Power Solutions International, Inc.

Code of Business Conduct and Ethics Policy

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A Message from the Chief Executive Officer

Dear Colleagues:

As a leader in the design, engineering, and manufacture of a broad range of advanced, emission-certified engines and power systems, Power Solutions International, Inc. ("PSI" or the "Company") provides integrated turnkey solutions to leading global original equipment manufacturers and end-user customers within the energy, industrial and transportation end markets. The success of PSI is dependent on our reputation in each marketplace. We earn that reputation every day through our display of respect for individuals, honesty, integrity, and leadership by example and by providing world-class products and customer focused services. We all share in the responsibility to protect our reputation by acting according to the highest ethical standards.

Our Code of Business Conduct and Ethics (the "Code") reflects our commitment to the highest ethical standards and who we are as a company. It sets forth our principles for ethical business conduct and serves as a foundation for the various policies, procedures and guidelines referenced throughout the Code. While there is no substitute for sound business and personal judgment, the principles outlined in our Code should serve as a daily reminder of what is expected of me, of you, of everyone at PSI.

Please read the Code carefully. Think about how it applies to you and your role as a valued member of the PSI team. Discuss what it means with your manager and colleagues and reference it often. More importantly, support one another in doing what is right by seeking guidance whenever the right course of action is not clear, and by speaking up candidly and challenging situations that you believe may be wrong. In doing so, you protect the foundation of both our legacy and our promise for the future.

I have made a personal commitment to adhere to the principles and guidelines discussed in our Code and I ask each of you to do the same.

Thank you for your continued commitment to our Company and to the values and principles for which it stands.

Sincerely,
Richard Hu
Chief Executive Officer
Power Solutions International, Inc.

Introduction

Purpose

The Board of Directors of Power Solutions International, Inc. (the "Board") has adopted this Code in effort to ensure that all of the Company's Board directors ("Directors"), officers and employees observe the highest standards of ethics in the conduct of the Company's business avoiding even the appearance of impropriety and conducting themselves with the highest regard and respect for others. We demonstrate ethics by respect for each other, honesty, integrity, leadership by example, open communication, trust, and commitment to comply with the Code. We seek employees who are highly reliable, enjoy their work, are good at what they do and strive to improve, exceed expectations, respect each other and the Company and find the most effective means to achieve our goals. Our objective is to build an innovative and over-achieving company that is highly opportunistic, learns from its failures, takes intelligent chances, delivers on its promises, beats its competitors by out-thinking them, listens to its customers and acts on what is learned.

This Code includes standards and policies that must always be observed by you at the Company. You may have additional requirements because you are responsible for significant decisions affecting the conduct of the Company's business. Furthermore, there are other Company policies and procedures that regulate the conduct of our employees. It is important that you know and understand the policies and standards contained in this Code and those other policies and procedures reflected in other documents with which you may be required to comply, as compliance with all of them is an integral part of the standards of ethical and business conduct, we expect from our employees in the performance of their duties.

It is our policy to conduct our business affairs fairly, free of conflicts of interest and in an ethical and proper manner. Conduct that may raise questions as to the Company's honesty, integrity or reputation, or activities that could cause embarrassment to the Company or damage to its reputation, are prohibited. Any activity, conduct or transaction that could create an appearance of unethical, illegal, or improper business conduct must be avoided.

Individual and Management Responsibility

This Code applies to everyone working with and on behalf of the Company and its subsidiaries, including Directors, employees, temporary agencies, and any company or consultant engaged in providing services to the Company or its subsidiaries. We are each personally responsible for acting within the letter and spirit of the law and to uphold this Code. Supervisory personnel are responsible for ensuring that this Code is understood and enforced within their departments.

The highest possible standards of ethical and business conduct are required of the Company's officers, employees, and Directors in the performance of their corporate responsibilities. It is the responsibility of every officer, employee and Director, and the policy

of the Company to encourage its officers, employees, and Directors to ask questions, seek guidance and report in good faith.

Violations of this Code, other Company policy or compliance program or applicable law, including failure to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including discharge from employment or removal from the Company's Board. This determination will be based upon the facts and circumstances of each particular situation. An employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline.

Reporting Violations

If you know of, reasonably suspect activity or concerns that goes against violation this Code, other Company policy or compliance program or applicable law, you should immediately report the matter to your supervisor or upper-level manager. This includes but is not limited to any questionable accounting, financial reporting or auditing matter or potential concerns of illegal, unethical, or improper conduct such as harassment, bribery, fraud, or unsafe conditions.

However, if you do not feel comfortable reporting the conduct to your supervisor or upper-level manager, or you do not get a satisfactory response, you may contact the Company's Human Resources Department or Legal Department regarding your concerns at:

William A. Buzogany, VP of Human Resources
Email: wbuzogany@psiengines.com

Dorothy Du, General Counsel
Email: ddu@psiengines.com

Additionally, or alternatively, you may report any concern confidentially and anonymously regarding any violation of this Code, other Company policy or compliance program, or applicable law, to a toll-free compliance help line (the "Help Line") to communicate good faith complaints or reports to the Company. Such complaints or reports will be forwarded in a timely manner for the attention of appropriate individuals within our organization, including, as appropriate, the Audit Committee of the Board. The Help Line and other communication options below are operated by a neutral third-party administrator, Convercent.

The Help Line: (800) 461-9330

Internet: www.psiengines.com/convercent

Any affected individual, such as employees, suppliers, customers, and shareholders can communicate complaints anonymously to the Company through the options above. See the company's public website for additional details regarding these options.

If your report concerns the Company's accounting or financial records, financial reporting, internal accounting controls, or auditing matters, you may also write the Chair of the Audit Committee of our Board at:

Frank P. Simpkins
Email: Frank.Simpkins@psiengines.com

Non-Retaliation

We will not tolerate retaliation against any employee who seeks to enforce his or her right to work in an environment free of unlawful discrimination or harassment, or who makes a good faith complaint or report of inappropriate or improper behavior to his or her manager, the Human Resources Department, Internal Audit or Legal Department or the Audit Committee. Retaliation includes taking or threatening to take adverse action against an employee: (i) because he or she made a good faith complaint or report about discrimination, sexual harassment, or a violation of this Code, other Company policy or compliance program: (ii) because he or she participated or assisted in an investigation of an alleged violation of this this Code, other Company policy or compliance program or otherwise sought to enforce his or her rights under any employment law or (iii) unless he or she agrees not to make a report about discrimination, sexual harassment, this Code, other Company policy or compliance program, or participate in an investigation of an alleged violation of this Code, other Company policy or compliance program or tell the truth in such an investigation.

Regardless of how any known or possible concern or violation is reported, the Company prohibits retaliation against an employee who seeks help or reports questionable accounting, financial or auditing matters or possible violations of this Code, other Company policies or compliance programs or of applicable law and no employee will be subject to any form of reprisal for taking any such action based on such employee's reasonable belief or for participating in an investigation into any such matters. Additionally, there are several laws, known commonly as "whistleblower" statutes, which protect an employee from discharge or retaliation for disclosure to an employer or an appropriate governmental agency of, among other things, illegal, unethical, inappropriate, unsafe or hazardous situations.

False Reporting Prohibited

Making a false report with the intention of deceiving others is inconsistent with fair, honest, and ethical behavior in the workplace and it will not be tolerated. Any employee who knowingly makes a false report or any other misleading allegation is in violation of this Code and will be subject to discipline, up to and including termination.

Publication of Code and Other Policies

The most current version of this Code will be provided to all our directors, officers, and employees upon hire as well as during annual certification and is posted on the Company's public webpage.

There are other Company policies that regulate the conduct of our employees, such as our Code of Ethics for Principal and Senior Financial Officers, Related Party Transactions Policy, Record Retention Policy, Weapons Policy, Insider Trading Compliance Policy, and Disclosure and Regulation FD Policy. Compliance with the policies reflected in these documents is an integral part of standards of ethical and business conduct we expect from our employees, officers, and Directors in the performance of their duties. Each of these policies may be found on the Company's public webpage and/or intranet and are available upon request from the Company's Legal Department.

Interpretation

Not all questions or issues can be addressed in this Code. There will be times when officers, Directors and employees may be unsure about how this Code applies. You are encouraged to voice any questions or concerns to your supervisor, upper-level manager, any Company officer, or any member of the Human Resources or Legal Department.

Equal Employment Opportunity Policy

1. Employment Discrimination

We are committed to maintaining a workplace free of discrimination on the basis of any protected characteristic, including race, color, religion, national origin, sex (including pregnancy), sexual orientation, gender identity, age, disability, veteran status or other characteristic protected by law (the "Protected Characteristics"), and will take appropriate measures to prevent and/or stop discrimination of any kind. Employment discrimination occurs when an employee is adversely affected with respect to any term or condition of employment (including hiring, compensation, advancement, discipline, or termination) because of a Protected Characteristic.

2. Reasonable Accommodation

We are committed to providing reasonable accommodation to enable qualified employees with disabilities to perform their essential job functions. Depending on the circumstances, reasonable accommodation may include modifying the work environment, making facilities accessible, restructuring a job, adjusting work schedules, granting leave or other measures. We are also committed to providing reasonable accommodation of an employee's sincere religious observances and beliefs that conflict with normal job requirements. Any employee who believes that he or she needs accommodation based on disability or religion is responsible for bringing the matter to the attention of his or her manager or the Human Resources Department. In the case of disability, the employee may be required

to provide medical documentation establishing the existence of a disability, any job-related restrictions, and the estimated length of time for which accommodation is needed. The Company will keep all medical information confidential to the greatest extent possible in accordance with federal and state law.

3. Sexual and Discriminatory Harassment

We will not tolerate harassment based on any Protected Characteristic, in our workplace, whether by a director, supervisor, manager, fellow employee, agent, customer or supplier and will take appropriate measures to prevent or stop any such harassment that is brought to our attention. Harassment is broadly defined as conduct, whether verbal or physical, that denigrates, insults, or offends a reasonable person or group on the basis of a Protected Characteristic where:

(i) submission to such conduct is made an explicit or implicit term or condition of employment;

(ii) submission to or rejection of such conduct is used as a basis for any employment decision;

(iii) such conduct has the purpose or effect of interfering with an employee's work performance or creating an intimidating, offensive or hostile work environment; or

(iv) the conduct creates a hostile work environment.

If you observe, suspect or experience harassment of any kind by anyone, report it immediately to a supervisor or manager, Human Resources Department, Legal Department, or the Help Line. Any officer, employee or Director found to be responsible for unlawful discrimination or harassment will be subject to disciplinary action up to and including termination or removal from the Board. Any Company officer, vice-president, director, manager, supervisor, or Director who becomes aware of any conduct that may constitute discrimination or harassment and fails to take appropriate action or report the matter, will be subject to disciplinary action up to and including termination or removal from the Board.

4. Workplace Violence

We are committed to providing a safe work environment and will not tolerate any form of violence, including threats or acts of violence, intimidation of others or attempts to instill fear in others. Firearms and other dangerous weapons are not allowed in the workplace. If you observe, suspect or experience violent, threatening, or intimidating behavior by anyone on Company premises, report it immediately to a supervisor, manager, Human Resources Department, the Company's Legal Department, or the Help Line.

5. Alcohol and Drugs

Consistent with our commitment to provide a safe and healthy work environment, being under the influence of alcohol or controlled substances in the workplace is strictly prohibited. It affects job performance, poses serious health and safety risks to the individual under the influence, as well as those who work with him or her. If there is reason to suspect that you may be under the influence, the Company reserves the right to test you for such substances to the maximum extent permitted by law. Unlawful manufacture, distribution, dispensation, possession, or sale of alcohol or controlled substances on Company premises is also strictly prohibited. Any violation of this policy will be subject to disciplinary action up to and including termination.

6. Employee Health and Safety, and the Environment

We are committed to high standards of safety and employee protection. The Company shall comply with all applicable government safety, health, and environmental regulations, and establish systems to provide a safe and healthy workplace. You should be aware of, and follow, Company security procedures, including evacuation plans. You are also responsible for working safely to avoid risk to yourself and your colleagues, identifying and reporting unsafe working conditions or breaches of security and reporting injuries in the workplace.

For further guidance on the Company's Employment Policies, please refer to employer specific manuals/policies applicable to your work location, copies of which may be obtained from the Human Resources Department and the Company website.

Summary Description of Compliance Areas

Compliance areas that most often affect daily Director, officer and employee activities and Company operations are briefly summarized below. The inclusion or exclusion of certain compliance areas from, or the order of the following summary descriptions, should not be viewed as any indication of the importance the Company places on compliance in any particular area. This Code is not intended to supersede or modify any existing policy or procedure of the Company. Our policies and procedures are available from our Legal Department, Human Resources Department, or your manager upon request.

A. Conflicts of Interest

You should avoid situations that create, or appear to create, conflicts between your personal interests and the Company's business. Consequently, you are expected to avoid or, where appropriate, disclose situations that could consciously or unconsciously have an adverse impact on your ability to represent the Company's best interests. In addition to the policies and procedures set forth in this Code, officers and Directors and significant stockholders of the Company must also comply with policies and procedures governing

transactions between related persons and the Company set forth in our Related Party Transactions Policy.

Although it is impossible to describe every circumstance that may give rise to possible conflicts of interest, the following examples will serve as a guide to questionable activity:

1. Financial Interests in Other Businesses

(a) Ownership, by you or a member of your immediate family (that is, your spouse, parents, siblings, whether by blood, marriage or adoption, including mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law, and any person to whom you directly or indirectly contribute financial support or who shares a home with you) of a substantial interest in any third party that has a business relationship with, or is a competitor of, the Company. "Substantial interest" is generally defined as more than 1% ownership of a public company or 5% ownership of a private company or an investment in a private company that exceeds 20% of your annual compensation. Ownership of a "substantial interest," thus defined, is not expressly prohibited, but must be disclosed in writing to the Company's Legal Department so it can be appropriately reviewed. In the process of reviewing any such matter or any other issue arising under this Code, the Company's Legal Department will consult with legal counsel to the extent that it deems necessary and appropriate.

(b) Entering the Company into financial or other contractual commitments with a third party that employs you or a member of your immediate family, or in which you or a member of your family has a Substantial Interest, without prior written disclosure of the relationship with such third party to the Company's Legal Department.

We require that the Company's Legal Department approve in advance your participation in any activity that could involve an actual or potential conflict of interest. Please note that special rules regarding potential related party transactions apply to the Company's officers and Directors (and their family members and other related parties), as set forth in our Related Party Transactions Policy.

2. Relationships with Suppliers and Customers

(a) Arm's-Length Transactions. Transactions with suppliers and customers must be carried out on an arm's-length basis. This means conditions should exist for competitive, willing buyer and willing seller transactions. Decisions should be made on the basis of quality, price, availability and service. All suppliers and customers should be dealt with fairly, honestly, and openly. This policy extends to all services provided to the Company, as well as goods used by the Company. In addition, if a representative of a supplier or customer is a former Company employee or close personal friend, you should disclose this information to your supervisor.

(b) Gifts/Gratuities. You must not solicit or accept, directly or indirectly, any gift of value or preferential treatment from any supplier or customer were doing so may influence or appear to influence your business judgment. Indirect gifts can include gifts to your immediate family members or a charity you support. You may accept business related meals, entertainment,

token gifts or favors from suppliers or customers as part of their ordinary course marketing and business activities; provided that the value involved is not significant and does not indicate in any manner intent to influence normal business relationships with them. Significant value or preferential treatment is something that a reasonable person would find could influence your business judgment. If you are not sure whether a gift/gratuity meets this threshold, you should seek guidance from the Company's Legal Department.

(c) Company-Sponsored Events. There may be occasions where we, as a company, solicit certain items from other persons or organizations in support of special Company sponsored events. In these circumstances, solicitations may only be made in furtherance of the event and for no other reason. All solicitations must be coordinated with the person or persons designated by senior management to be responsible for coordinating the special events.

3. Outside Activities

A conflict of interest may exist if any of your outside activities prevent you from giving the necessary time and effort to your job. A conflict of interest may also exist if a member of your immediate family is employed by one of our suppliers, competitors, or customers. In that circumstance, special care must be taken to respect the loyalty and confidentiality you both owe to your respective employers. To avoid even the appearance of conflict, any such relationship should be disclosed to the Company's Legal Department. Individuals should not be considered for positions that would place them in a conflict-of-interest situation. In addition, any employment or other relationships with a supplier, competitor or customer must be disclosed to the Company's Legal Department.

B. Diversion of Corporate Opportunity

Employees, officers, and Directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. You may not take personal advantage of opportunities that are presented to you or discovered by you as a result of your position with the Company or through use of the Company's property or information, unless authorized by the Company's Legal Department or Human Resources. You cannot use your position with the Company or Company property or information for improper personal gain. You should not take for yourself or divert to another person or company a business or financial opportunity that you know, or could reasonably anticipate, the Company would have an interest in pursuing.

C. Confidential Information

You must not disclose or use for personal gain or benefit or the gain or benefit of others (other than the Company), either during or after your employment or engagement (except where necessary in the proper performance of your duties), any inside or confidential information or trade secrets about the Company and its subsidiaries. We are also responsible for safeguarding confidential information of other companies and our customers that we gain,

whether by agreements with them or otherwise. Examples of confidential information include, but are not limited to, such items as financial data, sales figures for individual products, new product development plans, advertising programs, areas where the Company intends to expand, supplier and customer lists, wage and salary data, capital investment plans, projected earnings, changes in management or policies of the Company, testing data, designs, artwork, concepts, production processes or procedures, research and development, customized software, suppliers' prices, or any plans the Company may have for improving any of its products. A good operating assumption is that if you have not seen a particular piece of information in a press release, SEC filing or other publicly available document, it is likely confidential and should be treated as such.

1. Company Information

The following are general guidelines for safeguarding our trade secrets and confidential information:

(a) treat confidential information on a "need to know" basis within the Company;

(b) in the limited circumstance in which you have a business need to disclose our trade secrets or confidential information to any person outside the Company, such disclosure may only be made following approval from the Company's Legal Department which will generally require that such person execute an appropriate confidentiality agreement; and

(c) you should always guard against inadvertent disclosures, which may arise in either social conversations or in normal business relations with our customers, service providers, former employees, and/or third parties.

The provisions of this Code in no way should be deemed to limit your obligations under any confidentiality, assignment of inventions or other similar agreement you may have entered into with the Company.

2. Other Companies' and Our Customers' Information

We occasionally receive trade secrets or other confidential information from other companies. While you should always be alert to our competitive surroundings and obtain as much information as possible about our competitors, you must do so only in accordance with sound and ethical legal and commercial practices. If you are approached with any offer of confidential information that you believe may have been obtained improperly, you should immediately notify the Company's Legal Department.

3. Protection of Nonpublic Information; Insider Trading

As a company that is subject to SEC regulation, we are subject to extensive security regulation, including the SEC's prohibition against trading in our securities while aware of material non-public information about our company. This prohibition extends to "tipping," or sharing such information with another person who trades in our securities. For more detailed information and specific requirements relating to compliance with the applicable laws and regulations, please refer to our Insider Trading Compliance Policy and our Disclosure and Regulation FD Policy.

4. Required Disclosure

These non-disclosure obligations do not apply to any disclosures required by law (including any protected disclosures made pursuant to applicable "whistleblower" statutes) and cease to apply to any information or knowledge that subsequently comes into the public domain in accordance with approved methods.

D. Free and Fair Competition

1. Supplier and Customer Relationships

It is our policy to treat our suppliers and customers honestly and fairly. Treating our suppliers and customers right is a key to our success and is the responsibility of all of our directors, officers, and employees.

2. Competitor Relationships

We respect the rights of our competitors, and we act fairly toward them in the marketplace. You should strive for competitive advantages through superior marketing, execution, quality, and service, never through unethical or questionable business practices. We do not, and expect that you will not, engage in unfair or illegal trade practices.

E. Free and Fair Competition

We are committed to obeying both the letter and spirit of laws designed to encourage and protect free and fair competition which generally address the following areas: pricing practices (including price discrimination), discounting terms of sale, promotional allowances, rebates, and product bundling, as well as many other practices.

Competition laws also govern, usually quite strictly, relationships between us and our competitors. As a general rule, contacts with competitors should be limited and should always avoid subjects such as prices, other terms and conditions of sale or customers. You may not knowingly make false or misleading statements regarding our competitors or their products

or their customers or suppliers. See "Trade Association Activities" below for additional information regarding communications with our competitors.

You should never enter into an agreement or understanding, written or oral, express, or implied, with any competitor concerning prices, discounts, other terms or conditions of sale, profits or profit margins, costs, rebates, referrals, allocation of product or geographic markets, allocation of customers, or boycotts of customers or suppliers, or even discuss or exchange information on these subjects. In some cases, legitimate joint ventures with competitors may permit exceptions to these rules, but the Company's Legal Department must review all such proposed ventures in advance. These prohibitions are absolute and strict observance is required. Collusion among competitors is illegal and the consequences of a violation are severe. All contracts are required to be reviewed and approved by the Company's Legal Department. Also see the Delegation of Authority ("DoA") for other requirements related to contracts.

F. Protection and Proper Use of Company Assets

1. Books and Records

Federal and state laws require, and it is our policy, that our business records (including expense reports, invoices, supporting documentation and benefit plan information) be prepared accurately, reliably and in a timely manner. It is very important that no director, officer, or employee create or participate in the creation of (or falsification or alteration of) any Company records that are intended to mislead anyone or conceal anything improper.

Company books and records should be maintained in confidence, safeguarded from loss and destruction, where applicable, kept in accordance with generally accepted accounting principles ("GAAP") and the Company's Data Retention Policy, and subjected to internal control and audit procedures. You should always be honest and straightforward when dealing with auditors with respect to the Company's transactions, records, accounts, and financial statements.

2. Time Keeping Records

You are responsible for accurately and honestly recording all time worked in accordance with Company Attendance policies. Intentionally reporting time not actually worked, failing to report time actually worked, or falsifying time records for any reason constitutes time theft. Time theft is a serious violation of this Code and may result in disciplinary action, up to and including termination of employment. For additional requirements regarding recording work time, reporting absences, meal and rest periods, and attendance expectations, please refer to our Attendance Policy.

3. Financial Records

All funds and other assets and all transactions of the Company must be properly documented, fully accounted for, and promptly recorded in conformity with GAAP, our accounting policies, and any applicable regulatory standards to enable the preparation of timely management reports and to meet external and regulatory reporting requirements. Our financial records must accurately reflect all transactions, including any payment of money, transfer of property or furnishing of services.

It must be emphasized that an intention to deceive or defraud is not required to constitute a violation of any of these standards. To ensure compliance with these standards, you are expected to give complete cooperation to our Finance Department and to our independent auditors to enable them to perform their duties effectively. For additional guidance in this area, the Company's principal and senior financial officers should consult our Code of Ethics for Principal and Senior Financial Officers, and they must abide by the policies and procedures set forth therein.

4. Improper Use of Company Assets

No Company property (tangible or intangible) may be sold, loaned, given away, disposed of or used for personal benefit without proper authorization in accordance with the DoA. Unauthorized copying of software, tapes, books, and other documents that are legally protected is prohibited.

Company property must be safeguarded from loss, damage or theft and be in compliance with the Company's Record Retention Policy. Abusing, destroying, damaging, or defacing Company property, or equipment or property of others is prohibited.

5. Information Technology Assets

As a Company officer or employee, you must:

(a) protect computer hardware from loss, theft or damage;

(b) protect computer software and Company data against unauthorized access;

(c) avoid actions that increase the risk of computer viruses;

(d) comply with federal and state copyright laws, which provide copyright owners with exclusive rights against misuse of their proprietary programs, files and databases, including making copies of software for non-back-up purposes;

(e) limit personal use of Company computer hardware and software; and

(f) responsibly use the Company-wide electronic mail system.

Violations can result in civil and criminal penalties against the Company and the person(s) involved.

6. Company Funds

You are responsible for Company funds under your control. Funds should be spent for valid business purposes only at prices representing the best value to the Company. Approval of payment should occur only if these criteria are met. Specific authority limits are established for each department, officer and its employees and various Company contractual commitments and business activities. Please refer to our DoA and discuss these limits with your supervisor to ensure compliance. We will not extend credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any Director or officer.

As a Company officer or employee, you may have responsibility with respect to funds held by the Company in a fiduciary capacity, as well as restricted cash and cash in escrow accounts. You are responsible for safeguarding and maintaining all such funds in accordance with all applicable contractual terms, securitization covenants and regulations.

G. Compliance with Laws, Rules, and Regulations

1. Generally

You must obey all federal, state, and local laws and regulations while conducting business on behalf of the Company. You should not participate in any activity that you reasonably believe is prohibited or illegal, nor should you enter into transactions that would violate any domestic or foreign laws or regulations. In locations where common practice might permit standards less stringent than our own standards or policies, you should follow our ethical standards outlined in this Code. If you have a question as to the legal validity of an action, you should discuss the matter with the Company's Legal Department.

2. Anti-Bribery

In dealing with public officials, other corporations, and private citizens, we firmly adhere to ethical business practices. The U.S. Foreign Corrupt Practices Act ("FCPA") prohibits our Directors, officers, and employees from offering or paying any money or other item of value, directly or indirectly, to any non-U.S. government official, non-U.S. political party or its officials, or candidate for public office, for purposes of improperly obtaining or maintaining business or influencing governmental action favorable to the Company. Such prohibited payments include consulting, broker's, finder's or other fees paid to third parties where there is reason to believe that any part of such fees will be distributed to, or for the benefit of, non-U.S. officials or political parties for those improper objectives.

Certain small facilitation payments, or "grease" payments, to foreign officials may be permissible under the FCPA if customary in the country or locality and intended to secure routine governmental action. Governmental action is "routine" if it is ordinarily and commonly performed by a foreign official and does not involve the exercise of discretion. For instance, "routine" functions would include setting up a telephone line. Although the FCPA makes exceptions for certain facilitating payments, such payments may not be legal in the country in which they are being made. Therefore, any such payments must receive prior written approval from the Company's Legal Department and must be clearly and accurately reported as a business expense.

What can be considered an improper payment isn't limited to the foregoing and may include discounts, services, travel or excessive meal and entertainment expenses. Additionally, gifts should never be given for the purpose of improperly influencing the recipient. Giving gifts that equal more than the amount that would be considered customary courtesies may be deemed an improper payment and a bribe. Bribes are strictly prohibited by law and against our policy. A bribe can expose a person or the Company to criminal penalties. Company payments (regardless of amount) or gifts or entertainment of any value to governmental or regulatory officials or other governmental personnel of any local, state, or federal governmental or regulatory agency or department, as well as to a union official, are not permitted.

We are committed to full compliance with the requirements and spirit of the FCPA, and equivalent anti-bribery laws in non-U.S. jurisdictions. Therefore, payments, discounts, services, gifts, travel, excessive meals, or entertainment regardless of amount, to non-U.S. government officials and personnel to obtain or maintain a business relationship with us are prohibited without prior consultation with the Company's Legal Department.

3. Trade Association Activities

Trade association meetings, when properly conducted, are perfectly lawful. However, these meetings provide opportunities for informal gatherings of competitors and can be a spawning ground for anti-competitive activities. If such gatherings are followed by suspect behavior an inference of an unlawful agreement may arise. For these reasons, if you are present when a discussion begins to stray into a prohibited area, you should immediately state your objection to the discussion. If the discussion continues, the proper course of action is to withdraw conspicuously from the group. Any incident involving the discussion of competitively sensitive topics at a trade association meeting should be reported to the Company's Legal Department immediately.

A trade association may legitimately conduct programs at which information about past average industry prices is compiled and disseminated to its membership. An association may also compile and publish various other kinds of industry statistics. In any case where statistical reporting programs of this kind are undertaken for the first time or where the association is

modifying an existing program, our submission of information to be used in the program must be reviewed and approved by the Company's Legal Department.

In certain cases, trade associations may legitimately undertake the publication of product standards, certification of products, industrial joint research programs, publication of codes of ethics or advertising codes, credit information service, special lobbying programs, sponsorship of discussions of labor relations practices or similar activities. In any such case, our participation in the program must be reviewed and approved in advance by the Company's Legal Department.

4. Government Relations

a) Political Activity

You may participate in political activities, provided that these activities are on your own time, do not interfere with your work and are not done in a context that identifies them with the Company.

b) Political Contributions in the United States

We do not make corporate political contributions. Therefore, no contributions of Company funds will be permitted in connection with any U.S. federal, state, or local election. This prohibition extends to contributions through the performance of services or providing anything of value by a director, officer, or employee as part of their duties for the Company. Certain expenditures of Company funds in connection with proper lobbying activity are permissible, but only upon the express authorization of the Company's Legal Department. Personal political contributions will not be reimbursed. Use of Company facilities or other assets for the benefit of political candidates or parties must both follow all applicable laws and approved in advance by the Company's Legal Department.

5. Government and Regulatory Investigations

It is our policy to fully cooperate with government and regulatory investigations and inquiries. If you become aware of any investigation involving the Company, or you believe that a government or regulatory investigation or inquiry is imminent, this information should be communicated immediately to the Company's Legal Department.

Appropriate handling of government and regulatory investigations is very important. Violations of any of the laws regulating the conduct of our business, including environmental, antitrust, securities, occupational health and safety, tax, and financial laws, can result in both civil and criminal penalties. Civil and criminal penalties may also apply to those individuals within the Company who actually took actions that violated the law or failed to take actions that resulted in a violation of the law.

You should never, under any circumstances, do any of the following:

a) destroy any Company documents in anticipation of, or after receiving, a request for documents from any government or regulatory agency or a court or a Company "Hold Notice";

b) alter any Company documents or records in an attempt to defraud or mislead;

c) lie or make any misleading statements to any governmental or regulatory investigator; or

d) attempt to get anyone else to engage in these prohibited activities.

Documents and records in this context include any material, whether written, electronic or in any other format. Any of the foregoing conduct could subject you to criminal prosecution and cause substantial harm to our business and reputation.

Administration of the Code

This Code is administered by the Company's Legal Department. Unless stated otherwise in this Code, all disclosures required by this Code, requests for interpretation of any provision of this Code, and questions concerning this Code should be submitted to the Company's Legal Department in writing to PSILegal@psiengines.com.

From time to time, you will be required to review this Code and acknowledge in writing your understanding and compliance with this Code. Where disclosure is required, you should update the Company's Legal Department on a regular basis.

This Code is not meant to cover every situation that directors, officers or employees might encounter. This Code highlights key issues and identifies policies and resources to help Directors, officers and employees reach decisions that are in accordance with the Company's commitment to the highest standards of ethics. Nothing in this Code changes or is intended to change at-will employment status. This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. We reserve the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.

Our Responsibilities

Each of us at the Company is responsible for conducting ourselves in a manner that upholds the Company's standards and values. We are all accountable for our business conduct, must obey the laws which apply to our business, and must live up to the standards and values expressed in this Code. Your actions will be reviewed under this Code and applicable laws. If you do not act according to this Code and applicable laws, you may be subject to disciplinary action, including suspension, reduction in salary, demotion, or discharge. We at the Company cannot and will not compromise compliance with this Code or applicable laws to meet financial plans or maximize profits.

In addition to Company disciplinary actions, violations of many provisions of this Code are against the law and may subject a violator and/or the Company to severe penalties, fines and/or other consequences.

You have a responsibility to comply with the procedures set forth in the section of this Code titled "Individual and Management Responsibility" with respect to the prompt notification of the appropriate parties of any violations of this Code. As previously stated, you will not be subject to reprisals for reporting, in good faith, actions you feel violate this Code. We expect you to fully cooperate in any investigation of an alleged violation or other business conduct. Any waiver of this Code for officers or Directors may be made only by our Board and will be promptly disclosed as required by applicable law.

Acknowledgement

I hereby acknowledge that I have read and understand the Power Solutions International, Inc. Code of Business Conduct and Ethics. I hereby agree to comply with and adhere to the policies and standards set forth in the Code of Business Conduct and Ethics at all times during my employment or contractual arrangement with Power Solutions International, Inc. As of the signing of this acknowledgement, I am not aware of any violations of this Code that have not been reported.

_____
Signature

_____
Print Name

_____
Print Title

Date: _____

Revisions and Approvals:

Effective/Revision Date	Revised By	Approved By
03/15/2013	PSI Legal	PSI Senior Management
08/01/2016	PSI Legal	PSI Board of Directors
08/01/2018	PSI Legal	PSI Board of Directors
08/12/2019	PSI Legal	PSI Board of Directors
11/03/2020	PSI Legal	PSI Board of Directors
02/15/2021	PSI Legal	PSI Board of Directors
06/04/2021	PSI Legal	PSI Board of Directors
07/29/2022	PSI Legal	PSI Board of Directors
08/08/2023	PSI Legal	PSI Board of Directors
03/14/2024	PSI Legal	PSI Senior Management
04/30/2025	PSI Legal	PSI Senior Management
08/03/2026	PSI Legal	PSI Board of Directors