POWER SOLUTIONS INTERNATIONAL, INC.

COMPENSATION COMMITTEE CHARTER

Adopted by the Board of Directors: October 15, 2026

A. PURPOSE

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Power Solutions International, Inc. (the "Company") is to (1) review and recommend to the Board approval of corporate goals and objectives relating to compensation and benefits for the chief executive officer ("CEO") and other executive officers of the Company; (2) evaluate the performance of the Company's CEO and other executive officers relative to established goals and objectives and assist the Board in the discharge of its responsibilities relating to compensation for the CEO and other executive officers based on such evaluations; (3) oversee the administration of the Company's incentive compensation plans; (4) review such compensation committee-related disclosure as is required by the Securities and Exchange Commission (the "SEC") to be included in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC; and(5) take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

B. ORGANIZATION

1. Membership. The Committee shall at all times consist of at least two (2) directors appointed by the Board of Directors of the Company (the "Board"). Members of the Committee shall be selected at the first Board meeting after the Company's annual meeting of stockholders, and 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 a majority vote of the Board. Vacancies will be filled by a majority vote of the Board.

Unless the Company avails itself of the "controlled company" exemptions under the applicable securities exchange standards, each member of the Committee shall be an "independent director" within the meaning of the laws, rules and regulations applicable to the Company and, if the Company's securities become listed or quoted on Nasdaq or another national securities exchange, the listing standards of such exchange, as well as within the judgment of the Board pursuant to criteria set forth in the Company's Bylaws and the Corporate Governance Guidelines, as adopted by the Board. The Committee may delegate authority to a subcommittee composed solely of two or more members who qualify as 'non-employee directors' as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, to approve equity-based awards and related transactions intended to be exempt under Rule 16b-3.

2. 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, provided that the Committee meets at least four times during each fiscal year.

(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, Notice and Delegation. 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 and may also delegate its responsibilities relating to determining awards to be granted under the Company's equity-based and incentive compensation plans to such persons as are permitted by applicable law, the terms of the applicable plan and the provisions of any equity award guidelines adopted by the Committee or the Board.

(d) Holding and Recording Meetings. Committee meetings may be held in person, telephonically, or by videoconference 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, and in all cases, the CEO and any such other executive officers shall not be present at meetings at which their compensation or performance is being discussed.

(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. In the event of a tie vote among Committee members present at a meeting where a quorum exists, the Committee Chair shall cast an additional tie-breaking vote to determine the Committee's action.

(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 primary recurring duties and responsibilities of the Committee in carrying out the purposes outlined in Article A shall be the following:

1. Compensation.

(a) CEO and Other Executive Officer Compensation. The Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the CEO, and, in consultation with the CEO, the Company's other executive officers; evaluate the CEO's, or such other executive officers', as applicable, performance in light of those goals and objectives; recommend for approval by the Board the CEO's compensation level based on this evaluation; and approve such other executive officers' compensation levels based on this evaluation.

Compensation subject to approval by the Committee or to review and recommendation to the Board for approval, as applicable, shall include, without limitation, salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment) (subject to Section 1(c) of this Article C); severance arrangements; change-in-control benefits and other forms of compensation. In reviewing and recommending or approving the long-term incentive component of compensation of the CEO and the Company's other executive officers, the Committee shall consider things such as the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs, or other executive officers, as applicable, at comparably situated companies and the awards given to the CEO, or the Company's other executive officers, as applicable, in past years. The Committee shall meet without the presence of executive officers when reviewing or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the review of, or deliberations with respect to, other executive officer compensation.

In making such approvals or recommendations to the Board, the Committee shall endeavor to understand and analyze the full compensation picture, utilizing such tools (e.g., tally sheets, internal pay equity audits and peer group benchmarking) as the Committee deems appropriate. The Committee shall periodically review the effectiveness and competitiveness of the Company's compensation program for its executive officers, and consider such factors when recommending or approving compensation of its executive officers.

(b) Officer Evaluation. In connection with the Committee's review of the performance of the CEO and the Company's other executive officers in light of established goals and objectives, the Committee shall report its conclusions and any recommendations to the Board. In the preparation of such report, the Committee shall consider recommendations submitted to it by Company management, the Board or other committees of the Board.

(c) Agreements with Officers. With respect to the CEO, the Committee shall review, and recommend for approval by the Board, and with respect to the Company's other executive officers, the Committee shall review and approve, all employment, severance and change-in-control agreements.

(d) Equity-Based and Incentive Compensation Plans. The Committee shall periodically review and make recommendations to the Board with respect to the Company's equity-based compensation plans, including, but not limited to, annual cash bonus, stock option, stock incentive and employee stock purchase plans. In addition, the Committee shall administer and determine all awards granted under such equity-based compensation plans. The Committee shall also approve any options and other stock awards made outside of the Company's plans (e.g., as an award to induce an individual to join the Company as an employee), to the extent permitted by applicable law. The Committee shall consider whether the Company should establish an equity awards policy

and/or stock ownership guidelines applicable to executive officers and non-employee directors of the Company, and shall make recommendations to the Board with respect thereto. If the Board establishes an equity awards policy, all grants of options and other stock awards shall be made in accordance therewith. The Committee shall periodically review the Company's equity awards policy, if one has been established by the Board, and recommend any changes to the Board for approval. In addition, if stock ownership guidelines are established by the Board, the Committee

will monitor ownership compliance by the executive officers and non-employee directors to whom such guidelines apply.

(e) Tax Deductibility. The Committee shall oversee Company policies on structuring compensation programs to preserve tax deductibility.

(f) Director Compensation. The Committee shall recommend to the Board the amounts and terms of any cash consideration and/or equity-based or incentive-based compensation, as well as any perquisites, to be provided to non-employee directors of the Company.

(g) Compensation Risk Assessment. In consultation with management, the Committee shall evaluate whether the Company's compensation policies and practices for its employees are reasonably likely to have a material adverse effect on the Company. Such evaluation shall consider compensation policies and practices for the Company's employees, including non-executive officers, as they relate to risk management practices and risk-taking incentives.

(h) Clawback Policy. The Committee shall review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to current and former employees in accordance with applicable law and good governance practices.

(i) Submission to Stockholders. The Committee shall review and recommend to the Board the Company's submissions to stockholders on executive compensation matters, including, to the extent applicable, advisory votes on executive compensation and the frequency of such votes. In addition, the Committee shall consider the results of any such stockholder advisory votes on executive compensation matters and the changes, if any, to the Company's executive compensation policies, practices and plans that may be warranted as a result of any such vote.

2. Disclosure Compliance. If a Compensation Discussion & Analysis ("CD&A") is required to be included in the Company's annual meeting proxy statement or annual report on Form 10-K, the Committee shall review and discuss the CD&A section of such annual meeting proxy statement or annual report on Form 10-K, and the related executive compensation information, with the Company's executive officers and recommend to the Board as to whether the CD&A section should be included in such annual meeting proxy statement or annual report on Form 10-K. The Committee shall also review, if and where necessary in the annual proxy statement of the Company or the Company's annual report on Form 10-K, the report regarding executive compensation described in Item 407(e)(5) of Regulation S-K. In addition, the Committee will review any other compensation committee-related disclosure, in the Company's filings with the SEC or otherwise, required by applicable securities laws, rules and regulations and, if the Company's securities become listed or quoted on Nasdaq or another national securities exchange, the listing standards of such exchange.

3. Third-Party Advisors/Compensation Consultant. The Committee shall exercise the sole authority to select, retain, pay and terminate compensation consultants to assist with the execution of its duties and responsibilities as set forth in this Charter and shall approve the compensation consultants' fees and other retention terms. The Committee shall also obtain advice and assistance as it deems necessary or appropriate from internal or external legal, accounting or other advisors, which may be different from the Company's day-to-day advisors. However, the Committee shall

not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. In appointing or retaining any such consultant, the Committee shall evaluate and consider the independence of any such consultant under any applicable rules of the SEC or, if the Company's securities have become listed or quoted on Nasdaq or another national securities exchange, any applicable listing standards of such exchange. In carrying out its duties, the Committee may retain, or receive advice from, any compensation advisor it prefers.

4. Funding/Access to Records.

(a) Funding. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (1) compensation to any advisers (including any compensation consultants) engaged by the Committee whose employ 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.

(b) Access to Records. The Committee shall have full access to any relevant records of the Company that it deems necessary to carry out its responsibilities. The Committee may request that any officer or other employee of the Company or any advisor to the Company meet with members of the Committee or its advisors, as it deems necessary to carry out its responsibilities.

5. Other Responsibilities.

(a) Committee Authority. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by (i) one or more officers or employees of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented or (ii) legal counsel, independent auditors, compensation consultants, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

(b) Annual Self Evaluation. On an annual basis, the Committee shall evaluate its performance and report on such performance to the Board.

(c) 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.

(d) Other. 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.