**Approved by Board of Directors: December 7, 2023**

**Mandate**

In carrying out his or her responsibilities as a member of the board of directors, each director owes a fiduciary duty to Ballard and must ensure that he or she:

A) acts honestly and in good faith with a view to the best interests of Ballard; and  
B) exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**Duties and Responsibilities**

**In carrying out his or her mandate as a director, each director must:**

A) maintain confidentiality of all information which is learned in his or her capacity as a director;  
B) exercise good judgment and act with integrity;  
C) avoid conflicts of interest;  
D) disclose contracts or arrangements in which the director has an interest;  
E) be an available resource to management and the rest of the board;  
F) ensure that Ballard operates according to best practices;  
G) support and encourage legal, ethical and credible business practices;  
H) act and function independently of management; and  
I) be available for communications with the Chairman and/or CEO between meetings;

**To promote the effectiveness of Board and committee meetings, each director must:**

A) prepare for such meetings by reviewing the materials sent out in advance of the meeting;  
B) attend not less than 75% of their total board and committee meetings during their term, unless an acceptable reason for absences is provided; and attend each meeting whenever possible;  
C) be in attendance for the full duration of the meeting, whenever possible;  
D) have acquired adequate information necessary for decision making;
E) participate fully and frankly in deliberations and discussions during the meeting;

F) encourage free and open discussion of the affairs of Ballard by the board members; and;

G) question senior management appropriately regarding strategy, operations and results;

**In order to be able to make well-informed decisions, each director must:**

A) remain knowledgeable about Ballard’s products and industry;

B) develop a thorough understanding of Ballard’s role in the industry and the community;

C) maintain an understanding of the regulatory, business, social and political environments in which Ballard operates;

D) maintain an understanding of current professional development matters affecting public company boards and the role of corporate directors generally; and

E) remain knowledgeable about Ballard’s facilities and visit them when appropriate.