

**POWER SOLUTIONS INTERNATIONAL, INC.  
STRATEGIC COMMITTEE CHARTER**

**A. PURPOSE**

The purpose of the Strategic Committee (the “Committee”) of the Board of Directors (the “Board”) of Power Solutions International, Inc. (the “Company”) is to assist the Board in carrying out its responsibilities of oversight over the Company’s business strategy, make recommendations to the Board on the Company’s strategic direction and objectives and serve as a liaison between the Board and management.

**B. ORGANIZATION**

**1. Membership.**

The Committee shall be comprised of three members of the Board of Directors appointed by the Board, each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. Each member shall serve until his successor is duly appointed, or until his 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 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 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, 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.

- (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 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. Review and provide feedback on strategic plans and initiatives developed by management, and where appropriate, recommend strategic priorities to the Board.
2. Review and provide input on management's proposed allocation of resources, including financial, human, and other resources to effectively support the Company's strategic objectives;
3. Monitor progress toward strategic goals and report the findings to the Board;
4. Oversee management's processes for identifying, assessing, and mitigating strategic risks;
5. Oversee the Company's communication and stakeholders engagement strategies; and
6. Subject to the limitations set forth above, the Committee may recommend that the Board authorize specific operational delegations to management consistent with the Company's approved strategy. 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) in its discretion investigate strategic matters relevant to its oversight remit and report its findings to the Board, 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: October 14, 2025*