

Nominating and Corporate Governance Committee Charter

Composition

The Nominating and Corporate Governance Committee (the “Committee”) of Westport Innovations Inc. (“Westport”) shall consist of a minimum of three directors, one of whom shall be designated the Chair, as appointed by the Board of Directors (the “Board”). A minimum of a majority of the directors on the Committee shall be outside (non-Management) and independent directors, in accordance with the standards imposed by the Toronto Stock Exchange, the NASDAQ Manual and any applicable statutes, rules and regulations of the Canadian and United States securities regulatory authorities. The Board periodically rotates Committee membership.

Meetings

Committee meetings shall be scheduled between two and three times per year, depending on the circumstances. Additional meetings may be called (subject to required notice) at any time by any member of the Committee or Chair of the Board. A quorum of a majority of the members of the Committee is required for each meeting.

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

Responsibilities

Although the functions listed below are the responsibility of the Committee, the Committee will consult closely with the CEO in fulfilling the following responsibilities:

- (a) assuming general responsibility for developing and monitoring Westport’s approach to governance issues and applicable guidelines, and making recommendations to the Board in this regard for discussion and final approval;
- (b) evaluating whether the Board has in place appropriate structures and procedures to enable it to function with the proper degree of independence from management;
- (c) reviewing the Charter of the Board, revising it from time to time, and making recommendations to the Board in this regard for discussion and final approval;
- (d) reviewing and developing guidelines for the operation of the Board, including Board functions, size and composition, and minimum attendance guidelines;
- (e) recommending and periodically reviewing, for each committee of the Board, its charter, structure, composition, membership, minimum attendance guidelines and functions;
- (f) identifying the required competencies and characteristics of potential directors, developing lists of candidate directors, and making recommendations to the Board in this

regard for discussion and final approval. In developing lists of candidate directors and making recommendations to the Board in this regard the Committee shall have regard primarily to the skills, competencies, experience and additional benefits to the Corporation of the addition of each such candidate director without undue regard being had to such candidate director's shareholdings in the Corporation or relationship with existing directors, officers, affiliates or shareholders of the Corporation;

- (g) organizing and providing an appropriate, formal and comprehensive orientation program and continuing education program for new and current directors respectively;
- (h) performing regular assessments of the Board, committees of the Board and individual directors, and making recommendations to the Board in this regard for discussion and final approval;
- (i) reviewing and initiating discussions on corporate governance issues and policies, including such matters as takeover bids, shareholders rights plans, dual class voting capitalization, proportional voting for director election, conflicts of interest and corporate and business ethics. Special committees may be formed from time to time to focus specifically on one or more of these matters; and
- (j) considering and approving, where appropriate, the engagement of the services of outside experts and advisors at the expense of Westport, when so requested by individual directors, provided that the CEO is given full knowledge of such engagement, unless the provision of such knowledge would be inappropriate in the circumstances.