WSP GLOBAL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE-MONTH PERIOD ENDED MARCH 27, 2021

May 12, 2021

ABOUT US

As one of the world's leading professional services firms, WSP provides engineering and design services to clients in the Transportation & Infrastructure, Property & Buildings, Earth & Environment, Power & Energy, Resources and Industry sectors, as well as offering strategic advisory services. WSP's global experts include engineers, advisors, technicians, scientists, architects, planners, surveyors and environmental specialists, as well as other design, program and construction management professionals. Our talented people are well positioned to deliver successful and sustainable projects, wherever our clients need us.

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1 MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("MD&A") of the consolidated financial position and consolidated results of operations, dated May 12, 2021, is intended to assist readers in understanding WSP Global Inc. (the "Corporation" or "WSP") and its business environment, strategies, performance and risk factors. This MD&A should be read together with the Corporation's unaudited interim condensed consolidated financial statements and accompanying notes for the quarter ended March 27, 2021 as well as the Corporation's MD&A and audited consolidated financial statements and accompanying notes for the year ended December 31, 2020. The Corporation's unaudited interim condensed consolidated financial statements for the quarter ended March 27, 2021 have been prepared in compliance with IAS 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB"). All amounts shown in this MD&A are expressed in Canadian dollars, unless otherwise indicated. All information disclosed in this MD&A is based on unaudited figures.

This MD&A focuses on the Corporation's results for the first quarter ended March 27, 2021. 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 first quarter results include the period from January 1, 2021 to March 27, 2021 and the comparative first quarter results include the period from January 1, 2020 to March 28, 2020.

In this MD&A, references to the "Corporation", "we", "us", "our" and "WSP" or "WSP Global" refer to WSP Global Inc. Depending on the context, this term may also include subsidiaries and associated companies.

2 NON-IFRS MEASURES

The Corporation reports its financial results in accordance with IFRS. However, in this MD&A, the following non-IFRS measures are used by the Corporation: net revenues; adjusted EBITDA; adjusted EBITDA margin; adjusted net earnings; adjusted net earnings per share; backlog; free cash flow; days sales outstanding ("DSO"); and net debt to adjusted EBITDA ratio. These measures are defined in section 19, "Glossary of non-IFRS measures and segment reporting 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 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 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 engineering and design services to clients in the Transportation & Infrastructure, Property & Buildings, Earth & Environment, Power & Energy, Resources and Industry sectors, as well as offering strategic advisory services. WSP's global experts include engineers, advisors, technicians, scientists, architects, planners, environmental specialists and surveyors, in addition to other design, program and construction management professionals. WSP's talented people are well positioned to deliver successful and sustainable projects, wherever clients need us.

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 leaders work together with regional leaders 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 believes it has the capability and the depth of expertise to transform clients’ visions into realities 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, construction contractors and other partners seek WSP's expertise around the world to create mid and long-term transport and infrastructure strategies, and to provide guidance and support throughout the life-cycle of a wide range of projects. As WSP offers comprehensive, innovative and value-oriented solutions to assist clients in achieving their desired outcomes, the Corporation takes great pride in solving clients’ toughest problems. WSP offers a full range of services locally with extensive global experience to successfully deliver projects, helping clients overcome challenges and respond to emerging areas in new mobility, resiliency, decarbonization and supply chain.

- **Property & Buildings:** WSP is a world-leading provider of technical and advisory services with a track record in delivering buildings of the highest quality. The Corporation can be involved at every stage of a project’s life-cycle, 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 ranging from decarbonisation strategies and digital building design to structural and mechanical, electrical, and plumbing (MEP) engineering. The Corporation is an expert in enabling clients to maximize the outcome of their projects in sectors from high-rise to healthcare, stadia to stations and commercial to cultural.

- **Earth & Environment:** The Corporation has specialists working with and advising businesses and governments in all key areas of earth sciences and environmental consultancy, including ESG matters. These experts deliver a broad range of services including air, land, water, health and climate change. They work with and advise clients on environmental matters ranging from due diligence, permitting authorizations and regulatory compliance, to consulting on disposal of hazardous materials, land remediation, environmental and social impact assessments, and employee health and safety. WSP's reputation has been built on helping clients worldwide mitigate risk, manage and reduce impacts, and maximize opportunities related to sustainability, climate change, energy use and the environment. The services are offered at any stage of the project or asset lifecycle, and range from field data collection, and site-based services, all the way up to helping our clients’ executives make the best ESG decisions.

- **Resources:** The Corporation has the scale and expertise to support all its worldwide resource clients. In mining, WSP's experts work with clients throughout the project life-cycle - from conceptual, environmental and feasibility studies to addressing social acceptance issues, and from stand alone detailed engineering services, complete engineering, procurement, and construction management ("EPCM"), water management, tailings management, to site closure and rehabilitation. WSP expertise includes resource and reserve modelling, metallurgical testing, geotechnical and mine design and detailed engineering for mining infrastructure and waste facilities. In oil and gas, WSP helps clients with some of their most demanding technical and logistical challenges. The Corporation's experts advise on how to plan, design and support the development of pipelines and gas networks, as well as how to ensure the integrity of critical assets and obtain permits and consent. WSP provides expertise to help minimize environmental impacts and helps clients with the transition to a low carbon world.

- **Power & Energy:** The Corporation offers energy sector clients complete solutions for all aspects of their projects, whether they are large-scale power plants, smaller on-site facilities or retrofitting and efficiency programs, with an aim to reduce energy demand and deliver schemes to create a sustainable future. WSP's experts can advise and collaborate on every stage of a project, from pre-feasibility to design, operation, maintenance and decommissioning. They offer long-term operational management support services from the first feasibility studies, providing advice on aspects ranging from technical, financial and environmental issues, to engineering design and energy simulations.

- **Industry:** The Corporation works in almost every industrial sector including food and beverages, pharmaceutical and biotechnology, automotive and chemicals. WSP's experts offer a variety of skills with a deep understanding of industrial and energy processes, and the engineering expertise required to plan, design, build and operate a new plant, or to automate equipment in an existing industrial facility. A full range of consulting and engineering services is offered within multiple disciplines that span all stages of a project - from strategic studies, concept design and productivity analysis, to serving as an owner's engineer at each stage of an EPCM contract.

In addition to these sectors, the Corporation offers the highly specialized strategic advisory services listed below:

- **Planning and Advisory Services**: The Corporation helps clients make informed decisions during various stages of the project life-cycle, taking into consideration changing economic, environmental and social factors, evolving government priorities and emerging technologies. To stay competitive and effectively manage and develop their infrastructure and property assets, public and private sector organizations are looking to gain access to more refined data and "lessons learned" from experts who help drive client success around the globe. The Corporation not only provides local expertise, but also offers international benchmarks and best practice solutions based on its extensive experience. WSP's team blends the technical skills of its global network with results-oriented business acumen, to provide effective and sustainable strategies that also contribute to the advancement of the communities where WSP is present.

- **Management Services:** The Corporation's professionals help clients assess and define their goals, as well as the technical, environmental and commercial realities and challenges they face. Coupled with the Corporation's integrated service offerings, this helps the Corporation build strategic relationships with clients. WSP supports them throughout the planning, implementation and commissioning stages of their projects, including during times of emergency. With a focus on cost, schedule, quality and safety, and using best-in-class management processes and techniques, WSP can mobilize the right team from anywhere in the organization across the world to execute projects of varying sizes and complexity.

- **Technology and Sustainability Services:** The Corporation's professionals work throughout the life-cycle of a project to offer innovative solutions with a strong focus on change management and executive engagement. As significant technological advancement offers the opportunity to improve the way we live, commute, and travel, it also sheds a new light on how property and infrastructure owners need to adapt and embrace the changes. The Corporation's Technology Services experts integrate the use of digital solutions and software to enhance engineering, infrastructure, buildings and environmental projects. In addition, as the world faces significant challenges related to population growth, resource demands and constraints, and extreme weather events that impact the resiliency and sustainability of communities, the Corporation remains committed to integrating the principles of sustainability into WSP's work in planning, designing and managing both property and infrastructure.

4 FINANCIAL HIGHLIGHTS

	First quarters ended	
(in millions of dollars, except percentages, per share data, DSO and ratios)	**March 27, 2021**	**March 28, 2020**
Revenues	$2,104.8	$2,210.0
Net revenues*	$1,666.8	$1,736.1
Earnings before net financing expense and income taxes	$129.0	$88.0
Adjusted EBITDA*	$241.0	$218.4
Adjusted EBITDA margin*	14.4 %	12.6 %
Net earnings attributable to shareholders of WSP Global Inc.	$87.9	$14.2
Basic net earnings per share attributable to shareholders	$0.77	$0.13
Adjusted net earnings* **	$94.2	$63.3
Adjusted net earnings per share* **	$0.83	$0.60
Cash inflows from operating activities	$163.4	$3.2
Free cash flow*	$85.3	$(90.3)
As at	**March 27, 2021**	**March 28, 2020**
Backlog*	$8,430.9	$8,481.0
DSO*	68	77
As at	**March 27, 2021**	**December 31, 2020**
Net debt to adjusted EBITDA ratio*	0.2	0.1

* Non-IFRS measure. Refer to section 19, "Glossary of non-IFRS measures and segment reporting measures" for more detail and for reference to the reconciliation to the most directly comparable IFRS measure, where applicable.

** Management has amended its definition of adjusted net earnings, effective January 1, 2021, to also exclude amortization of intangible assets related to acquisitions. The comparative period has been restated. Refer to section 8.8, "Adjusted net earnings" for a reconciliation to the most directly comparable IFRS measure.

5 EXECUTIVE SUMMARY

Strong adjusted EBITDA margins and continued healthy backlog contributed to the Corporation's good start for 2021.

First quarter 2021 financial highlights

- In line with Management's expectations, revenues and net revenues for the quarter reached $2.1 billion and $1.7 billion, down 4.8% and 4.0%, respectively, compared to the corresponding period in 2020. The impact of 2 less billable days in the first quarter of 2021 than the comparable period in 2020 represents approximately half of the organic contraction of 4.5%. Adjusted for the number of billable days and considering acquisition growth, net revenues were essentially flat compared to Q1 2020.

- Backlog as at March 27, 2021 stood at $8.4 billion, representing 11.5 months of revenues. On a constant currency basis, backlog grew organically by 1.7% compared to backlog as at December 31, 2020. Overall proposal activity is high across the business.

- Adjusted EBITDA in the quarter of $241.0 million, up 10.3%, compared to $218.4 million in 2020, despite 2 less billable days. Adjusted EBITDA margin for in the first quarter of 2021 increased to 14.4%, compared to 12.6% in the corresponding period in 2020. The improvement in adjusted EBITDA margin is mainly attributable to better productivity across the regions.

- Earnings before net financing expense and income taxes in the first quarter of 2021 of $129.0 million, up 46.6%, compared to the first quarter of 2020, mainly due to higher adjusted EBITDA margins.
- Government subsidies of $8.1 million were offset by additional discretionary employee compensation thereby bearing no impact on adjusted EBITDA or earnings before net financing expense and income taxes.
- Net earnings attributable to shareholders of $87.9 million in the first quarter of 2021, or $0.77 per share, up $73.7 million, or $0.64 per share, compared to the first quarter of 2020. The increase was mainly due to higher adjusted EBITDA, lower net financing expense and lower acquisition, integration and restructuring costs.
- Adjusted net earnings for the first quarter of 2021 of $94.2 million, or $0.83 per share, up $30.9 million or $0.23 per share, compared to first quarter of 2020. The increase in these metrics is mainly attributable to higher adjusted EBITDA and lower interest expense related to credit facilities.
- DSO as at March 27, 2021 stood at 68 days, compared to 77 days as at March 28, 2020.
- Strong free cash flow of $85.3 million for the quarter. Trailing twelve-months of free cash flow amounted to $910.9 million, representing 2.6 times net earnings attributable to shareholders.
- Cash inflows from operating activities of $163.4 million in the three-month period ended March 27, 2021, compared to $3.2 million in the comparable period in 2020.
- The net debt to adjusted EBITDA ratio stood at 0.2x, compared to 0.1x as at December 31, 2020.
- Quarterly dividend declared of $0.375 per share, or $42.7 million, with a 49.1% Dividend Reinvestment Plan ("DRIP") participation.

6 KEY EVENTS

The following are highlights from January 1, 2021 to May 12, 2021, the date of the MD&A for the quarter ended March 27, 2021.

COVID-19 pandemic

The COVID-19 pandemic continued to impact economies and communities worldwide. The business continuity plans implemented by WSP at the onset of the pandemic, to ensure the safety of its people while delivering projects to its clients, continued to be tailored to local realities, requirements and directives as the situation evolved. The ultimate impact of the COVID-19 pandemic will depend on, among other things, the duration and severity of the pandemic, the governmental restrictions that have been, and may continue to be, imposed in response to the pandemic, the effectiveness of actions taken to contain or mitigate the outbreak, and global economic conditions. The Corporation continues to monitor the situation closely in each of our regions as many governments impose strict social distancing measures and other restrictions, due to the high number of cases in some regions and the detection of variants of the COVID-19 virus.

Although some of our offices have started to reopen in accordance with government directives, most employees continue to work remotely. WSP's primary objective remains to ensure the health, safety and wellbeing of its employees and their families, of its clients and of the communities in which it operates while remaining focused on maintaining business continuity and pursuing new assignments.

Golder acquisition

On April 7, 2021, WSP completed its previously announced acquisition of Enterra Holdings Ltd., the holding company of Golder Associates ("Golder" and the "Golder Acquisition"). Golder is an engineering and consulting firm with 60 years of experience in the geosciences sector; a global engineering firm focused on earth and environmental conditions. Golder provides engineering, remediation, regulatory & compliance, design and environmental services to clients in the mining, manufacturing, oil & gas, power and infrastructure industries. Golder operates in 155 offices with approximately 7,000 employees across more than 30 countries globally. The aggregate cash consideration paid in connection with the Golder Acquisition was approximately US$1.14 billion (approximately C$1.4 billion).

Other acquisitions

Since the beginning of the year, WSP closed 4 acquisitions, including the Golder Acquisition. Excluding the Golder Acquisition, the Corporation added approximately 430 people to its workforce.

In January 2021, WSP acquired tk1sc, a 240-employee mechanical, electrical and plumbing engineering firm based in California, US. The acquisition of tk1sc further expands WSP's building sector capabilities in the complex US healthcare and science and technology markets.

In February 2021, WSP acquired Earth Consulting Group, Inc. ("EarthCon"), a 90-employee US-based environmental and engineering consulting firm. The acquisition of EarthCon adds highly specialized technical expertise in remediation to WSP's existing suite of services further strengthening WSP's capabilities in strategic environmental engineering and consulting services, compliance, due diligence, and data management, while expanding its geographic presence in the southeastern US.

In April 2021, WSP acquired b+p baurealisation ("b+p"), a 100-employee engineering and consulting firm based in Zurich, Switzerland. B+p offers primarily project & construction management and cost management services to both public and private sector clients.

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

Private placement and financing arrangements

On January 14, 2021, in the context of the Golder Acquisition announced on Dec 3, 2020, the Corporation closed the previously-announced private placement of subscription receipt financings to fund a portion of the Golder Acquisition purchase price. The Corporation issued an aggregate of 3,333,898 subscription receipts (the "Subscription Receipts") from treasury at a price of $92.98 per Subscription Receipt by way of a private placement to each of GIC Pte. Ltd. ("GIC") and British Columbia Investment Management Corporation ("BCI"), for aggregate gross proceeds of approximately $310.0 million (the "Private Placements"). Upon completion of the Golder Acquisition on April 7, 2021, each of GIC and BCI received one common share of WSP for each Subscription Receipt held, plus an amount per common share equal to any dividend payable by WSP on the common shares between the date of issuance of the Subscription Receipts and the closing of the Golder Acquisition.

On January 29, 2021, the Corporation entered into a new credit facility for US$960 million (approximately C$1.2 billion) of fully committed bank financing with up to a 4-year tenor.

The Golder Acquisition and other related transaction costs were financed using the proceeds from the Corporation's previously closed $310.0 million private placements of subscription receipts with GIC and BCI, and new bank financing term loans entered into on January 29, 2021.

On April 19, 2021, WSP issued senior unsecured notes at par for aggregate gross proceeds of $500 million, due April 19, 2028 (the "Notes"). The Notes bear interest at a fixed rate of 2.408% per annum, payable semiannually until maturity on the 19th day of April and October in each year beginning on October 19, 2021. On April 23, 2021, the Corporation used the net proceeds of the offering to repay existing indebtedness.

Leadership announcement

In April 2021, Marie-Claude Dumas was named President and CEO of WSP in Canada. Since joining WSP in January 2020, Ms. Dumas had served as Global Director, Major Projects & Programs/Executive Market Leader – Quebec, working closely with our Global and Canadian operations and leadership. A member of the Ordre des ingénieurs du Québec, Ms. Dumas brings a proven track record as a global engineering executive with over 20 years of multi-disciplinary management and consulting experience acquired with several multinationals.

7 SEGMENT OPERATIONAL REVIEW

The Corporation's reportable segments are: Canada, Americas (US 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)		First quarters ended	
	March 27, 2021	**March 28, 2020**	**Variance**
Net revenues by segment	$224.1	$243.0	(7.8) %
Organic contraction			(3.0) %
Divestiture impact			(4.8) %
Adjusted EBITDA by segment	$34.5	$37.3	(7.5) %
Adjusted EBITDA margin by segment	15.4%	15.3%	10 bps

As at	**March 27, 2021**	**March 28, 2020**	**Variance**
Backlog*	$1,078.3	$1,031.2	4.6 %
Organic backlog growth in the twelve-month period			6.8 %
Organic backlog growth in the three-month period			5.5 %
Approximate number of employees	7,000	8,000	(12.5) %

* Non-IFRS measure. Refer to section 19, "Glossary of non-IFRS measures and segment reporting measures" for more detail.
bps: basis points

Net revenues

For the quarter ended March 27, 2021, net revenues in Canada stood at $224.1 million, representing an organic contraction of 3.0% compared to the corresponding quarter in 2020. Divestitures and the reorganization of a business into a joint venture in 2020 resulted in a divestiture impact of 4.8% in the quarter.

The underlying performance in Canada shows a strong start to the year. In addition to two less billable days in Q1 2021 as compared to Q1 2020, the decrease in net revenues is also due to expected lower demand in a COVID-19 pandemic environment. The region nevertheless brought in better than anticipated net revenues across market sectors. Lastly, due to improved productivity, the organic change in net revenues was less pronounced than the decrease in headcount, adjusted for divestitures in 2020.

The Transportation & Infrastructure and Property & Buildings market sectors accounted for 70% of net revenues for the quarter ended March 27, 2021. Public sector clients accounted for 38% of net revenues for the same period.

Backlog

Backlog increased compared to March 28, 2020, with organic growth of 6.8%, reaching a historical record level for Canada, despite the divestiture of certain businesses. Organic growth in the three-month period since December 31, 2020 was 5.5%.

Adjusted EBITDA

For the quarter ended March 27, 2021, adjusted EBITDA margin in Canada remained stable, as improved utilization rates and lower severance costs were mostly offset by lower income from associates due to a gain on sale of a property in 2020 and lower profitability on certain large projects. Government subsidies of $7.1 million were offset by additional discretionary employee compensation, thereby bearing no impact on adjusted EBITDA.

AMERICAS

(in millions of dollars, except percentages and number of employees)		First quarters ended	
	March 27, 2021	**March 28, 2020**	**Variance**
Net revenues by segment	$553.0	$584.1	(5.3) %
Organic contraction*			(4.0) %
Acquisition growth*			4.1 %
Foreign currency exchange impact**			(5.4) %
Adjusted EBITDA by segment	$89.7	$78.0	15.0 %
Adjusted EBITDA margin by segment	16.2%	13.4%	280 bps
As at	**March 27, 2021**	**March 28, 2020**	**Variance**
Backlog***	$3,898.7	$3,970.3	(1.8) %
Organic backlog growth in the twelve-month period			1.0 %
Organic backlog growth in the three-month period			0.8 %
Approximate number of employees	13,000	13,300	(2.3) %

* 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 Canadian equivalent amount, net of organic growth and acquisition growth.

*** Non-IFRS measure. Refer to section 19, "Glossary of non-IFRS measures and segment reporting measures" for more detail.

bps: basis points

Net revenues

For the quarter ended March 27, 2021, net revenues in the Americas reportable segment were $553.0 million, a decrease of $31.1 million, or 5.3%, compared to the same quarter in 2020. Acquisition growth stood at 4.1%, while organic contraction was 4.0%, both on a constant currency basis. The negative impact of foreign currency exchange is due to the appreciation of the Canadian dollar against the US dollar.

In addition to two less billable days in Q1 2021 as compared to Q1 2020, the decrease in net revenues is also due to lower demand, as anticipated in a COVID-19 pandemic environment. The organic contraction in net revenues was felt in the US and was more pronounced in our Latin American operations. The organic change in net revenues is aligned to the reduced headcount, excluding the effect of acquisitions.

For the US, acquisition growth in the quarter stemmed from the acquisitions of kW Mission Critical Engineering in December 2020, tk1sc in January 2021 and Earthcon in February 2021.

The Transportation & Infrastructure and Property & Buildings market sectors accounted for 79% of net revenues for the quarter ended March 27, 2021. Public sector clients accounted for 61% of net revenues for the same period.

Backlog

Backlog for the Americas segment grew organically by 1.0% compared to March 28, 2020 and 0.8% compared to December 31, 2020.

Adjusted EBITDA

Adjusted EBITDA margin for the Americas segment increased in the quarter as compared to the same quarter last year, mainly due to our US operations. The main drivers of the improvement in the US include improved utilization rates, as well as cost containment measures and cost savings stemming from office lock-downs and travel restrictions caused by the COVID-19 pandemic and realized gains on foreign exchange hedges.

EMEIA

(in millions of dollars, except percentages and number of employees)	First quarters ended		
	March 27, 2021	**March 28, 2020**	**Variance**
Net revenues by segment	$624.2	$641.0	(2.6) %
Organic contraction*			(4.7) %
Divestiture impact*			(0.3) %
Foreign currency exchange impact**			2.4 %
Adjusted EBITDA by segment	$96.8	$84.8	14.2 %
Adjusted EBITDA margin by segment	15.5%	13.2%	230 bps
As at	**March 27, 2021**	**March 28, 2020**	**Variance**
Backlog***	$2,097.0	$2,199.3	(4.7) %
Organic backlog growth in the twelve-month period			(5.2) %
Organic backlog growth in the three-month period			2.5 %
Approximate number of employees	18,500	19,700	(6.1) %

* Organic contraction 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 Canadian equivalent amount, net of organic growth and acquisition growth.
*** Non-IFRS measure. Refer to section 19, “Glossary of non-IFRS measures and segment reporting measures” for more detail.
bps: basis points

Net revenues

For the quarter ended March 27, 2021, net revenues in the EMEIA reportable segment were $624.2 million, a decrease of $16.8 million, or 2.6%, compared to Q1 2020. Organically revenues contracted 4.7%, on a constant currency basis. The positive impact of foreign currency exchange is mainly due to the depreciation of the Canadian dollar against the Swedish krona and the pound sterling.

Net revenues in the UK were better than anticipated across market sectors. In addition, UK net revenues were positively impacted by the disposal or exit of certain non-core high-volume low-margin businesses. Our Nordic operations saw a slower start to the year, with lower than anticipated utilization levels. These contractions were partially offset by low to mid-single digit organic growth in the Middle East and Central Europe.

The Transportation & Infrastructure and Property & Buildings market sectors accounted for 83% of net revenues for the quarter ended March 27, 2021. Public sector clients accounted for 58% of net revenues for the same period.

Backlog

Backlog for the EMEIA reportable segment contracted organically 5.2% when compared to March 28, 2020. The contraction is entirely attributable to a delay of a significant contract in the Middle East resulting from the COVID-19 pandemic environment. Given the level of uncertainty surrounding reinstatement, this contract was removed from backlog in Q2 2020. Backlog also contracted organically in the Nordics, which was more than offset by organic growth in the UK and Central Europe. Excluding the impact of this one contract, the backlog organic growth would be 1.0% when compared to March 28, 2020.

Organic growth in the three-month period since December 31, 2020 was 2.5%, across the majority of the region.

Adjusted EBITDA

The increase in adjusted EBITDA margin in EMEIA in the quarter ended March 27, 2021 is mainly driven by costs containment measures and costs savings stemming from office lock-downs and travel restrictions caused by the COVID-19 pandemic, improved utilization rates in the UK and Middle East, as well as improved UK contract mix due to the disposal or exit of certain non-core high-volume low-margin businesses, and lower severance costs. These improvements were partially offset by lower utilization in the Nordic operations.

APAC

(in millions of dollars, except percentages and number of employees)	**First quarters ended**		
	March 27, 2021	**March 28, 2020**	**Variance**
Net revenues by segment	$265.5	$268.0	(0.9) %
Organic growth (contraction)*			(6.3) %
Foreign currency exchange impact**			5.4 %
Adjusted EBITDA by segment	$39.8	$40.3	(1.2) %
Adjusted EBITDA margin by segment	15.0%	15.0%	— bps
As at	**March 27, 2021**	**March 28, 2020**	**Variance**
Backlog***	$1,356.9	$1,280.2	6.0 %
Organic backlog growth in the twelve-month period			2.7 %
Organic backlog growth in the three-month period			0.4 %
Approximate number of employees	8,600	8,800	(2.3) %

* 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 Canadian equivalent amount, net of organic growth and acquisition growth.
*** Non-IFRS measure. Refer to section 19, "Glossary of non-IFRS measures and segment reporting measures" for more detail.
bps: basis points

Net revenues

For the quarter ended March 27, 2021, net revenues in the APAC reportable segment stood at $265.5 million, a decrease of $2.5 million, or 0.9%, when compared to the same quarter in 2020. Net revenues contracted organically by 6.3%, on a constant currency basis. The positive foreign currency exchange impacts are mainly due to the depreciation of the Canadian dollar against the Australian and New Zealand dollars.

The organic contraction in the APAC reportable segment was mainly due to Australia. In addition to two less billable days in Q1 2021 as compared to Q1 2020, the decrease in net revenues is also due to lower volumes, resulting mainly from the demobilization at completion of certain large projects in the Australian Transportation & Infrastructure market.

The Transportation & Infrastructure and Property & Buildings market sectors accounted for 87% of net revenues for the quarter ended March 27, 2021. Public sector clients accounted for 55% of net revenues for the same period.

Backlog

Backlog for the APAC segment grew organically by 2.7% since March 28, 2020, mainly in Asia and New Zealand, partially offset by organic contraction in Australia.

Adjusted EBITDA

In the quarter ended March 27, 2021, adjusted EBITDA margin for the APAC reportable segment remained stable, relative to the comparable period in 2020. Improved utilization on on-going work was mostly offset by demobilization at completion of certain large projects in the Australian Transportation & Infrastructure market.

8 FINANCIAL REVIEW

8.1 NET REVENUES

	First quarters of 2021 vs 2020				
(in millions of dollars, except percentages and number of employees)	**Canada**	**Americas**	**EMEIA**	**APAC**	**Total**
Net revenues by segment - 2021	$224.1	$553.0	$624.2	$265.5	$1,666.8
Net revenues by segment - 2020	$243.0	$584.1	$641.0	$268.0	$1,736.1
Net change %	(7.8)%	(5.3)%	(2.6)%	(0.9)%	(4.0)%
Organic contraction*	(3.0)%	(4.0)%	(4.7)%	(6.3)%	(4.5)%
Acquisition growth*	— %	4.1 %	— %	— %	1.3 %
Divestiture impact*	(4.8)%	— %	(0.3)%	— %	(0.8)%
Foreign currency exchange impact**	— %	(5.4)%	2.4 %	5.4 %	— %
Net change %	(7.8)%	(5.3)%	(2.6)%	(0.9)%	(4.0)%
	As at				
Approximate number of employees - March 27, 2021	7,000	13,000	18,500	8,600	47,100
Approximate number of employees - March 28, 2020	8,000	13,300	19,700	8,800	49,800
Net change %	(12.5)%	(2.3)%	(6.1)%	(2.3)%	(5.4)%

* Organic growth, divestiture impact 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 Canadian equivalent amount, net of organic growth and acquisition growth.

During the first quarter of 2021, the Corporation achieved net revenues of $1.7 billion, 4.0% lower compared to Q1 2020. The organic contraction of 4.5% was felt across the regions and in line with Management's expectations. The impact of 2 less billable days in the first quarter of 2021 in comparison to the same period in 2020 represents approximately half of the organic contraction. Moreover, as was anticipated, several parts of the world experienced lower demand due to the COVID-19 pandemic. The organic change in net revenues was better than the change in headcount, which was down 5.8% at the start of the quarter following the right-sizing of the business carried out in 2020.

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.

(in millions of dollars)	First quarters ended March 27, 2021	First quarters ended March 28, 2020
Revenues	**$2,104.8**	**$2,210.0**
Less: Subconsultants and direct costs	$438.0	$473.9
Net revenues*	**$1,666.8**	**$1,736.1**

* Non-IFRS measure. Refer to section 19, "Glossary of non-IFRS measures and segment reporting measures" for more detail.

8.2 BACKLOG

(in millions of dollars)	Canada	Americas	EMEIA	APAC	Total
Backlog*, as at December 31, 2020	$1,022.4	$4,017.8	$2,043.9	$1,337.2	$8,421.3
Revenues	$(271.2)	$(796.5)	$(735.2)	$(301.9)	$(2,104.8)
Organic order intake	$327.1	$825.3	$784.0	$306.9	$2,243.3
Net order intake through business acquisition	$—	$63.1	$—	$—	$63.1
Foreign exchange movement	$—	$(211.0)	$4.3	$14.7	$(192.0)
Backlog*, as at March 27, 2021	$1,078.3	$3,898.7	$2,097.0	$1,356.9	$8,430.9
Organic backlog growth in the three-month period	5.5 %	0.8 %	2.5 %	0.4 %	1.7 %
Backlog*, as at March 28, 2020	$1,031.2	$3,970.3	$2,199.3	$1,280.2	$8,481.0
Organic backlog growth in the twelve-month period	6.8 %	1.0 %	(5.2)%	2.7 %	0.4 %

As at March 27, 2021, backlog stood at $8.4 billion, representing 11.5 months of revenues[(1)], stable as compared to December 31, 2020. In the three-month period, organic order intake higher than revenues in all reportable segments was offset by foreign exchange impacts. On a constant currency basis, the backlog organic growth was 1.7% compared to backlog as at December 31, 2020 and 0.4% compared to March 28, 2020.

Backlog growth was impacted by the delay of a significant contract in the Middle East resulting from the COVID-19 pandemic environment. Given the level of uncertainty surrounding reinstatement, this contract was removed from backlog in Q2 2020. Excluding the impact of this one contract, the backlog organic growth would be 2.0% when compared to March 28, 2020.

* Non-IFRS measure. Refer to section 19, "Glossary of non-IFRS measures and segment reporting measures" for more detail.
(1) Based on revenues for the trailing twelve-month period, incorporating a full twelve months of revenues for all acquisitions.

8.3 ADJUSTED EBITDA

	Three Months ended March 27, 2021				
(in millions of dollars, except percentages)	Canada	Americas	EMEIA	APAC	Total
Net revenues by segment	$224.1	$553.0	$624.2	$265.5	$1,666.8
Adjusted EBITDA by segment	$34.5	$89.7	$96.8	$39.8	$260.8
Adjusted EBITDA margin by segment	15.4%	16.2%	15.5%	15.0%	15.6%
Head office corporate costs					$19.8
Adjusted EBITDA*					$241.0

	Three Months ended March 28, 2020				
(in millions of dollars, except percentages)	Canada	Americas	EMEIA	APAC	Total
Net revenues by segment	$243.0	$584.1	$641.0	$268.0	$1,736.1
Adjusted EBITDA by segment	$37.3	$78.0	$84.8	$40.3	$240.4
Adjusted EBITDA margin by segment	15.3%	13.4%	13.2%	15.0%	13.8%
Head office corporate costs					$22.0
Adjusted EBITDA*					$218.4

* Non-IFRS measure. Refer to section 19, “Glossary of non-IFRS measures and segment reporting measures” for more detail.

For the first quarter ended March 27, 2021, total adjusted EBITDA by segment stood at $260.8 million compared to $240.4 million for the same period in 2020. For the first quarter ended March 27, 2021, total adjusted EBITDA margin by segment reached 15.6%, compared to 13.8% for the corresponding period in 2020.

The improvement in adjusted EBITDA margin is mainly attributable to better productivity across the regions, following the right-sizing of the Corporation. The variance explanations by segment are described in section 7, "Segment operational review".

Head office corporate costs for the first quarter ended March 27, 2021 stood at $19.8 million. Head office corporate costs in the first quarter of 2021 were lower than the comparable period in 2020, mainly due to cost savings stemming from office lock-downs and travel restrictions caused by the COVID-19 pandemic.

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:

	First quarters ended	
(in millions of dollars)	March 27, 2021	March 28, 2020
Earnings before net financing expense and income taxes	**$129.0**	**$88.0**
Acquisition, integration and restructuring costs	$0.6	$10.8
Depreciation of right-of-use assets	$61.3	$62.6
Amortization of intangible assets	$23.4	$28.0
Depreciation of property and equipment	$24.7	$26.0
Share of depreciation and taxes of associates	$1.8	$2.2
Interest income	$0.2	$0.8
Adjusted EBITDA*	**$241.0**	**$218.4**

* Non-IFRS measure. Refer to section 19, “Glossary of non-IFRS measures and segment reporting measures” for more detail.

8.4 EARNINGS BEFORE NET FINANCING EXPENSE AND INCOME TAXES

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

	First quarters ended	
(percentage of net revenues)	March 27, 2021	March 28, 2020
Net revenues*	100.0 %	100.0 %
Personnel costs	76.6 %	77.9 %
Other operational costs, exchange loss (gain) and interest income	9.3 %	10.1 %
Share of earnings of associates and joint ventures before depreciation and income taxes*	(0.3)%	(0.6)%
Adjusted EBITDA margin*	**14.4 %**	**12.6 %**
Depreciation of right-of-use assets	3.7 %	3.6 %
Depreciation of property and equipment	1.5 %	1.5 %
Amortization of intangible assets	1.4 %	1.6 %
Acquisition, integration and restructuring costs	— %	0.6 %
Share of depreciation and taxes of associates	0.1 %	0.1 %
Deduct: Interest income	— %	0.1 %
Earnings before net financing expense and income taxes	**7.7 %**	**5.1 %**
Net financing expense	0.5 %	3.9 %
Income tax expense	2.0 %	0.4 %
Net earnings	**5.2 %**	**0.8 %**

* Non-IFRS measure. Refer to section 19, "Glossary of non-IFRS measures and segment reporting measures" for more detail.

In the first quarter of 2021, earnings before net financing expense and income taxes increased as a percentage of net revenues, mainly due to increased adjusted EBITDA margin, a gain on sale of an investment in an associate and lower acquisition and integration costs.

In the first quarter of 2021, adjusted EBITDA margin increased to 14.4%, compared to 12.6% in the comparable period. The increase is largely due to lower personnel costs as utilization rates increased, as well as lower other operational costs mainly stemming from office lock-downs and travel restrictions caused by the COVID-19 pandemic and a positive variance in exchanges gains and losses. 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 ended March 27, 2021, personnel costs decreased as a percentage of net revenues, as compared to the corresponding period in 2020, mainly due to the increases in utilization rates, as well as lower severance costs.

During the quarter ended March 27, 2021, the Corporation recorded $8.1 million of government subsidies, recognized in personnel costs (nil during the comparable periods in 2020), offset by additional discretionary employee compensation. There are no unfulfilled conditions or contingencies attached to these subsidies.

Other operational costs, exchange gains and losses and interest income

Other operational costs include fixed costs such as, but not limited to, non-recoverable client service costs, technology costs, professional insurance costs, office space related costs (mainly utilities and maintenance costs). In the table in this section 8.4, other operational costs are combined with operational exchange gains or losses on foreign currencies and interest income.

Other operational costs for the quarter, as a percentage of net revenues, were lower than the comparable period in 2020, mainly due to cost savings stemming from office lock-downs and travel restrictions caused by the COVID-19 pandemic. Meanwhile, operational foreign exchange gains of $3.7 million had positive impact in 2021, as compared to losses of $3.9 million in the corresponding period in 2020.

Share of earnings of associates

The share of earnings of associates decreased in the quarter ended March 27, 2021. In the first quarter of 2020, these earnings included a gain on the sale of a property by an associate.

Depreciation and amortization

Depreciation and amortization expense as a percentage of net revenues remained stable overall in the first quarter ended March 27, 2021 when compared to the same period in 2020.

Acquisition, integration and restructuring costs

Acquisition, integration and restructuring costs include, if and when incurred, transaction and integration costs related to business acquisitions, any gains or losses on disposals of non-core assets, IT outsourcing program costs pertaining mainly to non-recurring redundancy and transition costs resulting from the outsourcing of the Corporation’s IT infrastructure and operations support, restructuring costs, and COVID-19 pandemic related costs.

Acquisition, integration and restructuring 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 its consolidated statement of earnings.

The Corporation incurred acquisition, integration and restructuring costs of $0.6 million in the first quarter of 2021, mainly related to integration and acquisition costs for recent acquisitions, offset by a gain on sale of an associate.

8.5 FINANCING EXPENSES

Net financing expense for the first quarter ended March 27, 2021 was lower than the first quarter of 2020, mainly attributable to gains on investments in securities and unrealized foreign exchange gains from derivative financial instruments compared to losses in the corresponding period, and lower interest expense due to lower long-term debt.

8.6 INCOME TAXES

In the first quarter of 2021, an income tax expense of $32.6 million was recorded on earnings before income taxes of $120.6 million, representing an effective income tax rate of 27.0%. In addition, for the same period, the Corporation's share of income tax expense attributable to associates was $1.1 million.

8.7 NET EARNINGS

In the first quarter of 2021, the Corporation's net earnings attributable to shareholders increased to $87.9 million, or $0.77 per share on a diluted basis, compared to $14.2 million, or $0.13 per share on a diluted basis for the comparable period in 2020. The increase is mainly attributable to higher adjusted EBITDA, lower net financing expense and lower acquisition, integration and restructuring costs.

8.8 ADJUSTED NET EARNINGS

Management has amended its definition of adjusted net earnings, effective January 1, 2021, to also exclude amortization of intangible assets related to acquisitions. The amendment was made in the context of the Golder Acquisition completed subsequent to the end of the first quarter of 2021. The comparative period results have been restated to apply the current definition.

Management believes that in the context of highly acquisitive companies or consolidating industries such as engineering and construction, and to isolate amortization of intangible assets related to acquisitions (created from the allocation of purchase price between goodwill and intangible assets) and certain non-cash items related to market volatility, adjusted net earnings and adjusted net earnings per share should be taken into consideration in assessing the Corporation's performance against its peer group.

Adjusted net earnings stood at $94.2 million, or $0.83 per share, in the first quarter of 2021, compared to $63.3 million, or $0.60 per share, in Q1 2020. The increases in these metrics are mainly attributable to higher adjusted EBITDA and lower interest expense related to credit facilities.

Reconciliation of adjusted net earnings

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

	First quarters ended	
(in millions of dollars, except per share data)	**March 27, 2021**	**March 28, 2020**
Net earnings attributable to shareholders	**$87.9**	**$14.2**
Amortization of intangible assets related to acquisitions	$13.6	$21.8
Acquisition, integration and restructuring costs	$0.6	$10.8
(Gains) losses on investments in securities related to deferred compensation obligations	$(3.4)	$16.6
Unrealized (gains) losses on derivative financial instruments	$(2.0)	$16.0
Income taxes related to above items	$(2.5)	$(16.1)
Adjusted net earnings*	**$94.2**	**$63.3**
Adjusted net earnings per share*	**$0.83**	**$0.60**

*Non-IFRS measure. Refer to section *19*, "Glossary of non-IFRS measures and segment reporting measures" for more detail.

9 LIQUIDITY

(in millions of dollars)	First quarters ended March 27, 2021	March 28, 2020
Cash inflows from operating activities	$163.4	$3.2
Cash inflows (outflows) from financing activities	$(95.5)	$686.2
Cash outflows from investing activities	$(56.7)	$(64.1)
Effect of exchange rate change on cash	$(8.2)	$27.9
Change in net cash and cash equivalents	**$3.0**	**$653.2**
Dividends paid to shareholders of WSP Global Inc.	$(19.5)	$(22.9)
Net capital expenditures*	$(16.2)	$(23.1)

* 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

The significant increases in cash inflows from operating activities in the three-month period ended March 27, 2021 are mainly due to accelerated payment of trade payable accounts in Q4 2020 due to a strong cash position.

Free cash flow

The free cash inflow for the three-month period ended March 27, 2021 was $85.3 million, compared to free cash outflow of $90.3 million in 2020. For the trailing twelve-months ended March 27, 2021, free cash flow amounted to $910.9 million, representing 2.6 times the net earnings attributable to shareholders. Higher free cash flow in 2021 year-to-date was mainly driven by accelerated payment of trade payable accounts in Q4 2020 due to a strong cash position.

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.

(in millions of dollars)	First quarters ended March 27, 2021	March 28, 2020
Cash inflows from operating activities	**$163.4**	**$3.2**
Lease payments in financing activities	$(61.9)	$(70.4)
Net capital expenditures**	$(16.2)	$(23.1)
Free cash flow*	**$85.3**	**$(90.3)**

* Non-IFRS measure. Refer to section *19*, "Glossary of non-IFRS measures and segment reporting measures" for more detail.

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

9.2 FINANCING ACTIVITIES

In the first quarter of 2021, cash outflows from financing activities of $95.5 million related mainly to lease payments and interest payments on long-term debt.

9.3 INVESTING ACTIVITIES

In the first quarter of 2021, cash outflows used for investing activities related mainly to business acquisitions and net capital expenditures.

9.4 NET DEBT

	As at	
(in millions of dollars)	**March 27, 2021**	**December 31, 2020**
Long-term debt[1]	$621.9	$574.2
Less: Cash and cash equivalents	$(439.8)	$(437.1)
Net debt*	$182.1	$137.1

	Trailing twelve months ended	
	March 27, 2021	**December 31, 2020**
Adjusted EBITDA*	$1,076.3	$1,053.7
Net debt to adjusted EBITDA ratio*	0.2	0.1

* Non-IFRS measure. Refer to section 19, "Glossary of non-IFRS measures and segment reporting measures" for more detail.
(1) Including current portion.

As at March 27, 2021, the Corporation's statement of financial position remained strong, with a net debt position of $182.1 million and a net debt to adjusted EBITDA ratio of 0.2x.

Subsequent to the end of the quarter, to finance a portion of the purchase price of the Golder Acquisition which closed on April 7, 2021, the Corporation drew on it US$960 million committed bank financing facility in the form of terms loans with various maturity dates up to April 2025. Subsequent to the end of the quarter, the net debt to adjusted EBITDA ratio increased to approximately 1.2x following the closing of the Golder Acquisition.

Subsequent to the end of the quarter, on April 19, 2021, WSP issued senior unsecured notes at par for aggregate gross proceeds of $500 million, due April 19, 2028 (the "Notes"). The Notes bear interest at a fixed rate of 2.408% per annum, payable semiannually until maturity on the 19th day of April and October in each year beginning on October 19, 2021. On April 23, 2021, the Corporation used the net proceeds of the offering to repay existing indebtedness.

9.5 CAPITAL RESOURCES

	As at	
(in millions of dollars)	**March 27, 2021**	**December 31, 2020**
Cash and cash equivalents	$439.8	$437.1
Available syndicated credit facility	$1,434.4	$1,453.1
Other operating credit facilities	$108.2	$128.1
Available short-term capital resources	**$1,982.4**	**$2,018.3**

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 has in place, as at March 27, 2021, a credit facility with a syndication of financial institutions providing for a maximum amount of US$1,600 million and a US$960 million fully committed bank financing with up to a 4-year tenor. The US$1,600 million credit facility is available for general corporate purposes and for financing business acquisitions. The US$960 million credit facility was available to finance a portion of the purchase price of the Golder Acquisition.

On April 19, 2021, the Corporation issued senior unsecured notes for C$500 million. The proceeds were subsequently used to repay indebtedness of US$410 million, reducing the maximum amounts of its credit facilities to US$2,150 million.

Under these credit facilities, the Corporation is required, among other conditions, to respect certain covenants calculated on a consolidated basis. The main 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 facility agreements and do not correspond to the Corporation's metrics described in section 19, "Glossary of non-IFRS measures and segment reporting measures", or to other terms used in this MD&A. Management reviews compliance with these covenants on a quarterly basis in conjunction with filing requirements under its credit facilities. All covenants were met as at March 27, 2021.

9.7 DIVIDENDS

On February 24, 2021, the Corporation declared a quarterly dividend of $0.375 per common share to holders of common shares on record as of March 31, 2021, which was paid on April 15, 2021. The total amount of the dividend for the first quarter of 2021 is $42.7 million, paid subsequent to the end of the quarter.

Following the payment of dividends declared on November 4, 2020, $23.0 million was reinvested in 191,665 common shares under the DRIP during the three-month period ended March 31, 2021.

Subsequent to the end of the quarter, holders of 55,873,935 common shares, representing 49.1% of all outstanding shares as at March 31, 2021, elected to participate in the DRIP. As a result, on April 15, 2021, $21.0 million of the first quarter dividend was reinvested in common shares of the Corporation. The net cash outflow on April 15, 2021 for the first quarter dividend payment was $21.7 million.

The board of directors of the Corporation (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, which the Board will continue to assess in the context of the COVID-19 pandemic. 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 16, "Forward-Looking Statements", of this MD&A.

9.8 STOCK OPTIONS

As at May 11, 2021, 809,073 stock options were outstanding at exercise prices ranging from $35.12 to $121.18.

10 EIGHT QUARTER SUMMARY

(in millions of dollars, except per share data)	Trailing twelves months	2021 Q1 First quarter ended March 27	2020 Q4 Fourth quarter ended December 31	2020 Q3 Third quarter ended September 26	2020 Q2 Second quarter ended June 27	2020 Q1 First quarter ended March 28	2019 Q4 Fourth quarter ended December 31	2019 Q3 Third quarter ended September 28	2019 Q2 Second quarter ended June 29
Results of operations									
Revenues	$8,698.7	$2,104.8	$2,248.3	$2,137.8	$2,207.8	$2,210.0	$2,209.3	$2,221.5	$2,311.7
Net revenues*	$6,789.8	$1,666.8	$1,688.3	$1,687.6	$1,747.1	$1,736.1	$1,760.7	$1,693.6	$1,768.6
Adjusted EBITDA*	$1,076.3	$241.0	$262.1	$297.1	$276.1	$218.4	$266.3	$288.2	$265.4
Net earnings attributable to shareholders	$349.7	$87.9	$68.9	$104.3	$88.6	$14.2	$40.5	$93.7	$88.7
Basic and diluted net earnings per share**		$0.77	$0.61	$0.92	$0.83	$0.13	$0.38	$0.89	$0.84
Backlog*		$8,430.9	$8,421.3	$8,505.8	$8,611.0	$8,481.0	$8,131.8	$7,905.7	$7,952.7
Dividends									
Dividends declared	$170.1	$42.7	$42.5	$42.5	$42.4	$39.8	$39.7	$39.6	$39.4
Dividends declared, per share	$1.50	$0.375	$0.375	$0.375	$0.375	$0.375	$0.375	$0.375	$0.375

* Non-IFRS measure. Refer to section 19, "Glossary of non-IFRS measures and segment reporting measures" for more detail.

** 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. It is currently not possible to reliably estimate the impact of the COVID-19 pandemic on the Corporation's historical seasonality trends described above.

11 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 interim 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 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.

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.

There were no changes in the Corporation’s ICFR that occurred during the period beginning on January 1, 2021 and ended on March 27, 2021 that have materially affected, or are reasonably likely to materially affect, the Corporation’s ICFR. Nevertheless, the measures taken by the Corporation in response to the COVID-19 pandemic and in compliance with public authority recommendations, including the fact that most of its employees are working remotely, may have an impact on the performance of some internal controls. As such, the Corporation has been continually monitoring and assessing the effects of the COVID-19 pandemic on its DC&P and ICFR, while reiterating the importance of internal controls and maintaining frequent communication across the organization at all levels, and will continue to do so, in order to maintain a strong control environment and to make any appropriate adjustments.

Responsibilities of the Board of Directors

The Board has oversight responsibilities for reported financial information. Accordingly, the Board of WSP has reviewed and approved, upon recommendation of the Audit Committee of the Corporation, this MD&A and the unaudited interim condensed consolidated financial statements for the quarter ended March 27, 2021, before their publication.

12 SIGNIFICANT ACCOUNTING POLICIES

The Corporation’s unaudited interim condensed consolidated financial statements have been prepared in accordance with IAS 34, “Interim Financial Reporting” as issued by the International Accounting Standards Board and are based on the same accounting policies as those used in the preparation of the Corporation’s audited consolidated financial statements for the year ended December 31, 2020 and new accounting standards effective January 1, 2021.

Please refer note 2, Summary of significant accounting policies, to the Corporation’s 2020 audited consolidated financial statements for more information about the significant accounting principles. Also refer to note 3, Critical accounting estimates and judgments, for the significant estimates and judgments used to prepare the unaudited interim condensed consolidated financial statements.

13 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 9, Financial instruments, of the Corporation's unaudited interim condensed consolidated financial statements for the quarter ended March 27, 2021 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", of the Corporation's MD&A for the year ended December 31, 2020, as well as note 13, Financial instruments, to the Corporation's consolidated financial statements for the year ended December 31, 2020, for a description of these risks and how they are managed, as well as for a description of how fair values are determined.

During the first quarter of 2021, there were no material changes to the risks related to financial instruments and no significant changes in the financial instrument classifications. Furthermore, the methodology used to determine the fair value of financial instruments has not changed during the first quarter of 2021.

14 RELATED PARTY TRANSACTIONS

The Corporation's related parties, as defined by IFRS, are its joint operations, joint ventures, associates and key management personnel. During the first quarter of 2021, there were no material changes to the Corporation's related parties.

15 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.

16 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 facts and which are considered to be forward-looking information or forward-looking statements under Canadian securities laws. Such statements relate to future events or future performance and reflect the expectations of Management regarding the growth, results of operations, performance and business prospects and opportunities of the Corporation or its industry.

This MD&A may contain forward-looking statements. 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. Such forward-looking statements reflect current beliefs of Management and are based on certain factors and assumptions as set forth in this MD&A, which by their nature are subject to inherent risks and uncertainties. While the Corporation considers these factors and assumptions to be reasonable based on information available as of May 12, 2021, actual events or results could differ materially from the results, predictions, forecasts, conclusions or projections expressed or implied in the forward-looking statements.

Forward-looking statements made by the Corporation are based on a number of assumptions believed by the Corporation to be reasonable as at May 12, 2021, including 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; the anticipated impacts of the COVID-19 pandemic on the Corporation’s businesses, operating results, cash flows and/or financial condition, including the effect of measures implemented as a result of the COVID-19 pandemic; the expected benefits of the Golder Acquisition, the expected synergies and certain expected financial ratios to be realized as a result of the Golder Acquisition; 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 acquired 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 or will enter; 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 and health and safety risk; the sufficiency of the Corporation’s current and planned information systems, communications technology and other technology; 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 tax legislation and regulations to which the Corporation is subject and the state of the Corporation’s benefit plans. Other assumptions, if any, are set out throughout this MD&A. If these assumptions prove to be inaccurate, the Corporation’s actual results 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 to differ materially from those expressed or implied in forward-looking statements. Such risk factors include, but are not limited to, the following risk factors discussed in greater detail in section 20, “Risk factors”of the Corporation's MD&A for the year ended December 31, 2020: “Impact of the COVID-19 Pandemic”; “Health and Safety Risks and Hazards”; “Non-Compliance with Laws or Regulations”; “Systems, Network Infrastructure and Data Failure, Interruption and Breach”; “Global Operations”; “Competition in the Industry”; “Risks Associated with Professional Services Contracts”; “Revenues from Contracts with Government Agencies”; “Challenges Associated with Size”; “Availability and Retention of Qualified Professional Staff”; “Growth by Acquisitions”; “Acquisition Integration and Management”; “Controls and Disclosure”; “Risk related to Current or Future Legal Proceedings”; “Reputational Risk”; “Extreme Weather Conditions and the Impact of Natural or Other Disasters”; “Increased Awareness of Environmental Factors”; “Adequate Utilization of Workforce”; “Work Stoppage and Labour Disputes”; “Joint Arrangements”; “Reliance on Suppliers and Subconsultants”; “Economic Environment”; “Changes to Regulations”; “Insurance Limits”; “Changes to Backlog”; “Deterioration of Financial Position or Net Cash Position”; “Working Capital Requirements”; “Accounts Receivable”; “Increased Indebtedness and Raising Capital”; “Impairment of Long-Lived Assets”; “Foreign Currency Exposure”; “Income Taxes”; “Underfunded Defined Benefits Obligations”; “Potential Dilution and Other Impacts on Share Price”; “Risks Related to Forward-Looking Statements”; as well as other risks detailed from time to time in reports filed by the Corporation with securities regulators or other documents that the Corporation makes public, which may cause events or results to differ materially from the results expressed or implied in any forward-looking statement.

The Corporation cautions that the foregoing list of risk factors is not exhaustive. There can be no assurance that actual results will be consistent with forward-looking statements. The Corporation does not take any responsibility to update or revise forward-looking information even if new information becomes available, unless legislation requires us to do so. Readers should not place undue reliance on forward-looking statements.

17 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 the Corporation’s business, financial condition, operating results, future prospects or achievement of its 2019-2021 Global Strategic 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 dividends on shares.

The risks and uncertainties which Management considers as the most material to the Corporation's business are described in section 20, "Risk Factors", of the Corporation's MD&A for the year ended December 31, 2020. These risks and uncertainties have not materially changed and are hereby incorporated by reference.

18 ADDITIONAL INFORMATION

Additional information regarding the Corporation is available on our Website at www.wsp.com and on SEDAR at www.sedar.com. The Corporation's Annual Information Form for the year ended December 31, 2020 is available on these websites.

The common shares of the Corporation are traded on the Toronto Stock Exchange under the symbol “WSP”. As at March 27, 2021, the Corporation had 113,771,466 common shares outstanding. As at May 11, 2021, the Corporation had 117,288,753 common shares outstanding.

The Corporation has no other shares outstanding.

19 GLOSSARY OF NON-IFRS MEASURES AND SEGMENT REPORTING MEASURES

Net revenues and net revenues by segment

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

Net revenues is a non-IFRS measure and net revenues by segment is a segment reporting measure, both without a standardized definition within IFRS. Therefore, net revenues and net revenues by segment 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, "Financial Review", for reconciliations of revenues to net revenues.

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 and reversals thereof, share of income tax expense and depreciation of associates and acquisition, integration and restructuring costs. Adjusted EBITDA margin is defined as adjusted EBITDA expressed as a percentage of net revenues.

Adjusted EBITDA and adjusted EBITDA margin are non-IFRS measures without standardized definitions within IFRS. The Corporation’s definition of adjusted EBITDA may differ from other issuers 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 earnings before net financing expense and income taxes 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 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.

This metric provides 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 earnings before net financing expense and income taxes to adjusted EBITDA.

Adjusted net earnings and adjusted net earnings per share

Management has amended its definition of adjusted net earnings, effective January 1, 2021, to also exclude amortization of intangible assets related to acquisitions. The amendment was made in the context of the Golder Acquisition completed subsequent to the end of the first quarter of 2021. The comparative period results have been restated to apply the current definition.

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

- amortization of intangible assets related to acquisitions;
- acquisition, integration and restructuring 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 and adjusted net earnings per share are non-IFRS measures without standardized definitions within IFRS. Other issuers may define adjusted net earnings differently and, accordingly, these measures may not be comparable to similar measures used by other issuers.

The exclusion of amortization of intangible assets related to acquisitions and acquisition, integration and restructuring costs provides a comparative measure of the Corporation’s performance in a context of significant business combinations, in which the Corporation may incur significant acquisition, integration and restructuring costs and as a result of which 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, 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.

Backlog

Backlog represents future revenues stemming from existing signed contracts to be completed. Backlog is a non-IFRS 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

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 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.

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 into cash, net of billings in excess of costs and anticipated profits. DSO is a non-IFRS 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 non-IFRS measure without a standardized definition within IFRS. 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 our trailing twelve month adjusted EBITDA. Refer to section 9.4 "Net debt", for a calculation of net debt and section 10, "Eight quarter summary", for the trailing twelve month adjusted EBITDA.