/or insurance that could mitigate certain of these risks, such rights may be difficult to enforce, the losses may exceed any dedicated escrow funds or holdbacks and the indemnitors may not have the ability to financially support the indemnity, or the insurance coverage may be unavailable or insufficient to cover all losses.

In addition, as there is strong competition among acquirers in our industry, it may prove increasingly challenging to identify attractive targets for acquisitions, and such firms may not be available on terms and conditions, including pricing, that are acceptable to us, which may negatively impact our ability to successfully pursue our growth strategy. Existing cash balances and cash flow from operations, together with borrowing capacity under our credit facilities, may be insufficient to make acquisitions. Future acquisitions may require us to obtain additional equity or debt financing, which may not be available on attractive terms, or at all.

Further, the Corporation may enter into new markets or take on new activities as a result of its acquisitions. This carries the risk that the Corporation may struggle to efficiently or effectively exploit such new markets or services, and/or to comply with laws and regulations applicable thereto, or it may misjudge or inefficiently mitigate the risks associated with these new markets or activities.

The Corporation may not be able to successfully execute on any or all of the initiatives contemplated under its strategic direction, including those outlined in its 2025-2027 Global Strategic Action Plan. Even if the Corporation successfully implements this strategic direction, there can be no guarantee that it will achieve its intended objectives. Modifications to this strategic direction may also be required to achieve such objectives, which could delay or temporarily pause its implementation.

Consummation of acquisitions may be subject to the satisfaction of customary closing conditions, including the receipt of any required regulatory approvals. One or more of these conditions may not be fulfilled and, accordingly, the transaction may not be consummated or may be significantly delayed. If the transaction is not consummated, we will have incurred costs, often substantial, without realizing the expected benefits of the acquisition. In addition, there may be challenges associated with obtaining adequate insurance coverage for the target's operations prior to closing. To the extent the market price of our shares reflects a market assumption that the transaction will be consummated or will be consummated within a particular timeframe, the market price of our shares may decline. The announcement of the transaction or its pendency can cause uncertainty among clients and employees about the effect of the transaction which could have an adverse effect on the Corporation's ability to maintain existing business relationships or retain key employees. The pursuit of the transaction will also require management attention and use of internal resources that would otherwise be focused on general business operations. The Corporation may experience the failure or delay in consummating a transaction, including the diversion of management attention or loss of other opportunities during the pendency of the transaction.

Furthermore, as we regularly review our global business and operations, we may wish to divest certain of the Corporation's businesses that do not align with its current and future strategy. Divestitures involve risks and uncertainties and may take longer or be costlier than expected, are subject to market conditions and may not be completed at all. We may also retain liabilities related to divested businesses post-disposal.

Acquisition integration and management

Achievement of the benefits of acquisitions depends in part on successfully consolidating functions, integrating and leveraging operations, procedures, systems, and personnel in a timely and efficient manner, as well as the Corporation's ability to share knowledge and realize revenues, synergies and other growth opportunities from combining acquired businesses and operations with those of the Corporation. There is no assurance that the Corporation will be able to successfully integrate its acquisitions. Failure by the Corporation to effectively and timely integrate acquired businesses, including the integration of personnel, culture, values, operations, standards, controls, procedures, policies and systems, including IT systems, could lead to, among other matters: a failure to realize anticipated benefits of one or more acquisitions, including cost savings, synergies, business opportunities and growth opportunities; unanticipated operational problems resulting in inefficiencies, expenses, including higher than anticipated integration costs, liabilities and claims; an increase in our risk profile; the loss or disengagement of certain key personnel; and an increase in the risks to which the Corporation is subject.

The successful integration of an acquired business is subject to the risk that personnel and professionals from the acquired business and the Corporation may not be able to work together successfully, which could affect morale and the Corporation's operations. Cultural differences, including but not limited to differences in corporate cultures, may also present barriers to the successful integration of businesses acquired by the Corporation. Among other things, the Corporation may seek to require as a condition of completion of one or more acquisitions that key personnel and professionals from the acquired business enter into employment agreements for specified post-acquisition periods and/or non-competition undertakings; however, there are risks that such commitments will not be respected or that the personnel and professionals subject to same or other personnel and professionals will not be successfully integrated as productive contributors to the Corporation's business. In addition, all acquisitions carry the risk of the potential loss of key clients or key personnel from either the Corporation's current business or the acquired businesses or that key personnel from the acquired businesses may compete with the Corporation's business post-closing which would hinder our ability to protect the goodwill acquired in connection with the transaction, impact the Corporation's performance of its services or the delivery of projects.

While in transition, the integration of information technology systems and financial management systems of acquired firms may expose us to information security risks, cyber security risks, and gaps in internal controls, in particular where there may be gaps in the security protections implemented in target firms relative to the standards implemented in the Corporation.

There may also be gaps in the standard contracts terms implemented in target firms relative to those implemented in the Corporation, resulting in less favourable terms and conditions post-acquisition. The implementation of WSP's contracting standards and guidelines following completion may require significant time and resources and correspondingly, result in increased risk during the transition period.

Integration requires the dedication of substantial management effort, time and resources, which may divert Management's focus and resources from other strategic opportunities (including other potential acquisitions) and from operational matters during the integration process. The acquisition integration process may also result in the disruption or loss of ongoing business, client, employee and other relationships that may adversely affect the Corporation's ability to achieve the anticipated benefits of a given acquisition. In particular, major clients of the acquired businesses may not be retained following the acquisition of such businesses. The Corporation may not ever realize the full benefits of an acquisition, including the synergies, cost savings, or sales or growth opportunities.

Current or future legal proceedings

In the ordinary course of conducting its business, the Corporation is, from time to time, threatened with, or becomes subject to, various legal proceedings. Such proceedings (which may include civil suits, demands for arbitration or class actions) often allege professional errors and omissions or other incidents that may occur during the Corporation's performance of its services or the delivery of projects, or commercial or regulatory disputes involving clients, service providers, partners, project owners, contractors, or the Corporation's employees.

As part of its service offerings, the Corporation also issues reports and opinions to clients based on its professional engineering expertise, as well as its other professional credentials, in compliance with applicable laws, regulations and professional standards. The Corporation could be liable to third parties who use or rely upon such reports or opinions even if the Corporation is not contractually bound to those third parties. In particular, such third-party liability could include expert liability under applicable laws. The Corporation may not always have the ability to control the manner in which its reports and work produced for clients may be released, quoted from, or summarized in the public domain. As a result, the Corporation could attract liability if its clients reproduce such work products to solicit funds from investors without appropriate disclaimers or context, or the information proves to be incorrect, misleading, or incomplete.

In addition, legal proceedings may result from the business historically carried on by the Corporation's predecessors as well as employees' or former employees' failure to comply with applicable laws and regulations.

On December 27, 2019, over 100 plaintiffs filed suit in the US District Court for Washington, DC against a number of US government contractors, including The Louis Berger Group, Inc. and Louis Berger International, Inc. (collectively, "LB") which the Corporation acquired in December 2018, alleging that between 2009 and 2017, LB had violated the Anti-Terrorism Act. The Corporation is of the view that LB has a strong defense on both the legal aspects of the litigation and the factual underpinnings in this complex and rarely litigated statute. Preliminary motions to dismiss the proceedings have been filed by the Defendants. However, the Corporation cannot, at this preliminary stage, predict the outcome of this suit, potential losses or the impact on its reputation.

Defending lawsuits of this nature or arising out of any of the services provided by the Corporation could require substantial attention from Management, necessitate financial resources to defend such claims and/or result in significant attorney fees, damage awards and the imposition of significant fines, penalties or injunctive relief for which the Corporation may not be fully insured and which could harm its reputation, thereby affecting its ability to bid on and/or secure future projects and retain qualified employees. Even if the Corporation is successful or if it is fully indemnified or insured, such lawsuits could damage the Corporation's reputation and make it more difficult to compete effectively or obtain adequate insurance in the future. In addition, the institution of proceedings against the Corporation may have to be immediately accounted for in the results of the Corporation, the magnitude of which the Corporation may not predict.

Reputation

To remain competitive, the Corporation depends to a large extent on its relationships with its clients and its reputation for high-quality professional services and as a professional services firm that complies with the highest ethical standards. This positive reputation plays an important role in the Corporation's long-term success and is crucial for it to continue to compete effectively and maintain its goodwill. The Corporation may not be able to meet its clients' expectations in the course of a project, or the occurrence of events outside of the control of the Corporation including the possibility of a catastrophic failure or incident affecting such a project, which could have a negative impact on how it is perceived in the market. Further, the Corporation's failure to comply with applicable laws, regulations or generally recognized and accepted guidelines on corporate, environmental, social (including health and safety), and governance responsibilities, failure to adequately report on or meet its environmental, social and governance objectives, human rights standards or commitment of any acts of misconduct or corruption, illegal political contributions, alleged or proven non-compliance with laws or regulations, anti-competitive or criminal acts or other ethics-related acts or omissions by its officers, directors, employees, subconsultants, contractors, agents, clients, third party suppliers and/or partners could negatively impact the Corporation's reputation. Harm to the Corporation's reputation could also arise from a number of other factors, including questions surrounding competence, data breaches, actual or alleged quality, timing or performance issues on its projects, a poor health and safety record or the accuracy and quality of financial reporting and public disclosure. Any negative publicity about, or significant damage to, the Corporation's reputation and image could have an adverse impact on client, employee and investor perception and confidence and may result in the cancellation of current projects and adversely impact its ability to secure future projects, affect the Corporation's ability to attract or retain qualified personnel, or negatively impact the Corporation's relationship with its investors and potential investors. Also, the pervasiveness and viral nature of social media could exacerbate any negative publicity with respect to the Corporation's business.

Insurance limits

The Corporation maintains comprehensive insurance coverage for various aspects of its business and operations, to provide indemnity for its losses and liabilities. The Corporation's insurance programs are subject to varying coverage limits, retentions as well as exclusions that are customary or reasonable given the cost of procuring insurance, current operating conditions, and other relevant considerations. As a result, the Corporation may be subject to future liability for which it is only partially insured, or completely uninsured. The Corporation is of the view that its insurance program addresses all material insurable risks and provides coverage that is in accordance with what would be maintained by a prudent operator of a similar business. However, there can be no guarantee that such insurance will continue to be offered on economically feasible terms, that all events that could give rise to a loss or liability are or will be insurable, or that the amounts of insurance will always be sufficient to cover every loss or claim that may occur involving the Corporation's assets or operations.

Risks related to AI and other emerging technologies

The digital transformation and the adoption of emerging technologies, such as AI and Quantum Computing, require continued focus and investment. While not adopting such technologies could be a threat to the Corporation's ability to adapt and evolve in its competitive markets, the adoption of such technologies poses certain risks including:

- Accuracy and bias: AI tools may generate inaccurate or unreliable output which may be biased or discriminatory, include unethical or inappropriate content. If AI output is relied upon with insufficient human validation, there may be an increased risk of errors and omissions in the Corporation's services and work products, and consequently, increased risk of litigation and claims and erosion of trust with clients.
- Data privacy and confidentiality of client, personal and corporate data: information provided to public AI services may be stored and re-used in the tool. In the event the Corporation provides data to these services it would not be protected against disclosure and may be permanently available to third parties, increasing compliance risks with data protection laws, AI regulation and client contractual requirements.
- Regulation: failure to comply with emerging regulations, data protection laws or contractual obligations relating to AI may lead to additional compliance risks for the Corporation.
- Intellectual property: AI service providers may pose aggressive terms and conditions on the ownership and use of information provided by or to the tool, raising the risk of losing intellectual property protection and infringing clients' or other third parties' intellectual property rights.
- Human resources: The effective adoption, integration, and leveraging of existing and emerging technologies, including AI and machine learning systems, into our operations can present operational risks, impact utilization rates, and require significant investment of time and resources to train our employees to successfully leverage a broad range of technological advances to perform their work and ensure adequate delivery of services to our clients.

Although the Corporation has established internal controls and processes regarding AI, these may not be sufficient to adequately protect against all associated risks. This may result in fines, penalties, litigation and impact our reputation and client confidence. Furthermore, there can be no assurance that investments made in these technologies and related processes and tools will provide a valuable return to the Corporation.

Controls and disclosure

Inherent limitations to the Corporation's internal or disclosure controls could result in a material misstatement of financial information or other metrics disclosed by the Corporation, which could cause the Corporation to incur incremental compliance costs, fail to meet its public reporting requirements or require a restatement of its financial statements. The Corporation maintains accounting systems and internal controls over its financial reporting and disclosure controls and procedures. The Corporation is also implementing controls and procedures for its ESG information. There are inherent limitations to any control framework, as controls can be circumvented by individuals (intentionally or otherwise), collusion of two or more individuals, management override of controls, lapses in judgment, and breakdowns resulting from human error. There are no systems or controls that can provide absolute assurance that all fraud, errors, circumvention of controls or omission of disclosures are prevented or detected. Such fraud, errors, circumvention of controls or omission of disclosure could result in a material misstatement of financial information or other metrics disclosed by the Corporation. Also, projections of any evaluation of the effectiveness of controls to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate. Inadequate controls could also result in fraud and inappropriate decision-making based on non-current internal information.

Increasing requirements and stakeholder expectations regarding ESG matters

The Corporation and its clients are facing increasing ESG risk management and reporting expectations driven by stakeholders including clients, investors, employees and communities as well as by an increasing number of regulatory requirements globally. These expectations and obligations are expected to continue to evolve in the near future.

Through its designs and advisory services, as well as through its own actions, WSP is committed to helping address and solve some of the most pressing environmental and social issues. The Corporation has pledged to reduce its greenhouse gas ("GHG") emissions, create a more inclusive and diverse workplace, protect the health, safety and well-being of its workforce, and assess its impacts on biodiversity, among other ESG commitments. Some of the Corporation's commitments have been included in its credit agreement, under which certain borrowing costs may be impacted by whether or not targets have been achieved. The achievement of these goals and objectives is subject to risks and uncertainties, notably for targets that are not under the Corporation's direct control, such as the GHG emissions reductions of its business partners and suppliers (scope 3 emissions). The Corporation offers advisory services in relation to setting ESG targets and reporting on frameworks and as such, is subject to increased scrutiny of its corporate ESG disclosures. More acute generalized scrutiny also adds pressure to secure reliable and precise ESG data with clear accountability across the organization and to deploy robust data collection processes with effective controls that will allow external verification in the near future. As a result, if the Corporation misses its stated ESG targets, or fails to accurately manage, measure or report on its progress in relation to such ESG targets, this could have financial, reputational, legal and regulatory repercussions. For example, the Corporation's activities are rated by ESG rating agencies, and the resulting scores and rankings are used as an investment tool, notably among institutional investors. Failure by the Corporation to reach its ESG targets could potentially lead to downgrades in its ratings and loss of clients, partners or internal talent.

In addition, the emergence of "greenwashing" litigation by various groups creates a new and evolving set of compliance risks. Furthermore, gaps in perception and acceptability of how ESG factors in shareholder value also call for increased vigilance when it comes to ESG reporting and communication. There is an increasing risk that any action, or inaction, by the Corporation could be perceived negatively by at least some stakeholders.

If the Corporation's ESG risk management and reporting practices fail to achieve the expectations of its stakeholders, this could influence investor or client behaviour and negatively affect our reputation.

Challenges associated with infectious disease outbreaks

Infectious disease outbreaks, including epidemics, pandemics such as COVID-19 or similar widespread public health concerns, can cause serious demand, supply and operational challenges to the Corporation.

These public health concerns pose the risk that our employees, clients, subconsultants and other business partners may be prevented from, or restricted in, conducting business activities for an indefinite period, including due to the transmission of the disease or to emergency measures or restrictions that may be requested or mandated by governmental authorities.

Pathogens are constantly and rapidly evolving and they are impacted by climate change which also increases the spread of infectious diseases.

The likelihood and magnitude of such impacts or the occurrence of any such infectious disease outbreaks are inherently difficult to predict and will depend on many factors beyond the Corporation's control and knowledge. The Corporation's business continuity plans may be not be sufficient to adequately mitigate any impacts if infectious disease outbreaks continue to materialize.

Joint arrangements

As part of its business strategy, the Corporation may enter into certain contracts through joint arrangements with unaffiliated third parties such as joint ventures, partnerships or other strategic alliances. The success of the Corporation's joint arrangements depends, in part, on the satisfactory performance by its partners of their respective obligations. The failure or unwillingness of any partner in a joint arrangement to perform its obligations or to provide the required levels of financial support could impose financial and performance obligations on the Corporation that could result in increased costs. If these circumstances occur, the Corporation may be required to pay financial penalties or liquidated damages, provide additional services outside of its responsibilities, or make additional investments to ensure adequate performance and delivery of the contracted services. Under agreements with joint and several (or solidary) liabilities or whereby the work to be delivered to our client is integrated with our contract partners, the Corporation could be liable for both its own obligations and those of its partners. These circumstances could also lead to disputes and litigation with the Corporation's partners or clients.

Climate change and related physical and transition risks

As an organization providing consultancy services with no significant real estate assets, the Corporation believes its financial exposure to acute physical impacts from climate change is limited. However, there is the potential that changes in climate such as increasing heatwaves, sea level rise, extreme weather events, storm-related flooding or extended drought, or other acute or chronic changes to the climate could disrupt its clients' projects, its project delivery, or the health and safety of its employees. The effects of climate change and extreme weather events on the Corporation's clients have the potential to cause negative impacts on the Corporation, including work stoppages, project delays, financial losses and additional costs to resume operations, including increased insurance costs or loss of coverage, legal liability and reputational losses. Existing business continuity plans may not be sufficient to enable the Corporation to recover from these negative impacts.

Generally, the Corporation occupies modern offices in well-connected locations. It also has significant regional, national and global presence to ensure that all offices would not be disrupted by adverse climate impacts at the same time. However, the health and well-being of our employees may be impacted if there are significant, region-wide events such as heatwaves or extreme weather, regardless of where employees are working, which may impact project delivery. The Corporation conducts outdoor field activities in the course of its projects, including but not limited to professional surveying, resident engineering services, field data surveys and collection, archeology, geotechnical investigations and exploratory geological or geo-environmental drilling, construction oversight and inspection, and plant start-up, testing and operations. Therefore, extreme weather events could also hinder the ability of its field employees to perform their work, which may result in delays or loss of revenues, while certain costs continue to be incurred.

In addition to physical risks, climate change poses transitional risks to the Corporation such as market and technology shifts, which could result in decreased demand for some of the Corporation's services. Furthermore, policy changes made by governments in response to climate concerns could increase the costs or impact the viability of projects for some clients, or alternatively increase demand for some of our services. It is currently difficult to predict the outcome of climate-related proposals and their impact on the Corporation and its clients.

Ecological and social impacts of projects

WSP works in industries including energy, mining, water, transportation and infrastructure, where related projects may impact the environment or local or Indigenous communities or take place in regions subject to geopolitical tensions or with elevated human rights concerns. The impacts of our clients' projects may include a reduction in biodiversity, deforestation, water pollution, displacement of local populations, otherwise disrupt communities or lead to the loss of territories claimed by certain groups. Beyond abiding by all applicable laws and regulations, the Corporation's clients must gain social acceptance for their projects from a wide number of stakeholders. Failure to involve concerned citizens and impacted communities in decision-making could lead to negative publicity, protests, litigation, policy changes, or even cancellation of projects.

Reliance on suppliers and subconsultants

The Corporation engages with a large number of third-party suppliers and subconsultants to fulfill its obligations towards its clients. The proper and profitable completion of some contracts depends to a large extent on the satisfactory performance of the subconsultants that complete different elements of the work delivered by the Corporation to its clients. If these subconsultants do not perform to acceptable standards or fail to deliver as per the agreed schedule, the Corporation may have to replace its subconsultant to complete the subcontracted deliverables and the Corporation's ability to fulfill its obligations may be jeopardized. This may result in additional costs to the Corporation which could impact profitability on a specific job and in certain circumstances may lead to margin erosion, significant losses, dissatisfied clients and claims.

The Corporation may not be able to successfully flow down its contractual liability adequately and proportionately to its suppliers and subconsultants and ensure that any such third party, supplier or subconsultant deliver on their contractual commitments or meet the Corporation's expectations set out in its Business Partners Code of Conduct.

Protection of intellectual property rights

The Corporation's technology and intellectual property provide, in certain instances, a competitive advantage. Where appropriate, the Corporation seeks to protect its technology and intellectual property, including trademarks, patents, copyright, know-how and industrial designs, by relying on registration, licensing, security controls and other available mechanisms, as well as by implementing the proper legal contractual arrangement and non-disclosure agreements. However, there is no assurance that such measures will be enforceable or adequate. Trade secrets are generally difficult to protect. Our employees and contractors are subject to confidentiality obligations, but this protection may be inadequate to deter or prevent misappropriation of our confidential information and/or infringement of our intellectual property. If the Corporation is not able to fully protect its intellectual property rights or detect any unauthorized use of same or otherwise take appropriate steps to enforce its rights, they could be invalidated, circumvented, challenged or become obsolete which could adversely impact the Corporation's capacity to differentiate itself from its competitors. Litigation to determine the scope of intellectual property rights, even if ultimately successful, could be costly and could divert management's attention away from other aspects of our business.

Clients and third parties occasionally provide the Corporation with access to their technology and intellectual property, and although the Corporation takes reasonable steps to protect such information from improper use or distribution, there is a risk that it may not be adequately protected which could lead to claims and litigation and resulting liabilities, loss of contracts or other consequences. In addition, the Corporation publishes numerous articles and reports, in a variety of websites, journals or magazines and may, even unintentionally, entail copyright infringement. The Corporation may face allegations or claims by clients and third parties of infringement, misappropriation or other violations of their intellectual property rights. Any infringement, misappropriation or related claims, whether or not meritorious, could be time consuming, divert technical and management personnel, and costly to resolve and could substantially harm our business and overall reputation.

Changes to backlog

The Corporation cannot guarantee that the revenues projected in its backlog will be realized or, if realized, will result in profits. Projects may remain in the backlog for an extended period of time. In addition, project delays, suspensions, terminations, cancellations, reductions in scope or other adjustments do occur from time to time in the Corporation's industry due to considerations beyond its control and may have a material impact on the value of reported backlog. Future project cancellations and scope adjustments could further reduce the dollar amount of the backlog and the revenues that the Corporation actually receives.

In addition, most of the Corporation's contracts contain "termination for convenience" or termination upon short notice provisions, which permit the client to terminate or cancel the contract at its convenience upon providing the Corporation with notice of a specified period of time before the termination date or paying the Corporation equitable compensation or both, depending on the specific contract terms. In the event a significant number of the Corporation's clients were to avail themselves of such "termination for convenience" provisions, or if one or more significant contracts were terminated for convenience, the Corporation's reported backlog would be adversely affected. Although the Corporation's revenues do not materially depend on any specific client, there can be no assurance that the Corporation will be able to retain its relationships with its largest clients.

If a significant backlog adjustment occurs, the Corporation could incur costs resulting from reductions in staff that would have the effect of reducing its net earnings.

Work stoppage and labour disputes

As at December 31, 2024, employees predominantly in the Nordics, Brazil, Canada and Central Europe, representing approximately 11.1% of the Corporation's total employee population were unionized. Although the Corporation believes that it has good relations with its employees, the Corporation has in the past experienced labour disputes with its employees and could experience such conflicts in the future which could lead to strikes, loss of productivity, project interruptions, financial losses or damages to the Corporation's reputation as an employer of choice. There is a risk that the Corporation may experience a lengthy strike or other work stoppage, caused by or involving unionized or non-unionized employees. There is an inherent risk that ongoing or future negotiations related to collective bargaining agreements or union representation may not be favourable to the Corporation. From time to time, the Corporation has also faced attempts to unionize the Corporation's non-unionized employees. Such efforts can often disrupt or delay work and present risk of labour unrest.

RISKS RELATED TO THE CORPORATION'S LIQUIDITY, CAPITAL RESOURCES AND FINANCIAL POSITION

Deterioration of financial position or net cash position

The Corporation relies both on its cash position as well as on the bank, credit and capital markets to provide a portion of its capital requirements and it is, in certain instances, required to obtain bank guarantees, letters of credit and/or performance and payment bonds as a means to secure its various contractual obligations.

Significant instability or disruptions of the capital markets, including the credit markets, or a deterioration in or weakening of its financial position, including its net cash position, due to internal or external factors, could restrict or prohibit the Corporation's access to, or significantly increase the cost of, one or more of these financing sources, including credit facilities, the issuance of long-term debt (such as the issuance of debentures, bonds or notes). There can be no assurance that the Corporation will maintain an adequate net cash position and generate sufficient cash flow from operations to fund its operations and liquidity needs and service its debt.

In addition, the Corporation is often required to provide bank guarantees, and surety bonds to guarantee its contractual and project obligations.

Substantial drawdowns on surety bonds bank guarantees by one or more third parties could, among other things, significantly reduce the Corporation's cash position.

Working capital requirements

The Corporation may have significant working capital requirements. In some cases, the Corporation may require significant working capital to finance the performance of engineering and other work on certain projects before it receives payment from clients. In other cases, the Corporation is contractually obligated to its clients to fund working capital on projects.

Further, significant deterioration of the current global economic and credit market environment could challenge the Corporation's efforts to maintain a diversified asset allocation with credit worthy financial institutions.

In addition, the Corporation may invest some of its cash in longer-term investment opportunities, including the acquisition of other entities or operations, capital expenditures, the reduction of certain liabilities such as unfunded pension liabilities and/or repurchases of the Corporation's outstanding shares. To the extent the Corporation uses cash for such other purposes, the amount of cash available for the working capital needs described above would be reduced.

Accounts receivable

The Corporation carries a level of accounts receivable on its balance sheet typical of the professional services industry. This value is spread among numerous contracts and clients. While this diversification is a mitigating factor, the Corporation performs regular reviews of accounts receivable to identify clients with overdue payments and resolve issues causing any delays, including issues relating to the financial capacity of such clients, there can be no assurance that outstanding accounts receivable will be paid on a timely basis or at all. Concentration of credit risk from clients in a specific geographic area or industry could occur from continuing negative trends or a deterioration in the financial condition of specific geographic areas or industries. This concentration as well as significant changes in regulation could make us susceptible to disproportionately high levels of default by those clients. While the Corporation maintains provisions to account for projected collection issues, such provisions are based on estimates and projections which may differ significantly from actual results.

The Corporation's credit risk is principally attributable to its trade receivables. The amounts presented in the balance sheet are net of expected credit losses, estimated by Management and based, in part, on the age of the specific receivable balance and the current and expected collection trends. Generally, although credit is extended following an evaluation of creditworthiness, the Corporation does not require collateral or other security from customers for trade accounts receivable. There is a risk that the Corporation may hold large balances of accounts receivable that are uncollectible.

Financial Leverage and raising capital

The Corporation has financial indebtedness as set forth in its Annual Information Form for the year ended December 31, 2024. The Corporation may draw on its credit facilities or may issue other debt instruments, such as bonds, to fund its activities, including acquisitions it may complete from time to time. Depending on its level of indebtedness, the Corporation could be required to dedicate an important part of its cash flow to making interest and capital payments on its indebtedness, which could have other important consequences for investors, including the following:

- it may limit the Corporation's ability to make investments that are important to its growth and strategies while meeting its other cash needs or obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes;
- certain of the Corporation's borrowings are at variable interest rates and expose the Corporation to the risk of increased interest rates;
- it may limit the Corporation's ability to adjust to changing market conditions and place the Corporation at a competitive disadvantage compared to its competitors that have less debt;

- it may negatively impact the Corporation's credit ratings;
- the Corporation may not be able to declare and pay dividends on its shares or may have to lower the dividends it declares and pays on its shares; and
- the Corporation may be vulnerable in a downturn in general economic conditions.

Under the terms of the contracts governing its indebtedness, the Corporation is permitted to incur additional debt in certain circumstances. However, doing so could increase the risks described above. Under its credit facility and trust indenture, the Corporation is required, among other conditions, to respect certain covenants on a consolidated basis. The main covenants are in regard to its consolidated funded debt to consolidated adjusted EBITDA and the interest coverage ratios, which are non-IFRS measures. Management reviews compliance with these covenants on a quarterly basis in conjunction with filing and reporting requirements under its credit facility and trust indenture. A breach of any covenant or our inability to comply with the required financial ratios could result in a default under our credit facilities and limit our ability to do further borrowing. In addition, the Corporation conducts its business through its subsidiaries and as such, its cash flow and ability to service its debt obligations are dependent upon the earnings of its subsidiaries, and the distribution of those earnings to the Corporation, or upon loans, advances or other payments made by these entities to the Corporation. The ability of these subsidiaries to pay dividends or make other loans, advances or payments to the Corporation is dependent upon their operating results and is subject to applicable laws.

The Corporation may not be able to obtain capital on acceptable terms in order to fund its growth strategy, and may be required to reduce the scope of its anticipated expansion. Using internally generated cash or taking on high levels of debt to complete acquisitions could substantially limit the Corporation's operational and financial flexibility. The extent to which the Corporation will be able or willing to issue equity as a means of financing acquisitions will depend on the market value of its shares from time to time and the willingness of potential sellers to accept its shares as full or partial consideration. The Corporation may also be required to incur additional debt if it acquires another business, which could increase its debt repayment obligations.

In addition, the Corporation may also be required to raise additional capital in the public or private markets to support its strategy and operational needs in the future. The availability of future financing will depend on prevailing market conditions, and the acceptability of financing terms offered. There can be no assurance that future financing will be available, or available on acceptable terms, in an amount sufficient to fund its needs, especially during periods of economic downturn.

Impairment of long-lived assets

Because the Corporation has grown in part through acquisitions, goodwill and intangible assets represent a substantial portion of the Corporation's assets. As at December 31, 2024, the Corporation had $9.45 billion of goodwill, representing 47% of its total assets of $20.20 billion. Under IFRS, the Corporation is required to test goodwill and indefinite-lived intangible assets carried in its consolidated statement of financial position for possible impairment on an annual basis; the Corporation uses a fair value approach. The Corporation has chosen to perform its annual impairment review of goodwill on the first day of the Corporation's fourth quarter of its fiscal year. The Corporation is also required to test long-lived assets for impairment between annual tests if events occur or circumstances indicate that an asset or Cash Generating Unit ("CGU") may be impaired. These events or circumstances could include a significant change in the business climate, including a significant sustained decline in a CGU's market value, legal factors, operating performance indicators, competition, sale or disposition of a significant portion of its business, potential government actions toward its facilities, and other factors. If the recoverable amount of a CGU is less than its carrying value, the Corporation would be required to record an impairment charge. The amount of any impairment could be significant.

Foreign currency exposure

Foreign currency risk is the risk that fair value of an asset or liability or future cash flows will fluctuate because of changes in foreign exchange rates, and where a change in exchange rates would have a direct impact on net earnings of the Corporation. The Corporation operates internationally which significantly increases its exposure to the foreign currency risk arising from its operating activities denominated in various currencies, including US dollars, pounds sterling, Swedish kronas and Australian dollars and to its net assets in foreign operations. A significant portion of the Corporation's earnings and net assets is denominated in multiple foreign currencies, including US dollar, pound sterling, Swedish krona and Australian dollars. Accordingly, fluctuations in exchange rates between the Canadian dollar and such currencies may pose a risk to the Corporation. Future events that may significantly increase or decrease the risk of future movement in the exchange rates for these currencies cannot be predicted.

In situations where revenues and costs are transacted in different currencies, the Corporation sometimes enters into foreign exchange derivatives in order to limit its exposure to fluctuating foreign currencies. Nonetheless, future cash flows in a foreign currency carry the risk that the foreign currency will fluctuate in value before the transaction in question is completed and the currency is exchanged into the Corporation’s functional currency.

Income taxes

The Corporation is subject to income taxes in various foreign jurisdictions. The tax legislation, regulation and interpretation that apply to its operations are continually changing. In addition, deferred income tax benefits and liabilities are dependent on factors that are inherently uncertain and subject to change, including future earnings, future tax rates, and anticipated business mix in the various jurisdictions in which the Corporation operates. Significant judgment is required in determining required provision for income taxes and Management uses accounting and fiscal principles to determine income tax positions that it believes are likely to be sustained by applicable tax authorities. However, there is no assurance that the Corporation's tax benefits or tax liability will not materially differ from its estimates or expectations. In the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain. The Corporation is regularly under audit by tax authorities. It is these tax authorities that will make the final determination of the actual amounts of taxes payable or receivable, of any deferred income tax benefits or liabilities and of income tax expense that the Corporation may ultimately recognize. Although Management believes that its income tax estimates and tax positions are reasonable, they could be materially affected by many factors including the final outcome of tax audits and related litigation, the introduction of new income tax accounting standards, legislation, regulations, and related interpretations, the Corporation’s global mix of earnings, the realizability of deferred income tax assets and changes in uncertain tax positions. The Corporation may also experience a significant increase or decrease in its effective income tax rate. Any of the above factors could affect the operations and profitability of the Corporation, the availability of tax credits, the cost of the services it provides, and the availability of deductions for operating losses as the Corporation grows its business.

21 ADDITIONAL INFORMATION

Additional information regarding the Corporation is available on our website at www.wsp.com and on SEDAR+ at www.sedarplus.ca. The Corporation's Annual Information Form for the year ended December 31, 2024 is available on these websites.

The common shares of the Corporation are traded on the Toronto Stock Exchange under the symbol “WSP”. As at December 31, 2024, the Corporation had 130,479,453 common shares outstanding. As at February 25, 2025, the Corporation had 130,496,318 common shares outstanding.

The Corporation has no other shares outstanding.

As at February 25, 2025, 706,339 stock options were outstanding at exercise prices ranging from $41.69 to $210.64.

Under the Corporation's share unit plan, which forms part of its long-term incentive plans, vested redeemable share units may be redeemed for common shares of the Corporation or cash, at the choice of the participant. Subject to the achievement of specified performance measures and objectives, the Corporation's redeemable share units outstanding as at February 25, 2025, could be redeemed for a maximum of 395,473 common shares of the Corporation, when vested.

22 GLOSSARY OF SEGMENT REPORTING, NON-IFRS AND OTHER FINANCIAL MEASURES

Net revenues and related measures

Net revenues is defined as revenues less direct costs for subconsultants and other direct expenses that are recoverable directly from clients.

Net revenues is a segment reporting measure and a total of segments measure, without a standardized definition within IFRS, which may not be comparable to similar measures presented by other issuers.

Management analyzes the Corporation's financial performance in relation to fee-based revenues, or net revenues, since direct recoverable costs can vary significantly from contract to contract and are not indicative of the performance of the professional consulting services business. Refer to section 8.1, “Net revenues”, for reconciliations of revenues to net revenues.

Net revenue organic growth (contraction) is the measure of period-over-period change in net revenues, excluding net revenues of businesses acquired or divested in the twelve months following the acquisition or prior to the divestiture, expressed as a percentage of the comparable period net revenues, adjusted to exclude net revenues of divested businesses, all calculated to exclude the impact of foreign exchange.

Net revenue acquisition growth is the measure of net revenues of acquired businesses in the twelve months following the acquisition, expressed as a percentage of the comparable period net revenues, all calculated to exclude the impact of foreign exchange.

Divestiture impact is the measure of net revenues of divested businesses in the twelve months prior to the divestiture, expressed as a percentage of the comparable period net revenues, both calculated to exclude the impact of foreign exchange.

These net revenue growth (contraction) measures are supplementary financial measures without standardized definitions within IFRS, used to analyze the period-over-period variances in net revenues. Other issuers may define similar measures differently and, accordingly, these measures may not be comparable to similar measures used by other issuers.

Backlog and related measures

Backlog represents future revenues stemming from existing signed contracts with customers, comprised of the value of firm orders only and excludes any variable consideration that is not highly probable. For public-sector clients funded by a governmental body, funding has been confirmed.

Organic backlog growth (contraction) is the firm order intake less revenues for the period, both calculated to exclude the impact of foreign exchange, and also excluding order intake through business acquisitions in the period, net of divestitures, expressed as a percentage of the opening backlog for the period.

Refer to section 8.2 "Backlog", for the year-to-date roll of backlog, including the organic order intake.

Organic backlog growth (contraction) is a supplementary financial measures without a standardized definitions within IFRS, used to analyze the period-over-period variances in backlog. Other issuers may define a similar measure differently and, accordingly, this measure may not be comparable to similar measures used by other issuers.

Adjusted EBITDA and adjusted EBITDA margin

Adjusted EBITDA is defined as earnings before net financing expense (except interest income), income tax expense, depreciation, amortization, impairment charges on long-lived assets and reversals thereof, share of income tax expense and depreciation of associates and joint ventures, acquisition, integration and reorganization costs and ERP implementation costs. **Adjusted EBITDA margin** is defined as adjusted EBITDA expressed as a percentage of net revenues.

Adjusted EBITDA is a non-IFRS financial measures. Adjusted EBITDA margin is a non-IFRS ratio. These measures have no standardized definitions under IFRS, and, accordingly, these measures may not be comparable to similar measures used by other issuers.

Management analyzes the Corporation’s financial performance in relation to adjusted EBITDA as it believes this metric allows comparability of operating results from one period to another. These measures exclude the effects of items that primarily reflect the impact of long-term investment and financing decisions, rather than the results of day-to-day operations. Refer to section 8.3, “Adjusted EBITDA”, for reconciliations of EBIT to adjusted EBITDA.

Adjusted EBITDA by segment and adjusted EBITDA margin by segment

Adjusted EBITDA by segment is defined as adjusted EBITDA excluding head office corporate costs. Head office corporate costs are expenses and salaries related to centralized functions, such as head office finance, human resources and technology teams, which are not allocated to reportable segments. **Adjusted EBITDA margin by segment** is defined as adjusted EBITDA before head office corporate costs expressed as a percentage of net revenues.

These are segment reporting and total of segments measures without standardized definitions within IFRS. Other issuers may define adjusted EBITDA by segment differently and, accordingly, this measure may not be comparable to similar measures used by other issuers.

These metrics provide Management with comparability from one reportable segment to another. Refer to section 8.3, “Adjusted EBITDA”, for reconciliations of adjusted EBITDA to adjusted EBITDA by segment and of EBIT to adjusted EBITDA.

Adjusted net earnings and adjusted net earnings per share

Adjusted net earnings is defined as net earnings attributable to shareholders excluding:

- amortization of intangible assets related to acquisitions;
- impairment charges on long-lived assets and reversals thereof;
- acquisition, integration and reorganization costs;
- ERP implementation costs;
- gains or losses on investments in securities related to deferred compensation obligations, included in other financial assets;
- unrealized gains or losses on derivative financial instruments; and
- the income tax effects related to the above-mentioned items.

Adjusted net earnings per share is calculated using the basic weighted average number of shares.

Adjusted net earnings is a non-IFRS financial measure and adjusted net earnings per share is a non-IFRS ratio. These measures have no standardized definitions under IFRS, and, accordingly, these measures may not be comparable to similar measures used by other issuers.

The exclusion of acquisition, integration and reorganization costs, amortization of intangible assets related to acquisitions and impairment charges on long-lived assets and reversals thereof provides a comparative measure of the Corporation’s performance in a context of material business combinations, in which the Corporation may incur material acquisition, integration and reorganization costs and as a result of which the Corporation's amortization expense may increase due to recognition of intangible assets which would not normally be recognized outside of a business combination. In addition, reorganization of the business in line with our real estate strategy and realization of synergies following acquisitions may lead to impairment or abandonment of certain assets in order to improve the Corporation's overall cost structure. Management also excludes ERP implementation costs as such costs are not representative of the operating activities of the business. In addition, this non-IFRS financial measure is adjusted for certain non-cash items related to market volatility, which are inherently unpredictable. In the US, the Corporation maintains a deferred compensation plan under which a portion of employees’ compensation is deferred and invested in financial assets held in a trust, included in other financial assets in the Corporation's statement of financial position. These financial assets held in a trust are for the ultimate benefit of the employees but are available to the Corporation’s creditors in the event of insolvency and are therefore not considered actuarial gains and losses recorded through other comprehensive income, and instead are recorded in financing expense. Finally, unrealized gains or losses on derivative financial instruments relate to future transactions and therefore are not comparable when included in the current period results.

Management believes these items should be excluded in understanding the underlying operational financial performance achieved by the Corporation. Refer to section 8.8, “Adjusted net earnings”, for reconciliations of net earnings attributable to shareholders to adjusted net earnings.

Free cash flow

Free cash flow (or outflow) is defined as cash flows from operating activities, plus discretionary cash generated by the Corporation from other activities (if any), less lease payments and net capital expenditures.

Free cash flow is a non-IFRS financial measure without a standardized definition within IFRS. Other issuers may define a similar measure differently and, accordingly, this measure may not be comparable to similar measures used by other issuers.

Free cash flow provides a consistent and comparable measure of discretionary cash generated by, and available to, the Corporation to service debt, meet other payment obligations and make strategic investments. Refer to section 9.1, "Operating activities and free cash flow", for reconciliations of free cash flow to cash flows from operating activities.

The ratio of trailing twelve months of free cash flow to net earnings attributable to shareholders is a non-IFRS ratio without a standardized definition within IFRS, and, accordingly, may not be comparable to similar ratios used by other issuers. This ratio provides a measure of conversion of net earnings into cash.

Days sales outstanding ("DSO")

DSO represents the average number of days to convert the Corporation's trade receivables (net of sales taxes) and costs and anticipated profits in excess of billings, net of billings in excess of costs and anticipated profits, into cash. DSO is a supplementary financial measure without a standardized definition within IFRS. Other issuers may define a similar measure differently and, accordingly, this measure may not be comparable to similar measures used by other issuers.

Net debt to adjusted EBITDA ratio

Net debt to adjusted EBITDA ratio is a capital management measure. Net debt is defined as long-term debt, including current portions but excluding lease liabilities, and net of cash. The Corporation uses this ratio as a measure of financial leverage and it is calculated using the trailing twelve-month adjusted EBITDA.

2024
CONSOLIDATED FINANCIAL STATEMENTS

WSP Global Inc.

For the year ended December 31, 2024

Independent auditor's report

To the Shareholders of WSP Global Inc.

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of WSP Global Inc. and its subsidiaries (together, the Corporation) as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards.

What we have audited

The Corporation's consolidated financial statements comprise:

- the consolidated statements of earnings for the years ended December 31, 2024 and 2023;
- the consolidated statements of comprehensive income for the years ended December 31, 2024 and 2023;
- the consolidated statements of financial position as at December 31, 2024 and 2023;
- the consolidated statements of changes in equity for the years ended December 31, 2024 and 2023;
- the consolidated statements of cash flows for the years ended December 31, 2024 and 2023; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

PricewaterhouseCoopers LLP
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Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Preliminary valuation of customer relationships acquired in the POWER Engineers, Incorporated business combination *Refer to note 2 – Material accounting policies, note 4 – Critical accounting estimates and judgments, note 5 – Business acquisitions and note 18 – Intangible assets to the consolidated financial statements.* On October 1, 2024, the Corporation acquired POWER Engineers, Incorporated, for a purchase price of US$1.75 billion ($2.36 billion). The preliminary fair value of the identifiable assets acquired included $418.6 million in customer relationships. Management used material estimates and assumptions in measuring the fair value of the assets acquired and the liabilities assumed. Management applied the excess earnings method using discounted cash flow model to value the customer relationships acquired. Management's material estimates and assumptions in applying this methodology included forecast revenues and margins attributable to the customer relationships (in excess of backlog). As at December 31, 2024, the Corporation has not yet completed its fair value assessment of all the assets acquired and the liabilities assumed.	Our approach to addressing the matter included the following procedures, among others: • Tested how management determined the preliminary fair value of the customer relationships, which included the following: – Read the purchase agreement; – Assessed the appropriateness of the model used to estimate the customer relationships; – Tested the underlying data used by management in the model; – Evaluated the reasonableness of material assumptions and estimates such as forecasted revenues and margins attributable to the customer relationships (in excess of backlog), by considering the past performance of the acquired business; – Professionals with specialized skills and knowledge in the field of valuation assisted us in evaluating the appropriateness of the valuation method and model used.

Key audit matter	How our audit addressed the key audit matter
We considered this a key audit matter due to the significant judgment applied by management in measuring the preliminary fair value of the customer relationships, including the development of material estimates and assumptions. This, in turn, led to a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence relating to the material estimates and assumptions used by management. The audit effort involved the use of professionals with specialized skills and knowledge in the field of valuation.	
Revenue recognition – Estimated costs on cost-plus contracts with ceilings and fixed-price contracts *Refer to note 2 – Material accounting policies, note 4 – Critical accounting estimates and judgments and note 7 – Revenues to the consolidated financial statements.* The Corporation typically recognizes revenues over time, using an input measure, as it fulfills its performance obligations in line with contracted terms. For the year ended December 31, 2024, a portion of the Corporation's total revenues of $16,166.8 million were generated from cost-plus contracts with ceilings and fixed-price contracts. For these contracts, revenues are recognized progressively based on a percentage-of-completion method, whereby the percentage of revenues earned to date is estimated using an input measure, usually as the ratio of contract costs incurred to date to total estimated costs. Recognition of revenues and costs and anticipated profits in excess of billings involves estimates of costs required to complete the project. On a periodic basis, management reviews the costs incurred to date and the estimated costs to complete for each project to determine whether the amount recognized as costs and anticipated profits in excess of billings is an accurate estimate of the amount that the Corporation has earned on its projects.	Our approach to addressing the matter included the following procedures, among others: • Tested how management determined the total estimated costs for a sample of contracts, as follows: – Obtained and read contract agreements, and change orders, when applicable, to understand contract scope and key terms; – Evaluated the timely identification of circumstances that may warrant a modification to the total estimated costs including, but not limited to, contracts subject to claims and contract modifications; – Interviewed operational personnel of the Corporation to evaluate the progress to date, the estimate of costs to be incurred, and factors impacting the amount of time and cost to complete the project; – Compared the original margin expected on the contracts to the actual margin; and – Determined an expected total estimated costs derived from the margin achieved for the contracts executed in the same region and compared this expectation to the estimated total estimated costs. • Tested, on a sample basis, the costs incurred to supporting evidence.

Key audit matter	How our audit addressed the key audit matter
We considered this a key audit matter due to the judgments made by management when developing the estimated costs required to complete the projects, which led to auditor judgments and audit effort in performing procedures to evaluate the total estimated costs, including the assessment of management's judgments about its ability to determine the estimated costs required to complete the project.	

Other information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis, and the information, other than the consolidated financial statements and our auditor's report thereon, included in the annual report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation's financial reporting process.

Auditor’s responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Corporation as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Jean-François Lecours.

/s/PricewaterhouseCoopers LLP[1]

Montréal, Quebec
February 26, 2025

[1] CPA auditor, public accountancy permit No. A126402

(in millions of Canadian dollars, except number of shares and per share data)

Years ended December 31	2024	2023
	$	$
Revenues (note 7)	**16,166.8**	**14,437.2**
Personnel costs	8,887.9	8,047.1
Subconsultants and direct costs	3,994.6	3,540.2
Other operational costs	1,156.1	980.4
Depreciation of right-of-use assets (note 17)	310.3	316.4
Amortization of intangible assets (note 18)	239.2	221.7
Depreciation of property and equipment (note 19)	135.8	135.1
Impairment of long-lived assets	—	87.1
Acquisition, integration and reorganization costs (note 10)	133.8	105.0
ERP implementation costs (note 10)	66.8	81.0
Exchange losses	8.1	5.4
Share of income of associates and joint ventures, net of tax	(34.4)	(29.7)
Earnings before net financing expense and income taxes	**1,268.6**	**947.5**
Net financing expense (note 11)	340.6	202.6
Earnings before income taxes	**928.0**	**744.9**
Income tax expense (note 12)	246.6	191.9
Net earnings	**681.4**	**553.0**
Net earnings attributable to:		
Shareholders of WSP Global Inc.	681.4	550.0
Non-controlling interests	—	3.0
	681.4	**553.0**
Basic net earnings per share attributable to shareholders	5.40	4.41
Diluted net earnings per share attributable to shareholders	5.38	4.40
Basic weighted average number of shares	126,104,722	124,603,768
Diluted weighted average number of shares	126,539,101	124,951,544

The accompanying notes are an integral part of these consolidated financial statements.

(in millions of Canadian dollars)

Years ended December 31	2024	2023
	$	$
Net earnings	681.4	553.0
Other comprehensive income (loss)		
Items that may be reclassified subsequently to net earnings		
Currency translation adjustments	293.0	(51.1)
Translation adjustments on financial instruments designated as a net investment hedge	(8.6)	4.2
Gains (losses) on financial instruments designated as a cash flow hedge	71.1	(28.7)
Income tax recovery (expense) on items that may be reclassified subsequently to net earnings	(29.4)	9.0
Items that will not be reclassified to net earnings		
Actuarial loss on pension schemes	(8.9)	(11.0)
Exchange differences on pension schemes	(3.4)	0.1
Income tax recovery on pension schemes	2.3	2.5
Total comprehensive income for the year	**997.5**	**478.0**
Comprehensive income attributable to:		
Shareholders of WSP Global Inc.	997.5	475.0
Non-controlling interests	—	3.0
	997.5	**478.0**

The accompanying notes are an integral part of these consolidated financial statements.

WSP GLOBAL INC.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(in millions of Canadian dollars)

As at December 31	2024	2023
Assets	**$**	**$**
Current assets		
Cash and cash equivalents (note 28)	623.5	378.0
Trade receivables and other receivables (note 14)	3,390.7	2,726.4
Cost and anticipated profits in excess of billings (note 15)	2,390.8	1,911.6
Prepaid expenses	396.7	239.4
Other financial assets (note 16)	168.0	123.3
Income taxes receivable	39.2	38.4
	7,008.9	5,417.1
Non-current assets		
Right-of-use assets (note 17)	1,066.6	824.2
Intangible assets (note 18)	1,539.3	1,104.1
Property and equipment (note 19)	493.4	435.3
Goodwill (note 20)	9,451.5	7,155.8
Deferred income tax assets (note 12)	404.1	429.3
Other assets (note 21)	235.4	217.3
	13,190.3	10,166.0
Total assets	**20,199.2**	**15,583.1**
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (note 22)	3,261.2	2,738.2
Billings in excess of costs and anticipated profits (note 15)	1,652.7	1,158.0
Income taxes payable (note 12)	206.3	171.0
Provisions (note 23)	121.4	134.9
Dividends payable to shareholders (note 27)	48.9	46.8
Current portion of lease liabilities (note 17)	285.0	257.5
Current portion of long-term debt (note 24)	704.9	204.2
	6,280.4	4,710.6
Non-current liabilities		
Long-term debt (note 24)	3,894.5	3,058.3
Lease liabilities (note 17)	907.2	744.6
Provisions (note 23)	466.3	399.3
Retirement benefit obligations (note 9)	202.1	187.5
Deferred income tax liabilities (note 12)	176.2	149.4
	5,646.3	4,539.1
Total liabilities	**11,926.7**	**9,249.7**
Equity		
Equity attributable to shareholders of WSP Global Inc.	8,272.5	6,328.9
Non-controlling interests	—	4.5
Total equity	**8,272.5**	**6,333.4**
Total liabilities and equity	**20,199.2**	**15,583.1**

Approved by the Board of Directors

(signed) Alexandre L'Heureux Director (signed) Louis-Philippe Carrière Director

The accompanying notes are an integral part of these consolidated financial statements.

(in millions of Canadian dollars)

	Attributable to Shareholders of WSP Global Inc.						
	Share capital	**Contributed surplus**	**Retained earnings**	**Accumulated other comprehensive income (loss)**	**Total**	**Non-controlling interests**	**Total equity**
	$	**$**	**$**	**$**	**$**	**$**	**$**
Balance - January 1, 2023	**4,784.4**	**212.4**	**959.5**	**49.7**	**6,006.0**	**3.1**	**6,009.1**
Comprehensive income							
Net earnings	—	—	550.0	—	550.0	3.0	553.0
Other comprehensive loss	—	—	—	(75.0)	(75.0)	—	(75.0)
Total comprehensive income	**—**	**—**	**550.0**	**(75.0)**	**475.0**	**3.0**	**478.0**
Declared dividends to shareholders of WSP Global Inc.	—	—	(186.9)	—	(186.9)	—	(186.9)
Common shares issued under the Dividend Reinvestment Plan	24.6	—	—	—	24.6	—	24.6
Stock-based compensation expense	—	5.0	—	—	5.0	—	5.0
Exercise of stock options (note 25)	6.3	(1.1)	—	—	5.2	—	5.2
Dividends to non-controlling interests	—	—	—	—	—	(0.4)	(0.4)
Purchase of non-controlling interests	—	—	—	—	—	(1.2)	(1.2)
Balance - December 31, 2023	**4,815.3**	**216.3**	**1,322.6**	**(25.3)**	**6,328.9**	**4.5**	**6,333.4**
Comprehensive income							
Net earnings	—	—	681.4	—	681.4	—	681.4
Other comprehensive income	—	—	—	316.1	316.1	—	316.1
Total comprehensive income	**—**	**—**	**681.4**	**316.1**	**997.5**	**—**	**997.5**
Common shares issued via bought deal public offering (note 25)	557.6	—	—	—	557.6	—	557.6
Common shares issued via private placements (note 25)	557.9	—	—	—	557.9	—	557.9
Declared dividends to shareholders of WSP Global Inc.	—	—	(189.2)	—	(189.2)	—	(189.2)
Stock-based compensation expense	—	6.0	—	—	6.0	—	6.0
Exercise of stock options (note 25)	15.6	(2.7)	—	—	12.9	—	12.9
Purchase of non-controlling interests	—	—	0.9	—	0.9	(4.5)	(3.6)
Balance - December 31, 2024	**5,946.4**	**219.6**	**1,815.7**	**290.8**	**8,272.5**	**—**	**8,272.5**

The accompanying notes are an integral part of these consolidated financial statements.

(in millions of Canadian dollars)

Years ended December 31	2024	2023
	$	$
Operating activities		
Net earnings	681.4	553.0
Adjustments (note 28)	594.6	658.9
Net financing expense (note 11)	340.6	202.6
Income tax expense (note 12)	246.6	191.9
Income taxes paid	(285.4)	(334.4)
Change in non-cash working capital items (note 28)	(195.9)	(285.7)
Cash inflows from operating activities	**1,381.9**	**986.3**
Financing activities		
Issuance of common shares, net of issuance costs (note 25)	1,115.8	5.2
Issuance of senior unsecured notes (note 24)	995.5	496.2
Net repayment of borrowings under credit facilities and other financial liabilities	(9.3)	(364.5)
Lease payments (note 17)	(375.7)	(375.1)
Net financing expenses paid, excluding interest on lease liabilities	(231.4)	(196.6)
Dividends paid to shareholders of WSP Global Inc.	(187.1)	(162.2)
Dividends paid to non-controlling interests	—	(0.4)
Cash inflows from (outflows used in) financing activities	**1,307.8**	**(597.4)**
Investing activities		
Net disbursements related to business acquisitions and disposals of businesses	(2,340.0)	(354.3)
Additions to property and equipment, excluding business acquisitions	(148.3)	(160.3)
Additions to identifiable intangible assets, excluding business acquisitions	(15.5)	(20.1)
Proceeds from disposal of property and equipment	42.1	1.9
Dividends received from associates	28.7	22.6
Other	(3.6)	(0.2)
Cash outflows used in investing activities	**(2,436.6)**	**(510.4)**
Effect of exchange rate change on cash and cash equivalents	4.3	(7.6)
Change in net cash and cash equivalents	**257.4**	**(129.1)**
Cash and cash equivalents, net of bank overdraft - beginning of the year	361.9	491.0
Cash and cash equivalents, net of bank overdraft - end of the year (note 28)	**619.3**	**361.9**

The accompanying notes are an integral part of these consolidated financial statements.

(Tabular figures are in millions of Canadian dollars, unless otherwise stated)

NOTES

1 BASIS OF PRESENTATION

WSP Global Inc. (together with its subsidiaries, the "Corporation" or "WSP") is a professional services consulting firm which provides technical expertise and strategic advice to clients in the Transportation & Infrastructure, Earth & Environment, Property & Buildings and Power & Energy market sectors. The Corporation also offers highly specialized services in project and program delivery and advisory services. The address of its main registered office is 1600 René-Lévesque Blvd. West, Montréal, Quebec, Canada.

The common shares of the Corporation are listed under the trading symbol "WSP" on the Toronto Stock Exchange ("TSX").

STATEMENT OF COMPLIANCE

These consolidated financial statements have been prepared in compliance with International Financial Reporting Standards Accounting Standards ("IFRS"). These financial statements were prepared on a going concern basis, on a historical cost basis, except for certain financial assets and liabilities (including investments in securities and derivative instruments), liabilities for share unit plans, and contingent consideration, which are measured at fair value, and defined benefit liabilities, which are measured as the net total of the present value of the defined benefit obligations minus the fair value of plan assets.

These financial statements were approved by the Corporation's Board of Directors on February 26, 2025.

2 MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise stated in note 3, Accounting policy developments.

CONSOLIDATION, JOINT ARRANGEMENTS AND ASSOCIATES

These consolidated financial statements include the accounts of the Corporation and its subsidiaries.

Non-controlling interests represent equity interests in subsidiaries owned by outside parties. The share of net assets of subsidiaries attributable to non-controlling interests is disclosed as a component of equity. Their share of net earnings and comprehensive income is recognized directly in equity. Changes in the parent Corporation's ownership interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

Subsidiaries

Subsidiaries are all entities over which the Corporation has control. The Corporation controls an entity when the Corporation is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is obtained by the Corporation. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealized gains and losses on transactions between the Corporation's companies are eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Corporation's accounting policies.

The table below lists the Corporation's most significant subsidiaries for each fiscal year ended December 31, based on revenues. The Corporation held 100% of the interest in all the subsidiaries listed below.

2024

Entity	Country of incorporation
WSP USA Inc.	United States
WSP Canada Inc.	Canada
WSP UK Ltd.	United Kingdom
WSP USA Environment & Infrastructure Inc.	United States
WSP Australia Pty Ltd.	Australia
WSP Sverige AB	Sweden
WSP USA Buildings Inc.	United States
WSP New Zealand Ltd.	New Zealand

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

2023

Entity	Country of incorporation
WSP USA Inc.	United States
WSP Canada Inc.	Canada
WSP UK Ltd.	United Kingdom
WSP USA Environment & Infrastructure Inc.	United States
WSP Australia Pty Ltd.	Australia
WSP Sverige AB	Sweden
WSP New Zealand Ltd.	New Zealand
WSP E&I Canada Ltd.	Canada

Joint arrangements

Joint arrangements are classified as either joint operations or joint ventures. The determination of whether an arrangement is a joint operation or joint venture is based on the rights and obligations arising from the contractual obligations between the parties to the arrangement. Joint arrangements that provide the Corporation with the rights to the individual assets and obligations arising from the arrangement are classified as joint operations; and joint arrangements that provide the Corporation with rights to the net assets of the arrangement are classified as joint ventures.

The interests in joint operations are recognized by the Corporation by recording its share of the assets, liabilities, revenues, costs and cash flows using the most recent financial statements of these joint operations.

The interests in joint ventures are accounted for using the equity method and included in other assets in the statements of financial position. The carrying amount of investments in joint ventures is tested for impairment as described below under the caption "Impairment of long-lived assets".

Associates

Associates are all entities over which the Corporation has significant influence but not control or joint control. Investments in associates are accounted for using the equity method and included in other assets in the statements of financial position. The carrying amount of investments in associates is tested for impairment as described below under the caption "Impairment of long-lived assets".

FOREIGN CURRENCY

The consolidated financial statements are presented in Canadian dollars, which is the Corporation's functional currency.

Items included in the financial statements of each of the Corporation's subsidiaries are measured using the currency of the primary economic environment in which the entity operates (i.e. the functional currency). Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities not denominated in the functional currency of an entity are recognized in net earnings, except when deferred in other comprehensive income as qualifying for net investment hedges. Foreign exchange gains and losses that relate to borrowings and cash are disclosed within net financing expense.

Assets and liabilities of entities with functional currencies other than the Canadian dollar are translated at the period-end exchange rates, and the results of their operations are translated at average exchange rates for the period. The resulting changes are recognized in accumulated other comprehensive income in equity as currency translation adjustments.

SEGMENT REPORTING

Segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing the performance of the reportable segments and has been identified as the global leadership team ("GLT"). The Corporation is managed through four reportable segments: Canada, Americas (United States of America ("US") and Latin America), EMEIA (Europe, Middle East, India and Africa) and APAC (Asia Pacific – comprising Asia, Australia and New Zealand).

REVENUE RECOGNITION

The Corporation derives revenues from the delivery of engineering services. If the Corporation has recognized revenues, but not issued an invoice, then the entitlement to consideration is recognized as a contract asset presented as costs and anticipated profits in excess of billings on the Corporation's consolidated statement of financial position. The contract asset is transferred to trade receivables when the invoice is issued indicating that the entitlement to payment has become unconditional. If payments are received, or invoices are issued to a customer, prior to the rendering of services, the Corporation recognizes a contract liability under the caption billings in excess of costs and anticipated profits on the Corporation's consolidated statement of financial position. The contract liability is transferred to revenues once related services have been rendered.

Revenues are measured based on the consideration specified in a contract with a customer. The Corporation typically recognizes revenues over time, using an input measure, as it fulfills its performance obligations in line with contracted terms.

A performance obligation is a promise in the contract to transfer a distinct good or service to the customer. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenues when, or as, the performance obligations are satisfied. Most of the Corporation's contracts have a single performance obligation as the promise to transfer individual goods or services is not separately identifiable from other promises in the contracts and, therefore, not distinct. Any modifications or variations to contracts in progress are assessed to determine if they fall under the scope of the existing contract performance obligation or form part of a new performance obligation.

The Corporation's revenues are derived mainly from three types of contracts, which are described below, and the Corporation disaggregates its revenues by market sector and client category, as described below.

Revenues (and profits) from cost-plus contracts with ceilings and from fixed-price contracts are recognized progressively based on a percentage-of-completion method, whereby the percentage of revenues earned to date is estimated using an input measure, usually as the ratio of contract costs incurred to date to total estimated costs.

Revenues (and profits) from cost-plus contracts without stated ceilings are recognized when costs are incurred and are calculated based on billing rates for the services performed.

Certain costs incurred by the Corporation for subconsultants and other expenses are recoverable directly from customers and are billed to them. These charges are included in revenues and costs (under the caption subconsultants and direct costs) when the Corporation controls the goods or services before they are transferred to the customer. The value of goods and services purchased by the Corporation when acting as a purchasing agent for a customer are not recorded as revenues and costs.

The effects of revisions to estimated revenues and costs, including the impact from any modifications or variations to contracts in progress, are recorded when they represent enforceable rights of the Corporation and amounts can be reasonably estimated. These revisions can occur at any time and could be material. Where total estimated contract costs exceed total estimated contract revenues, the expected loss is recognized as an expense immediately via a provision for losses to completion, irrespective of the stage of completion and based on a best estimate of forecast results including, where appropriate, rights to additional income or compensation (e.g. award or incentive fees).

The Corporation's main market sectors, as disclosed in note 7, Revenues, are: Transportation & Infrastructure, Earth & Environment, Property & Buildings and Power & Energy.

The Corporation's main client categories are public and private sector clients. Revenues generated from contracts where the end user of services provided is identified to be a public sector entity are classified as public sector revenues. Entities controlled by any branch of government are considered public sector entities. Revenues generated from contracts where the end user of services provided is not identified as a public sector entity are classified as private sector revenues.

Revenues are shown net of value-added tax and after eliminating sales within the Corporation.

ACQUISITION, INTEGRATION AND REORGANIZATION COSTS

Acquisition, integration and reorganization costs include, among others, the following costs, if and when incurred:

- Transaction costs related to business acquisitions, successful or not;
- Costs of integrating newly acquired businesses following the date of acquisition;
- Gains or losses on disposals of non-core assets;
- Outsourcing program costs pertaining mainly to redundancy and transition costs resulting from the outsourcing of the Corporation's infrastructure or other functions;
- Restructuring costs; and
- Severance costs stemming from adjustments to cost structures.

The above list may be adjusted, from time to time, when it is deemed appropriate to highlight other items under this caption to assist users in understanding the financial performance of the Corporation.

ERP IMPLEMENTATION COSTS

The Corporation is in the process of designing and implementing a global cloud-based ERP solution with broad capabilities. Customization and configuration costs in a cloud computing arrangement that do not meet the definition of an asset or a lease, along with implementation costs, are expensed as incurred and reported as ERP implementation costs.

LEASE ACCOUNTING

The Corporation leases various office premises and equipment under lease agreements. Lease terms are negotiated on an individual basis, contain a wide range of terms and conditions and usually can be renewed at market rates.

The majority of leases are recognized as right-of-use assets, with a corresponding liability, at the date at which the leased asset is available for use by the Corporation. Lease payments are allocated between the liability and finance cost. The finance cost is charged to the statement of earnings over the lease period using the effective interest rate method. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Lease extension and termination options are included in the lease term only when it is reasonably certain that the Corporation will exercise the option.

Liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments and fixed payments for any extension options included in the lease term), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate;
- amounts expected to be payable by the Corporation under residual value guarantees;
- the exercise price of a purchase option if the Corporation is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Corporation exercising that option.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs; and
- any obligations to incur restoration costs.

The lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the relevant incremental borrowing rate.

Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in the Corporation's statement of earnings. Short-term leases have a lease term of twelve months or less. Low-value asset leases comprise mostly computer equipment and small items of office furniture.

FINANCIAL INSTRUMENTS

Classification and measurement

Financial assets and financial liabilities are initially recognized at fair value, and their subsequent measurements are dependent on their classification. Financial assets are classified and measured at amortized cost or fair value through profit or loss ("FVTPL") based on how the Corporation manages the financial instruments and the contractual cash flow characteristics of the financial asset.

The table below summarizes the classification and measurement of the Corporation's financial instruments:

Financial assets	
Cash, cash equivalents and restricted cash	Amortized cost
Trade receivables, other receivables, amounts due from joint ventures and associates	Amortized cost
Investments in securities	FVTPL
Derivative financial instruments	FVTPL

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

Financial liabilities	
Accounts payables and accrued liabilities	Amortized cost
Dividends payable to shareholders	Amortized cost
Borrowings under credit facility and bank overdrafts	Amortized cost
Consideration payable related to business acquisitions	Amortized cost or FVTPL
Derivative financial instruments	FVTPL

Financial assets and liabilities classified as amortized cost are subsequently measured using the effective interest rate method less any impairment loss.

Changes in fair value are recorded in net financing expenses in the statement of earnings.

Financial liabilities are derecognized when the obligation specified in the contract is discharged, canceled or expired.

Expected credit losses

The Corporation applies the simplified approach to measuring expected credit losses for all trade receivables and contract assets (costs and anticipated profits in excess of billings). Therefore, the Corporation does not track changes in credit risk, but instead recognizes a loss allowance at an amount equal to the lifetime expected credit losses at each reporting date. The factors that the Corporation considers to classify trade receivables as credit-impaired are as follows: the customer is in bankruptcy or under administration, payments are in dispute, or payments are past due.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics. The contract assets, which are costs and anticipated profits in excess of billings, have substantially all the same risk characteristics as the trade receivables for the same types of contracts. The Corporation has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The Corporation considers a financial asset in default when contractual payments are between 0-60 days past due, depending on the various economic and asset-specific factors, or if it becomes probable that a customer will enter bankruptcy. A financial or contract asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Determination of fair value

The fair value of a financial instrument is the amount of consideration that would be agreed to be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Subsequent to initial recognition, the fair values of financial instruments that are quoted in active markets are based on closing prices for financial assets and financial liabilities. When independent prices are not available, fair values are determined by using valuation techniques that refer to observable market inputs and minimizing the use of unobservable inputs.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Derivative financial instruments and hedging activities

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Corporation designates certain derivatives as either:

(a) hedges of the fair value of recognized assets and liabilities or a firm commitment (fair value hedge);
(b) hedges of a particular risk associated with a recognized asset or liability or a highly probable forecast transaction (cash flow hedge); or
(c) hedges of a net investment in a foreign operation (net investment hedge).

The Corporation documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Corporation also documents its assessment, both at hedge inception and on an on-going basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in net earnings together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

Cash flow hedge

The effective portion of the change in the fair value of the derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income. The gain or loss relating to the ineffective portion is recognized immediately in net earnings.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss. However, when a forecasted transaction that is hedged results in the recognition of a non-financial asset, the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognized when the forecasted transaction is ultimately recognized in net earnings. When a forecasted transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to net earnings.

Net investment hedge

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges.

Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognized in other comprehensive income. The gain or loss relating to the ineffective portion is recognized in net earnings.

Gains and losses accumulated in equity are transferred to net earnings if a foreign operation is disposed of, partially or in its entirety.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash on hand and with banks and short-term deposits with a maturity of three months or less at the date of acquisition, which are subject to an insignificant risk of changes in value. For the purposes of the cash flow statement, cash and cash equivalents are net of bank overdraft.

TRADE RECEIVABLES

Trade receivables are amounts due from customers for the rendering of services in the ordinary course of business. Trade receivables are classified as current assets if payment is due within one year or less. Trade receivables are recognized initially at fair value and subsequently measured at amortized cost, less allowance for expected credit losses.

PROPERTY AND EQUIPMENT

Property and equipment are recorded at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditures that are directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount when it is probable that future economic benefits associated with the item will flow to the Corporation and the cost of the item can be measured reliably. Repairs and maintenance costs are charged to net earnings during the period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the methods described below to allocate their cost to their residual values over their estimated useful lives. The estimated useful lives, residual values and depreciation methods are reviewed at each reporting period, with the effect of any changes in estimates accounted for on a prospective basis.

The following table summarizes the depreciation methods, rates and periods used:

Category	Method	Rate or period
Buildings	Straight-line or declining balance	25 to 50 years or 2% to 4%
Leasehold improvements	Straight-line	Shorter of lease term or useful life
Furniture and equipment	Straight-line or declining balance	3 to 10 years
Computer equipment	Straight-line or declining balance	3 to 8 years

The gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in net earnings within other operational costs.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

INTANGIBLE ASSETS

Intangible assets consist of software, customer relationships, contract backlogs and trade names. Intangible assets acquired in business acquisitions are recognized separately from goodwill and are initially recognized at their fair value as at the acquisition date. Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses.

Software, contract backlogs, customer relationships and certain trade names are considered intangible assets with finite useful lives. Based on the strength, long history and expected future use, certain trade names are indefinite-lived intangible assets. The useful life of intangible assets that are not being amortized is reviewed each reporting period to determine whether events and circumstances continue to support an indefinite useful life assessment. If not, the change in the assessment from indefinite to finite will be accounted for as a change in accounting estimate.

Intangible assets are amortized on a straight-line basis over the following periods:

Category	**Period**
Software	3 to 7 years
Contract backlogs	2 to 9 years
Customer relationships	3 to 15 years
Finite-lived trade names	3 to 8 years

IMPAIRMENT OF LONG-LIVED ASSETS

Long-lived assets with finite useful lives are reviewed for impairment when events or circumstances indicate that the carrying amount may not be recoverable. Indefinite-lived assets are not subject to amortization but are tested for impairment on an annual basis as at the first day of the Corporation's fourth quarter, or more frequently if events or circumstances indicate that the carrying value may not be recoverable. Impairment exists when the recoverable amount of an asset is less than its carrying value. The recoverable amount is the higher of the asset’s fair value less costs to sell ("FVLCS") and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows (a cash-generating unit or “CGU”). The amount of impairment loss, if any, is the excess of the carrying value over its recoverable amount. Assets other than goodwill that have suffered impairment are reviewed for indicators of possible reversal of the impairment at each reporting date.

GOODWILL

Goodwill represents the excess of the consideration transferred for the acquired businesses over the estimated fair value at the acquisition date of net identifiable assets acquired. Goodwill is not subject to amortization and is carried at cost less accumulated impairment loss and is tested for impairment on an annual basis or more frequently if events or circumstances indicate that it may be impaired.

For the purpose of impairment testing, goodwill is allocated to each CGU or group of CGUs expected to benefit from the synergies of the combination. CGUs to which goodwill has been allocated are tested for impairment annually as at the first day of the Corporation's fourth quarter, or more frequently if events or circumstances indicate that the carrying value may not be recoverable. If the higher of the CGU's FVLCS or value in use is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to the other assets of the CGU pro rata on the basis of the carrying amount of each asset. An impairment loss recognized for goodwill cannot be reversed in a subsequent period.

TRADE PAYABLES

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business. Trade payables are classified as current liabilities if payment is due within one year or less. Trade payables are recognized initially at fair value and subsequently measured at amortized cost.

PROVISIONS

Provisions represent liabilities of the Corporation for which the amount or timing is uncertain. Provisions are recognized when the Corporation has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses. When the Corporation expects some or all of a provision to be reimbursed, for example, under an insurance contract, and when the reimbursement is virtually certain, the expected reimbursement is recognized as a separate asset. The expense relating to any provision is presented in the consolidated statements of earnings, net of any reimbursement receivable recognized. Provisions are measured at the present value of the expected expenditures to settle the obligation, including legal fees, using a discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

LONG-TERM INCENTIVE PLANS ("LTIPs")

The Corporation has in place LTIPs for directors and key employees under which stock options and the following types of share units can be issued: cash-settled performance share units ("PSUs"), cash-settled deferred share units ("DSUs") cash-settled restricted share units ("RSUs"), performance share units redeemable for common shares of the Corporation or cash at the choice of the participant ("redeemable PSUs"), and restricted share units redeemable for common shares of the Corporation or cash at the choice of the participant ("redeemable RSUs"). Stock options, PSUs, RSUs, redeemable PSUs, and redeemable RSUs vest over time in accordance with the terms of the grant. DSUs vest when granted. The cash-settled LTIP instruments (PSUs, DSUs and RSUs) and redeemable PSUs and redeemable RSUs are measured at fair value based on the Corporation's share price at the end of each reporting period and recorded in current and non-current liabilities, over the vesting period. Stock options are valued at fair value using a Black-Scholes pricing model at grant date and recorded in contributed surplus over the vesting period.

INCOME TAXES

Income taxes are recognized in net earnings except to the extent related to a business combination, or items recognized in other comprehensive income or directly in equity.

Current tax expense is the expected tax payable or receivable on taxable income or loss for the period, calculated using tax rates and laws that were enacted or substantively enacted for the reporting period. It may also include adjustments for prior periods.

The Corporation follows the liability method when accounting for income taxes. Under this method, deferred income tax assets and liabilities are recognized for the expected future tax consequences attributable to temporary differences between the financial statement carrying values of existing assets and liabilities and their respective tax bases. This approach also requires the recording of deferred income tax assets related to operating losses and tax credit carry forwards. Deferred income tax assets and liabilities are measured using enacted or substantively enacted income tax rates applicable when temporary differences and carry forwards are expected to be recovered or settled. Deferred income taxes are not recognized for the initial recognition of goodwill, the initial recognition of assets or liabilities that affects neither accounting nor taxable profit or loss, and temporary differences related to investments in subsidiaries and joint ventures where the Corporation controls the reversal of the temporary difference and reversal is not expected in the foreseeable future. The Corporation has applied a temporary mandatory relief from deferred tax accounting for the impacts of the new Pillar Two top-up tax and will account for it as a current tax when it is incurred.

Deferred income tax assets for unused tax loss carry forwards and deductible temporary differences are only recognized when it is probable that there will be future taxable profits against which the assets can be utilized. Deferred income tax assets are reviewed at each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are classified as non-current. They are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and they relate to income taxes levied by the same taxation authority on either the same taxable entity or different entities where there is an intention to settle the balance on a net basis.

As tax legislation is complex and subject to interpretation, in determining current and deferred income taxes, the Corporation takes into account the impact of uncertain tax positions and whether additional taxes and penalties may be due. The Corporation values uncertain income tax positions based on the probability of whether tax authorities with full knowledge of all relevant information will accept the Corporation's tax treatments. This assessment, based on judgment, requires estimates and assumptions considering facts and circumstances existing as at the reporting period. Estimates are reviewed each reporting period and updated, based on new information available.

INVESTMENT TAX CREDITS (ITCs)

ITCs are recognized where there is reasonable assurance that the ITCs will be received and all attached conditions will be complied with. ITCs are subject to examination and approval by regulating authorities, and, therefore, the amounts granted may differ from those recorded. ITCs determined to be earned by the Corporation are recorded as a reduction of the operating expenses incurred.

PENSION SCHEMES

The Corporation maintains a number of defined contribution schemes and contributions are charged to net earnings in the period in which they are due.

In addition, the Corporation operates defined benefit schemes which require contributions to be made to separately administered funds. The cost of providing benefits under defined benefit schemes is determined separately for each scheme using the projected unit credit actuarial valuation method. Current service costs, past service costs, curtailment costs and settlement costs along with interest costs which are based on a notional charge based on scheme liabilities during the year, less expected returns on scheme assets, are charged to net earnings. Actuarial gains and losses are fully recognized in equity through other comprehensive income as they arise. The consolidated statement of financial position reflects the schemes' surplus or deficit as at the end of the reporting period.

SHARE CAPITAL

Issuance costs directly attributable to the issuance of shares are recognized as a deduction from equity, net of income tax effects.

DIVIDENDS

Dividends on common shares of WSP Global Inc. are recognized in the Corporation's consolidated financial statements in the period in which the dividends are declared.

EARNINGS PER SHARE

Basic earnings per share are determined using the weighted average number of shares outstanding during the period.

Diluted earnings per share are determined using the weighted average number of shares outstanding during the period, plus the effects of dilutive potential shares outstanding during the period. The calculation of diluted earnings per share follows the treasury stock method.

3 ACCOUNTING POLICY DEVELOPMENTS

NEW ACCOUNTING STANDARDS EFFECTIVE IN 2024

Classification of liabilities as current or non-current

In January 2020, International Accounting Standards Board ("IASB") issued a narrow-scope amendment to *IAS 1 - Presentation of Financial Statements*, which clarifies that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period. Classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability or events after the reporting date. The amendment also clarifies what *IAS 1* means when it refers to the 'settlement' of a liability. This amendment was adopted by the Corporation on January 1, 2024 and had no impact on the Corporation's audited consolidated financial statements for the year ended December 31, 2024.

Long-term debt

In October 2022, the IASB issued amendments to *IAS 1 - Presentation of Financial Statements*, which specify that for long-term debt with covenants to be complied with after the reporting date, such covenants do not affect the classification of debt as current or non-current at the reporting date, but do require disclosures in the notes to the financial statements. These amendments were adopted by the Corporation on January 1, 2024 and had no impact on the Corporation's audited consolidated financial statements for the year ended December 31, 2024.

Segment reporting

In July 2024, the IFRS Interpretations Committee ("IFRIC") issued an agenda decision clarifying certain disclosure requirements under *IFRS 8 – Operating Segments*. The decision highlights the need to disclose certain specified income and expense items if these are included in the measure of segment profit or loss reviewed by the Chief Operating Decision Maker ("CODM") or are otherwise regularly provided to the CODM, even if not included in that measure of segment profit or loss. As a result, the Corporation has made changes to reflect these requirements in note 6, Operating segments.

RECENT STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT YET EFFECTIVE AND NOT APPLIED

Presentation and disclosure

In April 2024, the IASB issued *IFRS 18 - Presentation and Disclosure in Financial Statements*, a new standard with a focus on updates to the statement of profit or loss. The key new concepts introduced in IFRS 18 relate to: the structure of the statement of earnings; required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements; and enhanced principles on aggregation and disaggregation which focus on grouping items based on their shared characteristics. IFRS 18 will replace *IAS 1 - Presentation of Financial Statements*, and retains many of the existing principles in IAS 1. The standard is effective for the Corporation's annual reporting period beginning on January 1, 2027, with earlier application permitted. Retrospective application is required. The Corporation is currently assessing the potential impact of the new standard.

Financial instruments

In May 2024, the IASB issued amendments to *IFRS 9 - Financial Instruments* and *IFRS 7 - Financial Instruments: Disclosures* to (a) clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system; (b) clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion; (c) add new disclosures for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement of environment, social and governance (ESG) targets); and (d) update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI). The amendments are effective for the Corporation's annual reporting period beginning on January 1, 2026, with earlier application permitted. Retrospective application is only permitted if possible without the use of hindsight. The Corporation has not yet started assessing the potential impact of these amendments.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the financial statements requires Management to make judgments, assumptions and estimates in applying the Corporation's accounting policies. The estimates and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Estimates and assumptions are continually evaluated and are based on historical trends and other factors, including expectations of future events that are likely to materialize under reasonable circumstances. Actual results will differ from estimates used, and such differences could be material.

REVENUE RECOGNITION

The Corporation values its costs and anticipated profits in excess of billings based on the time and materials charged into each project and estimated future costs and total revenues. Recognition of revenues and contract assets involves estimates of costs required to complete the project. On a periodic basis, Management reviews the costs incurred to date and the estimated costs to complete for each project to determine whether the amount recognized as contract assets is an accurate estimate of the amount that the Corporation has earned on its projects. Where the review determines that the value of costs and anticipated profits in excess of billings exceed the amount that has been earned, adjustments are made to the contract assets. Changes in the estimate of costs required to complete projects could lead to reversals of revenues.

IDENTIFIABLE INTANGIBLE ASSETS AND GOODWILL

Identifiable intangible assets and goodwill, excluding software, amounted to $10,876.2 million as at December 31, 2024 ($8,127.4 million as at December 31, 2023). These assets arise out of business combinations and the Corporation applies the acquisition method of accounting to these transactions. Management uses material estimates and assumptions in measuring the fair value of the assets acquired and the liabilities assumed and estimating the useful lives of identifiable intangible assets. Material estimates include expected cash flows, based on revenue and adjusted EBITDA projections, as well as discount rates.

Intangible assets related to business combinations and recognized separately from goodwill are initially recognized at their fair value at the acquisition date and are mostly amortized with determined finite lives. Management uses judgment to identify indefinite-lived intangible assets. If actual useful lives are shorter than estimated, the Corporation may be required to accelerate amortization.

For the purposes of assessing impairment, Management exercises judgment to identify independent cash inflows to determine CGUs. The fair value of CGUs are determined using material estimates including the applicable discount rate and the expected future cash flows. The inputs used in the discounted cash flows model are Level 3 inputs (inputs not based on observable market data). Management applies judgment to identify indicators of possible impairment or reversal of impairment at each reporting date.

LEGAL CLAIMS PROVISIONS

In the normal course of business the Corporation faces legal proceedings for work carried out on projects. The Corporation has professional liability insurance (subject to certain self retention thresholds) in order to manage risks related to such proceedings. Management uses judgment to assess the potential outcomes of claims and estimates the claims provisions, based on advice and information provided by its legal advisors and on its own past experience in the settlement of similar proceedings. Claims provisions include litigation costs and also take into account indemnities. Final settlements could have a material effect on the financial position or operating results of the Corporation.

INCOME TAX PROVISION

The Corporation is subject to income tax laws and regulations in multiple jurisdictions. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Corporation recognizes liabilities for anticipated tax audit issues on the basis of amounts expected to be paid to the tax authorities. Where the final tax outcome of these matters is different from the amounts that were initially provisioned, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation.

DEFERRED INCOME TAX ASSETS

Management exercises judgment in the assessment of the probability of future taxable income, to estimate the extent to which deferred income tax assets can be realized. Estimates are based on the Corporation's most recent approved budget, which is adjusted for material non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. The tax rules and tax planning strategies in the numerous jurisdictions in which the Corporation operates are carefully taken into consideration. Management uses judgment to assess specific facts and circumstances to evaluate legal, economic or other uncertainties.

INVESTMENT TAX CREDITS

The Corporation benefits from certain government assistance programs in the different jurisdictions where it operates, including scientific research and experimental development tax credit programs. In preparing claims, judgment is required in interpreting the regulations related to these programs, determining if the operations of the Corporation qualify, and identifying and quantifying eligible expenses. These claims are subject to examination and audit by local tax authorities, who may disagree with interpretations made by the Corporation. Management estimates the amounts receivable under these programs. Final settlements following examinations and audits could be different from amounts recorded and could have a material effect on the financial position or operating results of the Corporation.

LEASES

The Corporation uses judgment to establish the lease term based on the conditions of the lease and whether it is reasonably certain that it will exercise any extension or termination options. When the implicit interest rate of a lease is not readily available, the Corporation is required to use its incremental borrowing rate ("IBR"), which is generally the case. The determination of the IBR requires the use of various assumptions. The Corporation uses judgment to determine if a lease modification which increases the scope of a lease should be accounted as a separate lease. Such determination requires the use of judgment to determine if the increase in lease payments is commensurate to the change in scope.

The Corporation applies estimates to assesses whether a right-of-use asset is impaired, particularly when it expects to vacate an office space, including the ability to sublease the assets or surrender the lease and recover its costs. The Corporation examines its lease conditions as well as local market conditions and estimates its recoverability potential for each vacated premise.

5 BUSINESS ACQUISITIONS

Acquisitions are accounted for using the acquisition method, and the operating results are included in the consolidated financial statements from the date of acquisition. If the initial accounting for a business combination is incomplete by the end of the reporting period, the Corporation will report provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, and additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

The measurement period is the period from the date of acquisition to the date the Corporation obtains complete information about facts and circumstances that existed as of the acquisition date, up to a maximum of one year.

2024 TRANSACTIONS

POWER Engineers, Incorporated

On October 1, 2024, WSP acquired POWER Engineers, Incorporated ("POWER"), pursuant to an agreement and plan of merger announced on August 12, 2024 (the "POWER Acquisition"), for a purchase price of US$1.75 billion ($2.36 billion). POWER is a prominent US consulting firm with approximately 4,000 employees and a leading presence in the Power & Energy market sector. The POWER Acquisition and related transaction costs were financed by net proceeds of WSP's $1.15 billion equity offering, which closed on August 19, 2024, $1.0 billion private offering of senior unsecured notes, which closed on September 12, 2024, new term loans under WSP's existing credit agreement, as well as using WSP's available cash and credit facilities.

As at December 31, 2024, the Corporation has not yet completed its fair value assessment of all the assets acquired and the liabilities assumed. The most significant aspects remaining to be finalized relate to the valuation of right-of-use assets and lease liabilities, trade receivables, contract assets and liabilities, and intangible assets. Consequently, certain fair value adjustments related to the POWER Acquisition are included in goodwill in the preliminary fair value assessment, and may affect the final valuation of any assets acquired and liabilities assumed.

The table below presents Management's preliminary assessment of the fair values of the assets acquired and the liabilities assumed. The final determination of the fair values will be made within 12 months of the acquisition date. Accordingly, the following values are subject to change and such changes may be material.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

Recognized amounts of identifiable assets acquired and liabilities assumed	**$**
Assets	
Cash and cash equivalents	163.8
Trade receivables and other receivables	191.2
Cost and anticipated profits in excess of billings (note 15)	108.6
Prepaid expenses	20.3
Other financial assets	17.5
Right-of-use assets (note 17)	80.7
Intangible assets other than software (note 18)	569.6
Software (note 18)	6.1
Property and equipment (note 19)	60.1
Other assets	5.4
Liabilities	
Accounts payable and accrued liabilities	(179.5)
Billings in excess of costs and anticipated profits (note 15)	(37.6)
Income taxes payable	(9.1)
Lease liabilities (note 17)	(80.0)
Long-term debt	(149.8)
Deferred income tax liabilities (note 12)	(130.3)
Fair value of identifiable assets and liabilities assumed	**637.0**
Goodwill (note 20)	1,725.5
Total purchase consideration	**2,362.5**
Cash acquired	(163.8)
Net cash disbursements	**2,198.7**

Preliminary goodwill is attributable to the workforce of the acquired business and the synergies expected to arise with the Corporation after the acquisition. Goodwill is allocated to the US CGU. None of the goodwill recognized as at December 31, 2024 is expected to be deductible for income tax purposes. Intangible assets are mainly attributable to customer relationships, contract backlog and trade names. Management applied the excess earnings method using a discounted cash flow model to preliminarily value customer relationships and backlogs acquired. Management's material estimates and assumptions in applying this methodology included forecast revenues and margins attributable to the customer relationships (in excess of backlog).

The trade receivables acquired had a gross contractual amount equal to preliminary fair value of $170.0 million.

The acquired POWER business contributed revenues of $324.4 million and net earnings of $2.4 million from October 1, 2024 to December 31, 2024. If the POWER Acquisition had occurred at the beginning of the year, the Corporation's revenues and net earnings would have been $16.96 billion and $699.7 million, respectively.

Other acquisitions in 2024

In March 2024, WSP acquired Proxion Plan Oy and Proxion Pro Oy (together "Proxion"), both Finnish companies and subsidiaries of Proxion Oy. With their combined workforce of 150 employees, these businesses offer a range of rail consultancy services, as well as railway and railway system design services, including traffic and energy services, as well as safety and security expertise.

In March 2024, WSP acquired Communica Public Affairs Inc. ("Communica"), a 50-employee Canadian firm specializing in Indigenous and stakeholder engagement and information management consulting.

In May 2024, WSP acquired AKF Group LLC ("AKF"), a specialized mechanical, electrical, and plumbing firm that designs complex healthcare, science and technology, and mission-critical facilities. AKF's 365 professionals operate throughout the eastern United States, with an additional complementary presence in Mexico.

In May 2024, WSP acquired 1A Ingenieros, S.L. ("1A Ingenieros"), a 250-employee Spanish consulting firm operating mainly in the Power & Energy sector.

These acquisitions were financed using WSP's available cash and credit facilities.

These acquisitions were not individually material, therefore the Corporation has chosen to disclose the required information in aggregate. The table below presents the fair values of the assets acquired and the liabilities assumed as at December 31, 2024. The fair values represent Management's preliminary assessments, with the most significant aspects remaining to be finalized relating to the valuation of trade receivables and contract assets and liabilities.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

Recognized amounts of identifiable assets acquired and liabilities assumed	**$**
Assets	
Cash and cash equivalents	7.1
Trade receivables and other receivables	42.5
Cost and anticipated profits in excess of billings (note 15)	3.7
Prepaid expenses	2.7
Income taxes receivable	0.4
Right-of-use assets (note 17)	35.3
Software (note 18)	1.3
Property and equipment (note 19)	2.6
Liabilities	
Accounts payable and accrued liabilities	(24.5)
Provisions (note 23)	(2.8)
Lease liabilities (note 17)	(35.3)
Long-term debt	(3.6)
Deferred income tax liabilities (note 12)	(0.6)
Fair value of identifiable assets and liabilities assumed	**28.8**
Goodwill (note 20)	110.0
Total purchase consideration	**138.8**
Cash acquired	(7.1)
Consideration payable	(4.6)
Net cash disbursements	**127.1**

Goodwill is attributable to the workforce of the acquired businesses and the synergies expected to arise with the Corporation after the acquisitions. Approximately $61 million of the goodwill recognized as at December 31, 2024 is expected to be deductible for income tax purposes.

The trade receivables acquired had a fair value of $39.5 million and gross contractual amount of $40.8 million.

The acquired businesses contributed revenues of $96.1 million and net earnings of $4.7 million from their respective acquisition dates to December 31, 2024.

6 OPERATING SEGMENTS

SEGMENTED INFORMATION

The Corporation manages its business by geographic region. The Corporation's operating segments represent countries, or groups of countries, in which it operates. The Corporation has four reportable segments: Canada, Americas (US and Latin America), EMEIA (Europe, Middle East, India and Africa) and APAC (Asia Pacific, comprising Asia, Australia and New Zealand). Management has applied the following judgments to aggregate certain operating segments:

- Americas - The operating segments of US and Latin America are in the same geographic region of the Americas and have been aggregated as the Latin America operating segment does not meet any of the quantitative thresholds to be reported separately.
- EMEIA - The operating segments of the United Kingdom "UK" and Ireland, Nordic European countries and Central European countries have been aggregated as these segments have similar products and services, the same types of customers and operate in similar economies. The Middle East, India and Africa operating segments have also been aggregated in EMEIA as they do not meet any of the quantitative thresholds to be reported separately.
- APAC - The operating segments of Australia and New Zealand have been aggregated as these segments have similar products and services, the same types of

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

customers and operate in similar economies. The Asia operating segment has also been aggregated in APAC as it does not meet any of the quantitative thresholds to be reported separately and it is part of the same geographic region.

The Corporation's global leadership team ("GLT") assesses the performance of the reportable segments based on net revenues and adjusted EBITDA by segment. Adjusted EBITDA by segment excludes items such as business acquisition, integration and reorganization costs, ERP implementation costs and head office corporate costs, which are not considered when assessing the underlying financial performance of the reportable segments. Head office corporate costs are expenses and salaries related to centralized functions, such as global finance, legal and human resources teams, which are not allocated to segments. This measure also excludes the effects of financing expenses, depreciation, amortization, impairment and income taxes.

Sales between segments are carried out on terms equivalent to arm's length transactions and are eliminated upon consolidation.

The net revenues reported to the GLT are derived from revenues net of subconsultant and direct costs, which are measured in a similar manner as in the consolidated statements of earnings, and exclude intersegmental net revenues.

The tables below present the Corporation's operations based on reportable segments, for the years ended December 31:

					2024
	Canada	**Americas**	**EMEIA**	**APAC**	**Total**
	$	**$**	**$**	**$**	**$**
Revenues	2,788.1	6,935.2	4,385.5	2,058.0	16,166.8
Less: Subconsultants and direct costs	(687.8)	(2,164.5)	(870.3)	(272.0)	(3,994.6)
Net revenues	2,100.3	4,770.7	3,515.2	1,786.0	12,172.2
Adjusted EBITDA by segment	495.6	971.2	561.6	285.4	2,313.8
Head office corporate costs					(128.1)
Depreciation and amortization					(685.3)
Acquisition, integration and reorganization costs					(133.8)
ERP implementation costs					(66.8)
Net financing expenses, excluding interest income					(355.4)
Share of depreciation, financing expenses and taxes of associates and joint ventures					(16.4)
Earnings before income taxes					928.0
Other information:					
Personnel costs of segments	1,481.5	3,327.8	2,592.7	1,336.8	8,738.8

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

					2023
	Canada	**Americas**	**EMEIA**	**APAC**	**Total**
	$	**$**	**$**	**$**	**$**
Revenues	2,498.5	6,024.8	3,900.4	2,013.5	14,437.2
Less: Subconsultants and direct costs	(586.5)	(1,937.0)	(707.4)	(309.3)	(3,540.2)
Net revenues	1,912.0	4,087.8	3,193.0	1,704.2	10,897.0
Adjusted EBITDA by segment	433.5	808.1	489.9	308.6	2,040.1
Head office corporate costs					(118.8)
Depreciation and amortization					(673.2)
Impairment of long-lived assets					(87.1)
Acquisition, integration and reorganization costs					(105.0)
ERP implementation costs					(81.0)
Net financing expenses, excluding interest income					(215.2)
Share of depreciation, financing expenses and taxes of associates and joint ventures					(14.9)
Earnings before income taxes					744.9
Other information:					
Personnel costs of segments	1,356.9	2,896.2	2,396.9	1,270.0	7,920.0

GEOGRAPHIC INFORMATION

The Corporation's revenues are allocated to geographic regions based on the country of operation, as follows, for the years ended December 31:

	2024	**2023**
	$	**$**
US	6,551.9	5,655.2
Canada	2,788.1	2,498.5
UK	1,781.4	1,583.2
Australia	1,241.3	1,155.2
Sweden	685.2	664.2
Other	3,118.9	2,880.9
	16,166.8	14,437.2

Right-of-use assets, property and equipment, goodwill and intangible assets are allocated in the following countries, as at December 31:

	2024	**2023**
	$	**$**
US	7,340.0	4,415.9
Canada	2,247.7	2,268.6
UK	806.5	703.6
Australia	705.4	705.0
Other	1,451.2	1,426.3
	12,550.8	9,519.4

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

7 REVENUES

The tables below present the Corporation's disaggregated revenues by market sector and client category, for the years ended December 31:

					2024
	Canada	**Americas**	**EMEIA**	**APAC**	**Total**
Market sector	$	$	$	$	$
Transportation & Infrastructure	825.9	2,826.5	1,808.8	849.5	6,310.7
Earth & Environment	1,290.8	2,343.6	792.2	685.6	5,112.2
Property & Buildings	568.1	1,075.4	1,484.6	467.6	3,595.7
Power & Energy	103.3	689.7	299.9	55.3	1,148.2
	2,788.1	6,935.2	4,385.5	2,058.0	16,166.8
Client category					
Public sector	1,323.8	3,656.4	2,378.6	1,024.1	8,382.9
Private sector	1,464.3	3,278.8	2,006.9	1,033.9	7,783.9
	2,788.1	6,935.2	4,385.5	2,058.0	16,166.8

					2023
	Canada	**Americas**[(1)]	**EMEIA**	**APAC**	**Total**
Market sector	$	$	$	$	$
Transportation & Infrastructure	593.2	2,638.6	1,675.8	993.6	5,901.2
Earth & Environment	1,302.5	2,183.1	709.3	484.0	4,678.9
Property & Buildings[(2)]	494.5	827.9	1,262.9	485.0	3,070.3
Power & Energy	108.3	375.2	252.4	50.9	786.8
	2,498.5	6,024.8	3,900.4	2,013.5	14,437.2
Client category					
Public sector	1,091.2	3,379.9	2,049.0	1,059.8	7,579.9
Private sector	1,407.3	2,644.9	1,851.4	953.7	6,857.3
	2,498.5	6,024.8	3,900.4	2,013.5	14,437.2

(1) For the year ended December 31, 2023, the disaggregated revenues by market sector in the Americas reportable segment have been restated to conform with current year market sector classification.
(2) As at January 1, 2024, the Industry market sector was combined with the Property & Buildings market sector. The disaggregated revenues for the year ended December 31, 2023 have been restated to align to the new presentation.

The Corporation's remaining performance obligations that are unsatisfied or partially unsatisfied, on all contracts with customers, amounted to $15.6 billion as of December 31, 2024 ($14.1 billion as at December 31, 2023). This measure represents future revenues stemming from existing signed contracts with customers, comprised of the value of firm orders only and excludes any variable consideration that is not highly probable. For public sector clients funded by a governmental body, funding has been confirmed.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

8 LONG-TERM INCENTIVE PLANS ("LTIPs")

STOCK OPTIONS

Options granted under the stock option plan, to officers and employees, may be exercised during a period not exceeding ten years from the grant date. Options vest, at latest, three years after the grant date. Any unexercised options expire at the earlier of one month after the date a beneficiary ceases to be an employee or the expiration date of the stock option.

	2024	2023
Number of stock options exercised during the year ended December 31	190,575	62,374
Exercise price range of stock options exercised during the year ended December 31	$41.69 to $180.65	$57.98 to $180.65
Stock options outstanding as at December 31	723,204	782,722
Vested stock options outstanding as at December 31	544,844	651,150
Exercise price range of stock options outstanding as at December 31	$41.69 to $210.64	$41.69 to $180.65

The fair value of stock options at grant date was measured using the Black-Scholes option pricing model. The historical share price of the Corporation's common shares is used to estimate expected volatility, and government bond rates are used to estimate the risk-free interest rate. For options granted during the years ended December 31, 2024 and 2023, the following table illustrates the inputs used in the measurement of the grant date fair values of the stock options:

	2024	2023
Expected stock price volatility	22%-26%	24%
Dividend	0.71%-0.82%	0.88%-0.96%
Risk-free interest rate	3.37%-3.91%	3.33%-3.70%
Expected option life	6.05-6.13	5.8
Fair value – weighted average of options issued	$49.31	$39.93

During the year ended December 31, 2024, the Corporation recorded stock-based compensation expense of $6.0 million ($5.0 million in 2023) in personnel costs.

PSUs, RSUs, DSUs, redeemable PSUs and redeemable RSUs

The PSUs are settled in cash and vest after three years if the Corporation meets certain performance targets. The RSUs are settled in cash and vest after three years. The DSUs are settled in cash and vest immediately when granted but their settlement is deferred until employment with the Corporation is terminated for any reason other than for cause. Redeemable PSUs vest after three years, subject to performance-based vesting conditions. Redeemable RSUs vest after three years. Redeemable PSUs and redeemable RSUs may be redeemed by the participant at any time after vesting but prior to the tenth anniversary of the grant date for common shares of the Corporation or cash, or any combination of them, at the choice of the participant.

The compensation expense and corresponding liability for the share unit plan awards are measured using the market value of the Corporation's share price, the Corporation's expected performance vis-a-vis targets, and other factors, as applicable, and the expense is recorded over the vesting period for PSUs, RSUs, redeemable PSUs and redeemable RSUs and as granted for DSUs.

At the end of each financial reporting period, changes in the Corporation's payment obligation due to changes in the market value of the Corporation's common shares on the TSX, or changes in the number of units based on the Corporation's expected performance and other factors, as applicable, are recorded as an expense or recovery.

The Corporation recorded personnel costs of $94.8 million during 2024 ($60.2 million in 2023) related to the share unit plans. As at December 31, 2024, there were 753,298 PSUs, RSUs, DSUs, redeemable PSUs and redeemable RSUs outstanding and the cumulative obligation liability stood at $160.7 million (742,377 units and $120.9 million, respectively, as at December 31, 2023). The intrinsic value of the liability for all share unit plans for which the participants' right to cash had vested as at December 31, 2024 was $107.0 million ($87.3 million as at December 31, 2023).

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

The Corporation enters into derivative financial instruments with Canadian financial institutions to limit the Corporation's exposure to the variability of LTIP-based units caused by fluctuations in its common share price. The value of the derivative financial instruments fluctuates in accordance with the movement of the Corporation's common share price and these instruments are classified as FVTPL. As such, they are measured at fair value on the consolidated statement of financial position and the mark-to-market gain or loss pertaining to derivative financial instruments is recorded in personnel costs and financing expense. In 2024, the mark-to-market gain recorded in personnel costs and financing expense amounted to $38.6 million (a $17.2 million gain in 2023). As at December 31, 2024 and 2023, the Corporation had derivatives outstanding for 660,000 of its common shares.

9 PENSIONS SCHEMES

The Corporation operates both defined contribution and defined benefit pension schemes. Pension costs included in personnel costs and net financing expense on pension liabilities consist of the following for the years ended December 31:

	2024	2023
	$	$
Employer contributions to defined contribution pension schemes	169.9	208.7
Current service cost	10.8	10.0
Past service cost	—	(0.6)
Administration cost	—	1.3
Defined benefit pension scheme expense	10.8	10.7
Interest expense	13.9	19.2
Expected return on plan assets	(7.6)	(12.9)
Net financing expense on pension liabilities	6.3	6.3

Overview of defined benefit plans

In the UK, there are several defined benefit schemes, all of which are closed to new members. The assets of the schemes are held separately from those of the Corporation in independently administered funds. The combined employee and employer contributions to be paid in the year ending December 31, 2025, pertaining to the Corporation’s defined benefit pension schemes in the UK, are expected to be nil.

In Sweden, a portion of a multi-employer and collectively-bargained defined benefit plan is recognized on the Corporation’s consolidated statement of financial position as a defined benefit plan. Accrual of service costs under this arrangement ceased in 2008 when the Corporation began insuring new accruals with an insurance company. This portion of the plan accounted for as a defined benefit plan relates to the historical accruals prior to 2008, which are unfunded.

The benefits within the collectively-bargained plan in Sweden which are insured with an insurance company are considered a multi-employer plan. Since the insurance company is not able to specify the portion of their insurance assets which are set aside to meet each and every individual employers’ share of pension obligation, it is treated as a defined contribution scheme in the Corporation's consolidated financial statements.

In the US, the Corporation maintains a deferred compensation plan under which a portion of employees’ compensation is deferred and invested in financial assets held in a trust (included in financial assets as disclosed in note 16, Other financial assets). The financial assets held in a trust are for the ultimate benefit of the employees but are available to the Corporation’s creditors in the event of insolvency. Therefore this plan is reported as an unfunded plan.

In the US, the Corporation also maintained a funded defined benefit scheme, which was settled and closed in 2024. The assets of the scheme were held separately from those of the Corporation in independently administered funds and have been entirely paid out to the members.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

In August 2024, the Corporation wound-up the funded defined benefit scheme in the US. As a result, $11.6 million was paid in cash in settlement of the remaining net obligation and is presented on the statement of cash flow as a component of cash contribution to defined benefit pension schemes.

Accounting policies

Defined contributions are charged to net earnings as incurred.

For funded and unfunded defined benefit plans, any deficit of the fair value of plan assets over the present value of the defined benefit obligation is recognized as a liability in the consolidated statement of financial position. Actuarial gains and losses are recognized in full as they arise in other comprehensive income. These gains and losses reflect changes in actuarial assumptions, and differences between actuarial assumptions and what has actually occurred.

The actuarial costs charged to the consolidated statements of earnings in respect of defined benefit plans may consist of current service cost, net interest on defined benefit liability (asset), past service costs and costs of curtailments.

The liabilities of the Corporation arising from defined benefit obligations and their related current service cost are determined using the projected unit credit method. Valuations are performed annually. Actuarial advice is provided by both external consultants and actuaries. The actuarial assumptions used to calculate the benefit obligations vary according to the economic conditions of the country in which the plan is located and are set out below.

Fair value of plan assets

The following table presents, the fair values by major categories of plan assets pertaining to the funded UK defined benefits pension schemes as at December 31, 2024, and pertaining to the funded US and UK defined benefits pension schemes as at December 31, 2023:

	2024		2023	
	$	%	$	%
Equities	14.2	9	13.1	6
Bonds	36.4	23	85.4	38
Liability-driven investments	63.4	40	62.0	28
Cash and cash equivalents	—	—	13.4	6
Other	44.4	28	48.5	22
	158.4	100	222.4	100

Reconciliations

Amounts recognized in the statements of financial position are as follows, as at December 31:

	2024	2023
	$	$
Fair value of plan assets (UK)	158.4	156.0
Present value of funded obligations (UK)	(136.8)	(140.8)
Net asset of funded plans (UK)	21.6	15.2
Fair value of plan assets (US)	—	66.4
Present value of funded obligations (US)	—	(78.6)
Deficit of funded plans (US)	—	(12.2)
Present value of unfunded obligations (US)	(165.8)	(137.7)
Present value of unfunded obligations (Sweden)	(36.3)	(37.6)
Net pension liability	(180.5)	(172.3)

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

Changes in the fair value of plan assets are as follows, as at December 31:

	2024	2023
	$	$
Fair value of plan assets – beginning balance	222.4	252.8
Expected return on plan assets	7.6	12.9
Contributions from employer	4.4	9.8
Benefits paid	(8.1)	(16.9)
Payments in respect of settlements	(67.7)	(44.7)
Administration costs	—	(1.3)
Actuarial gain (experience)	(11.9)	6.6
Exchange differences	11.7	3.2
Fair value of plan assets – ending balance	158.4	222.4

Changes in the present value of the defined benefit obligation are as follows for the years ended December 31:

	2024	2023
	$	$
Present value of obligation – beginning balance	394.7	415.1
Present value of obligation – acquisitions	—	4.2
Current service cost	10.8	10.0
Past service cost	—	(0.6)
Benefits paid	(21.7)	(28.1)
Payments in respect of settlements	(79.4)	(44.7)
Interest expenses	13.9	19.2
Actuarial losses - changes in assumptions	(2.3)	14.8
Actuarial losses - changes in experience adjustments	(0.7)	2.8
Exchange differences	23.6	2.0
Present value of obligation – ending balance	338.9	394.7

Net retirement obligations deficit summary, as at December 31:

	2024	2023
	$	$
Fair value of scheme assets	158.4	222.4
Present value of scheme liabilities	(338.9)	(394.7)
Deficit	(180.5)	(172.3)

Actuarial assumptions and risks

The main assumptions used to calculate the liabilities related to defined benefit obligations and their related current service cost were as follows as at and for the years ended December 31:

	2024	2023
UK		
Rate of increase in pension payments	2.00% to 3.00%	2.05% to 2.95%
Discount rate	5.50 %	4.75 %
Inflation assumption	2.80% to 3.15%	2.75% to 3.10%
Life expectancy at age 65 (for member currently aged 65)		
– Men	87.1	87.2
– Women	89.7	89.6
Sweden		
Discount rate	3.50 %	3.25 %
Inflation assumption	1.80 %	1.60 %
Life expectancy at age 65 (for member currently aged 65)		
– Men	86.9	86.9
– Women	88.9	88.9
US		
Discount rate (unfunded plans)	4.90% to 5.25%	4.75% to 4.80%
Discount rate (funded plans)	Not applicable	4.91 %

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

The Corporation's defined benefit plans expose it to interest risk, inflation risk, longevity risk, currency risk and market investment risk. Sensitivity analysis of the overall pension deficit as at December 31, 2024 to changes in principal assumptions is shown in the following table:

Assumption	Change in basis points / years	Increase in pension deficit
		$
Discount rate	- 10 bps	2.7
Inflation rate[1]	+ 10 bps	1.3
Mortality[1]	+ 1 year	7.1

[1] Impact on pension deficit of defined benefit plans in UK and Sweden only.

10 ACQUISITION, INTEGRATION AND REORGANIZATION COSTS AND ERP IMPLEMENTATION COSTS

The table below presents the composition of acquisition, integration and reorganization costs:

	2024	2023
	$	$
Business acquisition costs	37.6	12.5
Integration costs of acquired businesses	96.2	92.5
	133.8	105.0

Included in acquisition, integration and reorganization costs in 2024 are employee benefit costs of $40.2 million ($41.2 million in 2023). Other than employee benefit costs, costs relate mainly to legal and professional fees and early contract termination costs.

Included in ERP implementation costs in 2024 are employee benefit costs of $41.1 million ($22.5 million in 2023). Other than employee benefit costs, costs relate mainly to professional fees.

11 NET FINANCING EXPENSE

	2024	2023
	$	$
Interest expense related to credit facilities and senior unsecured notes	231.5	185.1
Interest expense on lease liabilities	46.8	40.9
Net financing expense on pension obligations	6.3	6.3
Exchange (gains) losses on assets and liabilities denominated in foreign currencies	(4.8)	4.7
Unrealized losses (gains) on derivative financial instruments	65.5	(27.4)
Other interest and bank charges	27.9	23.7
Gains on investments in securities	(17.8)	(18.1)
Interest income	(14.8)	(12.6)
	340.6	202.6

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

12 INCOME TAXES

INCOME TAX EXPENSE AND TAX RATE RECONCILIATION

The components of the income tax expense for the years ended December 31, 2024 and 2023 were as follows:

	2024	2023
	$	$
Current income tax expense		
Current income tax expense on earnings for the year	341.7	304.1
Global minimum top-up tax expense	4.8	—
Adjustments in respect of prior years	(42.7)	(50.6)
	303.8	253.5
Deferred income tax recovery		
Origination and reversal of temporary differences	(80.9)	(100.1)
Impact of changes in substantively enacted income tax rates	—	0.1
Adjustments in respect of prior years	23.7	38.4
	(57.2)	(61.6)
Income tax expense	246.6	191.9

The reconciliation of the difference between the income tax expense using the combined Canadian federal and provincial statutory income tax rate of 26.5% in 2024 and in 2023 and the actual effective income tax rate is as follows for the years ended December 31:

	2024		2023	
	$	%	$	%
Earnings before income taxes	928.0		744.9	
Income tax expense at the combined Canadian federal and provincial statutory income tax rate	245.9	26.5 %	197.4	26.5 %
Changes resulting from:				
Foreign income tax rate differences	(0.4)	—	(12.1)	(1.6)%
Current tax expense related to global minimum top-up tax	4.8	0.5 %	—	—
Non-deductible expenses, net of non-taxable income	(0.3)	—	5.3	0.7 %
Net unrecognized income tax benefits	15.5	1.7 %	13.3	1.8 %
Adjustments in respect of prior years	(19.0)	(2.1)%	(12.2)	(1.6)%
Other items	0.1	—	0.2	—
	246.6	26.6 %	191.9	25.8 %

In 2024 and 2023, net unrecognized income tax benefits represented the impact of unrecognized current and prior years income tax benefits related mostly to foreign subsidiaries where recovery is not considered probable, partly offset by the recognition of previously unrecognized deferred income tax assets related to certain subsidiaries that generated profits in the current year.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

TEMPORARY DIFFERENCES

The significant components of deferred income tax assets and liabilities were as follows, as at December 31:

							2024
	As at January 1	Credited (charged) to statement of earnings	Credited (charged) to other compre-hensive income	Credited directly to equity	Business acquisi-tions and disposals	Exchange differences	As at December 31
	$	$	$	$	$	$	$
Deferred income tax assets							
Deductible provisions upon settlement	231.2	4.6	—	—	26.5	9.6	271.9
Tax loss carry forwards	47.5	(16.2)	—	—	—	0.3	31.6
Pension schemes	43.8	6.7	2.3	—	—	3.7	56.5
Deferred issuance-related costs	9.2	(7.0)	—	12.6	—	—	14.8
Property and equipment	20.4	(8.9)	—	—	—	0.8	12.3
Lease liability	222.2	1.3	—	—	29.8	7.7	261.0
Research and development expenses	230.8	61.5	—	—	31.4	26.0	349.7
Derivative financial instruments	—	14.7	—	—	—	—	14.7
Other temporary differences	33.7	(3.5)	1.2	—	0.3	1.0	32.7
	838.8	53.2	3.5	12.6	88.0	49.1	1,045.2
Deferred income tax liabilities							
Costs and anticipated profits in excess of billings	(125.5)	2.8	—	—	—	(0.2)	(122.9)
Holdbacks	(16.9)	0.6	—	—	—	—	(16.3)
Property and equipment	(20.7)	4.0	—	—	(9.5)	(1.1)	(27.3)
Right-of-use assets	(182.9)	(8.9)	—	—	(30.0)	(6.5)	(228.3)
Intangible assets	(118.7)	45.6	—	—	(144.3)	(9.9)	(227.3)
Goodwill	(44.8)	(28.7)	—	—	—	(5.2)	(78.7)
Derivative financial instruments	(6.8)	1.2	(18.8)	—	—	—	(24.4)
Prepaid expenses	(11.6)	(5.2)	—	—	—	(1.3)	(18.1)
Other temporary differences	(31.0)	(7.4)	(0.1)	—	(32.2)	(3.3)	(74.0)
	(558.9)	4.0	(18.9)	—	(216.0)	(27.5)	(817.3)
	279.9	**57.2**	**(15.4)**	**12.6**	**(128.0)**	**21.6**	**227.9**

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

							2023
	As at January 1	**Credited (charged) to statement of earnings**	**Credited (charged) to other comprehensive income**	**Credited directly to equity**	**Business acquisitions and disposals**	**Exchange differences**	**As at December 31**
	$	**$**	**$**	**$**	**$**	**$**	**$**
Deferred income tax assets							
Deductible provisions upon settlement	213.7	(4.1)	—	—	25.6	(4.0)	231.2
Tax loss carry forwards	22.9	22.9	—	—	1.7	—	47.5
Pension schemes	42.8	(2.1)	2.5	—	1.4	(0.8)	43.8
Deferred issuance-related costs	14.1	(4.9)	—	—	—	—	9.2
Property and equipment	19.7	0.4	—	—	—	0.3	20.4
Lease liability	209.0	14.3	—	—	1.9	(3.0)	222.2
Research and development expenses	159.1	71.7	—	—	5.0	(5.0)	230.8
Derivative financial instruments	6.4	(6.4)	—	—	—	—	—
Other temporary differences	49.2	(12.5)	—	—	(2.2)	(0.8)	33.7
	736.9	79.3	2.5	—	33.4	(13.3)	838.8
Deferred income tax liabilities							
Costs and anticipated profits in excess of billings	(103.2)	(21.9)	—	—	(0.2)	(0.2)	(125.5)
Holdbacks	(18.9)	2.0	—	—	—	—	(16.9)
Property and equipment	(24.4)	6.3	—	—	(3.6)	1.0	(20.7)
Right-of-use assets	(181.2)	(0.4)	—	—	(3.7)	2.4	(182.9)
Intangible assets	(128.3)	43.1	—	—	(33.3)	(0.2)	(118.7)
Goodwill	(16.6)	(30.3)	—	—	1.3	0.8	(44.8)
Derivative financial instruments	(9.1)	(5.4)	7.7	—	—	—	(6.8)
Prepaid expenses	(6.3)	(5.5)	—	—	—	0.2	(11.6)
Other temporary differences	(25.9)	(5.6)	1.3	—	(0.5)	(0.3)	(31.0)
	(513.9)	(17.7)	9.0	—	(40.0)	3.7	(558.9)
	223.0	**61.6**	**11.5**	**—**	**(6.6)**	**(9.6)**	**279.9**

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

The deferred income taxes are presented as follows on the consolidated statements of financial position, as at December 31:

	2024	2023
	$	$
Deferred income tax assets	404.1	429.3
Deferred income tax liabilities	(176.2)	(149.4)
	227.9	279.9

As at December 31, 2024, the Corporation had recognized deferred income tax assets of $31.6 million ($47.5 million as at December 31, 2023) related to tax losses of the current and prior years. The deferred income tax assets are recognized, as the Corporation believes it is probable that taxable profits will be available in the future against which the tax loss carry forwards can be utilized.

As at December 31, 2024, the Corporation had $212.1 million ($186.1 million as at December 31, 2023) of unrecognized deferred income tax assets. Of these, a portion relates to tax loss carry forwards of $463.5 million, of which $115.0 million expire between 2025 and 2036 and the remainder of which having no expiry ($436.3 million and $75.8 million, respectively, as at December 31, 2023) and a portion relates to gross temporary differences with no expiry of $197.3 million ($169.2 million as at December 31, 2023). Additionally, $58.2 million of unrecognized deferred income tax assets relate to tax credits that expire between 2025 and 2034 ($42.9 million as at December 31, 2023). The Corporation considers the recovery of those unrecognized deferred income tax assets as not probable.

As at December 31, 2024, a deferred income tax liability relating to $1,306.4 million of taxable temporary differences associated with the undistributed earnings of subsidiaries, has not been recognized as the Corporation controls the timing of the reversal of these temporary differences and does not expect they will reverse in the foreseeable future ($1,070.1 million as at December 31, 2023). Upon distribution of these earnings in the form of dividends or otherwise, the Corporation may be subject to corporate or withholding income taxes.

OECD PILLAR TWO RULES

The Corporation is subject to the global minimum top-up tax under Pillar Two tax legislation. The Corporation recognized a current income tax expense of $4.8 million related to the top-up tax (nil in 2023).

The Corporation has applied a temporary mandatory relief from deferred tax accounting for the impacts of the new Pillar Two top-up tax and will account for it as a current income tax expense when it is incurred.

13 FINANCIAL INSTRUMENTS

FAIR VALUE

Cash, trade and other receivables, accounts payable, dividends payable to shareholders, bank overdrafts, long-term debt related to credit facilities and other financial liabilities are financial instruments whose fair values approximate their carrying values due to their short-term maturity, variable interest rates or current market rates for instruments with fixed rates.

The fair value hierarchy under which the Corporation's financial instruments are valued is as follows:

- Level 1 includes unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 includes inputs other than quoted prices included in Level 1 that are observable for the assets or liability, either directly or indirectly;
- Level 3 includes inputs for the assets or liability that are not based on observable market data.

The Corporation's senior unsecured notes are financial liabilities carried at amortized costs. As at December 31, 2024, the fair value of the $2.0 billion of senior unsecured notes, which is based on unadjusted quote prices (Level 1), was $2,030.9 million ($987.9 million for the $1.0 billion of senior unsecured notes as at December 31, 2023).

As at December 31, 2024 and 2023, fair values of other financial assets and hedges of the Corporation's common shares are determined under Level 1. Fair values of foreign currency risk based financial instruments, notably foreign currency forward contracts and options, cross currency swap agreements and cross currency interest rate swap agreements, are determined under Level 2.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

FINANCIAL RISK MANAGEMENT

The Corporation is exposed to credit risk, foreign currency risk, interest rate risk and liquidity risk. The following analyses provide a portrait of those risks as at December 31, 2024 and 2023.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

Financial instruments which potentially subject the Corporation to significant credit risk consist principally of cash, trade receivables, other receivables, derivative financial instruments, investments in securities and amounts due from joint ventures and associates. Costs and anticipated profits in excess of billings are also evaluated for credit risk using the same model. The Corporation's maximum amount of credit risk exposure is limited to the carrying amount of these financial instruments and contract assets, which is $6,572.7 million as at December 31, 2024 ($5,139.1 million as at December 31, 2023).

The Corporation's cash is held with investment-grade financial institutions. Therefore, the Corporation considers the risk of non-performance on these instruments to be minimal.

The Corporation's credit risk is principally attributable to its trade receivables and costs and anticipated profits in excess of billings. The amounts disclosed in the consolidated statements of financial position are net of an allowance for expected credit losses, estimated by Management and based, in part, on the age of the specific receivable balance and the current and expected collection trends. Generally, the Corporation does not require collateral or other security from customers for trade accounts receivable; however, credit is extended following an evaluation of creditworthiness. In addition, the Corporation performs ongoing credit reviews of all its customers and establishes an allowance for expected credit losses when the likelihood of collecting the account has significantly diminished. The Corporation believes that the credit risk of trade accounts receivable is limited. During the year ended December 31, 2024, the Corporation recognized net credit losses of $9.6 million ($18.8 million in 2023).

The Corporation mitigates its credit risk by providing services to diverse clients in various market sectors, countries and sectors of the economy.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Corporation operates internationally and is exposed to currency risks arising from its operating activities denominated in US dollars, pounds sterling, Australian dollars, Swedish krona, New Zealand dollars, euros, and other currencies as well as from its net assets in foreign operations. These risks are partially offset by purchases and operating expenses incurred in these currencies.

The Corporation has investments in foreign operations, whose net assets are exposed to foreign currency risk. This risk is partly offset through borrowings denominated in the relevant foreign currency. The exchange gains or losses on the net equity investment of these operations are reflected in the accumulated other comprehensive income account in shareholders' equity, as part of the currency translation adjustment.

The Corporation enters into foreign currency forward contracts and options to hedge the variability in the foreign currency exchange rates of certain currencies against the Canadian dollar. As at December 31, 2024, the net fair market value loss of these forward contracts and options amounted to $55.5 million, and losses of $76.8 million were recorded in net earnings in 2024. The largest hedged currency outstanding as at December 31, 2024 represents a nominal amount of $1,011.7 million US dollars.

The Corporation holds cross-currency interest rate swap agreements for a nominal amount of $2.0 billion Canadian dollars to hedge the variability in the USD/CAD currency risk of the Corporation's net investment in foreign entities having the USD as their functional currency. The fair market value loss of these cross-currency interest rate swaps agreements as at December 31, 2024 amounted to $79.6 million and the change in fair value was recorded in other comprehensive loss.

The Corporation holds cross-currency interest rate swap agreements to hedge the variability in multiple currencies to the Canadian dollar, as well as the variability in interest rates of multiple foreign currency-denominated debts. The cross-currency component and interest rate component of each of these financial instruments are bifurcated and each component designated as either a net investment hedge or cash flow hedge, respectively. The fair market value net loss of these cross-currency interest rate swaps agreements as at December 31, 2024 amounted to $2.7 million and the changes in fair value were recorded in other comprehensive income.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

The Corporation holds interest rate collar agreements for a nominal amount of $300.0 million US dollars to hedge the variability in interest rates of its US-dollar denominated debt. The fair market value of these interest rate collar agreements as at December 31, 2024 amounted to nil and the change in fair value was recorded in other comprehensive loss.

The Corporation holds cross-currency interest rate swap agreements for a nominal amount of $92.0 million Australian dollars to hedge the variability in the Australian dollar to the US dollar, as well as variability in interest rates. These financial instruments are not designated in a hedging relationship. The fair market value gain of these cross-currency interest rate swaps agreements as at December 31, 2024 amounted to $3.8 million and the change in fair value was recorded in net earnings.

The Corporation enters into derivative financial instruments with Canadian financial institutions to limit the Corporation's exposure to the variability of cash-settled long-term incentive plan (“LTIP”) share unit compensation plans caused by fluctuations in its common share price. The value of the derivative financial instruments fluctuates in accordance with the movement of the Corporation's common share price and are classified as fair value through profit or loss. As such, they are measured at fair value on the consolidated statement of financial position and the mark-to-market gain or loss pertaining to derivative financial instruments is recorded in personnel costs and financing expense as an offset of the revaluation of the LTIP liability. As at December 31, 2024, the Corporation had hedges outstanding for 660,000 of its common shares, with total fair value gain of $14.0 million (for 660,000 shares, with a gain of $8.9 million as at December 31, 2023). In 2024, mark-to-market variations on LTIP hedging instruments, recorded in personnel costs and financing expense, totalled a gain of $38.6 million (a gain of $17.2 million in 2023).

Taking into account the amounts denominated in foreign currencies and presuming that all of the other variables remain unchanged, a fluctuation in exchange rates would have an impact on the Corporation’s net earnings and equity. Management believes that a 10% change in exchange rates could be reasonably possible. The table below summarizes the impacts on net earnings and other comprehensive income of a 10% weakening or strengthening in exchange rates against the Canadian dollar, for the years ended December 31:

				2024
	US dollar	**Pound sterling**	**Australian dollar**	**Swedish krona**
	$	**$**	**$**	**$**
Net earnings	24.9	8.5	6.9	2.8
Other comprehensive income	615.1	78.7	59.6	22.5

				2023
	US Dollar	**Pound sterling**	**Australian Dollar**	**Swedish krona**
	$	**$**	**$**	**$**
Net earnings	25.3	6.7	5.2	3.2
Other comprehensive income	342.7	63.2	62.7	20.9

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

Interest risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's exposure to the risk of changes in market interest rates relates primarily to its long-term debt and other non-current financial liabilities with floating interest rates. This risk is partially offset by cash held at variable rates.

Management believes a 100-basis point change in interest rates is reasonably possible. A 100-basis point increase in interest rates, all other variables held constant, would decrease the Corporation's net earnings by $13.8 million. A 100-basis point decrease in interest rates, all other variables held constant, would increase the Corporation's net earnings by $15.7 million.

Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulties in meeting its obligations as they fall due.

A centralized treasury function ensures that the Corporation maintains funding flexibility by assessing future cash flow expectations and by maintaining sufficient headroom on its committed borrowing facilities. Borrowing limits, cash restrictions and compliance with debt covenants are also taken into account.

The Corporation watches for liquidity risks arising from financial instruments on an ongoing basis. Management monitors the liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times. WSP has access to committed lines of credit with banks, as described in note 24, Long-term debt.

The tables below presents the contractual maturities of financial liabilities as at December 31, 2024 and 2023. The amounts disclosed are contractual undiscounted cash flows.

					2024
	Carrying amount	**Contractual cash flows**	**Less than a year**	**Between 1 - 2 years**	**More than 2 years**
	$	**$**	**$**	**$**	**$**
Accounts payable and accrued liabilities	3,261.2	3,261.2	3,261.2	—	—
Dividends payable to shareholders	48.9	48.9	48.9	—	—
Lease liabilities	1,192.2	1,487.8	358.8	282.1	846.9
Long-term debt	4,599.4	5,456.0	925.0	1,042.0	3,489.0
	9,101.7	10,253.9	4,593.9	1,324.1	4,335.9

					2023
	Carrying amount	**Contractual cash flows**	**Less than a year**	**Between 1 - 2 years**	**More than 2 years**
	$	**$**	**$**	**$**	**$**
Accounts payable and accrued liabilities	2,738.2	2,738.2	2,738.2	—	—
Dividends payable to shareholders	46.8	46.8	46.8	—	—
Lease liabilities	1,002.1	1,162.5	319.5	244.1	598.9
Long-term debt	3,262.5	3,858.7	743.7	734.8	2,380.2
	7,049.6	7,806.2	3,848.2	978.9	2,979.1

As at December 31, 2024, the Corporation had amounts available under the credit facility of $1,836.0 million ($1,467.8 million as at December 31, 2023), net of outstanding letters of credit of $121.5 million ($148.9 million as at December 31, 2023). The Corporation's cash and cash equivalents, net of bank overdraft, as at December 31, 2024 was $619.3 million ($361.9 million as at December 31, 2023).

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

14 TRADE AND OTHER RECEIVABLES

As at December 31	2024	2023
	$	$
Net trade receivables	2,913.1	2,364.2
Other receivables	444.4	328.5
Derivative financial instruments	28.8	25.9
Amounts due from joint ventures and associates	4.4	7.8
	3,390.7	2,726.4

In applying the simplified approach to measuring expected credit losses, the Corporation does not track changes in credit risk and therefore does not assign credit risk rating grades to trade receivables. The Corporation does track the aging of gross trade receivables past due, which was as follows:

As at December 31	2024	2023
	$	$
Current	1,503.1	907.7
Past due 0-30 days	623.7	714.0
Past due 31-60 days	304.0	306.0
Past due 61-90 days	138.5	182.3
Past due 91-180 days	197.5	182.4
Past due over 180 days	341.9	241.8
Trade receivables	3,108.7	2,534.2
Allowance for expected credit loss	(195.6)	(170.0)
Net trade receivables	2,913.1	2,364.2

The Corporation is exposed to credit risk with respect to its trade receivables and maintains provisions for potential credit losses. Potential for such losses is mitigated because customer creditworthiness is evaluated before credit is extended and no single customer represented more than 10% of revenues. During the year ended December 31, 2024, the Corporation recognized net credit losses of $9.6 million ($18.8 million in 2023).

Subsequent to the end of the year, in January 2025, the Corporation entered into a factoring arrangement to sell eligible trade receivables, with a facility limit of US$150 million. Either party may terminate the arrangement at any time subject to a notice period. As eligible trade receivables are sold, the Corporation derecognizes the factored receivables from the consolidated statement of financial position. Cash flows from the factoring arrangement are presented as operating activities in the consolidated statement of cash flows.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

15 CONTRACT BALANCES

Changes in costs and anticipated profits in excess of billings (contract assets) and in billings in excess of costs and anticipated profits (contract liabilities) are as follows:

	2024		2023	
	Costs and anticipated profits in excess of billings	**Billings in excess of costs and anticipated profits**	**Costs and anticipated profits in excess of billings**	**Billings in excess of costs and anticipated profits**
	$	**$**	**$**	**$**
Balance - As at January 1	1,911.6	(1,158.0)	1,626.2	(973.1)
Increases due to cash received or amounts invoiced prior to rendering of services	—	(4,370.1)	—	(3,339.6)
Transfers to revenues once related services have been deemed rendered	—	3,979.5	—	3,167.5
Additions to contract assets through revenues recognition	12,187.3	—	11,269.7	—
Transfers from costs and anticipated profits in excess of billings to trade receivables	(11,931.4)	—	(10,978.0)	—
Changes due to business acquisitions and disposals (note 5)	114.2	(39.5)	15.8	(25.6)
Effect of exchange rate changes	109.1	(64.6)	(22.1)	12.8
Balance - As at December 31	2,390.8	(1,652.7)	1,911.6	(1,158.0)

In the year ended December 31, 2024, revenue recognized that was included in contract liability as at January 1, 2024 amounted to $988.7 million ($819.7 million in 2023). In the year ended December 31, 2024, revenue recognized from performance obligations satisfied or partially satisfied in previous years amounted to $101.6 million ($86.2 million in 2023).

16 OTHER FINANCIAL ASSETS

As at December 31	**2024**	**2023**
	$	**$**
Investments in securities	167.7	123.1
Other	0.3	0.2
	168.0	123.3

Investments in securities include investments in a multitude of mutual funds, based on employees' investment elections, with respect to the deferred compensation obligations of the Corporation in the US as disclosed in note 9, Pension schemes. The fair value of these investments is $167.2 million ($122.6 million in 2023), determined by the market price of the funds at the reporting date, which are Level 1 inputs (unadjusted quoted prices in active markets for identical assets).

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

17 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

RIGHT-OF-USE ASSETS

	For the year ended December 31, 2024			For the year ended December 31, 2023		
	Real estate	**Equipment**	**Total**	**Real estate**	**Equipment**	**Total**
	$	**$**	**$**	**$**	**$**	**$**
Balance - Beginning of year	780.2	44.0	824.2	935.7	43.2	978.9
Additions through business acquisitions and measurement period adjustments	116.0	—	116.0	43.1	2.0	45.1
Additions	101.2	53.0	154.2	97.3	22.1	119.4
Lease renewals, reassessments and modifications	234.6	2.2	236.8	65.9	0.1	66.0
Disposal of a business	—	—	—	(5.7)	—	(5.7)
Depreciation expense	(277.5)	(32.8)	(310.3)	(293.5)	(22.9)	(316.4)
Impairment	—	—	—	(65.1)	—	(65.1)
Utilization of lease inducement allowances	10.6	—	10.6	8.9	—	8.9
Exchange differences	33.0	2.1	35.1	(6.4)	(0.5)	(6.9)
Balance - End of year	998.1	68.5	1,066.6	780.2	44.0	824.2

In 2023, the Corporation recorded impairment charges against certain real estate right-of-use assets, in the context of on-going reorganizations as part of its real estate strategy.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

LEASE LIABILITIES

	For the year ended December 31, 2024			For the year ended December 31, 2023		
	Real estate	Equipment	Total	Real estate	Equipment	Total
	$	$	$	$	$	$
Balance - Beginning of year	962.5	39.6	1,002.1	1,089.9	39.9	1,129.8
Additions through business acquisitions and measurement period adjustments	115.3	—	115.3	36.1	1.5	37.6
Additions	101.2	53.0	154.2	97.3	22.1	119.4
Lease renewals, reassessments and modifications	205.6	2.3	207.9	64.3	—	64.3
Disposal of a business	—	—	—	(6.0)	—	(6.0)
Interest expense on lease liabilities (note 11)	43.0	3.8	46.8	39.0	1.9	40.9
Payments	(339.0)	(36.7)	(375.7)	(349.6)	(25.5)	(375.1)
Exchange differences	39.6	2.0	41.6	(8.5)	(0.3)	(8.8)
Balance - End of year	1,128.2	64.0	1,192.2	962.5	39.6	1,002.1
Current portion of lease liabilities	258.0	27.0	285.0	239.7	17.8	257.5
Non-current portion of lease liabilities	870.2	37.0	907.2	722.8	21.8	744.6

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

18 INTANGIBLE ASSETS

	Software	Contract backlogs	Customer relation-ships	Trade names	Total
	$	$	$	$	$
Balance as at January 1, 2023					
Cost	217.9	266.6	972.5	104.2	1,561.2
Accumulated amortization	(171.2)	(56.0)	(218.8)	(12.6)	(458.6)
Net value	46.7	210.6	753.7	91.6	1,102.6
Additions	123.3	—	—	—	123.3
Additions through business acquisitions and measurement period adjustments (note 5)	2.6	20.6	77.2	10.1	110.5
Disposals through business disposals	—	(1.0)	(2.7)	—	(3.7)
Amortization for the year	(40.0)	(88.7)	(84.2)	(8.8)	(221.7)
Exchange differences	(0.1)	(1.5)	(6.5)	1.2	(6.9)
Balance as at December 31, 2023	132.5	140.0	737.5	94.1	1,104.1
Balance as at December 31, 2023					
Cost	320.4	234.2	1,028.6	115.3	1,698.5
Accumulated amortization	(187.9)	(94.2)	(291.1)	(21.2)	(594.4)
Net value	132.5	140.0	737.5	94.1	1,104.1
Additions	15.5	—	—	—	15.5
Additions through business acquisitions and measurement period adjustments (note 5)	7.4	83.2	418.6	65.5	574.7
Amortization for the year	(44.6)	(80.2)	(105.2)	(9.2)	(239.2)
Exchange differences	3.8	10.4	61.2	8.8	84.2
Balance as at December 31, 2024	114.6	153.4	1,112.1	159.2	1,539.3
Balance as at December 31, 2024					
Cost	332.6	336.2	1,531.1	190.4	2,390.3
Accumulated amortization	(218.0)	(182.8)	(419.0)	(31.2)	(851.0)
Net value	114.6	153.4	1,112.1	159.2	1,539.3

The carrying amount of intangible assets assessed as having an indefinite useful life, which consists of the WSP trade name, is $51.4 million as at December 31, 2024 ($48 million as at December 31, 2023).

In 2024, the Corporation acquired intangible assets amounting to $590.2 million ($233.8 million in 2023), all of which are subject to amortization.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

19 PROPERTY AND EQUIPMENT

	Freehold land and buildings	Leasehold improve-ments	Furniture and equipment	Computer equipment	Total
	$	$	$	$	$
Balance as at January 1, 2023					
Cost	26.2	299.6	340.3	363.6	1,029.7
Accumulated depreciation	(6.7)	(168.0)	(230.0)	(226.1)	(630.8)
Net value	19.5	131.6	110.3	137.5	398.9
Additions	—	27.4	44.8	87.7	159.9
Additions through business acquisitions and measurement period adjustments (note 5)	32.2	0.2	0.4	0.8	33.6
Disposals, including through business disposals	—	(1.2)	(4.3)	(0.1)	(5.6)
Depreciation	(1.1)	(32.1)	(30.7)	(71.2)	(135.1)
Impairment	—	(16.1)	(1.6)	—	(17.7)
Exchange differences	3.2	(1.3)	(0.3)	(0.3)	1.3
Balance as at December 31, 2023	53.8	108.5	118.6	154.4	435.3
Balance as at December 31, 2023					
Cost	61.8	319.7	366.7	443.1	1,191.3
Accumulated depreciation	(8.0)	(211.2)	(248.1)	(288.7)	(756.0)
Net value	53.8	108.5	118.6	154.4	435.3
Additions	—	27.7	42.7	78.0	148.4
Additions through business acquisitions and measurement period adjustments (note 5)	8.1	9.2	34.9	10.5	62.7
Disposals	(33.7)	(0.7)	(0.7)	(0.3)	(35.4)
Depreciation	(1.6)	(31.5)	(30.9)	(71.8)	(135.8)
Exchange differences	2.2	4.6	5.0	6.4	18.2
Balance as at December 31, 2024	28.8	117.8	169.6	177.2	493.4
Balance as at December 31, 2024					
Cost	35.8	374.1	421.3	530.8	1,362.0
Accumulated depreciation	(7.0)	(256.3)	(251.7)	(353.6)	(868.6)
Net value	28.8	117.8	169.6	177.2	493.4

In 2023, the Corporation recorded impairment charges against certain leasehold improvements and furniture & equipment, in the context of on-going reorganizations as part of its real estate strategy.

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20 GOODWILL

	2024	2023
	$	$
Balance – As at January 1	7,155.8	6,792.2
Goodwill resulting from business acquisitions	1,835.5	296.4
Measurement period adjustments	(0.6)	163.6
Disposal of a business	—	(28.4)
Exchange differences	460.8	(68.0)
Balance – As at December 31	9,451.5	7,155.8

Goodwill is allocated to the Corporation's CGUs. The carrying value of goodwill by CGU is identified in the table below:

As at December 31	2024	2023
Goodwill allocated to CGUs	$	$
US	5,782.9	3,566.3
Canada	1,722.4	1,712.8
UK	479.3	448.2
Nordic Europe	372.3	344.4
Australia	482.5	488.9
New Zealand	173.7	180.6
Central Europe	214.3	201.5
Asia	91.0	84.0
Latin America	74.6	75.3
Middle East	58.5	53.8
	9,451.5	7,155.8

IMPAIRMENT TEST OF LONG-LIVED ASSETS

The Corporation performed its annual impairment test for goodwill and other indefinite-lived intangible assets as at September 30, 2024 in accordance with its policy described in note 2, Material accounting policies. The material assumptions used to determine the fair value of each CGUs for 2024 are discussed below. The Corporation has not identified any indicators of impairment at any other date and as such has not completed an additional impairment calculation.

VALUATION TECHNIQUE

Fair value less costs to sell ("FVLCS")

The recoverable amount of a CGU is determined based on the FVLCS. Fair value measurement is a market-based measurement rather than an entity-specific measurement. The fair value of a CGU must be measured using the assumptions that market participants would use rather than those related specifically to the Corporation. In determining the FVLCS, an income approach using the discounted cash flow methodology was utilized. The inputs used in the discounted cash flows model are Level 3 inputs (inputs not based on observable market data). In addition, the market approach was employed in assessing the reasonableness of the conclusions reached.

Income approach

Management has determined that the discounted cash flow ("DCF") technique provides the best assessment of what a CGU could be exchanged for in an arm's length transaction. Fair value is represented by the present value of expected future cash flows of the business together with the terminal value of the business at the end of the forecast period. The DCF technique was applied on an enterprise-value basis, where the after-tax cash flows prior to interest expense are discounted using a weighted average cost of capital ("WACC" or "discount rate"). This approach requires assumptions regarding revenue growth rates, adjusted EBITDA margins, level of working capital, capital expenditures, tax rates and discount rates.

Market approach

It is assumed under the market approach that the value of a CGU reflects the price at which comparable companies in the same industry are purchased under similar circumstances. A comparison of a CGU to similar companies in the same industry whose financial information is publicly available may provide a reasonable basis to estimate fair value. Fair value under this approach is calculated based on an adjusted EBITDA multiple compared to the average median multiple based on publicly available information for comparable companies and transaction prices.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

MATERIAL ESTIMATES USED IN DETERMINING THE FVLCS

Cash flow projections

The cash flow projections are based on the financial forecast approved by Management and the Board of Directors. These projections use assumptions that reflect the Corporation's most likely planned course of action, given Management's judgment of the most probable set of economic conditions, adjusted to reflect the expectations of a market participant. Adjusted EBITDA margin is based on budgeted values in the first year of the five-year projection period ("projection period"), with increases over the projection period using an estimated revenue growth rate. The revenue growth rates applied following the first year's projections ranged from 2.0% to 9.4%. The adjusted EBITDA margin ranged from 8.1% to 23.5%. Management considered past experience, economic trends as well as industry and market trends in assessing reasonableness of financial projections used.

Discount rate

The discount rate reflects the current market assessment of the risk specific to comparable companies. The discount rate was based on the weighted average cost of equity and cost of debt for comparable companies within the industry. The discount rate represents the after-tax WACC. Determining the WACC requires analyzing the cost of equity and debt separately, and takes into account a risk premium that is based on the applicable CGU. The discount rate applied ranged from 8.0% to 11.0%.

Terminal growth rate

Growth rates used to extrapolate the Corporation's projection were determined using published industry growth rates in combination with inflation assumptions and the input of each CGU's management group based on historical trend analysis and future expectations of growth. The terminal growth rate applied was 2.0%.

SENSITIVITY TO CHANGES IN ASSUMPTIONS

The following analyses are presented in isolation from one another, i.e. all other estimates left unchanged:

A 5% decrease, evenly distributed over future periods, in the expected future net cash inflows would not have resulted in an impairment of goodwill in any CGU.

An increase of 50 basis points in the discount rates used to perform the impairment tests would not have resulted in an impairment of goodwill in any CGU.

A decrease of 25 basis points in the terminal growth rates used to perform the impairment tests would not have resulted in an impairment of goodwill in any CGU.

21 OTHER ASSETS

As at December 31	**2024**	**2023**
	$	**$**
Investments in associates	99.1	89.8
Investments in joint ventures	38.8	35.6
Receivables from insurance companies	72.3	70.7
Retirement benefit assets (note 9)	21.6	15.2
Other	3.6	6.0
	235.4	217.3

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

22 ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As at December 31	**2024**	**2023**
	$	**$**
Trade payables	871.3	1,107.7
Employee benefits payable	1,097.6	944.4
Accrued expenses and other payables	996.5	525.6
Sales taxes payable	144.1	128.6
Derivative financial instruments	151.7	25.9
Amounts due to joint ventures and associates	—	6.0
	3,261.2	2,738.2

23 PROVISIONS

	Claims provisions	**Other provisions**	**Total**
	$	**$**	**$**
Balance as at January 1, 2024	423.3	110.9	534.2
Additions through business acquisitions	3.5	2.8	6.3
Additional provision recognized	112.2	113.0	225.2
Utilized or reversed	(95.4)	(97.1)	(192.5)
Exchange differences	11.6	2.9	14.5
Balance as at December 31, 2024	455.2	132.5	587.7
Current portion	101.3	20.1	121.4
Non-current portion	353.9	112.4	466.3

Some of the claims provisioned qualify under the Corporation's insurance coverage for reimbursement and as such receivables from insurance companies are recorded for certain claims in other receivables (note 14) for current claims and in other assets (note 21) for long-term claims.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

24 LONG-TERM DEBT

As at December 31	2024	2023
	$	$
Borrowings under credit facilities	2,470.5	2,124.7
Senior unsecured notes	1,992.5	996.2
Bank overdraft	4.2	16.1
Other financial liabilities	132.2	125.5
	4,599.4	3,262.5
Current portion	704.9	204.2
Non-current portion	3,894.5	3,058.3

The table below presents the contractual maturities of long-term debt as at December 31, 2024. The amounts disclosed are contractual principal repayments and exclude interest payments.

	Carrying amount	Less than a year	Between 1 - 2 years	Between 2 - 3 years	More than 3 years
	$	$	$	$	$
US$1.5-billion revolving credit facility	203.1	—	—	115.2	87.9
US$1,575-million term loans	2,267.4	612.1	827.7	827.6	—
Senior unsecured notes	1,992.5	—	—	—	1,992.5
Bank overdraft	4.2	4.2	—	—	—
Other financial liabilities	132.2	88.3	25.6	18.3	—
	4,599.4	704.6	853.3	961.1	2,080.4

CREDIT FACILITIES

WSP has in place a US$1.5-billion revolving credit facility with a syndicate of financial institutions comprised of:

- a senior unsecured revolving credit facility to a maximum amount of US$500.0 million maturing in June 2027; and
- a senior unsecured revolving credit facility to a maximum amount of US$1.0 billion maturing in June 2029.

The amount available under the US$1.5-billion revolving credit facility was $1,836.0 million (US$1,274.7 million) as at December 31, 2024.

WSP has in place a fully-committed US$325-million term loan maturing in April 2025, which has been fully drawn as at December 31, 2024.

WSP has in place fully-committed US$900.0-million term loans with various tenors of up to 3.0 years. As at December 31, 2024, these were fully drawn.

WSP has in place two term loans totalling US$350 million, with maturities in October 2026 and 2027, fully drawn under an incremental facility agreement.

The US$1.5-billion credit facility and the US$1,575-million term loans bear interest at Canadian prime rate, US-based rate, Bankers' acceptances rate or Term SOFR (Secured Overnight Financing Rate) plus an applicable margin of up to 2.00% that will vary depending on the type of advances. The Corporation pays a commitment fee on the available unused credit facility.

Under the US$1.5-billion, the US$325-million, the US$900-million and the US$350-million credit facilities, the Corporation is required, among other conditions, to

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

respect certain covenants on a consolidated basis. The main covenants are in regard to its consolidated funded debt to consolidated adjusted EBITDA and the interest coverage ratios. Management reviews compliance with these covenants on a quarterly basis in conjunction with filing requirements under its credit facilities. All covenants have been met as at December 31, 2024 and December 31, 2023. Borrowings under these credit facilities were mostly denominated in US dollars as at December 31, 2024 and December 31, 2023.

Under the US$1.5-billion credit facility and other facilities, as at December 31, 2024, the Corporation may issue irrevocable letters of credit up to $1,144.6 million ($936.0 million as at December 31, 2023). As at December 31, 2024, the Corporation issued irrevocable letters of credit totaling $703.0 million ($597.6 million as at December 31, 2023).

As at December 31, 2024, the Corporation had available other operating lines of credit amounting to $274.0 million ($216.6 million as at December 31, 2023), of which $267.3 million were unused at year end ($193.0 million as at December 31, 2023).

SENIOR UNSECURED NOTES

WSP has senior unsecured notes outstanding, issued at par (the “Notes”), with a book value of $1,992.5 million. The table below describe the key terms of the Notes.

Issuance date	Face value	Fixed interest rate per annum	Maturity date	Semi annual interest payment dates
April 19, 2021	$500.0	2.408 %	April 19, 2028	19th day of April and October in each year
November 22, 2023	$500.0	5.548 %	November 22, 2030	22nd day of May and November in each year
September 12, 2024	$525.0	4.120 %	September 12, 2029	12th day of March and September in each
September 12, 2024	$475.0	4.754 %	September 12, 2034	12th day of March and September in each

The Notes are senior unsecured obligations of WSP, ranked *pari passu* with all other unsecured and unsubordinated indebtedness of WSP, issued pursuant to a Trust Indenture, as supplemented by a first and second supplemental indenture, each dated April 19, 2021 and November 22, 2023, respectively, as well as a third and fourth supplemental indenture both dated September 12, 2024.

INTEREST-RATE HEDGING

The Corporation uses a combination of interest swaps and fixed rate debt to hedge its exposure to interest rate fluctuations. As at December 31, 2024, 61% of the Corporation's long-term debt is protected against interest rate fluctuations either through the usage of interest rate swaps, options and/or fixed rate debt.

25 SHARE CAPITAL

AUTHORIZED

An unlimited number of common shares without par value, voting and participating.

An unlimited number of preferred shares without par value, participating, issuable in series.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

ISSUED AND PAID

Common shares

	Common shares	
	Number	**$**
Balance as at January 1, 2023	124,453,717	4,784.4
Shares issued under the Dividend Reinvestment Plan	147,859	24.6
Shares issued upon exercise of stock options	62,374	6.3
Balance as at December 31, 2023	124,663,950	4,815.3
Shares issued related to bought deal public offering	2,811,750	557.6
Shares issued related to private placements	2,813,178	557.9
Shares issued upon exercise of stock options	190,575	15.6
Balance as at December 31, 2024	130,479,453	5,946.4

In 2024, the Corporation completed a bought deal public offering (the "Public Offering") of subscription receipts of the Corporation (the “Offering Subscription Receipts”) and private placement (the "Concurrent Private Placement") of subscription receipts of the Corporation (the “Private Placement Subscription Receipts”) for aggregate gross proceeds of $1.15 billion, including full exercise of the over-allotment option and the additional subscription options.

The Corporation issued 2,811,750 Offering Subscription Receipts, including 366,750 Offering Subscription Receipts issued as a result of the exercise of the over-allotment option at a price of $204.50 per Offering Subscription Receipt for aggregate gross proceeds of $575.0 million.

In addition, the Corporation issued 2,813,178 Private Placement Subscription Receipts at a price of $204.50 per Private Placement Subscription Receipt by way of the Concurrent Private Placement with GIC Pte. Ltd., Caisse de dépôt et placement du Québec, British Columbia Investment Management Corporation and a subsidiary of Canada Pension Plan Investment Board for aggregate gross proceeds of $575.3 million, which included 366,936 Private Placement Subscription Receipts issued pursuant to the exercise in full of the additional subscription options.

On October 1, 2024, each holder of the Subscription Receipts received one common share of the Corporation for each Subscription Receipt held. The net proceeds of the Public Offering and the Concurrent Private Placement were used to fund a portion of the POWER Acquisition purchase price.

Preferred shares

As at December 31, 2024, no preferred shares were issued.

26 CAPITAL MANAGEMENT

The Corporation’s primary objectives when managing capital structure are as follows:

- maintain financial flexibility in order to meet financial obligations, to provide dividends, to execute growth plan and to continue growth through business acquisitions;
- manage the Corporation’s activities in a responsible way in order to provide an adequate return for its shareholders; and
- comply with financial covenants required under the credit agreement.

For capital management, the Corporation has defined its capital as the combination of borrowings under credit facilities, shareholders’ equity and non-controlling interest, net of cash (net of bank overdraft).

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

As at December 31	**2024**	**2023**
	$	**$**
Borrowings under credit facilities	2,470.5	2,124.7
Senior unsecured notes	1,992.5	996.2
Equity attributable to shareholders of WSP Global Inc.	8,272.5	6,328.9
Non-controlling interests	—	4.5
	12,735.5	9,454.3
Less: Cash and cash equivalents, net of bank overdraft	(619.3)	(361.9)
	12,116.2	9,092.4

The Corporation's financing strategy is to maintain a flexible structure consistent with the objectives stated above, to respond adequately to changes in economic conditions and to allow growth organically and through business acquisitions. The Corporation monitors its capital structure using the consolidated net debt to consolidated adjusted EBITDA ratio. This ratio is used to determine what the maximum debt level could be.

Adjusted EBITDA is defined as earnings before net financing expense (except interest income), income tax expense, depreciation, amortization, impairment charges on long-lived assets and reversals thereof, share of income tax expense and depreciation of associates and joint ventures, acquisition, integration and reorganization costs and ERP implementation costs. Net debt is defined as long-term debt, including current portions but excluding lease liabilities, and net of cash. These measures have no standardized definitions under IFRS, and, accordingly, these measures may not be comparable to similar measures used by other issuers.

As at December 31	**2024**	**2023**
Long-term debt[(1)]	4,599.4	3,262.5
Less: Cash and cash equivalents (note 28)	(623.5)	(378.0)
Net debt	3,975.9	2,884.5

For the years ended December 31	**2024**	**2023**
Adjusted EBITDA	2,185.7	1,921.3
Net debt to adjusted EBITDA ratio	1.8	1.5

(1) Including current portion.

In order to maintain and adjust its capital structure, the Corporation may issue new shares in the market, contract bank loans and negotiate new credit facilities.

27 DIVIDENDS

In 2024, the Corporation declared dividends of $189.2 million or $1.50 per share ($186.9 million or $1.50 per share in 2023).

Subsequent to the end of the year, on February 26, 2025, the Board of Directors of the Corporation declared a quarterly dividend of $0.375 per common share of the Corporation, payable on or about April 15, 2025, to shareholders of record as at the close of business on March 31, 2025. The final aggregate amount of the dividend payment will depend on the number of issued and outstanding common shares at the close of business on March 31, 2025, and has not been recognized as a liability as at December 31, 2024.

DIVIDEND REINVESTMENT PLAN (DRIP)

Under the DRIP, the holders of common shares could elect to have cash dividends reinvested into additional common shares. The shares to be delivered could be purchased on the open market or issued from treasury at the discretion of Management. The shares issued from treasury could be issued at a discount of up to 5.0% of the applicable average market price.

In 2023, the Board approved the termination of the DRIP in accordance with its terms, effective May 10, 2023 (the "Effective Date"). Upon the termination of the DRIP, all cash dividends or distributions on the Corporation's common shares with a record date for payment of such dividend or distribution after the Effective Date are being paid in cash rather than in shares of the Corporation.

Following the payment of dividends declared on November 9, 2022 and March 8, 2023, $24.6 million was reinvested in 147,859 common shares under the DRIP during the year ended December 31, 2023. Shares issued under the DRIP in 2023 applied a 2% discount of the applicable average market price.

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

28 STATEMENTS OF CASH FLOWS

CASH AND CASH EQUIVALENTS, NET OF BANK OVERDRAFT

As at December 31	2024	2023
	$	$
Cash on hand and with banks	623.5	378.0
Less: Bank overdraft (note 24)	(4.2)	(16.1)
Cash and cash equivalents, net of bank overdraft	619.3	361.9

In 2024, cash disbursed related to acquisitions made prior to January 1, 2024 amounted to $14.2 million.

ADJUSTMENTS

For the years ended December 31	2024	2023
	$	$
Depreciation, amortization and impairment of long-lived assets	685.3	760.3
Non-cash movements in investment tax credits	(27.2)	(28.5)
Share of income of associates and joint ventures, net of tax	(34.4)	(29.7)
Defined benefit pension scheme expense	10.8	10.7
Cash contribution to defined benefit pension schemes	(16.1)	(9.8)
Foreign exchange and non-cash movements	(16.1)	(2.5)
Gains on disposal of property and equipment	(5.5)	(1.0)
Other	(2.2)	(40.6)
	594.6	658.9

CHANGE IN NON-CASH WORKING CAPITAL ITEMS

For the years ended December 31	2024	2023
	$	$
Decrease (increase) in:		
Trade, prepaid and other receivables	(441.0)	(119.9)
Costs and anticipated profits in excess of billings	(255.8)	(291.7)
Increase (decrease) in:		
Accounts payable and accrued liabilities	110.4	(46.2)
Billings in excess of costs and anticipated profits	390.5	172.1
	(195.9)	(285.7)

(Tabular figures in millions of Canadian dollars, except the number of shares and per share data and when otherwise stated)

CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Long-term debt	Lease liabilities	Dividends payable to shareholders	Total
	$	$	$	$
Balance as at January 1, 2023	2,954.5	1,129.8	46.7	4,131.0
Changes from financing cash flows	131.7	(334.2)	(162.2)	(364.7)
Addition through business acquisitions and measurement period adjustments, net of business disposals	0.2	31.6	—	31.8
New leases, renewals, modifications	—	183.7	—	183.7
Net proceeds of bank overdraft	11.5	—	—	11.5
Foreign exchange rate adjustments	8.3	(8.8)	—	(0.5)
Other non-cash changes	156.3	—	162.3	318.6
Balance as at December 31, 2023	3,262.5	1,002.1	46.8	4,311.4
Changes from financing cash flows	986.2	(328.9)	(187.1)	470.2
Addition through business acquisitions and measurement period adjustments, net of business disposals	156.8	115.3	—	272.1
New leases, renewals, modifications	—	362.1	—	362.1
Net repayment of bank overdraft	(11.9)	—	—	(11.9)
Foreign exchange rate adjustments	126.4	41.6	—	168.0
Other non-cash changes	79.4	—	189.2	268.6
Balance as at December 31, 2024	4,599.4	1,192.2	48.9	5,840.5

29 RELATED PARTY TRANSACTIONS

KEY MANAGEMENT PERSONNEL

Key management includes the Board of Directors, the President and Chief Executive Officer and the members of the GLT. The following table shows the compensation paid or payable to key management included in personnel costs for the years ended December 31:

	2024	2023
	$	$
Short-term employee benefits	29.3	27.9
Share-based awards	43.7	35.6
	73.0	63.5

JOINT VENTURES AND ASSOCIATES

The Corporation related parties include its joint ventures and associates. Refer to note 14, Trade and other receivables, and note 22, Accounts payables and accrued liabilities, for balances receivable and payable from and to these entities.

INVESTORS WITH SIGNIFICANT INFLUENCE

Caisse de dépôt et placement du Québec and a subsidiary of Canada Pension Plan Investment Board, both related parties of the Corporation beneficially owning, or having control or direction over, directly or indirectly, more than 10% of the issued and outstanding common shares of the Corporation, participated in the Concurrent Private Placement as described in note 25, Share capital.

30 CONTINGENT LIABILITIES

LEGAL PROCEEDINGS

In the ordinary course of conducting its business, the Corporation is, from time to time, threatened with, or becomes subject to, various legal proceedings. Such proceedings (which may include civil suits, demands for arbitration or class actions) often allege professional errors and omissions or other incidents that may occur during the Corporation's performance of its services or the delivery of projects, or commercial or regulatory disputes involving clients, service providers, partners, project owners, contractors, or the Corporation's employees. While properly defending such proceedings, the Corporation also adopts appropriate mitigation measures to proactively resolve and prevent such disputes. Furthermore, the Corporation secures a comprehensive insurance program (which includes general and professional liability insurance) in order to manage the risks related to such proceedings. Management uses judgment to assess the potential outcome of these proceedings and estimates the provisions, based on advice and information provided by its legal advisors and on its own experience in the resolution of similar proceedings. Note that provisions include defence and litigation costs, as well as an indemnity for potential exposure. Such legal proceedings, and their outcome, may have a material effect on the Corporation's financial condition or results of operations.

The claims provision recognized as at December 31, 2024 amounted to $455.2 million ($423.3 million as at December 31, 2023). The movements in this provision are described in note 23, Provisions.

REGULATORY INVESTIGATION AND ACTION

As a government contractor, the Corporation may be subject to laws and regulations that are more restrictive than those applicable to non-government contractors. Government scrutiny of contractors' compliance with those laws and regulations through audits and investigations is inherent in government contracting, and, from time to time, Management receives inquiries and similar demands related to the Corporation's ongoing business with government entities. Violations could result in civil or criminal liabilities as well as suspension or debarment from eligibility for awards of new government contracts or option renewals.

On December 27, 2019, over 100 plaintiffs filed suit in the US District Court for Washington, DC against a number of US government contractors, including The Louis Berger Group Inc. and Louis Berger International Inc. (collectively, "LB"), which the Corporation acquired in December 2018, alleging that between 2009 and 2017 they had violated the Anti-Terrorism Act. The Corporation is of the view that LB has a strong defense to offer on both the legal aspects of the litigation and the factual underpinnings in this complex and rarely litigated statute. The Corporation intends to vigorously defend this matter and has filed Preliminary motions to dismiss. It is too early to predict the outcome of this suit.

FORWARD-LOOKING STATEMENTS

Certain information contained in this Annual Report are not based on historical or current facts and may constitute forward-looking statements or forward-looking information (collectively, “forward-looking statements”) under Canadian securities laws. Forward-looking statements may include estimates, plans, strategic ambitions, objectives, expectations, opinions, forecasts, projections, guidance, outlook or other statements that are not statements of fact.

Forward-looking statements can typically be identified by terminology such as “may”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “forecast”, “project”, “intend”, “target”, “potential”, “continue” or the negative of these terms or terminology of a similar nature. Forward-looking statements made by the Corporation in this Annual Report include, without limitation, statements about our ambitions; our development of innovation; our future growth and potential; our results of operations and profitability; our proposed strategy and operating performance; business prospects and opportunities; the statements about the 2025-2027 Global Strategic Action Plan, including the proposed four strategic focus areas and related financial targets; the long-term aspirations of the Corporation; anticipated levels of organic and acquisition growth; our intention to strategically expand our presence in select high-growth markets and to capitalize on emerging opportunities and drive sustainable growth; our expectation that advanced technologies will play a central role in our activities; our plans to establish digital alliances and enhance our capabilities and boost efficiency through automation; our aim to leverage our global scale, culture of innovation, and unified approach to optimize our operations further and elevate our client-centric experience; our anticipation of future healthcare challenges and patient care; our aspiration of redefining urban architecture and our anticipation of future water challenges.

Forward-looking statements made by the Corporation are based on a number of operational and other assumptions believed by the Corporation to be reasonable as at the date such statements were made, including assumptions set out through this Annual Report and including, without limitation, the following principal assumptions about the absence of significant adverse changes to the competition; political environment and economic performance of each region where the Corporation operates; the accuracy of management’s estimates and judgments regarding the duration, scope and impacts of new or continuing global health, geopolitical or military events, on the economy and financial markets, and on the Corporation’s business, operations, revenues, liquidity, financial condition, margins, cash flows, prospects and results in future periods; the accuracy of management’s assessment of anticipated growth drivers and global megatrends; the Corporation’s ability to access global and local capital and credit markets on acceptable terms, as needed or opportunistically; the stability of interest rates at or near current levels; working capital requirements; the collection of accounts receivable; the Corporation’s ability to anticipate and respond to client and market needs, enhance and leverage capabilities and optimize offering and client experiences to drive market demand, secure new contract awards and drive growth in key markets, geographies and services; the type of contracts entered into by the Corporation; the anticipated margins under new contract awards; the realization of leading growth and performance through operational efficiencies and initiatives leveraging the Corporation’s platform, scale and digital capabilities, with a focus on integration and automation on a global scale; utilization of the Corporation’s workforce; the ability of the Corporation to attract and maintain new clients; anticipated level of activities from current or new clients; absence of significant changes in contract performance and consistent project delivery within projected timeframes and budget; the Corporation’s ability to seize growth opportunities and expand in select high-growth areas and markets by pioneering new and innovative solutions, expanding its reach across the project lifecycle and elevating digital offering to the forefront of project delivery; continued competitive intensity from the Corporation’s competitors consistent with levels currently experienced; the Corporation’s ability to successfully identify and complete the accretive acquisition and integration of businesses in the future; the Corporation’s ability to retain and attract new business, achieve synergies and other benefits and maintain market positions arising from successful integration plans relating to acquisitions; the Corporation’s ability to otherwise successfully integrate acquisitions within anticipated time periods and at expected cost levels; the Corporation's ability to manage growth; the normal execution and delivery of the Corporation's current and future backlog without significant adjustment; the Corporation's ability to seize opportunities and foster collaboration and partnerships through joint arrangements into which the Corporation has entered or may enter; capital investments made by the public and private sectors; maintenance of satisfactory relationships with suppliers and subconsultants; the Corporation's ability to recruit and retain highly skilled resources; maintenance of satisfactory relationships with management, key professionals and other employees of the Corporation; the maintenance of sufficient insurance; the management of environmental, social and health and safety risks; the sufficiency of the Corporation's current and planned information systems, communications technology and other technology; compliance with laws and regulations; the Corporation's ability to successfully defend itself against ongoing and future legal proceedings; the sufficiency of internal and disclosure controls; no significant changes to the regulatory environment; foreign currency fluctuation; no significant changes to the tax legislation and regulations to which the Corporation is subject and no significant decline in the state of the Corporation's benefit plans.

The 2025-2027 financial targets are more specifically based on the following assumptions: (i) revenues and profits projected in the Corporation's current backlog in its various reportable segments will be realized without any significant adjustment, with the remaining projected growth to be generated by executing our growth strategy through organic growth and mergers and acquisitions activities consistent with past practice; (ii) there will be no significant adverse changes to the competition, political and regulatory environment affecting the Corporation's business and economic conditions of each region where it operates, the state of general market conditions and access to global and local capital and credit markets remaining substantially stable (iii) the effective tax rate in 2025, 2026 and 2027 will fall between 25% and 29%; forecasts were prepared using tax rates enacted as of December 31, 2024, in the countries in which the Corporation currently operates.

Although WSP believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. In evaluating these forward-looking statements, investors should specifically consider various risk factors, which, if realized, could cause the Corporation's actual results or events to differ materially from those expressed or implied in forward-looking statements. Such risk factors include, but are not limited to, failure to implement sufficient corporate and business initiatives; increases in real estate costs; the deterioration of our financial position or net cash position; our working capital requirements; our accounts receivable; our increased indebtedness and raising capital; the impairment of long-lived assets; our foreign currency exposure; our income taxes; underfunded defined benefits obligations, as well as other risks detailed from time to time in reports filed by the Corporation with securities regulators or securities commissions or other documents that the Corporation makes public, which may cause actual results or events to differ materially from the results expressed or implied in any forward-looking statement.

These and other risk factors that could cause actual results or events to differ materially from our expectations expressed in, or implied by, our forward-looking statements are discussed in greater detail in section 20, "Risk Factors" of the Corporation's MD&A for the fourth quarter and year ended December 31, 2024 which is available on SEDAR+ at www.sedarplus.ca (the "MD&A"). Actual results and events may be significantly different from what we currently expect because of the risks associated with our business, industry and global economy and of the assumptions made in relation to these risks. As such, there can be no assurance that actual results will be consistent with forward-looking statements.

The forward-looking statements contained in this Annual Report describe the Corporation's expectations as of the date hereof and, accordingly, are subject to change after such date. Except as required under Canadian securities legislation, the Corporation does not assume any obligation to publicly update or to revise any forward-looking statements made in this Annual Report or otherwise, whether as a result of new information, future events or otherwise. The forward-looking statements contained in this Annual Report are expressly qualified in their entirety by this cautionary statement. The Corporation may also make oral forward-looking statements from time to time. The Corporation advises that the above paragraphs and the risk factors set forth in section 20, "Risk factors" of the MD&A should be read for a description of certain factors that could cause the actual results of the Corporation to differ materially from the results expressed or implied in any oral forward-looking statements. Readers should not place undue reliance on forward-looking statements.

WSP is one of the world's leading professional services firms, uniting its engineering, advisory and science-based expertise to shape communities to advance humanity. From local beginnings to a globe-spanning presence today, WSP operates in over 50 countries and employs approximately 73,000 professionals, known as Visioneers. Together they pioneer solutions and deliver innovative projects in the transportation, infrastructure, environment, building, energy, water, and mining and metals sectors. WSP is publicly listed on the Toronto Stock Exchange (TSX:WSP).

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