

Clients voting in accordance with the SHARE Model Proxy Voting Guidelines withheld votes for nominees Estill, Lazaridis and Richardson based on serious doubts about their fitness for the task of overseeing management and fostering a good governance culture.

At the top of our list of governance concerns about these three nominees is that each of them served on the company's board in years when stock options were backdated. (Backdating occurs when employee options to buy shares are granted at a past (lower) price rather than the current share price. For the optionholder, an option at current price has no realizable value. An option granted with a lower than market price enables the holder to buy shares at that lower price. Backdated options produce an immediate paper profit). Backdating is specifically prohibited by the Toronto Stock Exchange¹. Boards are ultimately responsible for overseeing compensation programs, including stock options. They have a duty to ensure that there is no wrongdoing or serious mismanagement taking place.

The percentage of votes withheld on the election of the three RIM directors with ties to the backdating scandal is significantly higher than the rest of the nominees, and higher than the average withhold margin in director votes at Canadian Composite Index issuers. However, given the magnitude of the very real oversight concerns about nominees Estill, Lazaridis and Richardson, the votes reported show that most of the company's shareholders have a very high tolerance for subpar directors.

¹ Toronto Stock Exchange Company Manual, Section 613(h)

Account Number	Custodian	Ballot Shares	Unavailable Shares	Vote Date	Date Confirmed
B01GAWF0072002C	C42	2601	0	16-Jul-2009	09-Jun-2009
WESTPORT INNOVATIONS INC.					
Security	960908309			Meeting Type	Annual and Special Meeting
Ticker Symbol	WPRT			Meeting Date	16-Jul-2009
ISIN	CA9609083097			Agenda	933115758 - Management
City				Holding Recon Date	03-Jun-2009
Country	Canada			Vote Deadline Date	13-Jul-2009
Item	Proposal	Type	Vote	For/Against Management	
01	ELECT DIRECTORS	Management			
	1 JOHN A. BEAULIEU		For	For	
	2 WARREN J. BAKER		For	For	
	3 H.F. BAUERMEISTER JR.		For	For	
	4 M.A. (JILL) BODKIN		Withheld	Against	
	Comments:	Ms. Bodkin is the CEO of , and sits on the compensation committee. Directors who are chief executives themselves may have conflicts of interest in setting the pay of other chief executives, and thus are not suitable to be members of compensation committees.			
	5 DAVID R. DEMERS		For	For	
	6 J. MICHAEL GALLAGHER		For	For	
	7 DEZSO J. HORVÁTH		For	For	
	8 SARAH LIAO SAU TUNG		Withheld	Against	
	Comments:	Ms. Tung attended fewer than 75% of the board's meetings last year. Although attendance at board meetings is not the sole determinant of a director's performance, poor attendance makes it difficult for a director to fulfill his or her responsibilities to the board.			
	9 ANDREW J. LITTLEFAIR		Withheld	Against	
	Comments:	Mr. Littlefair attended fewer than 75% of the board's meetings last year. Although attendance at board meetings is not the sole determinant of a director's performance, poor attendance makes it difficult for a director to fulfill his or her responsibilities to the board.			
	10 ALBERT MARINGER		For	For	
02	APPOINTMENT OF KPMG LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Management	Withheld	Against	
	Comments-KPMG has been Westport's auditor since 1997. Keeping the same accounting firm as auditor for more than 10 years increases the risk of compromising the independence of their annual audit.				
03	TO APPROVE AMENDMENTS TO THE STOCK OPTION PLAN OF THE CORPORATION	Management	Against	Against	
	Comments-This stock option plan includes directors, an arrangement that has the potential to undermine directors' independence. In addition, the proposed amendments would give the board a considerable amount of discretion over the plan, and thus even more control over their own compensation. This creates too many potential conflicts of interest to be beneficial to shareholders.				
04	TO APPROVE AN AMENDMENT TO THE CORPORATION'S STOCK OPTION PLAN	Management	Against	Against	
	Comments-The proposed increase would raise Westport's overall potential dilution to 10.8%. Dilution rates over 10% are not in shareholders' best interests.				

