

POWER SOLUTIONS INTERNATIONAL, INC.

EXECUTIVE COMMITTEE CHARTER

A. PURPOSE

The purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of Power Solutions International, Inc. (the “Company”) is to exercise the powers and authority of the Board to direct the business and affairs of the Company in intervals between meetings of the Board.

B. ORGANIZATION

1. Membership.

The Committee shall be comprised of three members of the Board of Directors appointed by the Board, which always include the Chairman of the Board. Each member shall serve until his or her successor is duly appointed, or until his or her earlier death, resignation, or removal by the Board. Committee members may be removed at any time by the Board, and vacancies will be filled by the Board.

2. Qualifications.

Each member of the Committee shall possess the highest personal and professional ethics and be committed to representing the long-term interests of the Company, without favoring or advancing the interest of any particular constituency of the Company. The members must be willing to devote sufficient time to carrying out their duties and responsibilities effectively and efficiently.

3. Meetings

- (a) **Frequency.** The Committee shall meet during each fiscal year of the Company as frequently as the circumstances dictate or the Committee otherwise deems appropriate.
- (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 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.
- (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 each regularly scheduled Board meeting that follows a 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 or 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. Provide oversight for the business operation and critical projects of the Company and exercise all powers and authority of the Board, including without limitation the powers and authority enumerated in the Bylaws of the Company, excepting: (a) those matters which are expressly delegated to another committee of the Board; (b) the adoption, amendment or repeal of any Bylaw of the Company; and (c) matters, which, under the General Corporation Law of Delaware, the Company's Certificate of Incorporation or Bylaws cannot be delegated by the Board to a committee of the Board.
2. Subject to the limitations set forth above, the Committee may delegate to the officers and employees of the Company its authority to direct the usual and ordinary business affairs of the Company, or one or more subsidiaries, affiliates, divisions, or departments of the Company. The Committee also may appoint and delegate authority to subcommittees as it deems appropriate.

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. **Funding.** The Company shall provide for appropriate funding, as determined by the Committee, for payment of (1) compensation to any advisers engaged by the Committee whose employment is deemed necessary or appropriate by the Committee to carry out its duties (which advisors the Committee is empowered to engage without further action by the Board), and (2) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee is empowered, without further action by the Board, to cause the Company to pay any such compensation and administrative expenses.
3. **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.
4. **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 29, 2022