POWER SOLUTIONS INTERNATIONAL, INC.

COMPENSATION COMMITTEE

SECTION 16b-3 SUBCOMMITTEE CHARTER

Adopted by the Board of Directors: October 15, 2026

ARTICLE I: PURPOSE

The purpose of the Section 16b-3 Subcommittee (the "Subcommittee") of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Power Solutions International, Inc. (the "Company") is to approve, on behalf of the Committee, certain equity-based and equity-linked compensation transactions involving individuals who are subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in a manner intended to satisfy the exemptive conditions of Rule 16b-3 promulgated under the Exchange Act ("Rule 16b-3").

ARTICLE II: COMPOSITION

Section 2.1. Membership. The Subcommittee shall at all times consist of at least two (2) members of the Committee, each of whom shall qualify as a "Non-Employee Director" as defined in Rule 16b-3(b)(3). The Subcommittee shall be composed solely of Non-Employee Directors.

Section 2.2. Appointment and Removal. Members of the Subcommittee shall be appointed by the Board upon the recommendation of the Committee. Members shall serve until their successors are duly appointed, or until their earlier death, resignation, removal by the Board or disqualification. If at any time a member of the Subcommittee ceases to qualify as a Non-Employee Director under Rule 16b-3, such member shall be deemed to have automatically vacated his or her seat on the Subcommittee, effective immediately.

Section 2.3. Chair. The Board or the Committee shall designate a Chair of the Subcommittee from among its members. In the absence of such designation, the Subcommittee may elect a Chair from among its members. The Chair shall preside at all meetings of the Subcommittee.

ARTICLE III: AUTHORITY AND RESPONSIBILITIES

Section 3.1. Delegated Authority. The Subcommittee shall have full and independent authority, without the need for further approval by the Committee or the Board, to take the following

actions with respect to all participants in the Company's annual incentive award program ("Participants"):

(a) Approve individual equity award agreements, including stock option agreements, restricted stock agreements, restricted stock unit agreements, phantom stock agreements, stock appreciation right agreements and any other equity-based or equity-linked award agreements, pursuant to the Company's equity-based and incentive compensation plans as approved by the Board or stockholders;

(b) Approve the specific terms and conditions of individual awards to Participants, including vesting schedules, performance conditions, forfeiture provisions and payment terms, in each case within the parameters of the applicable plan and any equity award guidelines established by the Committee or the Board;

(c) Approve modifications, amendments or cancellations of outstanding awards held by Participants, provided that any modification that constitutes a repricing or that materially increases the aggregate value of awards available under a plan shall require Board approval;

(d) Approve tax withholding elections and methods for Participants, including elections to satisfy tax withholding obligations through the withholding or surrender of shares;

(e) Approve dispositions of equity securities by Participants to the Company, including share surrenders in connection with the exercise of options or the vesting of awards;

(f) Approve the acceleration of vesting of awards held by Participants in connection with termination of employment, disability, death or other events, to the extent such acceleration is permitted under the applicable plan and any applicable employment or severance agreement; and

(g) Take such other actions as may be necessary or appropriate to ensure that transactions between the Company and Participants involving issuer equity securities satisfy the conditions for exemption under Rule 16b-3(d) and Rule 16b-3(e).

Section 3.2. Reserved Matters. The following matters are not delegated to the Subcommittee and shall remain subject to approval by the full Board (or, where applicable, by the Committee with Board approval):

(a) Approval of the aggregate annual equity award pool, including the total number of shares or share equivalents available for grants in any fiscal year;

(b) Adoption, amendment or termination of any equity-based or incentive compensation plan;

(c) Establishment or material amendment of equity award guidelines or stock ownership guidelines;

(d) Approval of any repricing of outstanding awards;

(e) Determination of the compensation of the Chief Executive Officer and other Executives (as defined in the Company's Delegation of Authority Policy), including base salary, bonus and incentive targets, equity compensation levels, and employment agreements (which shall be recommended by the Committee and approved by the Board); and

(f) Approval of the form and amount of non-employee director compensation (which shall be recommended by the Committee and approved by the Board).

Section 3.3. Consistency with Plans and Policies. All actions taken by the Subcommittee shall be consistent with the terms of the applicable equity-based or incentive compensation plan, any equity award guidelines adopted by the Committee or the Board, and applicable law.

Section 3.4. Independent Authority. The Subcommittee shall have full authority to act independently on all matters within its delegated authority. No action of the Subcommittee within the scope of this Charter shall require ratification or approval by the Committee, the Board or any other body. With respect to matters reserved to the Board under Section 3.2, the Subcommittee may make recommendations to the Committee or the Board.

ARTICLE IV: MEETINGS AND PROCEDURES

Section 4.1. Meetings. The Subcommittee shall meet as frequently as circumstances require to carry out its responsibilities. Meetings may be called by the Chair of the Subcommittee or by any member upon reasonable notice to all other members.

Section 4.2. Quorum. A majority of the members of the Subcommittee, but in no event fewer than two (2) Non-Employee Directors, shall constitute a quorum for the transaction of business.

Section 4.3. Manner of Acting. The Subcommittee may act by a majority vote of its members present at a meeting at which a quorum exists. Members may participate in meetings by conference telephone or other communications equipment by means of which all participants can hear each other, and such participation shall constitute presence in person, in accordance with Section 3.9 of the Company's Bylaws.

Section 4.4. Action by Written Consent. Any action required or permitted to be taken by the Subcommittee may be taken without a meeting if all members of the Subcommittee consent thereto in writing or by electronic transmission, in accordance with Section 3.8 of the Company's Bylaws and the General Corporation Law of the State of Delaware.

Section 4.5. Minutes and Records. The Subcommittee shall maintain minutes of its meetings and records of actions taken by written consent. The Chair of the Subcommittee (or his or her designee) shall report to the Committee at its next regularly scheduled meeting regarding actions taken by the Subcommittee.

ARTICLE V: GENERAL PROVISIONS

Section 5.1. Reliance on Information. In performing their duties, members of the Subcommittee are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by officers or employees of the Company, legal counsel, compensation consultants or other persons as to matters which the members reasonably believe to be within such persons' professional or expert competence.

Section 5.2. Resources and Advisors. The Subcommittee shall have access to the Company's internal resources, including management and the Company's legal, accounting and human resources personnel, as reasonably necessary to carry out its responsibilities. The Subcommittee may request the assistance of the Committee's independent compensation consultant or legal counsel as needed.

Section 5.3. Annual Review. The Subcommittee shall review this Charter annually and recommend any proposed changes to the Committee and the Board for approval.

Section 5.4. Interpretation. This Charter shall be interpreted consistently with Rule 16b-3 and the Company's equity-based and incentive compensation plans. In the event of any conflict between this Charter and Rule 16b-3, Rule 16b-3 shall control.

Section 5.5. Amendment. This Charter may be amended only by the Board upon the recommendation of the Committee.