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| <b>Title:</b> People, Corporate Governance & Compensation Committee Mandate |                            |              |

**Approved: March 3, 2020**

The Board has established the People, Corporate Governance & Compensation Committee (the "Committee") to assist the Board in fulfilling its oversight responsibilities regarding certain human resources, corporate governance and compensation matters, including (i) key talent management strategies and practices; (ii) director nominations, Board and committee membership, Board performance evaluation, policies and practices relating to directors, and director compensation; and (iii) matters relating to the Corporation's senior management, including the appointment of the Corporation's senior officers and the Corporation's compensation plans, policies and practices; and (iv) other corporate governance matters.

In this Mandate, the "Corporation" means Ballard Power Systems Inc. and a "director" means a member of the Corporation's board of directors (the "Board"). A "senior officer" means VP-level employees and executive officers of the Corporation. The "CEO" means the President & Chief Executive Officer of the Corporation. Reference to "equity-based compensation" means shares, options and share equivalents (such as performance share units and deferred share units).

**Composition**

- A) The Committee will have a minimum of three members, including the chair of the Committee. Following each annual meeting of shareholders of the Corporation, the Board, upon the recommendation of the Committee, will appoint the members of the Committee, including the Committee chair. Any member may be removed or replaced at any time by the Board and will cease to be a member upon ceasing to be a director of the Corporation. Each member will hold office until the close of the next annual meeting of shareholders of the Corporation or until the member resigns or is replaced, whichever occurs first.

**Meetings**

- A) The Committee will meet at least quarterly and otherwise as necessary. Any member of the Committee may request additional meetings.
- B) Notice of the time and place of each meeting will be given to each member of the Committee either by telephone or other electronic means not less than 1 week before the time of the meeting. Meetings may be held at any time if all Committee members have waived or are deemed to have waived notice of the meeting. A Committee member participating in a meeting will be deemed to have waived notice of the meeting.
- C) The Board Chair will attend meetings of the Committee as an *ex officio* member. The Board Chair will be considered as a Committee member for purposes of establishing quorum and will be entitled to vote on matters considered at the meeting. Unless the Committee chair determines otherwise, any other directors who are not members of the Committee will not be allowed to attend meetings of the Committee.
- D) The CEO, HR senior officer and General Counsel will have direct access to the Committee and any of them may request a meeting of the Committee be called by notifying the chair of the Committee. They will receive notice of every meeting of the Committee and will normally be requested to attend, other than in cases where the Committee wishes to meet in-camera. Other executives or employees of the Corporation will attend at the request of the Committee.

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- E) Meetings will be chaired by the Chair of the Committee, or if the Chair is absent, by a member chosen by the Committee from among themselves.
- F) A majority of Committee members constitute a quorum necessary for the transaction of business at Committee meetings. A quorum once established is maintained even if members of the Committee leave the meeting prior to conclusion.
- G) The Corporate Secretary or his or her nominee will act as Secretary to the Committee.
- H) All decisions made by the Committee may be made at a Committee meeting or evidenced in writing and signed by all Committee members, which will be fully effective as if it had been made or passed at a Committee meeting.
- I) As part of every regularly-scheduled meeting, the Committee will hold in-camera sessions: (1) with the CEO; and (2) of the Committee itself, without management or management directors present; and (3) of the independent members of the Committee, without non-independent directors present. The Committee may also hold other in-camera sessions with such members of management present as the Committee deems appropriate.
- J) The Committee will report to the Board on its meetings and each member of the Board will have access to the minutes of the Committee's meetings.

## **Duties and Responsibilities**

### A) Talent Management and Engagement

In consultation with the CEO, the Committee will:

- (i) provide oversight to the Corporation's talent strategy to ensure that people, processes and practices are aligned with the Corporation's overall strategy and business objectives;
- (ii) review the Corporation's diversity and inclusion programs;
- (iii) review the results arising from the Corporation's annual employee survey to ensure there is sufficient focus on employee engagement and company culture;
- (iv) review the employee value proposition and corresponding key metrics; and
- (v) review the Corporation's succession plans for the CEO, all senior officer positions and other key positions ensuring adequacy of development, retention and contingency plans.

### B) Environmental, Health and Safety

The Committee will:

- (i) review the Corporation's Environmental, Health and Safety (EH&S) performance on regular basis.

### C) Board Size, Nominees and Committees

The Committee will:

- (i) recommend the size of the Board;
- (ii) recommend nominees to stand for election to the Board; and

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- (iii) recommend nominees for Board Chair and committee chairs, and the directors for appointment to each of the Board committees.

D) Board Performance

The Committee will:

- (i) set and monitor minimum attendance guidelines for Board and committee meetings;
- (ii) review and recommend for approval annual Board goals or focus priorities;
- (iii) annually review the Board education plan;
- (iv) determine the process for Board and director evaluation;
- (v) monitor the performance of directors, including the Board Chair; and
- (vi) perform an annual evaluation of director, Board and the Committee's performance.

E) Director Compensation

The Committee will:

- (i) review the adequacy and form of compensation for directors and ensure that such compensation realistically reflects the responsibilities and risks involved; and
- (ii) review and recommend for approval any equity compensation plans, including any amendments thereto, relating to the issuance of equity compensation to directors.

F) Director Succession Planning

As required, the Committee will review and approve succession plans for directors. In fulfilling this responsibility, the Committee will:

- (i) develop and review director qualification standards to ensure that a broad number of skills are present on the Board;
- (ii) develop a procedure for director selection to identify appropriate candidates, as needed; and
- (iii) to the extent required by applicable laws or regulations, ensure that there is a procedure to allow individual shareholders to recommend director nominees to the Committee for consideration.

G) Senior Officers

The Committee will:

- (i) upon the recommendation of the CEO, review and recommend for approval candidates for executive officer positions;
- (ii) upon the recommendation of the CEO, review and approve the performance and remuneration of the senior officers of the Corporation, other than the CEO;
- (iii) set and review senior officer's terms of employment, including share ownership guidelines and monitor compliance; and

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(iv) review executive changes prior to implementation.

H) Senior Officers - CEO

In respect of the CEO, the Committee will also:

- (i) determine and recommend to the Board the remuneration, benefits and terms and conditions of employment of the CEO; and
- (ii) review and annually approve and recommend to the Board the CEO's personal performance goals.

I) Compensation Matters

Annually, the Committee will:

- (i) review the Corporation's compensation approach and alignment with its long-term goals and objectives; and
- (ii) review executive compensation programs and practices.

Annually, the Committee will upon recommendation of the CEO:

- (i) approve and recommend to the Board:
  - a) the corporate multiplier reflecting the Corporation's prior year performance;
  - b) the Corporation's performance bonus plan for the upcoming year;
  - c) performance bonus awards and long term incentive awards to the Corporation's CEO and other senior officers, including any issuances of equity-based compensation;
- (ii) approve performance bonus awards to the Corporation's other employees, and recommend to the Board any issuances of shares of the Corporation in payment of such performance bonuses;
- (iii) approve long term incentive awards to the Corporation's other employees, and recommend to the Board any issuances of equity-based compensation.

The Committee will also review the Corporation's equity-based compensation plans from time to time and recommend to the Board the approval such plans, including any amendments thereto.

J) Corporate Governance Matters

With the assistance of management, the Committee will advise the Board on matters of corporate governance. In fulfilling this responsibility, the Committee will:

- (i) review and recommend the Corporation's top-level corporate governance policies;
- (ii) annually review the mandates for the Board, each Board committee and Board committee chair, and terms of reference for individual directors and recommend to the Board the approval of any changes thereto;
- (iii) advise the Board on issues of conflict of interest for individual directors;

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- (iv) annually review the corporate governance disclosure and disclosure of director and executive remuneration contained in the Corporation's management proxy circular and annual information form; and
- (v) at the request of the Board, consider any other matters which will assist the Board to meet its responsibilities regarding corporate governance matters, including adherence to any governance guidelines or rules established by applicable regulatory authorities.

### **Authority**

- A) The Committee is authorized to request the presence, at any meeting, of senior management, legal counsel, HR advisors or anyone else who could contribute substantively to the subject of the meeting.
- B) The Committee is authorized to appoint, determine the level of remuneration for, oversee and terminate the services provided by consultants. Any consultants engaged by the Corporation at the direction of the Committee will report directly to the Committee and the Chair of the Committee is authorized to execute and deliver on behalf of the Corporation any agreements or other documents relating to the terms of such appointments.
- C) The Committee may form and delegate authority to Committee members or subcommittees.