

Title: Sustainability & Governance Committee Mandate**Approved: December 8, 2022**

The Board has established the Sustainability & Governance Committee (the "Committee") to assist the Board in fulfilling its oversight responsibilities regarding certain environmental, social and governance ("ESG") matters, including (i) developing and implementing the Corporation's corporate governance principles and practices; (ii) overseeing policies and practices relating to ESG and other public policy matters relevant to the Corporation; and (iii) the nomination, assessment and compensation of directors.

In this Mandate:

- "CEO" means the President & Chief Executive Officer of the Corporation;
- "Corporation" means Ballard Power Systems Inc.;
- "CPO" means the Chief People Officer of the Corporation;
- "director" means a member of the Corporation's board of directors (the "Board");

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, CPO 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.
- 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.

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- 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 ResponsibilitiesA) Environmental, Social and Governance

With the assistance of management, the Committee will oversee and make recommendations to the Board concerning the corporate governance structures, policies, practices and procedures of the Corporation, and work with management and external advisors to identify and assess emerging best corporate governance practices. In fulfilling this responsibility, the Committee will:

- (i) review and provide guidance on the development and implementation of policies and practices regarding climate change, greenhouse gas emissions and other pollutants;
- (ii) review and provide guidance on the development and implementation of goals and metrics to measure the Corporation's ESG performance;
- (iii) review the Corporation's Environmental, Health and Safety (EH&S) performance on regular basis;
- (iv) annually review and recommend:
 - a) the Corporation's top-level corporate governance policies; and
 - b) the mandates for the Board, each Board committee and Board committee chair, and terms of reference for individual directors;
- (v) advise the Board on issues of conflict of interest for individual directors;
- (vi) provide oversight of and review the Corporation's material public ESG disclosures, including its annual sustainability reports;
- (vii) approve and recommend to the Board the annual statement of corporate governance practices for inclusion in the Corporation's management proxy circular and annual information form;
- (viii) in consultation with the Audit Committee, review and discuss with management the Corporation's implementation of procedures for identifying, assessing, monitoring and managing corporate governance and sustainability risks related to the Corporation's business; and

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- (ix) at the request of the Board, consider any other matters which will assist the Board to meet its responsibilities regarding corporate governance and sustainability matters, including adherence to any governance guidelines or rules established by applicable regulatory authorities.

B) Board Composition and Succession Planning

The Committee is responsible for assessing the Board's membership needs to align with the Corporation's needs and strategy as well as the Board's succession planning and renewal process. In fulfilling this responsibility, the Committee will:

- (i) recommend the size of the Board;
- (ii) recommend off-cycle appointments and recommend nominees to stand for election at the annual meeting of shareholders, taking into account the Corporation's diversity and inclusion policies and all applicable laws and regulations;
- (iii) recommend nominees for Board Chair and committee chairs, and the directors for appointment to each of the Board committees;
- (iv) maintain a skills matrix listing of desirable industry-specific experience, business expertise and the individual qualifications of directors, to ensure that a broad number of skills are present on the Board and identify any eventual gaps on the Board; and
- (v) review and approve succession plans for directors.

C) 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) review and recommend the annual Board education plan;
- (iv) perform an annual assessment of the effectiveness of the Board as a whole, the Chair of the Board, the Board committees and their respective chairs, and individual directors, including considering the appropriate size and composition of the Board so as to promote effective decision-making;

D) Director Compensation

The Committee will:

- (i) review the compensation of the non-executive directors and of the Chair of the Board, as well as the directors' share ownership requirements; and
- (ii) review and recommend for approval any equity compensation plans, including any amendments thereto, relating to the issuance of equity compensation to directors.

Authority

- A) The Committee is authorized to request the presence, at any meeting, of senior management, legal counsel, advisors or anyone else who could contribute substantively to the subject of the meeting.

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- 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.