

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF POWER SOLUTIONS INTERNATIONAL, INC.

MEMBERSHIP

The Nominating and Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Power Solutions International, Inc. (the “**Company**”) shall consist of three directors (the “**Committee Members**”).

The Committee Members shall be appointed by the Board pursuant to this Charter. The Committee Members shall at all times be comprised of a majority of independent directors of the Board in compliance with all applicable laws and stock exchange requirements.

The Committee Members shall be appointed 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 Committee Member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's independent director nominations processes and procedures.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authorities and responsibilities:

To determine the qualifications, qualities, skills, and other expertise required to be an independent director and to develop criteria to be considered in selecting nominees for independent directors (the “**Director Criteria**”).

To select and approve the nominees for independent directors in accordance with the Director Criteria and the standards set by NASDAQ to be submitted to a stockholder vote at any annual or special meeting of stockholders (other than nominees whom a third party has the legal right to nominate).

If a vacancy on the Board and/or any Board committee occurs, in each case with respect to any independent director, to identify, select and approve candidates to fill such vacancy either by election by stockholders or appointment by the Committee.

To 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.

STRUCTURE AND OPERATIONS

The Committee shall meet at least one time a year at such time and places as it deems necessary to fulfill its responsibilities. The Committee shall report to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may establish such other rules for its operation as the members of the Committee determine.

CORPORATE GOVERNANCE

The Committee shall review and report to the Board on a periodic basis with regards to matters of corporate governance (which is defined for this purpose as the relationships of the Board, the stockholders and management in determining the direction and performance of the Company).

The Committee shall review and report to the Board on a periodic basis with regards to matters of corporate responsibility and sustainability performance.