

## Strategy Committee Charter

### Composition

The Strategy Committee (the “Committee”) of Westport Innovations Inc. (“Westport”) shall consist of a minimum of three directors, one of whom shall be designated the Chair. The Board of Directors (the “Board”) periodically rotates Committee membership.

### Meetings

Committee meetings shall be scheduled a minimum of twice per year. 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 two 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

The Board recognizes that one of its primary tasks is to deal with the strategic direction of Westport and the oversight of Westport’s strategic plan and its implementation. While the nature and extent of the Board’s involvement in strategy will depend on the particular circumstances, the Board has created the Committee to help maintain a cooperative, interactive strategic planning process with management, including the identification and setting of strategic goals and expectations.

It is expected that the Committee will consult closely with management in fulfilling the following responsibilities:

- (a) regularly reviewing, discussing and, when necessary, suggesting revisions to management’s vision;
- (b) establishing procedural guidelines with management for the development of Westport’s strategy and its implementation and clearly identifying the goals and expectations for the Westport strategic planning process;
- (c) requiring the CEO to propose a clearly articulated and well-supported strategy for Westport;
- (d) assisting management in the development of a strategy that will approved by the Board;
- (e) assisting management in assessing whether management has the business plans and financial, operational and human resource requirements necessary to implement its strategy;
- (f) assisting management in the expression of Westport’s strategy and its planned implementation to the Board in a written document;
- (g) providing ongoing critical evaluation of, and accountability for performance within, the approved strategy, financial limits and operating objectives approved by the Board;

- (h) requiring management to provide appropriate knowledge and information, in appropriate detail, consistent with the directors' roles, to enable the directors to make informed decisions on matters coming before the Board;
- (i) overseeing the Board's knowledge of the particular circumstances of Westport's business and the industry in which it is operating in order to provide strategic questioning and input and recognize any critical strategic discontinuities in management's strategic thinking and planning;
- (j) exercising discipline in differentiating the directors' role from management's role in the development and implementation of Westport's strategies;
- (k) understanding, identifying and discussing the key issues, assumptions, risks and opportunities that relate to the development and implementation of appropriate Westport strategies;
- (l) requiring management to include discussion and management of risks and opportunities (including, without limitation, economic, environmental, ethical, financial, leadership, operational, political, reputational, strategic, competitive and technological risks and opportunities) as key components of the strategic planning process; and
- (m) participating and leading an annual strategic planning retreat for the Board and management.