

Charter of the Nominating and Corporate Governance Committee

Purpose of the Charter

This Charter (the “**Charter**”) has been adopted by the Board of Directors (the “**Board**”) of Westport Innovations Inc. (“**Westport**”) to assist the Nominating and Corporate Governance Committee (the “**Committee**”) of Westport in the exercise of its duties and responsibilities.

Composition of the Committee

The Committee shall consist of a minimum of three directors (“**Directors**”) from the Board, one of whom shall be designated the Chairperson (the “**Committee Chair**”) of the Committee by the Independent Directors, as defined in the Charter of the Board of Directors of Westport (the “**Board Charter**”). All of the Directors on the Committee shall be Independent Directors as that term is defined in the Board Charter (the “**Independent Directors**”). The Board shall periodically rotate Committee membership.

Meetings

Committee meetings shall be held at such times and places as the Committee Chair may determine, but in any event not less than two times per year. Additional meetings may be called (subject to required notice) at any time by any member of the Committee, the Chairperson of the Board (the “**Board Chair**”) or the Lead Director, as applicable. A quorum of a majority of the members of the Committee is required for each meeting. If a quorum is present at a meeting, a majority of the members of the Committee in attendance at such meeting is required to approve any matter decided by the Committee at such meeting. Matters may be decided outside of a meeting by the unanimous written consent of all members of the Committee.

Minutes shall be prepared and subsequently approved for each meeting of the Committee. Copies of such minutes shall be filed with the Corporate Secretary of Westport or with the secretary of the meeting and circulated to all Directors.

Role and Responsibilities of the Committee

The Board has delegated to the Committee the responsibility for the overall corporate governance framework of Westport and for setting its principles and processes in this regard. Effective corporate governance plays an important role in protecting shareholder rights, helping to maximizing shareholder value over time and assisting in the creation of a vibrant, dynamic, and successful corporation.

Specifically, the Committee has the following responsibilities:

- (a) **General:** developing and monitoring Westport’s general approach to corporate governance issues and applicable corporate governance guidelines, and, through the Committee Chair, making recommendations to the Board in this regard for discussion and final approval;

- (b) **Board/Management Relationship:** evaluating whether the Board has in place appropriate structures and procedures implemented to allow it to function with the proper degree of independence from management. If the Board Chair is not an Independent Director, ensure there is one Director that is designed as the lead Director (the “**Lead Director**”) that is effectively performing the duties and responsibilities set out in the position description for the Lead Director.
- (c) **Board Charter and Position Descriptions:** reviewing at least annually the Board Charter and Position Descriptions in light of corporate, market and legal developments, and best corporate governance practices, revising it from time to time, and making recommendations to the Board in this regard for discussion and final approval;
- (d) **Board Operation:** reviewing and developing guidelines for the operation of the Board, including its functions, size and composition, and minimum attendance guidelines;
- (e) **Board Committees and Charters:** reviewing at least annually, together with the chairperson of each committee of the Board, the charter, structure, composition, membership, minimum attendance guidelines and functions of each committee of the Board;
- (f) **Board succession planning:** reviewing at least annually the Board’s succession planning arrangements for Board members, the Board Chair, each committee of the Board, and the Lead Director (if the Board Chair is not an Independent Director);
- (g) **Director Recruitment:** identifying the required competencies and characteristics of potential Directors, periodically developing lists of candidate Directors, and making recommendations to the Board in this regard for discussion and final approval, where the Committee determines that such recommendation would be helpful to the Board;
- (h) **Director Orientation and Education:** organizing and providing an orientation and continuing education program for new and current Directors respectively and reviewing this program each year, with the support of Westport’s human resource professionals;
- (i) **Board and Committee Assessments:** performing, under the leadership and guidance of the Board Chair or Lead Director, as applicable, regular assessments, on no less than an annual basis, of the Board, committees of the Board and individual Directors, and making recommendations to the Board in this regard for discussion and final approval. The Committee should note any performance issues to be taken account of by the Human Resources and Compensation Committee; and
- (j) **Reviewing Corporate Governance Issues:** reviewing and initiating discussions on corporate governance issues and policies, as appropriate, with regard to such matters as takeover bids, shareholders rights plans, conflicts of interest, corporate business ethics, and other specific corporate governance issues. Specific committees may also be formed from time to time to focus specifically on one or more of these matters.

The Committee Chair may, in his or her discretion, retain professional advisors to provide services to the Committee, at the expense of Westport, for the purpose of advising the Committee in the execution of its responsibilities.