
REVIEWED AND ACCEPTED BY THE BOARD OF DIRECTORS ON MARCH 6, 2020

1.0 PURPOSE

The Disclosure Policy ("**Policy**") sets out the disclosure rules, practices and procedures to ensure that communications to the investment community, the media and general public by Westport Fuel Systems Inc. ("WFSI" or the "**Corporation**") are timely, accurate, broadly disseminated and in accordance with legal and regulatory requirements of Canadian and United States securities laws.

In this Policy, "**WFS**" means WFSI and each of its direct and indirect subsidiaries ("**Subsidiaries**") which are not reporting issuers

2.0 SCOPE

This Policy applies to all employees of WFS, its Board of Directors (the "**Board**"), all advisors, and those authorized in writing to speak on its behalf. This Policy covers disclosures in documents filed with the securities regulators and written statements made in WFS's annual and quarterly reports, news releases, letters to shareholders, presentations (both of a business or technical nature), marketing materials, advertisements, and information contained on WFS's website, WFS's social media and other electronic communications. It also extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences, and conference calls.

3.0 NOTICE AND ENFORCEMENT

A violation of the Policy may carry severe consequences both for WFS and the individuals involved. Compliance with this Policy is a condition of office or employment with the Corporation and its subsidiaries. A violation of this Policy may be grounds for discipline, up to and including immediate dismissal. The violation of this Policy may also violate certain securities laws. If it appears that an employee may have violated such securities laws, WFS may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines, criminal charges, and/or imprisonment.

4.0 GUIDELINES

4.1 Definition of Material Information

Information concerning WFS's business and affairs is considered material if it results in or would reasonably be expected to result in a significant change in the market price or value of the common shares of the Corporation. Stated another way, a reasonable investor would consider the information important in making a decision to buy or sell the Corporation's shares. Material information can include positive or negative information about WFS.

Information with respect to, but not limited to, any of the following subjects is the type of information which is often considered to be material information:

- a) WFS revenues or earnings;
- b) Changes in share ownership that may affect control of the Corporation;
- c) Major changes in corporate structure such as reorganizations and amalgamations;

- d) A third party making a "take-over bid" for the Corporation;
- e) The establishment of a program to repurchase securities of the Corporation (i.e. an "issuer bid");
- f) Major corporate acquisitions or dispositions;
- g) Changes in capital structure;
- h) Borrowing a significant amount of funds;
- i) The public or private sale of a significant amount of additional securities of the Corporation;
- j) The loss, delay, or gain of a significant contract, sale, or order, or other important development regarding customers, suppliers, or partners;
- k) Firm evidence of significant increases or decreases in near-term earnings prospects;
- l) Changes in capital investment plans or corporate objectives;
- m) Significant changes in the management and Board of the Corporation;
- n) Significant litigation, either by the Corporation or against the Corporation;
- o) A new product release or a significant development, invention, or discovery;
- p) A major labour dispute or disputes with major contractors, customers, or suppliers;
- q) A change in or dispute with the Corporation's external auditors;
- r) A stock split; or
- s) A default on outstanding debt or preferred stock of the Corporation or a bankruptcy filing.

The above is an illustrative list of examples of items that could be material and is not intended to provide a comprehensive list of circumstances that could give rise to material information. WFS's Finance, Investor Relations, and Legal Departments are responsible for determining the materiality of information and informing the Disclosure Committee (as described below). In the event of any ambiguity as to what constitutes "material information", the Committee should be consulted.

4.2 Responsibilities

The following describes the disclosure responsibilities within WFS:

4.2.1 DISCLOSURE COMMITTEE

WFS's Disclosure Committee ("**Committee**") consists of the Corporation's Chief Executive Officer ("**CEO**"), Chief Financial Officer ("**CFO**"), the Chief Legal Officer ("**CLO**"), the EVP of Transportation, the Corporate Controller, the VP of Sustainability and External Affairs, and Corporate Secretary (or, in the event no individual currently has such title, the individual filling the role typically associated with such title in replacement for such individual). The CFO will act as Chair of the Committee or, if unavailable, the Chair responsibilities will be delegated by the Disclosure Committee. The Committee may include, as a member of the Committee, any additional officers and employees as may be deemed appropriate by the Committee.

The Corporate Secretary or such other person as the Committee shall designate shall serve as secretary to the Committee and shall maintain minutes of all meetings of the Committee. The Committee will meet as conditions dictate and a quorum consists of at least three members of the Committee including at least one of the CEO or CFO. The Committee or its members will ensure that spokespersons have been briefed and informed of all material events to be able to effectively carry out their responsibilities.

Subject to the oversight of the Board, the Committee has the overall responsibility for the implementation and administration of this Policy, including but not limited to the following disclosure practices set forth below:

1. Monitoring the effectiveness of and compliance with this Policy and reporting thereon quarterly to the Corporation's Board and/or any applicable committee of the Board;
2. Reviewing and updating, as appropriate, this Policy on an annual basis in light of evolving circumstances and legal and regulatory requirements. The Committee shall report to the Corporation's Board and/or any applicable committee of the Board any material changes proposed to this Policy.
3. Informing directors of the Board and the appropriate officers and employees about disclosure issues, this Policy, and providing the Disclosure Committee meeting minutes on a quarterly basis;
4. Assessing materiality and approving content and timing of dissemination of public disclosure, or not to disclose, when materiality issues are referred to the Committee;
5. Approving any changes to the designation of spokespersons;
6. Reviewing the Corporation's annual and quarterly disclosure documents before submission to the Board and/or Audit Committee, as applicable;
7. Ensuring that adequate internal processes and disclosure controls are designed and operating effectively to provide assurance on the accuracy and completeness of information disclosed in documents to be filed with securities regulators or stock exchanges, or otherwise publicly disseminated or contained in public oral statements; and
8. Ensuring that when a material public disclosure requires correction, such correction is timely and made under the supervision of the Committee.

The Committee will set benchmarks for a preliminary assessment of materiality, and will determine when developments justify public disclosure. It is essential that the Committee be kept fully apprised of all pending developments that inform materiality involving WFS in order to evaluate and discuss those events, and to determine the appropriateness and timing for public release of information. If it is deemed that the information should temporarily remain confidential, the Committee will, in compliance with applicable regulatory requirements, determine the process upon which such confidential information will be controlled and shall implement trading blackouts or restrictions in accordance with the Trading Policy of the Corporation. The Corporation maintains a disclosure control checklist to ensure the completeness and accuracy of information disseminated through press releases, conference calls and related communication tools.

4.2.2 CORPORATE SPOKESPERSONS

The Corporation's Chair of the Board, CEO, CFO, CLO and VP of Sustainability and External Affairs (or the individual filling such role with an alternate title) are designated as WFS's primary spokespersons. Others within WFS or its operating units may from time to time be designated by a spokesperson to respond to specific inquiries as necessary or appropriate.

It is essential that each spokesperson continue to be fully apprised of all corporate developments in order that he or she be in a position to comment on and discuss those events that may impact the disclosure process, such as the status of any corporate development activities, material operational developments, extraordinary and major transactions, major management changes, financial accounting issues, etc.

4.2.3 DISCLOSURE MONITORING

After public dissemination of an announcement by WFS, media and analyst coverage related to the announcement will be monitored by the Investor Relations Department to ensure accurate reporting. Corrective measures, if and when necessary, will be taken.

4.2.4 ACCIDENTAL DISCLOSURE

If a director, officer, or employee discloses material non-public information to an outside party and is concerned that such disclosure may not have been in accordance with this Policy, such person must immediately notify the Chair of the Committee.

4.2.5 EMPLOYEES

Employees who are not authorized spokespersons must not respond under any circumstances (including on a "no-names" or "off the record" basis) to inquiries from the investment community, customers, suppliers, banks or the media, unless specifically asked to do so by an authorized spokesperson. Employees other than the authorized spokespersons or representatives must refer all general inquiries and calls from the financial community, shareholders, financial media, and calls from government, industry, or general media to the Investor Relations Department.

Directors, officers and employees of WFS should assume that all corporate information is confidential unless told otherwise. All WFS employees are also reminded that they have access to non-public information about WFS and its partners, which must be maintained as confidential.

Employees of WFS must not participate in internet chat rooms, social media channels, and news groups focused on WFS, WFS's partners, or any part of WFS's business unless previously approved by a member of the Committee. Such participation without approval will be considered a violation of WFS's policies on confidentiality, and will be grounds for termination of employment. All employee email addresses are considered, for purposes of this Policy, to be corporate addresses of WFS and all employee correspondence received and sent via email and through electronic means such as, but not limited to, PCs, laptops, tablets, phones, mobile devices, and text applications is considered, for purposes of this Policy, to be corporate correspondence of WFS.

4.3 Principles of Disclosure of Information

In making the disclosure of information either as required under this Policy or which is disclosed on a discretionary basis, the following principles must be followed:

- a) Disclosure must include any information the omission of which would make the rest of the disclosure misleading.
- b) Unfavourable material information must be disclosed as promptly and completely as favourable information.
- c) No selective disclosure. Previously undisclosed material information must not be disclosed to selected individuals (for example, in an interview with an analyst or in a telephone conversation with an investor). If previously undisclosed material information has been inadvertently disclosed to an analyst or any other person not bound by an express confidentiality obligation, such information must be broadly disclosed immediately via news release.
- d) Inaccurate or incomplete disclosures must be corrected immediately if WFS subsequently learns that earlier disclosure by WFS contained a material error at the time it was given.

4.4 Timing of Disclosure and Maintaining Confidentiality

Following the determination that an event that gives rise to material information (as defined by this Policy) will occur or has taken place, the appropriate timing for the release of this information must be determined.

Applicable stock exchange regulatory requirements require that material information about a corporation be disclosed as soon as practicable through broad dissemination of a news release (over one or more major wire services) upon the information becoming known to management or upon it becoming apparent that the information is material. WFS's policy is to disclose material information in the timeliest manner possible.

Part 7 of Canadian National Instrument 51-102 "Continuous Disclosure Obligations" ("**NI 51-102**") requires that where material information constitutes a material change in the affairs of a corporation, the corporation must:

- a) as soon as practicable issue and file a news release that is authorized by a senior officer disclosing the nature and substance of the change; and
- b) file a required report (Form 52-102F3 - Material Change Report) as soon as practicable, and in any event no later than 10 days after the date on which the event giving rise to material information occurs.

Similar requirements exist under U.S. securities laws. It is WFS's policy to disclose material changes and file material change reports in the timeliest manner possible.

Public disclosure may be delayed if the Committee determines that such public disclosure would be "unduly detrimental" to the interests of WFS, in which case the information will be kept confidential temporarily to the extent permitted by law. For example, information regarding discussions or negotiations for an acquisition, merger or significant transaction may present a particularly sensitive timing issue as premature disclosure may affect WFS's negotiating position or ability to complete the transaction. In such a case, WFS's policy is to maintain confidentiality of such corporate information until the discussions are mature enough to warrant them being designated as material information (i.e. until all of the material terms of such transaction have been

definitively agreed). WFS's policy is to limit the number of individuals within WFS who have access to or knowledge of the information, however, all members of the Committee will be informed.

In such a circumstance, the Committee will endeavour to prepare and file a material change report in Form 51-102 F3 marked so as to indicate that it is confidential together with written reasons for non-disclosure. The Committee is required to advise the applicable securities regulatory authorities within 10 days of the date of filing such report, in writing, and every 10 days thereafter if it believes the report should continue to remain confidential. All such communications also must be communicated to the Audit Committee.

4.5 Rumours or Leaks

Until such time as WFS has made appropriate public disclosure, as authorized by the Committee and WFS's Legal Department, no WFS personnel or representatives may comment on or substantively respond to inquiries or rumours concerning, but not limited to the areas below:

- a) prospective developments or transactions involving WFS (including without limitation inquiries or rumours relating to the status of discussions, or WFS's plans, with respect to an acquisition of or by WFS);
- b) developments regarding WFS's products (including without limitation product testing, marketing, and scheduled release dates); or
- c) projections of, or guidance regarding, future financial performance by WFS (including without limitation reaffirmation of any previously provided projections or earnings guidance).

Except where otherwise specifically authorized by the Committee, all authorized spokespersons for WFS will respond to any inquiry or rumour regarding the matters set forth in this Section only with a statement to the effect that it is the policy of WFS: (i) not to comment on or respond to inquiries or rumours concerning prospective corporate developments or transactions; and (ii) to only refer to previous public statements or guidance about future financial performance. An example of an appropriate response statement is: "It is the policy of WFS not to comment on or respond to inquiries or rumours concerning prospective corporate developments or transactions, or future financial performance."

If the rumour is founded in whole or in part, the Corporation will consider whether immediately issuing a news release disclosing the relevant information would be appropriate. If a requirement to make a public statement in response to a rumour is received from a regulatory authority, the decision to make such a public disclosure, and the contents of such disclosure, should be made by the Committee and approved by the Board.

4.6 Forward-Looking Information

Forward-looking information may be provided from time to time to enable the investment community to better evaluate WFS's prospects. WFS may also make statements and respond to inquiries with respect to product development and projected demand or market potential for its products or services. Should any such forward-looking information be deemed to be material, the information will be publicly disclosed in accordance with this Policy. WFS will ensure that such statements are identified as forward-looking. Moreover, all such statements will be accompanied by meaningful cautionary statements identifying important factors, risks and assumptions

that were employed and a reminder that actual results could differ materially from those statements, as required by Part 4A and 4B of NI 51-102, as applicable.

In making oral or written forward-looking statements, the spokespersons and/or document will contain cautionary language and refer their audience to the 'Risks' section in the "Management's Discussion and Analysis" portion of the Corporation's latest annual report or the Annual Information Form, as applicable, which describes the factors that could cause actual results to materially differ.

Financial guidance and other material forward-looking information to be publicly disclosed by WFS, as well as any subsequent confirmation or modification of such financial guidance and material forward-looking information shall be approved by the Committee, the Audit Committee and the Board of WFS.

Except to the extent imposed by law, WFS will not undertake, and will specifically disclaim, any obligation to update any forward-looking information provided by WFS. WFS will not respond, except by means of an appropriate public disclosure, to any inquiries seeking reaffirmation of such information at any date subsequent to the date as of which such information was provided. Statements such as "We are on track to achieve the previously disclosed forward-looking information" are not allowed under this Policy without appropriate public disclosure. An appropriate response would be to confirm the previously disclosed goal and to state that the corporation is pursuing it as per the following example: "Our revenue target for the year as disclosed during our last conference call is \$XX million and the Corporation is focused on it."

4.7 Analyst Reports

4.7.1 DISTRIBUTING OR REFERRING TO ANALYST OR OTHER THIRD-PARTY REPORTS

WFS will not distribute analyst reports to any person outside of WFS. WFS will, however, provide a list of analysts covering the Corporation that will include brokerage firm names and telephone numbers. This summary shall be updated promptly as changes to the information it contains occurs. WFS will also not post on or link analysts' reports on its website.

4.7.2 ANALYST REPORTS AND MODELS

If requested, WFS may review analysts' draft research reports or models solely for the purpose of correcting factual errors of publicly disclosed information. WFS will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with an analyst's model and earnings estimates.

4.8 Employee Trading

Laws prohibit directors, officers, employees, and other individuals who have access to material non-public information affecting a public corporation, from trading the securities of that corporation or advising others of such information, before the information has been publicly disclosed. All readers of this Policy should refer to WFS's Code of Conduct and Trading Policy for further details.

4.9 Dissemination of Other Information

4.9.1 NON-MATERIAL PRESS RELEASES

Where information is not material or does not constitute a "material change" but may nonetheless be of interest to WFS's shareholders or customers, the Corporation may issue a news release without filing a material change report and shall issue such a release where the information would be a "material fact" under the policies of the TSX. This is a routine procedure that consists of drafting a release, circulating it for review by the Corporation's Disclosure Committee and by other WFS officers as appropriate, including those providing a quote, by alerting the relevant exchanges, and disseminating the release through a regulatory-approved wire service.

4.9.2 WEBSITE

WFS will also post news releases on the official WFS internet website, www.wfsinc.com, in addition to its policy of distributing news to those who have requested notification by email and have given WFS required consent. The news release page of the website shall include a notice that advises the reader that the information posted was accurate at the time of posting but may be superseded by subsequent news releases. Corporate information, including annual and quarterly reports, news releases, proxy statements, and annual information forms will, to the extent practicable, appear on WFS's internet website. WFS's internet website is to be updated with news releases within 24 hours of dissemination and the section "Investors" is periodically reviewed throughout the year to ensure that the information it contains is up-to-date and accurate as soon as practicable.

All supplementary non-material information (e.g. corporate presentations, analyst visit presentations) that is available to analysts and other parties but not otherwise publicly distributed will be posted on WFS's internet website as soon as practicable. If the volume of such information makes this impractical, WFS will describe the information on its internet website and provide contact information whereby an investor may contact WFS to obtain a copy of the information or review the information with WFS's spokespersons. WFS will also make available, to the extent possible and reasonable, on its internet website audio transcripts of conference calls, for a one month period, as soon as practicable after they occur.

The entire website should be reviewed regularly by the Investor Relations Department to ensure that the contents are current and accurate. Major revisions to the website shall be reviewed by the Disclosure Committee prior to their inclusion on the website.

4.9.4 CORPORATE AND INDUSTRY INFORMATION

WFS will distribute, on a quarterly basis, the most recent financial statements (or where permitted by regulation, notice of the filing of such financial statements) to its mailing list, including investors, analysts and brokers, among others. In addition, WFS shall maintain an email address database of parties interested in receiving relevant public information on WFS. The Investor Relations Department shall distribute such selected information as it is available.

4.9.5 STATUTORY MAILINGS

As a public corporation, the Corporation is required to distribute certain documents, including its annual and quarterly reports, news releases, proxy statements, and annual information forms, to its registered shareholders and in some cases to its beneficial (indirect) shareholders.

4.10 Conference Calls for Quarterly and Annual Results and Major Developments

The Corporation may conduct quarterly and annual conference calls to discuss the results of each quarter and annual results. The calls will be announced via a news release no later than one week before the call. On the day of the call, and prior to the call's occurrence, the Corporation will issue a press release summarizing the key results and events of the quarter and/or fiscal year, if applicable. In addition, the news release will contain any material forward-looking statements that will be discussed during the conference call. The press release will also provide a link to the relevant MD&A that is concurrently made available on the website.

All conference calls will be open to the public and will be available on a playback number for a 30-day period. The audio playback and a written transcript is expected to be available on WFS's Internet website for a period of at least 30 days after the conference call. The Corporation will only allow analysts to ask questions during the call but if the analyst list of questions is short, the attending members of the Corporation's senior management, at their discretion, may open up the call to any institutional investors.

With respect to periodic conference calls, the following steps will be taken:

- a) advance public notice by news release of the date and time of the conference call, the subject matter of the call and the means of accessing it will be provided by WFS;
- b) a news release will be issued through a widely-circulated news or wire service containing the relevant information to be discussed during the call;
- c) the conference call will be held in an open manner, permitting investors to listen either by telephone or through internet webcasting; and
- d) dial-in and/or web-based replay will be provided by WFS for a reasonable period of time after the conference call.

At the beginning of all conference calls, WFS will provide appropriate cautionary language respecting any forward-looking information, and will direct participants to publicly available documents containing the assumptions, sensitivities, risks, and uncertainties.

The Committee will determine in advance what information is to be disclosed in conference calls or other such meetings with analysts, shareholders, or other market professionals, and will brief those authorized spokespersons in attendance accordingly. No material information concerning the finances or prospects of WFS will be disclosed to analysts, shareholders, or other market professionals (in response to questioning or otherwise) before it has been released through the relative stock exchanges and disclosure process and, at a minimum, to national newswire services. If material information is to be announced at an analyst or shareholder meeting or a press conference, its announcement must be co-ordinated with a general public announcement by a news release.

4.11 Industry Conferences and Investor and Analyst Meetings

As part of WFS's ongoing investor relations activities, the Corporation may conduct meetings with its analysts and institutional shareholders, as well as attend industry conferences. At such conferences and meetings, to

the extent material information is to be discussed, such material information that has been previously disclosed in accordance with this Policy may be discussed. Presentations can be given at industry conferences. For meetings between the Corporation and investors or analysts, the Corporation will make efforts to have two WFS representatives participate to reduce the risk of an inadvertent disclosure of non-disclosed material information.

4.12 Quiet Period Requirements

Each period beginning on the the fifth business day of the month following the end of a quarter first day following the end of each fiscal quarter and each fiscal year, and ending when the earnings for that quarter or year have been disclosed, will be a "Quiet Period". During a Quiet Period, spokespersons must not confirm or provide any forward-looking information relating to expected revenues, net income or profit, earnings per share, expenditure levels, and other information commonly referred to as earnings guidance or comments with respect to the financial results for the current fiscal quarter or fiscal year. The Corporation may discuss previously disclosed information relating to the business and affairs of the Corporation or any of its subsidiaries and generally disclosed forward-looking information during the Quiet Period when the forward-looking information does not constitute undisclosed material information. During a Quiet Period, spokespersons may respond to unsolicited inquiries if these are related to matters that are not considered material information or matters that are considered material information that have previously been generally disclosed.