

POWER SOLUTIONS INTERNATIONAL, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

A. PURPOSE

The Nominating and Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Power Solutions International, Inc. (the “**Company**”) shall have overall responsibility for, among other matters, considering and making recommendations to the Board on all matters relating to the selection and qualification of directors of the Company and candidates nominated to serve as directors of the Company, as well as other matters relating to the duties of directors of the Company, the operation of the Board and corporate governance.

B. ORGANIZATION

1. **Membership.** The number of the members of the Committee shall be determined by the Board and shall consist of at least three directors. Unless the Company avails itself of the “controlled company” exemptions under the applicable securities exchange standards, each member of the Committee shall meet the independence standards established by the United States Securities and Exchange Commission (the “**SEC**”), if any, and the applicable securities exchange on which the Company’s securities are listed (the “**Exchange**”). It shall be the responsibility of the Board to determine, in its judgment, whether a member is independent of management and free from any relationship or service to the Company that might interfere with his or her exercise or independent judgment in carrying out his or her responsibilities as a Committee member.

The members of the Committee shall be appointed by the Board for one-year terms and shall serve for such term or terms as the Board may determine and until their successors are appointed or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

2. Meetings.

(a) **Frequency.** The Committee shall meet at least two times each year at such times and places as it deems necessary to fulfill its responsibilities.

(b) **Chair.** The Committee shall elect a Chair from among the Committee members only if the Chair has not already been appointed by the Board, and the Chair of the Committee shall preside, when present, at all meetings of the Committee. The Committee may delegate any of its responsibilities to the Chair or to a subcommittee of the Committee to the extent permitted by applicable law.

(c) **Agenda and Notice.** The Chair of the Committee shall establish the meeting dates and the meeting agenda and send proper notice of each Committee meeting to each member

prior to each meeting. The Chair or a majority of the members of the Committee may call a special meeting of the Committee upon at least one day's prior notice to all Committee members.

- (d) **Holding and Recording Meetings.** Committee meetings may be held in person or telephonically, or action may be taken by written consent in accordance with Delaware corporate law and the Company's Certificate of Incorporation and Bylaws. Members of senior management, other directors and/or other persons may attend Committee meetings at the invitation of the Committee and shall provide pertinent information as necessary. However, the Committee shall meet regularly without members of senior management present.
- (e) **Quorum and Voting.** A majority of the members of the Committee shall constitute a quorum. A majority of the Committee members present at any meeting in which a quorum is present may act on behalf of the Committee.
- (f) **Reports and Minutes.** The Committee shall report to the Board at least twice during each fiscal year, and in any event at each regularly scheduled Board meeting that follows a Committee meeting (other than a regularly scheduled Board meeting occurring in conjunction with such Committee meeting), with respect to (1) meetings of the Committee, (2) such other matters as are relevant to the Committee's discharge of its responsibilities, and (3) such recommendations as the Committee may deem appropriate. The Committee shall maintain minutes and other records of meetings and activities of the Committee, as appropriate under Delaware law.

C. **AUTHORITY AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities:

1. Review and recommend any changes to the Company's corporate governance policies and practices and oversee compliance with the requirements therein;
2. Determine the qualifications, qualities, skills, and other expertise required to be a director and to develop criteria to be considered in selecting nominees for independent directors, including nominees recommended by stockholders (the "**Director Criteria**");
3. Identify and recommend director nominees for election or appointment (resulting from vacancies) to the Board in accordance with the Director Criteria and the standards set by the Exchange, and to the extent consistent with applicable legal requirements and Board fiduciary duties, include diverse candidates, including women and minority candidates, in a pool from which the new director nominees are selected;
4. Review requests from directors in advance of accepting an invitation to serve on the board of directors of another for-profit public company, serve on the audit committees of more than three public companies, or engage in significant commitments involving affiliation with other businesses or governmental units;

5. Review requests from executive management in advance of accepting an invitation to serve on the board of directors of another for-profit company;
6. Evaluate the re-nomination and continuing service of incumbent directors, as impacted by factors including retirement, changes in principal employment or primary occupation, conflicts of interest and attendance;
7. Oversee the succession planning of executive management;
8. Periodically review and make recommendations to the Board as appropriate regarding the size, function, structure and operation of the Board;
9. Recommend to the Board the appointment of the members and chair of each committee;
10. Oversee the evaluation of the Board and evaluate performance of the Committee annually;
11. Develop and recommend to the Board for approval standards for determining whether a director has a material relationship with the Company;
12. Review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's Corporate Governance Guidelines, and evaluate and recommend to the Board whether such resignation should be accepted; and
13. Periodically review and report to the Board with regards to matters of corporate responsibility and sustainability performance.

D. OTHER

1. **Committee Authority.** The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to (i) conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate and (ii) obtain advice and assistance from outside legal, accounting, or other advisers when necessary to perform its duties and responsibilities. The Committee shall have the sole authority to establish and approve the terms of engagement, including fees and other terms. In carrying out its duties and responsibilities, the Committee has the authority to seek any information it requires from employees, officers, and directors.
2. **Charter Review and Publication.** The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also cause the then-current Charter to be published on the "Investor Relations" section of the Company's website.

3. **Other Responsibilities.** The Committee also shall undertake such additional activities within the scope of its functions as the Board or the Committee may from time to time determine or as may otherwise be required by applicable law or regulation, the Board or the Company's Bylaws or Certificate of Incorporation.

Adopted by the Board of Directors: March 6, 2020