

POSITION DESCRIPTIONS

1. Individual Directors

Currently the Board (the “**Board**”) of Westport Innovations Inc. (“**Westport**”) consists of a minimum of five and a maximum of ten directors. At least the majority of directors must meet the definition of independence described in the Charter of the Board of Directors (the “**Board Charter**”). Directors who meet this standard are “Independent Directors.”

The fundamental responsibility of directors is to promote the long-term best interests of Westport and its shareholders generally, and to explicitly not have a duty to individual shareholders, employees, creditors, or other stakeholders except in exceptional circumstances and with full transparency and disclosure.

Duties of directors are more fully laid out in the Board Charter and relevant statutes and common law, regulations, and policies of the various securities regulators and stock exchanges, and in Westport policies.

It is important to reiterate that all directors, whether technically Independent Directors or not, whether they are former or current executive managers, or representatives of key shareholders or interest groups, must put aside personal allegiances and act as independent members of the Board, with specific duties and responsibilities to all shareholders and other corporate stakeholders. The duty of all directors is to act honestly and in good faith with a view to the best long-term interests of Westport.

All directors will:

- a. Contribute to fulfilling the responsibilities of the Board as outlined in the Board Charter, considering the long term interests of all shareholders and:
 - (i) declare any conflict that would prevent full commitment to this principle on any particular issue in front of the Board; and
 - (ii) recuse themselves from voting on any such matter in which they have a conflict of interest.
- b. Attend Board meetings, and meetings of committees of the Board (“**Committees**”) of which the director is a member, and the Annual General Meeting. If it is not possible to attend a particular meeting, directors will notify the Board Chair. Directors should strive to attend all meetings of the Board and should attend no less than 80% of the meetings of the Board in the course of a year.
- c. Be sufficiently informed about the current and proposed activities of Westport in order to effectively fulfill their duties and contribute to development of Westport’s business. Directors should strive to be familiar with the complex

business and affairs of Westport and have a solid understanding of the strategic plan and the financial condition of Westport.

- d. Be prepared for the decisions to be made at meetings. Directors need to satisfy themselves that they have sufficient information to enable them to make knowledgeable decisions on the matters coming before the Board. This may include asking questions and interacting with management and other directors before the meeting in order to be prepared for a productive discussion and to make an informed decision. It is the responsibility of each director to ask such questions as may be necessary to reach an informed decision.
- e. Contribute knowledgeably and meaningfully to Board and Committee deliberations, inside and outside of meetings.
- f. Listen carefully and apply his or her skills, experience and knowledge effectively to support management's execution of strategic initiatives.
- g. Ask appropriate questions of management including as needed to encourage discussion of key issues both outside and inside the formal processes of the Board and Committees.
- h. Make him/herself available to management and other directors when needed.
- i. Work effectively and constructively with Board colleagues and with management as a team player with common goals.
- j. Demonstrate integrity and high ethical standards.
- k. Participate in continuous education.
- l. Participate constructively in performance evaluation processes.
- m. Not obtain for themselves, or divert to someone else, any property or business advantage either belonging to Westport, or for which it has been negotiating, or which is otherwise in line with the general business pursuits of Westport.
- n. Not use his or her position as a director to make a profit on any transaction even if it was not open to Westport to participate in the transaction, or use their position to gain directly or indirectly an advantage for themselves or any other person, or cause detriment to Westport.
- o. Maintain confidentiality consistent with Westport's policies and disclosure procedures.
- p. Comply with Westport's insider trading and reporting policies.

2. Chairperson of the Board

The following is the position description adopted by the Board of Westport for the Chairperson of the Board (the "**Board Chair**"). The Board Chair will have the following roles, powers, and responsibilities, except to the extent the Board Chair is not an Independent Director, as such term is defined in the Board Charter, in which case certain of the following roles, powers, and responsibilities will be performed instead by the Lead Director as indicated in the position description for that role.

The Board Chair:

- a. Serves as the “hub” of all Board activity and provides effective Board leadership, overseeing all aspects of its direction and administration and working to ensure that the Board is building a healthy corporate governance culture.
- b. Provides leadership to enhance Board effectiveness and is explicitly accountable for working to ensure that the Board carries out its responsibilities effectively. Some of the factors contributing to Board success that are the responsibility of the Board Chair include:
 - i. Ensuring that the responsibilities of the Board, as outlined in the Board Charter, the charters of the Committees and the position descriptions, are well understood by both the Board and management;
 - ii. Ensuring that the resources available to the Board (in particular timely and relevant information from management, as further described below), the needed professional advisors, and the diverse skills sets brought by the individual directors are adequate to support the Board’s achievement of its mission;
 - iii. Continuously working to facilitate the Board’s culture of working as a cohesive team and providing the leadership essential to achieve this;
 - iv. Ensuring that Board and management interact in a productive fashion to advance Westport’s strategic plan, while respecting the boundaries between their respective areas of responsibility;
 - v. Scheduling Board meetings appropriately across the calendar, including advance notice for major initiatives such as site visits and strategic retreats, and consults with Committee Chairs (and the Lead Director, if applicable) with respect to the setting of appropriate and comprehensive agendas for such meetings such that good decisions are made in a timely fashion in order to fulfill the Board’s duties and responsibilities, and sufficient time is set aside on the agenda for a meeting of the Independent Directors without management or non-Independent Directors;
 - vi. Encouraging all directors to ask questions and express viewpoints during Board meetings and allotting sufficient time during Board meetings for

- serious discussion of agenda items and relevant issues of importance to directors;
- vii. Communicating with directors frequently between meetings in order to effectively draw out concerns and questions of importance to the long-term success of the Board and Westport; and
 - viii. Dealing effectively with dissent and working constructively towards achieving consensus and arriving at decisions, and working to provide appropriate direction and performance feedback to directors who are not contributing effectively.
- c. Works with the Committee Chairs (and Lead Director, if applicable) to build strong and effective Committees that can conduct much of the necessary work for the Board, including effective Committee charters, structure, membership and composition of Committees to ensure effective delivery of the work delegated to such Committees.
 - d. Develops and oversees an effective annual performance review process that regularly examines the effectiveness of the Board and its Committees and the contribution of individual members of the Board.
 - e. Monitors and, working with the Corporate Secretary (and the Lead Director, as applicable) periodically suggests amendments to the position descriptions and Board and Committee Charters for approval by the Board.
 - f. Participates in the orientation of new and continuing education of current directors.
 - g. Retains expert consultants on behalf of the Board when needed.
 - h. Assists the Nominating and Corporate Governance Committee (the "**NCG Committee**") with the senior management succession planning process for the CEO (except where a Lead Director has been appointed, in which case such responsibility shall fall to the Lead Director and the NCG Committee), and works with the CEO to lead the senior officer succession planning process.
 - i. Acts as the hub between the Board and the CEO and management generally in order to ensure that the Board is receiving information from management that is high in quality, in the appropriate quantity, in a timely fashion and in a convenient format. The Board Chair will also consult with the Corporate Secretary to confirm the Board is meeting all regulatory and shareholder expectations.
 - j. Facilitates effective communication between directors and management, both inside and outside of Board meetings.
 - k. Aids the CEO and management to establish comprehensive long-term strategy, annual budgets, short term performance metrics and operational performance

evaluation reviews, to be reviewed and approved by Committees and the full Board as appropriate.

- l. Works: (i) with the Human Resources and Compensation Committee (the "**HRC Committee**") Chair to establish corporate compensation policy for the CEO (for which the HRC Committee has primary responsibility); (ii) with both the HRC Committee Chair and the CEO to establish corporate compensation policy and approve compensation for named executive officers excluding the CEO; and (iii) to establish appropriate compensation policy for non-executive directors.
- m. Consults closely and regularly with the CEO and management with respect to major, transformative transactions as part of the strategic plan.
- n. Together with the CEO, represents Westport to its external stakeholders, such as shareholders, investors, strategic partners, creditors, customers, suppliers, the media, governments and the public generally and, where no Lead Director has been appointed, if requested by major shareholders, ensure that the Board Chair is available for consultation and direct communication with such shareholders.
- o. Together with the CEO, recommends to the Board the appointment of the Corporate Secretary for discussion and approval, and administers the Corporate Secretary's annual performance assessment.
- p. Where no Lead Director has been appointed, consult with other members of the Board on issues of Board independence or dissent, potential conflicts of interest and personal liability matters

3. Lead Director

When the Board Chair is not an Independent Director, as such term is defined in the Board Charter, the Board Charter requires that there be an Independent Director serving in the role of Lead Director who in such circumstances assumes a leadership role in situations requiring independent governance action including a governance crisis or in a conflict of interest situation. The Lead Director is also an independent conduit for shareholders who wish to communicate with the Independent Directors.

When a Lead Director is required, the Lead Director will be appointed by majority vote of the Independent Directors. The Lead Director's performance will be assessed annually through a process led by the NCG Committee and with input from all directors and executive management.

The following position description sets out the specific roles, powers and responsibilities of the Lead Director. The Lead Director will:

- a. Be the Board's leader responsible for the assessment of the contribution of individual members of the Board, and the annual performance assessments of the Board and its Committees, the Board Chair, the CEO, and Committee chairs;
- b. Assume primary responsibility for the independent operation and functioning of the Board, while maintaining a close working relationship with the Board Chair;

- c. Ensure that the boundaries between the Board and management are clearly understood and respected;
- d. Coordinate activities of, and discussions among, the Independent Directors, and serve as liaison between the Independent Directors and the Board Chair;
- e. Have the authority to call meetings of the Independent Directors and approve meeting agendas for such meetings of Independent Directors;
- f. Chair all meetings of the Board at which the Chair is not present, including in-camera sessions of the Independent Directors;
- g. If requested by the Independent Directors, in the course of a transaction or other matter where independence is required, the Lead Director will approve the meeting agenda and information to be provided to the Board with respect to such matter and ensure timeliness, formatting and adequacy of such information, and ensure that there is sufficient time for discussion of the agenda items with respect to such matters;
- h. If requested by major shareholders, ensure that the Lead Director is available for consultation and direct communication with such shareholders;
- i. Assist the NCG Committee with the senior management succession planning process for the CEO;
- j. Retain expert consultants on behalf of the Board if needed; and
- k. Consult with other members of the Board on issues of Board independence or dissent, potential conflicts of interest and personal liability matters.

4. Major Committee Chairs

The Board Charter includes three major Committees:

- NCG Committee
- HRC Committee
- Audit Committee

(collectively, the “**Major Committees**”)

The Audit, NCG, and HRC Committees must be made up entirely of Independent Directors and chaired by Independent Directors with the appropriate experience and leadership skills to fulfill their Board and Committee Charter responsibilities effectively and in a timely manner. Chairs of the Major Committees must be Independent Directors at all times.

Committee Chairs will be nominated by the Board Chair or Lead Director, as applicable, and elected by a majority vote of the Independent Directors, and renewed annually by vote of the Independent Directors after the annual election of directors by shareholders at the Annual

General Meeting. Performance of the Committee Chairs will be appraised annually through a process led by the Board Chair or Lead Director, as applicable.

A majority vote of the Independent Directors may remove or replace a Committee Chair at any time during such Director's term as Committee Chair and in the event of such removal the Board Chair or Lead Director, as applicable, shall nominate a replacement Committee Chair which replacement shall be elected by a majority vote of the Independent Directors. The Chair of each Major Committee will:

- a. Be responsible for all aspects of direction and administration of the applicable Committee in order to fulfill its Charter duties including as set out in any applicable Charter Checklist in a timely and effective manner.
- b. With the Board Chair or Lead Director, as applicable, select appropriate directors to join the Committee and appropriate professional consultants to facilitate the work of the Committee.
- c. Work with Board Chair or Lead Director, as applicable, to conduct regular reviews of the committee Charter, any applicable Charter Checklist, and the activities delegated to the Committee.
- d. Schedule and set the agenda for the applicable Committee meetings in consultation with the Board Chair or Lead Director, as applicable and Committee members, and appropriate members of Management.
- e. Chair all applicable Committee meetings.
- f. Work to ensure that Committee members are receiving written information and are exposed to presentations from management consistent with fulfilling the responsibilities set out in the Charter of the Committee.
- g. Allot sufficient time during Committee meetings to fully discuss agenda items of relevance and importance to directors.
- h. Report the results of each Committee meeting to the next Board meeting and work to ensure that Committee minutes are available to each director.
- i. Regularly communicate with the Board Chair or Lead Director, as applicable and appropriate members of management in fulfilling the Charter of the Committee.
- j. Work with the Board Chair or Lead Director, as applicable, to conduct an annual performance assessment of the Committee and the contribution of individual members to its work.

5. Chief Executive Officer

The CEO:

- a. Manages the business and affairs of Westport within the guidelines established by the Board.
- b. Develops and recommends to the Board for consideration strategies for Westport that the CEO believes will result in the maximization of shareholder value.
- c. Develops and recommends to the Board business plans, operational requirements, organizational structure, staffing and budgets that support such strategies.
- d. Implements said strategies after Board approval and reports to the Board in a timely manner on deviations of such strategies from the parameters established by the Board.
- e. Directs and monitors the activities and resources of Westport consistent with the strategic direction, financial limits and operating objectives adopted by the Board.
- f. Works to ensure, in cooperation with the Board, that Westport has an effective senior management team below the level of the CEO, that the Board has regular exposure to such persons, and that there exists an effective plan of succession and development for the CEO and senior management.
- g. Meets regularly with the Board Chair and other directors to ensure that these responsibilities are being fully complied with and that directors are being provided with information necessary so as to fulfill their responsibilities and statutory obligations.
- h. Together with the Board Chair, serves as the external spokesperson for Westport, including managing relations effectively with stakeholders such as shareholders, investors, strategic partners, creditors, customers, suppliers, the media, governments and the public generally.
- i. Sets the ethical tone for Westport, including directly overseeing the administration and implementation of, and the compliance with, the Westport Code of Conduct.

6. Corporate Secretary

The Corporate Secretary, although not a voting member of the Board, is a critical resource for the effective functioning of the Board and has specific responsibilities and duties on behalf of the Board.

The Corporate Secretary is a full time management position typically fulfilled by the most senior legal officer of the company. He or she will be a key source of advice on the duties and requirements expected of directors and the Board, and the expectations of specific constituents including shareholders, regulators, the stock exchanges as well as contractual obligations to strategic partners and employees.

The Corporate Secretary:

- a. Facilitates the effective functioning of the Board by providing resources, information and communication links among the Board, management and shareholders, with particular emphasis on facilitating the flow of information and legal advice, including updates on new regulations as well as best practices being employed in other similar corporations.
- b. Reports, in his/her capacity as Corporate Secretary, to the Board Chair, who in turn shall be responsible for the Corporate Secretary's performance assessments.
- c. Services all Board meetings, Committee meetings, Annual General Meetings and meetings of shareholders in accordance with any procedures agreed upon by the Board. In fulfilling this function, the Corporate Secretary will prepare and distribute (working with external counsel as appropriate): (i) notices of meetings; (ii) agendas of meetings; (iii) minutes of meetings; (iv) certification of resolutions and details of decisions made; (v) information circulars; (vi) proxy material; (vii) share issuances and transfers; (viii) maintenance of shareholder records and lists (together with Westport's transfer agent); and (ix) any supporting documentation as instructed by directors or required by law. The Corporate Secretary will attend all Board meetings, Committee meetings (where possible), Annual General Meetings and meetings of shareholders and acts as secretary at such meetings or appoints a delegate where appropriate.
- d. Works to ensure proper and timely documentary filings and fulfillment of disclosure requirements to statutory authorities under applicable legislation, working with Westport's external counsel when necessary.
- e. Oversees maintenance of Westport's books and records.