

REVIEWED AND ACCEPTED BY THE BOARD OF DIRECTORS ON JUNE 4, 2021

## 1.0 PURPOSE OF THE CHARTER

This Charter (the "**Charter**") has been adopted by the Board of Directors (the "**Board**") of Westport Fuel Systems Inc. ("**WFS**") to assist the Technology and Product Strategy Committee (the "**Committee**") of WFS in the exercise of its duties and responsibilities.

## 2.0 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 (the "**Independent Directors**"), as that term is defined in the Charter of the Board (the "**Board Charter**"). At least three of the Directors on the Committee shall be Independent Directors. The Committee may also include employee Director members and non-Director appointees as advisors to the Committee, as recommended by the Committee Chair, in consultation with the Chairperson of the Board (the "**Board Chair**") and the Chairperson of the Nominating and Corporate Governance Committee, and approved by the Board.

## 3.0 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 or the Board Chair. A quorum of a majority of the Independent Director members of the Committee is required for each meeting, one of whom must be the Committee Chair, unless he or she has designated another Independent Director member to act as Committee Chair. If a quorum is present at a meeting, a majority of the Independent Director 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 Independent Director 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 WFS or with the secretary of the meeting and made available to all Directors.

## 4.0 ROLE AND RESPONSIBILITIES OF THE COMMITTEE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to WFS's technology and product planning activities in order to inform and support WFS's overall business strategy. The Board has delegated to the Committee the principal responsibilities of: (a) reviewing and monitoring specific industry and other trends that could have a significant impact on WFS's technology, product and overall business strategies; (b) assisting the Board in overseeing WFS's investment in technology and research and development initiatives and providing guidance to WFS's management in this regard; and (c) assessing the scope and quality of WFS's technology strategies, intellectual property and product portfolio and reporting to the Board on how such matters impact the development and implementation of WFS's overall business strategy.

Specifically, the Committee has the following responsibilities:

## **Technology and Product Strategy & Trends, Opportunities and Risks**

- (a) receiving and evaluating reports from management, as and when appropriate, regarding current and evolving technologies, competition, regulation and other industry trends that relate to or may affect WFS's technology and product strategies, and, through the Committee Chair, making recommendations to the Board with respect to WFS's approach to addressing the opportunities and risks arising from such trends and changes;
- (b) reviewing and monitoring WFS's technology and product strategies, and WFS's approach, effectiveness and risk profile regarding its technology and product strategies, including the relationship between such strategies and WFS's overall business strategy, prospects, performance, growth and competitive position. In fulfilling its responsibilities, the Committee will review and consider relevant industry trends that could significantly affect WFS's business and the industries in which it operates;

## **Oversight of Technology Strategies**

- (c) reviewing and assessing WFS's technology strategies, including satisfying itself that WFS's overall approach to technology and intellectual property development and acquisition are aligned with WFS's overall strategic plans, providing guidance to management in this regard and, through the Committee Chair, making recommendations to the Board as needed for discussion and final approval;
- (d) reviewing and assessing WFS's resource planning including approaches to the allocation, deployment, utilization of, and investment in WFS's technology assets;
- (e) overseeing WFS's technology strategies and monitoring the performance of WFS's technology initiatives, including research and development activities, and the effectiveness of such initiatives in relation to its technology strategies and to WFS's overall business strategy;
- (f) reviewing and assessing material transactions aimed at addressing a technological trend, opportunity or gap with respect to WFS's technology position, including through market entry and exit, investments, mergers, acquisitions and divestitures, collaborative efforts, partnerships and joint ventures, or other related transactions, providing guidance to management in this regard and, through the Committee Chair, making recommendations to the Board as appropriate or needed for discussion and final approval;
- (g) reviewing and assessing WFS's research and development initiatives, including the associated budget for WFS and its business segments, and the effectiveness of such initiatives in relation to its technology strategies;
- (h) periodically consult with management regarding WFS's technology related policies, controls, procedures and practices regarding engineering, product safety and distribution activities. The Committee shall additionally be responsible for satisfying itself that management has developed and maintains appropriate programs and policies in this regard, and, through the Committee Chair, the Committee shall make recommendations with respect to such programs and policies to the Board. As part of its oversight over policies, controls, procedures and practices regarding product safety, the Committee shall have the

primary oversight role with respect to the operation and effectiveness of WFS's Product Safety & Compliance Council;

- (i) reviewing and assessing WFS's approach to the management and development of its technical talent supporting its technology and research and development activities and providing guidance to management in this regard;
- (j) providing assistance to the Human Resources and Compensation Committee, as and when appropriate, in setting any corporate strategy, technology, or product performance metrics under the Company's incentive compensation programs and reviewing the performance results;

## **Oversight of Product Portfolio and Pipeline**

- (k) regularly assessing WFS's product portfolio and roadmaps, including product development, cost, risk, performance and alignment with WFS's overall strategic plans and technology strategies and providing guidance to management in this regard;
- (l) monitoring the establishment of, overall direction, performance, competitiveness, value proposition and timing of the product pipeline;
- (m) monitoring and reporting to the Board of emerging gaps in WFS's product portfolio or pipeline that could affect WFS's growth, performance, competitive position or ability to achieve WFS's overall business strategy;

## **Oversight of Performance**

- (n) reviewing and assessing WFS's material investments and initiatives with respect to its technology and product strategies, including reviewing bi-annually the associated budget for WFS and its business segments, the strategic benefits, risks and the timelines for implementation and, through the Committee Chair, making recommendations to the Board as appropriate or needed for discussion and final approval;
- (o) reviewing, monitoring and assessing the scope, quality, direction, investment levels and competitiveness of WFS's technology strategies, including its research and development activities and product pipeline, with regard to WFS's available resources;
- (p) reviewing and monitoring WFS's approach regarding the implementation of measurement and tracking systems to monitor the performance of WFS's technology and product planning activities against WFS's technology strategies;
- (q) report regularly to the Board concerning the activities of the Committee;

## Other Responsibilities

- (r) the Committee shall review and reassess the adequacy of this Charter at least annually and recommend to the Board any amendments or modifications to its Charter that the Committee deems appropriate;
- (s) at least annually, as part of the Board's and its committee self-assessment process, the Committee shall evaluate its own performance and report the results of such evaluation to WFS's Nominating and Corporate Governance Committee; and
- (t) the Committee shall perform any other activities consistent with this Charter, WFS's bylaws, and applicable laws that the Board or Committee determines are necessary or appropriate.

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