

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-12488

**Powell Industries, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
8550 Mosley Road  
Houston  
Texas  
(Address of principal executive offices)

88-0106100  
(I.R.S. Employer  
Identification No.)

77075-1180  
(Zip Code)

Registrant's telephone number, including area code:  
(713) 944-6900

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	POWL	NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

The aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$1.1 billion as of March 31, 2024, based upon the closing price on the NASDAQ Global Market on that date. The registrant, solely for the purpose of the calculation above, had deemed its board of directors, executive officers, and beneficial owners of 10% or more of the voting shares of its common stock to be affiliates, and deducted their stockholdings in determining the aggregate market value.

At November 18, 2024, there were 12,018,448 outstanding shares of the registrant's common stock, par value \$0.01 per share.

### Documents Incorporated By Reference

Portions of the registrant's definitive proxy statement for the 2024 annual meeting of stockholders to be filed not later than 120 days after September 30, 2024, are incorporated by reference into Part III of this Form 10-K.

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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

*Unless otherwise indicated, all references to “we,” “us,” “our,” “Powell” or “the Company” include Powell Industries, Inc. and its consolidated subsidiaries.*

This Annual Report on Form 10-K (Annual Report) contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). All statements, other than statements of historical fact, included in this report are forward-looking statements. Such forward-looking statements include, but are not limited to, projections and estimates of the timing and success of specific projects and our future backlog, revenues, income, acquisitions, liquidity and capital expenditures, as well as other statements that are not historical facts contained in or incorporated by reference into this report. Statements that contain words such as “believes,” “expects,” “anticipates,” “intends,” “estimates,” “continue,” “should,” “could,” “may,” “plan,” “project,” “predict,” “potential,” “possible,” “would,” “outlook,” “will” or similar expressions are forward-looking statements.

These forward-looking statements speak only as of the date of this report. We disclaim any obligation to update or revise these statements unless required by applicable law, whether as a result of new information, future events or otherwise. We caution you not to unduly rely on them. We have based these forward-looking statements on expectations and assumptions of management at the time the statements were made. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties that could cause actual results to differ materially from those included in this report, most of which are difficult to predict and many of which are beyond our control. These risks, contingencies and uncertainties include, but are not limited to, the potential failure to adequately predict costs (including in connection with our fixed-price contracts) and prevent cost overruns, including the impacts of inflation, potentially disruptive or unanticipated changes in suppliers, the availability of cash on hand and other sources of liquidity to fund our operating expenses and capital expenditures, the impacts of future legislative and regulatory initiatives, electronic, cyber or physical security breaches, and other factors detailed herein and in our other Securities and Exchange Commission (SEC) filings. Additional important risks, uncertainties and other factors are described in “Risk Factors” in Part I. Item 1A of this Annual Report. We can provide no assurance that the forward-looking statements contained in this report will occur as expected, and actual results may differ materially from those included in this report.

Investors should note that we announce material financial information in SEC filings, press releases and public conference calls. Based on guidance from the SEC, we may use the Investors section of our website to communicate with investors. It is possible that the financial and other information posted there could be deemed to be material information. The information on our website is not part of, and is not incorporated to, this Annual Report on Form 10-K.

## PART I

### Item 1. *Business*

#### Overview

Powell Industries, Inc. is a Delaware corporation founded by William E. Powell in 1947. We develop, design, manufacture and service custom-engineered equipment and systems that distribute, control and monitor the flow of electrical energy and provide protection to motors, transformers and other electrically powered equipment. Our major subsidiaries, all of which are wholly owned, include Powell Electrical Systems, Inc.; Powell Canada, Inc.; Powell (UK) Limited; and Powell Industries International, B.V.

We are headquartered in Houston, Texas, and primarily serve the oil and gas and petrochemical markets, the electric utility market, and commercial and other industrial markets. Beyond these major markets, we also provide products and services to the light rail traction power market and other markets that include universities and government entities. We are continuously developing new channels to electrical markets through original equipment manufacturers and distribution market channels.

Our website is [powellind.com](http://powellind.com). We make available, free of charge on or through our website, electronic copies of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as is reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Additionally, all of our reports filed with the SEC are available via their website at [sec.gov](http://sec.gov).

References to Fiscal 2024, Fiscal 2023 and Fiscal 2022 used throughout this Annual Report relate to our fiscal years ended September 30, 2024, 2023 and 2022, respectively.

#### *Products and Services*

Our principal products include integrated power control room substations (PCRs<sup>®</sup>), custom-engineered modules, electrical houses (E-Houses), traditional and arc-resistant distribution switchgear and control gear, medium-voltage circuit breakers, monitoring and control communications systems, motor control centers, switches and bus duct systems. These products are designed for application voltages ranging from 480 volts to 38,000 volts. Our product scope includes designs tested to meet both United States (U.S.) and international standards, under both the American National Standards Institute (ANSI) and International Electrotechnical Commission (IEC). We also provide spare parts, retrofit and refit components for existing systems, and replacement circuit breakers for obsolete switchgear no longer produced by the original manufacturer. Our principal services include field service inspection, installation, commissioning, modification and repair services.

Products and services are principally sold directly to the end user or to an engineering, procurement and construction (EPC) firm on behalf of the end user. Each project is specifically engineered and manufactured to meet the exact specifications and requirements of the individual customer. Powell's expertise is in the design, engineering, manufacturing, project management and integration of assorted systems into a single, custom-engineered deliverable. We market and sell our products and services, which are typically awarded in competitive bid situations, to a wide variety of customers and governmental agencies spanning diverse markets and geographic regions.

Occasionally, our contracts may operate under a consortium or teaming arrangement. Typically, we enter into these arrangements with reputable companies with whom we have previously conducted business. These arrangements are generally made to leverage competitive positioning, or where scale or size dictates the use of such arrangement.

We seek to establish long-term relationships with the end users of our systems as well as EPC firms contracted by those end users. We believe that fostering a culture of safety and focusing on customer satisfaction, along with our strong balance sheet, allows us to capitalize on opportunities in the industries we serve.

Due to the nature and timing of large projects, a significant percentage of our revenues in a given period may result from one specific contract or customer. Contracts often represent large-scale and complex projects with an individual customer. By their nature, these projects are typically non-recurring. Thus, multiple or continuous projects of similar magnitude with the same customer are not predictable. The timing of large project awards may cause material fluctuations in our revenues and gross profits. Additionally, the reduction in business volume from a particular industry or the loss of a major customer could have an adverse effect on our business. From time to time, an individual manufacturing facility may have significant volume from one particular customer that would be material to that facility. If during that time the customer were to experience financial distress, a decline in business or circumstances that would otherwise necessitate a cancellation of a project with us, our revenue could be adversely impacted. In both Fiscal 2024 and Fiscal 2023, no single customer accounted for more than 10% of our consolidated revenues.

### ***Research, Development and Intellectual Property***

Research and development activities are critical to Powell's sustained growth and are focused on both the development of new products and applications and enhancement of our existing product offerings. For example, Powell's expertise in vacuum circuit breaker engineering is internationally recognized, and leveraging this expertise in the development of new products will help us expand into a broader range of application spaces and industry sectors. We are committed to continuous product improvement that will positively impact operational safety and reliability across the markets we serve.

From time to time, we apply for patents on new inventions and designs, but we believe that the growth of our business will depend primarily upon the quality of our products and our relationships with our customers, rather than the extent of our patent protection.

Additionally, we may acquire from time to time intellectual property to expand our product offering and application. For example, in December 2023, we acquired intellectual property for a total consideration of \$0.5 million. Intellectual property not covered by patents (or patent applications) includes trade secrets and other technological know-how that is not patentable or for which we have elected not to seek patent protection, including intellectual property relating to our manufacturing processes and engineering designs. Such unpatented technology, including research, development and engineering technical skills and know-how, as well as unpatented software, is important to our overall business and to the operations of our business. While our intellectual property assets taken together are important, we do not believe our business would be materially affected by the expiration of any particular intellectual property right or termination of any particular intellectual property patent license agreement.

### ***Markets***

While we provide products and services to a wide range of markets where customers need to manage, monitor and control large amounts of electrical energy, demand for our products and services is driven predominantly by the oil and gas, petrochemical, electric utility, and commercial and other industrial markets. The majority of our business is in support of capital investment projects that are highly complex and competitively bid. Our customized systems are designed to meet the specifications of our customers. Each system is designed, engineered and manufactured to the specific requirements of the particular application. We consider our engineering, project management, systems integration and technical support capabilities vital to the success of our business. We strive to develop strong and lasting relationships with our customers and are recognized by many as a preferred service provider to solve our customers' complex electrical distribution needs.

The following table presents our revenue for each market sector by percentage of total revenue for the years ended September 30, 2024, 2023 and 2022:

	<b>2024</b>	<b>2023</b>	<b>2022</b>
Oil and gas (excluding petrochemical)	41%	39%	40%
Petrochemical	18%	13%	13%
Electric utility	19%	23%	23%
Commercial and other industrial	15%	15%	11%
Light rail traction power	2%	4%	8%
All others	5%	6%	5%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

In the oil and gas markets, we serve the upstream, midstream and downstream end markets, including onshore and offshore production, liquefied natural gas (LNG) facilities and terminals, pipelines and refineries. In addition to the traditional crude oil refining and other oil and gas downstream processes, we have recently expanded our end markets into hydrogen production, carbon capture, as well as alternative fuels, such as biofuels and sustainable aviation fuel, in response to the demand for clean energy.

Within the petrochemical market, our primary customers typically are engaged in leveraging hydrocarbon or natural gas feedstocks for the production of petrochemical, or oil- or gas-to-chemical products, including polyethylene, polypropylene, fertilizer, methanol, and related petrochemical applications.

In the electric utility market, we serve both the power generation and distribution end markets. Increasing global electricity demand and the focus on reliable and safe electrical distribution are driving substantial investments in global infrastructure. Aligned with our strategy of end-market diversification, we seek to continue our focus and growth in electrical distribution substations, while also addressing a resurgence of power generation investment in the market.

In the commercial and other industrial markets, our customers operate in commercial construction, data centers, metals and mining, pulp and paper, as well as other industrial applications.

Beyond these major markets, we also provide products and services to the light rail traction power market and other markets that include universities and government entities. We are continuously developing new channels to electrical markets through original equipment manufacturers and distribution market channels.

### ***Competition***

We compete with a small number of multinational competitors that sell to a broad industrial and geographic market, as well as smaller, regional competitors that typically have limited capabilities and scope of supply. We believe that our products and services, integration capabilities, technical and project management acumen, application engineering expertise and specialty contracting experience, together with our financial strength and responsiveness to the needs of our customers, give us a sustainable competitive advantage in our markets. Some of our competitors are significantly larger and have substantially greater global resources such as engineering, manufacturing and marketing. Our principal competitors include ABB, Eaton, Schneider, and Siemens Industries, Inc. The competitive factors used during bid evaluation by our customers vary from project to project and may include technical support and application expertise, engineering and manufacturing capabilities, equipment rating, delivered value, scheduling and price. While projects are typically non-recurring, a significant portion of our business is from repeat customers and many times involves third-party EPC firms hired by the end user and with whom we often have long, established relationships. Ultimately, our competitive position is dependent upon our ability to provide quality custom-engineered products, services and systems on a timely basis at a competitive price.

### ***Backlog***

Backlog represents management's estimate of the remaining unsatisfied performance obligation from work to be performed on our firm orders under uncompleted contracts and customer purchase orders, including approved change orders as well as new contractual agreements on which work has not begun. Our backlog will be recognized as revenue as we complete the remaining performance obligations. Our backlog does not include service and maintenance-type contracts for which we have the right to invoice as services are performed. Typically, our contracts may have an early termination for convenience clause at the discretion of our customers; however, most of these contracts typically provide for the reimbursement of our costs incurred and a reasonable margin in the event of such early termination. Our methodology for determining backlog may not be comparable to the methodology used by other companies.

Our backlog at September 30, 2024 was \$1.3 billion. We anticipate that approximately \$849 million of Fiscal 2024 ending backlog will be recognized as revenue during our fiscal year ending September 30, 2025. Backlog may not be indicative of future operating results as orders may be cancelled or modified by our customers and may not be indicative of continuing revenue performance over future fiscal quarters.

### ***Raw Materials***

The principal raw materials used in our operations include steel, copper and aluminum, as well as various engineered electrical components. Material costs represented 47% of revenues in Fiscal 2024, 49% of revenues in Fiscal 2023, and 51% of revenues in Fiscal 2022. Unanticipated changes in material requirements, market conditions and disruptions in the supply chain or price increases could impact production costs and affect our consolidated results of operations.

The equipment and materials that we use in our business are subject to availability and price fluctuations due to customer demand, producer capacity and market conditions. Uncertainty and fluctuating global demand have led to significant volatility across commodity markets. We have experienced supply chain disruptions driven predominately by availability and cost volatility across our raw materials, engineered components and labor force. As our procurement function seeks to address specific supply chain challenges, we are working closely with our suppliers to meet our customer commitments. While we have experienced, and may continue to experience, issues related to increased lead times for the purchase and delivery of key raw materials or components, we continue to monitor the availability (including transportation) and price of components and raw materials on a regular basis, as well as any potential impact on our operations. In response to the increased cost environment and supply chain challenges, we strive to effectively manage our product pricing, delivery schedules and bid validity dates with our customers, as well as improve factory efficiencies and project execution. While the cost outlook for commodities used in the production of our products is not certain, we believe we can manage this volatility through contract pricing adjustments, with material-cost predictive estimating, hedging and by actively pursuing internal cost reduction efforts.

Our supply base for certain key components and raw materials is limited. Many of our products require raw materials and components supplied by a limited number of suppliers, and in some instances, a single supplier. Changes in our design to accommodate similar components from other suppliers could be implemented to resolve a supply problem related to a sole-sourced component. Supply problems could result in delays in our ability to meet commitments to our customers and potentially result in liquidated damages assessed by our customers. We believe that sources of supply for raw materials and components are generally sufficient, and we do not believe a temporary shortage of materials will cause any significant adverse impact to our business and results of operations in the future.

### ***Human Capital***

At September 30, 2024, we had 2,748 full-time employees and 439 contract employees located primarily in the United States, Canada and the United Kingdom (U.K.). Our employees are not represented by unions, and we maintain good relationships with our employees. Periodically, we find it challenging to source qualified personnel in certain geographic areas due to increased construction or economic activity. We continue to monitor our demand for skilled and unskilled labor and provide training and competitive compensation packages in an effort to attract and retain skilled employees. A decline in our employee relations, labor shortages or increased labor costs could impair our ability to maintain our business, meet customer commitments or grow our revenues, and may adversely impact our business and results of operations.

Our top human capital priorities include the well-being, health and safety, and retention of our employees, as well as enhanced learning and leadership training opportunities, workplace safety, internal promotion and key employee retention. We emphasize a culture of safety that runs throughout the Company. We establish annual goals and monthly operating metrics and, as a result, had a safety incident rate of 0.74 for Fiscal Year 2024, which is below the industry average, according to the U.S. Bureau of Labor Statistics. We believe that the eight-year average tenure of our employees is a reflection of our inclusive and supportive culture, focused efforts on internal promotion, key employee retention and succession planning. Our annual Organizational Capabilities Review is focused on succession planning within our organization and is reviewed annually by our Board of Directors. We measure our success based on the percentage of internal promotions to key positions and our ability to attract and retain key employees.

### ***Seasonality***

Our operations are not generally affected by seasonality. However, weather and natural phenomena can temporarily impact the performance of our operations. Furthermore, quarterly operating results may fluctuate in our first fiscal quarter due to the reduction in the number of workdays related to the number of holidays and paid time off that is taken in that fiscal quarter.

### ***Government Regulations***

We are subject to various government regulations in the U.S. as well as various international locations where we operate. These regulations cover diverse areas including environmental compliance, import and export controls, economic sanctions, data and privacy protection, transfer pricing rules, anti-bribery, anti-trafficking and anti-trust provisions. Our policies mandate compliance with applicable laws and regulations administered by various state, federal and international agencies, and are designed to promote and encourage ethical practices in our everyday operations. We have established a multi-faceted compliance program that includes educating employees and leadership, performing risk-based due diligence and evaluating our supplier base. We believe that the compliance cost associated with these governmental regulations will not have a material impact on our capital expenditures, results of operations or competitive position.



## **Item 1A. Risk Factors**

Our business is subject to a variety of risks and uncertainties, including, but not limited to, the risks and uncertainties described below. If any of the following risks occur, the business's financial condition, cash flows, liquidity and results of operations may be negatively impacted, and we may not be able to achieve our quarterly, annual or long-range plans. Additional risks and uncertainties not known to us or not described below may also negatively impact our business and results of operations. This Annual Report also includes statements reflecting assumptions, expectations, projections, intentions or beliefs about future events that are intended as "forward-looking statements" under the Private Securities Litigation Reform Act of 1995 and should be read in conjunction with the discussion under "Forward-Looking Statements" above.

### **Risk Factors Related to our Business and Industry**

***Our business is subject to the cyclical nature of the end markets that we serve. This cyclicity has had, and may continue to have, an adverse effect on our operating results.***

The end markets that we serve have historically been cyclical and will continue to be vulnerable to general downturns, which in turn could materially and adversely affect the demand for our products and services. Our customer projects, budgets for capital expenditures and the need for our services have in the past, and may in the future, be adversely affected by, among other things, the price of oil and gas, poor economic conditions, commodity prices, political uncertainties, cost of capital, and currency fluctuations. These variables may impact the number or the amount of new awards, delays in the timing of awards or potential cancellation of projects. Changes in product mix or services can have a significant impact on our gross margins on a quarterly and annual basis. The uncertainty of our contract award timing is outside of our control and can also present difficulties in matching workforce size with contract requirements. In some cases, we bear and maintain the cost of a ready workforce that may be larger than necessary in anticipation of future workforce needs. If an expected contract is delayed or not received, we may incur additional costs in staff or facility redundancy that could have an adverse impact on our business, financial condition and results of operations.

***Our industry is highly competitive.***

Some of our competitors are significantly larger and have substantially greater global resources such as engineering, manufacturing and marketing resources, and at various times, may be our customer or supplier on any given project. Competition in the industry depends on a number of factors, including the number of projects available, technical ability, production capacity, production lead times, location and the ability to win projects we bid. Certain of our competitors may have lower cost structures or a more favorable geographic footprint and may, therefore, be able to provide their products or services at lower prices. Similarly, we cannot be certain that we will be able to maintain or enhance our competitive position within our industry, maintain our customer base at current levels, increase our customer base or continue to provide technologically superior products at a competitive price. New companies may enter the markets in which we compete, or industry consolidation may occur, further increasing competition in our markets. Our failure to compete effectively and secure projects could adversely affect future revenues and could have an adverse impact on our business and results of operations.

***Our backlog is subject to unexpected adjustments, cancellations and scope reductions and, therefore, may not be a reliable indicator of our future earnings.***

We have a backlog of uncompleted contracts. Backlog represents management's best estimate of the remaining performance obligation from work to be performed on our firm orders under uncompleted contracts and customer purchase orders, including approved change orders as well as new contractual agreements on which work has not begun. From time to time, projects are cancelled, delayed or modified due to customer, industry or macroeconomic conditions. While we may be reimbursed for certain costs, we may not have a contractual right to the total revenue reflected in our backlog. The ultimate realization of the future revenue in our backlog is based upon our ability to complete the contracted projects, and we cannot control all of the various factors that might impact the timely delivery of our projects to our customers. We may be unable to recover certain costs on our anticipated margin, and cancelled or suspended projects may also result in additional unrecoverable costs due to the underutilization of our assets and personnel. Accordingly, our inability to realize the full amount of our contract backlog may have an adverse impact on our business and results of operations.

***Failure to place competitive bids and adequately project costs may result in losses on our fixed-price contracts with customers.***

Our products and services are typically awarded in competitive bid situations. When placing bids, we may fail to adequately project costs for our customers' projects, which may lead to us winning a bid that does not adequately compensate us for our costs. Such failure could adversely impact our results of operations. Factors that could impact our ability to adequately project costs for our bids include, but are not limited to: the impacts of inflation; labor shortage; delays incurred by the failure of third-party suppliers to deliver in the quality or quantity required; unanticipated technical problems, including design or engineering issues. Additionally, we bear the risk of cost overruns and delays in most of our contracts and, as a result, if we fail to adequately manage such cost overruns or delays, our results of operations and our business may be adversely impacted.

***Supplier concentration and limited supplier capacity may adversely impact our business and results of operations.***

We rely on a limited number of suppliers for certain of our components and raw materials and, in some instances, a single supplier. Switching suppliers can be costly and disruptive to business operations. If one or more of our suppliers or subcontractors experiences difficulties that result in a reduction, delay or interruption in supply to us, or they fail to meet our manufacturing requirements, our business could be adversely impacted, and we may incur liquidated damages until we are able to secure alternative sources. Our suppliers may experience and some of our suppliers have experienced financial difficulties, delivery delays and other performance problems, which may cause us to incur additional costs or be unable to meet commitments to our customers. The time and effort associated with the selection and qualification of a new supplier and changes in our design and testing to accommodate similar components from other suppliers could be significant. In any such event, we may not be able to contract for and receive suitable alternative supply or manufacturing abilities in a timely manner for our customers, if at all, which may impair our ability to meet scheduled deliveries of our products to customers and adversely impact our business and results of operations.

***Our business requires skilled and unskilled labor, and we may be unable to attract and retain qualified employees.***

Our ability to maintain our productivity at competitive levels may be limited by our ability to employ, compensate, train and retain personnel necessary to meet our requirements. We face competition within and outside of our markets for qualified personnel across all of our workforce. We may experience shortages of qualified personnel such as engineers, project managers, supervisors, office personnel and select skilled trades. We cannot be certain that we will be able to maintain an adequate skilled or unskilled labor force or key technical personnel necessary to operate efficiently and to support our growth strategy and operations. We cannot be certain that our labor costs will not increase as a result of a shortage in the supply of skilled, unskilled and technical personnel or any governmental regulations. Labor shortages or increased labor costs could impair our ability to maintain our business, meet customer commitments or grow our revenues, and could adversely impact our business and results of operations.

***Revenues recognized over time from our fixed-price contracts could result in volatility in our results of operations.***

As discussed in "Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Estimates" and in the Notes to Consolidated Financial Statements included elsewhere in this Annual Report, the majority of our revenues are recognized over time. Since revenue is recognized as work is performed and as costs are incurred, the determination of the revenue recognized requires the use of estimates of costs to be incurred for the performance of the contract. Estimates of revenue and of costs to complete are adjusted based on ongoing reviews of estimated contract performance, and previously recorded estimates of revenues and costs are adjusted as the project progresses and circumstances change. The timing of the costs incurred may lead to fluctuations in revenue recognized on a quarterly and annual basis, which could have an adverse impact on our business and our results of operations. While the cost estimation process is based upon the professional knowledge and experience of our management teams, engineers, project managers and financial professionals, we may fail to adequately estimate our costs or revenue (or, we may fail to adequately adjust previously recorded estimates of revenue and costs). Such failure could result in additional changes to our revenue and cost estimates which could have an adverse impact on our results of operations.

***We are exposed to risks relating to the use of subcontractors.***

We hire subcontractors to perform work on some projects and may depend on third-party labor suppliers to provide the personnel necessary to engineer, manufacture and ship our products. If our subcontractors do not perform as expected for any reason, we may experience delays in completing our projects or incur additional costs. In addition, we may have disputes with these independent subcontractors arising from, among other things, the price, quality or timeliness of the work performed. Some of the third parties we engage in support of our operations operate internationally, and thus we may be impacted by the economic, political and labor conditions in those regions as well as uncertainty caused by international relations issues between the United States and those countries. Any of these factors could adversely impact our business and results of operations.

***Technological innovations may make existing products and production methods obsolete.***

All of the products that we manufacture and sell depend upon optimizing available technology for success in the marketplace. The industries in which we operate are characterized by intense competition and are highly sensitive to technological innovation and customer requirements. Our competitors may develop products or production methods that are superior in price or quality, or incorporate artificial intelligence (AI) into their products that will make current products or services offered by us obsolete. Our future success will depend, in part, on our ability to anticipate and offer products that meet changing industry and customer specifications, including by funding our research and development costs. For example, consumer demand for further automation is changing the markets in which we operate. Failure to successfully develop new products, or to enhance existing products, could result in the loss of existing customers to competitors, the inability to attract new business or an overall reduction of our competitive position, any of which could adversely affect our business and results of operations.

***We may not be successful in our AI initiatives, which could adversely affect our business, reputation, and results of operations.***

The algorithms and models utilized in generative AI systems may have limitations, including biases, errors, or inability to handle certain data types or scenarios. Furthermore, there is a risk of system failures, disruptions, or vulnerabilities that could compromise the integrity, security, or privacy of the generated content. These limitations or failures could result in reputational damage, legal liabilities, or loss of customer/user confidence. Cybersecurity threats and the techniques used in cyberattacks change, develop and evolve rapidly, including from emerging technologies, such as advanced forms of AI and quantum computing. Because AI technology is highly complex and rapidly developing, it is not possible to predict all of the legal, operational or technological risks that may arise relating to our use of AI.

***Unforeseen difficulties with expansions, relocations, or consolidations of existing facilities could adversely affect our operations.***

From time to time, we may decide to enter new markets, build or lease additional facilities, expand our existing facilities, relocate or consolidate one or more of our operations or exit a facility we may own or lease. Increased costs and production delays arising from the staffing, relocation, sublease, expansion or consolidation of our facilities could adversely affect our business and results of operations.

***Quality problems with our products could harm our reputation and erode our competitive position.***

The success of our business depends upon the quality of our products and our relationships with customers. In the event that one of our products fails to meet our customers' standards or safety requirements or fails to operate effectively, our reputation could be harmed, which would adversely affect our marketing and sales efforts. We provide warranties to our customers for our products and services, and the cost to satisfy customer warranty claims, which may include, among other things, costs for the repair or replacement of products could adversely impact our business and results of operations.

***Many of our contracts contain performance obligations that may subject us to penalties or additional liabilities.***

Many of our customer contracts have schedule and performance obligation clauses that, if we fail to meet, could subject us to penalty provisions, liquidated damages or claims against us, or our outstanding letters of credit or performance bonds. In addition, some customer contracts stipulate protection against our gross negligence or willful misconduct. Each individual contract seeks to define the conditions under which the customer may make a claim against us. Due to the growth in our backlog, our manufacturing and fabrication capacity as well as ability to recruit and retain qualified labor is challenged resulting in an increased risk of meeting delivery dates and other contract performance obligations. It is possible that adjustments arising from such claims, or our failure to manage our contract risk, may not be covered by insurance and could have an adverse impact on our results of operations.

***Growth and product diversification through strategic acquisitions involve a number of risks.***

Our strategy includes the pursuit of growth and product diversification through the acquisition of companies or assets and entering into joint ventures that could enable us to expand our geographic coverage and product and service offerings. We periodically review potential acquisitions; however, we may be unable to successfully implement this strategy. Acquisitions involve certain risks, including distraction of management, difficulties in the integration of operations and systems; failure to realize cost savings; the termination of relationships by key personnel and customers of the acquired company and a failure to retain or add additional employees to handle the increased volume of business. Additionally, financial and accounting challenges and complexities in areas such as valuation, tax planning, treasury management, systems integration and financial reporting from our acquisitions may impact our operating results. Due diligence may not be adequate or reveal all risks and challenges associated with our acquisitions. Companies that we acquire may not achieve revenues, profitability or cash flows that we expect, or that ultimately justify the investment. It is possible that impairment charges resulting from the overpayment for an acquisition may negatively impact our results of operations. Financing for acquisitions may require us to obtain additional equity or debt financing, which may not be available on attractive terms, if at all, or which may be restricted under the terms of our credit facility or other financing arrangements. Any failure to successfully complete or successfully integrate acquisitions could have a material adverse effect on our business and results of operations.

***Misconduct by our employees or subcontractors, or a failure to comply with applicable laws or regulations, could harm our reputation, damage our relationships with customers and subject us to criminal and civil enforcement actions.***

Misconduct, fraud, non-compliance with applicable laws and regulations or other improper activities by one or more of our employees or subcontractors could have a significant negative impact on our business and reputation. While we take precautions to prevent and detect these activities, such precautions may not be effective and are subject to inherent limitations, including human error and fraud. Acts of misconduct, or our failure to comply with applicable laws or regulations, could subject us to fines and penalties, harm our reputation, or damage our relationships with customers and could adversely impact our business and results of operations.

***Unsatisfactory safety performance may subject us to penalties, negatively impact customer relationships, result in higher operating costs, and negatively impact employee morale and turnover.***

We have both indoor and outdoor manufacturing and fabrication facilities that are susceptible to numerous industrial safety risks that can lead to personal injury, loss of life, damage to property or equipment, and potential environmental damage. While we take precautions to avoid incidents, we have experienced accidents in the past and may again in the future, which can negatively affect our safety record. A poor safety record can harm our reputation with existing and potential customers, jeopardize our relationship with employees, increase our insurance and operating costs and could adversely impact our business and results of operations.

**Risk Factors Related to our Financial Condition and Markets**

***Global economic uncertainty and financial market conditions may impact our customer base, suppliers and backlog.***

Various factors drive demand for our products and services, including the price and demand for oil and gas, capital expenditures, economic forecasts, global political environments (including war and terrorism) and the cost of capital. Unanticipated increases in raw material and component requirements or prices, the imposition of tariffs, and changes in supplier availability or supplier consolidation could increase production costs and adversely affect profitability. Uncertainty regarding these factors could impact our customers and severely impact the demand for projects and orders for our products and services. Additionally, the loss of significant volume from one particular customer at one of our facilities could adversely impact the operating results of that facility. Our ability to maintain or expand our business would be limited in the future if we are unable to maintain or increase our bonding capacity or our bank credit facility on favorable terms or at all. Similarly, disruptions in the capital markets or increased interest rates may also adversely impact our customer's ability to finance projects, which could result in contract cancellations or delays. These disruptions could lead to reduced demand for our products and services and cancellation of existing projects, and could have an adverse impact on our business, financial condition and results of operations.

***Fluctuations in the price and supply of materials used to manufacture our products may reduce our profits and could adversely impact our ability to meet commitments to our customers.***

Our material costs equaled approximately 47% of our consolidated revenues for Fiscal 2024. Unanticipated shortages in raw material and components, rising prices due to overall inflationary pressure, the imposition of tariffs, or delays in production or transportation could increase production costs or lead times and adversely affect profitability as fixed-price contracts may prohibit our ability to charge the customer for the increase in raw material prices.

While we typically mitigate our inventory risks by increasing the levels of inventory for certain key components and raw materials and entering into commodity hedges when appropriate, such increased inventory levels may not be adequate to meet future demand and may increase the potential for excess and obsolete inventories, which could have an adverse impact on our business and results of operations.

***Obtaining surety bonds, letters of credit, bank guarantees, or other financial assurances may be necessary for us to successfully bid on and obtain certain contracts.***

We are often required to provide our customers security for the performance of their projects in the form of surety bonds, letters of credit or other financial assurances. Our continued ability to obtain surety bonds, letters of credit or other financial assurances will depend on our capitalization, working capital and financial performance. Our ability to issue letters of credit is dependent upon the availability of adequate credit issued by our banks and could be negatively impacted by our compliance with our financial covenants. Future compliance with such financial covenants may be affected by factors beyond our control, including general or industry-specific economic downturns. We are also dependent on the overall bonding capacity, pricing and terms available in the surety markets. As such, we cannot guarantee our ability to maintain a sufficient level of bonding capacity in the future. The restriction, reduction or termination of our surety bond agreements could limit our ability to bid on new opportunities and would require us to issue letters of credit under our bank facilities in lieu of surety bonds, thereby reducing availability under our credit facility, which could have an adverse impact on our liquidity, business and results of operations.

***Failure to remain in compliance with covenants or obtain waivers or amendments under our credit agreement could adversely impact our business.***

Our credit agreement contains various financial covenants and restrictions, which includes maintaining a consolidated net leverage ratio of less than 3.0 to 1.0 and a consolidated interest coverage ratio of greater than 3.0 to 1.0. For more information on our credit agreement and the restrictions thereunder, see Note G of the Notes to Consolidated Financial Statements. Our ability to remain in compliance with such financial covenants and restrictions may be affected by factors beyond our control, including general or industry-specific economic downturns. If we fail to remain in compliance with such covenants and restrictions, absent an amendment or waiver, this could result in an event of default under the credit agreement. Among other things, the occurrence of an event of default could limit our ability to pay dividends, issue letters of credit, or obtain additional financing or result in acceleration of outstanding amounts under the credit agreement or a termination of the agreement, any of which could have an adverse impact on our liquidity, business and results of operations.

***We extend credit to customers in conjunction with our performance under fixed-price contracts which subjects us to potential credit risks.***

We typically agree to allow our customers to defer payment on projects until certain performance milestones have been met or until the projects are substantially completed, and customers often withhold some portion of amounts due to us as retainage. Our payment arrangements subject us to potential credit risk related to changes in business, financial markets and economic factors affecting our customers, including material changes in our customers' revenues or cash flows. If we are unable to collect amounts owed to us, or retain amounts paid to us, our cash flows would be adversely impacted, and we could experience losses if those amounts exceed current allowances. Any of these factors could adversely impact our business and results of operations.

***A significant portion of our revenues may be concentrated among a small number of customers and may be subject to the risks of particular industries.***

Due to the nature and timing of large projects, a significant percentage of our revenues in a given period may result from one specific contract, customer or industry. For instance, we have a significant concentration of customers in the oil and gas, petrochemical and electric utility industries. Additionally, from time to time, one of our manufacturing facilities may have significant volume from one particular customer or industry that would be material to that facility. If such customers were to experience financial distress or a decline in business, or if the industries our customers concentrated in were to experience a significant change in the demand for such industry's products or services, our revenue and results of operations could be adversely impacted.

***Our international operations expose us to risks that are different from, or possibly greater than, the risks we are exposed to domestically and may adversely affect our operations.***

Revenues associated with projects located outside of the United States, including revenues generated from our operations in the U.K. and Canada, accounted for approximately 16% of our consolidated revenues in Fiscal 2024. While our manufacturing facilities are located in developed countries with historically stable operating and fiscal environments, our business and results of operations could be adversely affected by a number of factors, including political and economic instability; social unrest, acts of terrorism, force majeure, war or other armed conflict; inflation; changes in tax laws; the application of foreign labor regulations; currency fluctuations, devaluations and conversion restrictions or governmental activities that limit or disrupt markets, restrict payments or limit the movement of funds and trade restrictions or economic embargoes imposed by the United States or other countries. Additionally, compliance with foreign and domestic import and export regulations, including laws and regulations of the U.S. Treasury Department's Office of Foreign Assets Control, and anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act or the U.K. Bribery Act 2010, and similar laws of other jurisdictions outside the United States, could adversely impact our ability to compete for contracts in the applicable governing jurisdiction. Moreover, the violation of such laws or regulations, by us or our representatives, could result in severe penalties including monetary fines, criminal proceedings and suspension of export privileges.

Additionally, fluctuating foreign currency exchange rates may impact our financial results. The functional currency of our foreign operations is typically the currency of the country in which the foreign operation is located. Accordingly, our financial performance is subject to fluctuations due to changes in foreign currency exchange rates relative to the U.S. dollar, and such fluctuations could adversely impact our financial position and results of operations.

#### **Risk Factors Related to our Common Stock**

***Our stock price could decline or fluctuate significantly due to unforeseen circumstances that may be outside of our control. These fluctuations may cause our stockholders to incur losses.***

Our stock price could fluctuate or decline due to a variety of factors including, but not limited to, the risk factors described herein, declines in the overall financial and economic outlook, timing and cancellation of projects, declines in new orders or backlog, changes in our estimated costs to complete projects, investors' opinions of the sectors and markets in which we operate or failure of our operating results to meet the expectations of securities analysts or investors, which could reduce investor confidence. These factors could adversely affect our business, and the trading price of our common stock could decline significantly.

***There can be no assurance that we will declare or pay future dividends on our common stock.***

Our Board of Directors has approved a regular quarterly dividend since our fiscal year ended September 30, 2014. The declaration, amount and timing of future dividends are subject to capital availability and determinations by our Board of Directors that cash dividends are in the best interest of our stockholders and in compliance with all respective laws and applicable agreements. Our ability to declare, increase or pay dividends will depend upon, among other factors, our financial condition, results of operations, cash flows, current and anticipated expansion plans, requirements under Delaware law and other factors that our Board of Directors may deem relevant. A reduction in or elimination of our dividend payments could have a material negative effect on our stock price.

*We may issue preferred stock on terms that could adversely affect the voting power or value of our common stock.*

Our certificate of incorporation authorizes us to issue, without the approval of our shareholders, one or more classes or series of preferred stock having such preferences, powers and relative, participating, optional and other rights, including preferences over our common stock respecting dividends and distributions, as our board of directors may determine. The terms of one or more classes or series of preferred stock could adversely impact the voting power or value of our common stock. For example, we might grant holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we might assign to holders of preferred stock could affect the residual value of the common stock.

#### **Risk Factors Related to Legal and Regulatory Matters**

*Our operations could be adversely impacted by the effects of government regulations.*

We are subject to various government regulations in the United States as well as various international locations where we operate. These regulations cover several areas including Environmental, Social, and Governance (ESG) compliance, import and export controls, economic sanctions, data and privacy protection, transfer pricing rules, anti-bribery, anti-trafficking and anti-trust provisions. These laws and regulations are administered by various state, federal and international agencies. Changes in laws or regulations, or policy goals, including those affecting oil and gas exploration and development activities or climate change matters and the resulting decisions by customers of ours and other industry participants, could reduce demand for our products and services or for those of our customers, which would have a negative impact on our operations. For example, the Inflation Reduction Act contains tax inducements and other provisions that incentivize investment, development and deployment of alternative energy sources and technologies, and at the United Nations Climate Change Conference in the United Arab Emirates in 2023, more than 190 governments reached a non-binding agreement to transition away from fossil fuels and encourage the growth and expansion of renewable energy. In addition, regulations may limit or prohibit the use of a class of chemicals known as per- and polyfluoroalkyl substances (PFAS), which are found in parts, components, and other materials used in products we manufacture or utilize. Such chemicals are critical to the manufacturing and functioning of many products, and there are limited technically and commercially feasible alternatives to them. These restrictions could adversely impact our business and results of operations by increasing our expenses or requiring us to alter manufacturing and assembly processes. Increased regulations and reporting requirements around the world may adversely affect the operators in the markets we serve. We cannot predict future changes in any country in which we operate or do business and how those changes may affect our ability to perform projects in those regions.

The Dodd-Frank Wall Street Reform and Consumer Protection Act requires disclosure of use of "conflict" minerals mined from the Democratic Republic of Congo and adjoining countries and our efforts to prevent the use of such minerals. In our industry, conflict minerals are most commonly found in metals. As there may be only a limited number of suppliers offering "conflict-free" metals, we cannot be sure that we will be able to obtain necessary metals in sufficient quantities or at competitive prices. Also, we may face challenges with our customers and suppliers if we are unable to sufficiently verify that the metals used in our products are "conflict-free."

***Actual and potential claims, lawsuits and proceedings could ultimately reduce our profitability and liquidity and weaken our financial condition.***

We are currently involved or may be involved in legal, regulatory and other proceedings. These proceedings may include, without limitation, product liability matters, intellectual property matters, contract disputes or claims, pending or threatened litigation, governmental investigations, as well as employment, tax, environmental, or other matters. We could be named as a defendant in legal proceedings that claim damages in connection with the operation of our business. Most of the actions against us arise out of the normal course of our performing services or manufacturing equipment. These proceedings could lead to law enforcement actions, adverse changes to our business practices, fines and penalties, business remedies, or the assertion of private litigation claims or damages that could be material, and which could adversely impact our business and results of operations. Even if the proceedings we face or may face in the future are decided in our favor, or are unfounded, we may incur material expenses and such matters may require significant management attention, and may harm our reputation with customers, employees or investors.

When appropriate, we establish estimated provisions against certain legal exposures, and we adjust such provisions from time to time according to ongoing developments related to each exposure, as well as any potential recovery from our insurance, if applicable. If, in the future, our assumptions and estimates related to such exposures prove to be inadequate or wrong, or our insurance coverage is insufficient, our business and results of operations could be adversely affected. In addition, claims, lawsuits and proceedings may harm our reputation or divert management resources away from operating our business. Losses arising from such events may or may not be fully covered by our various insurance policies or may be subject to deductibles or exceed coverage limits.

***Changes in tax laws and regulations may change our effective tax rate and could have a material effect on our financial results.***

We are subject to income taxes in the United States and numerous foreign jurisdictions. A change in tax laws, deductions or credits, treaties or regulations, or their interpretation, in the countries in which we operate, could result in a higher tax rate on our pre-tax income, which could have a material impact on our net income. For example, several jurisdictions have implemented or are expected to implement in the future, the Organization for Economic Co-operation and Development Pillar 2, which is aimed at preventing base erosion and profit shifting, ensuring income is subject to a minimum level of taxation and preventing treaty misuse. The application of these provisions is not always certain, and jurisdictions are still developing their rules and interpretations with regard to the same. We are regularly under audit by tax authorities, and our tax estimates and tax positions could be materially affected by many factors including the final outcome of tax audits and related litigation, the introduction of new tax accounting standards, legislation, regulations and related interpretations, our global mix of earnings, the extent to which deferred tax assets are realized and changes in uncertain tax positions. A significant increase in our statutory tax rates or loss of our ability to claim Research and Development Tax Credits could have a material impact on our net income or loss and cash flow.

***Failure to develop, obtain, enforce, and protect intellectual property rights or third-party claims that we are infringing on their intellectual property could harm our business.***

We hold various patents, trademarks, servicemarks, copyrights and licenses. Our success depends in part on our ability to develop technologies and inventions and other intellectual property, and obtain intellectual property rights and enforce such intellectual property rights worldwide. We cannot be certain we will be able to obtain patents or other intellectual property rights in our new technologies and inventions, or if we do, the scope of such rights may not be sufficiently broad to afford us any significant commercial advantage over our competitors. The technologies and inventions developed by us in the future may not be considered valuable by customers or provide us with a competitive advantage, or competitors may develop similar or identical technologies and inventions independently of us and before we do.

Effective protection of intellectual property rights is expensive and difficult to maintain, both in terms of application and maintenance costs, as well as the costs of defending and enforcing those rights. Competitors and other third parties may also challenge the ownership, validity, or enforceability of our patents or other intellectual property rights. Moreover, the laws of certain foreign jurisdictions do not recognize intellectual property rights or protect them to the same extent as do the laws of the United States. To the extent we do assert our intellectual property rights against third parties, we may not be successful and adequate remedies may not be available in the event of infringement or unauthorized use of our intellectual property rights, or disclosure of our trade secrets.



Third parties may in the future assert that we have infringed, misappropriated, or otherwise violated their intellectual property rights. We cannot assure that our current or future technologies are not infringing or violating intellectual property rights of third parties. In the event we face claims of infringement or misappropriation, we may face expensive litigation or indemnification obligations, be required to enter into licenses, and may be prevented from selling existing products and pursuing product development or commercialization. Even if such claims are without merit, we may be required to expend significant time and resources on the defense of such claims. If we are unable to sufficiently protect our patent and other proprietary rights or if we infringe on or misappropriate proprietary rights of others, our business, financial condition, results of operations, and cash flows could be adversely impacted.

***Provisions of our charter documents or Delaware law could delay or prevent a change in control of our company, even if that change would be beneficial to our shareholders.***

The existence of some provisions in our corporate documents and certain aspects of Delaware law could delay or prevent a change of control of our company, even if that change would be beneficial to our shareholders. Provisions of our certificate of incorporation and our bylaws include provisions related to the classification, nomination and removal of directors and the ability of our shareholders to bring matters for action at our annual meetings, among other provisions. Provisions of Delaware law include certain restrictions on mergers and other business combinations between us and any holder of 15% or more of our outstanding common stock.

Such provisions may discourage, delay or prevent a merger, acquisition or other change in control that shareholders might otherwise consider favorable, including transactions in which shareholders might otherwise receive a premium for their shares, and may frustrate or prevent any attempt by our shareholders to replace or remove our current management by making it more difficult to replace or remove our Board of Directors.

***Significant developments arising from tariffs and other economic proposals could adversely impact our business.***

Additional restrictions or economic disincentives on United States or international trade such as significant increases in tariffs on goods could adversely impact our business. Changes in United States or international social, political, regulatory and economic conditions or in laws and policies governing foreign trade, manufacturing, development and investment in the territories and countries where we currently develop and sell our products, and any negative sentiment towards the United States as a result of such changes, could adversely impact our business and results of operations.

***Failures or weaknesses in our internal controls over financial reporting could adversely affect our ability to report on our financial condition and results of operations accurately or on a timely basis.***

We are required to comply with Section 404 of the Sarbanes-Oxley Act of 2002, which requires, among other things, an assessment by our management of our internal control over financial reporting. Preparing our financial statements involves a number of complex processes, many of which are performed manually and dependent upon individual data input or review. We seek to maintain and strengthen our internal controls over operational and financial reporting. However, any system of controls has limitations, including the possibility of human error, availability of qualified personnel, circumvention or overriding of controls or fraud. Our failure to maintain effective internal controls over financial reporting could adversely affect our ability to report our financial results on a timely and accurate basis, which could result in a loss of investor confidence in our financial reports or a decline in our stock price, or have an adverse impact on our business and results of operations.

## General Risk Factors

*We carry insurance against many potential liabilities, but our management of risk may leave us exposed to unidentified or unanticipated risks.*

Although we maintain insurance policies with respect to our estimated exposures, including certain casualty, property, professional, employee liability, business interruption, cybersecurity and self-insured medical programs, these policies contain deductibles, self-insured retentions and limits of coverage. In addition, we may not be able to continue to obtain insurance at commercially reasonable rates, or at the policy limits we may require or may be faced with liabilities not covered by insurance, such as, but not limited to, cybersecurity, environmental contamination, acts of war or terrorist attacks. We estimate our liabilities for known claims and unpaid claims and expenses based on information available as well as projections for claims incurred but not reported. However, insurance liabilities, some of which are self-insured, are difficult to estimate due to various factors. If any of our insurance policies, coverage limits or programs are not effective in mitigating our risks, we may incur losses that are not covered by our insurance policies, that are subject to deductibles or that exceed our estimated accruals or our insurance policy limits, which could adversely impact our business and results of operations.

*Catastrophic events, including natural disasters, health epidemics, acts of war and terrorism, climate change, among others, could disrupt our business.*

The occurrence of catastrophic events, ranging from natural disasters and extreme weather conditions to health epidemics, to acts of war and terrorism, among others, could increase operating costs or disrupt or delay our ability to operate our business and complete projects for our customers and could potentially expose us to third-party liability claims or liquidated damages under our contracts. A significant portion of our operations are located near the Texas Gulf Coast; as a result, our operations have been and are subject to the potential impacts of weather-related events, including but not limited to hurricanes and flooding. Future weather events could cause significant damage to our property and equipment or customer projects and adversely impact our operations. In addition, global climate change may result in significant natural disasters occurring more frequently or with greater intensity, such as drought, wildfires, storms, sea-level rise, changing precipitation and flooding. Such events may adversely impact critical infrastructure, have the potential to disrupt our business, our third-party suppliers or the business of our customers, and may cause us to experience higher attrition, losses and additional costs to maintain or resume operations. We may declare the existence of a force majeure event under our contracts in certain situations; however, a customer may dispute our force majeure claim, which may result in additional liabilities. Losses or delays arising from such events may or may not be fully covered by our various insurance policies or may be subject to deductibles or exceed coverage limits. In addition, such events could result in temporary or long-term delays of existing projects as well as cancellations of orders for raw materials from our suppliers that could impact our project execution. These situations or other disruptions are outside of our control and may adversely impact our business and results of operations.

*A failure in our business systems or cybersecurity attacks on any of our facilities, or those of third parties, could adversely affect our business, results of operations and reputation.*

We rely on information technology systems, networks and infrastructure in managing our day-to-day operations. In the event of systems failure or interruption, including those related to force majeure, telecommunications failures, criminal acts, including hardware/software break-ins, extortion attempts, viruses, or other cybersecurity incidents, we may have limited ability to affect the timing and success of systems restoration, and any resulting interruption in our ability to manage or operate our business could have a material adverse effect on our operating results and reputation.

Increased global information technology cybersecurity threats and more sophisticated and targeted computer crime pose a risk to the security of our systems and networks, and the confidentiality, availability and integrity of our data and communications. While we attempt to mitigate these risks by employing a number of measures, including employee education, comprehensive monitoring of our networks and systems, and maintenance of backup and protective systems, our systems, networks and products remain potentially vulnerable to advanced persistent threats. Depending on their nature and scope, such threats could potentially lead to the compromise of confidential information and communications, improper use of our systems and networks, manipulation and destruction of data, defective products, production downtimes and operational disruptions, which in turn could adversely affect our reputation, competitiveness and results of operations.

If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures and our products could be harmed. We could lose potential projects and existing customers, our ability to operate our business could be impaired, we may incur significant liabilities, we could suffer harm to our reputation and competitive position, and our operating results could be negatively impacted.

Our insurance coverage may not be sufficient to compensate for all liability relating to any actual or potential disruption or other security breach or incident. We cannot be certain that our coverage will be adequate for liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, including our financial condition, operating results, and reputation.

Any significant disruption or failure of our business systems or cybersecurity infrastructure could damage our reputation and have a material adverse effect on our business and results of operations.

***Data privacy, data protection, and information security may require significant resources and present certain risks.***

We collect, store, and otherwise process certain confidential or sensitive data, including personal data and other information that is subject to laws, regulations, customer-imposed controls, or other actual or asserted obligations. The laws, regulations, standards, and other actual and asserted obligations relating to privacy and information security to which we may be subject, in the United States and globally, are evolving. For example, in the European Union, the General Data Protection Regulation imposes stringent requirements applicable to processing personal data and provides for substantial penalties for noncompliance, and in the United States, California and numerous other states have adopted comprehensive privacy laws, with other states considering such laws. Many jurisdictions around the world have passed or are considering laws and regulations relating to privacy, data protection, and cybersecurity, including laws that impose cross-border data transfer restrictions and require certain personal data to be maintained on local servers.

Any actual or perceived failure to comply with applicable laws, regulations, or contractual or other actual or asserted obligations to which we are or are alleged to be subject relating to privacy, data protection, or cybersecurity could result in claims, litigation, and regulatory investigations and other proceedings, as well as damage to our reputation. These could result in substantial costs, diversion of resources, fines, penalties, and other damages and liabilities, and harm to our customer relationships, our market position, and our ability to attract new customer engagements. Any of these could harm our business, financial condition, results of operations, and cash flows, potentially in a material manner.

***Changes in and compliance with ESG initiatives could adversely impact our business.***

There has been an increased focus on ESG matters by consumers, investors, as well as by governmental and non-governmental organizations. For example, organizations that provide ESG information to investors have developed ratings processes for evaluating a business entity's approach to ESG matters. Although currently no universal rating standards exist, certain investors use these scores to benchmark businesses against their peers and, if a business entity is perceived as lagging, these investors may engage with the entity to demand improved ESG disclosure or performance. Consequently, a low sustainability score could result in exclusion of our securities from consideration by certain investment funds, engagement by investors seeking to improve such scores and a negative perception of our operations by certain investors. To the extent that our ESG initiatives are deemed to be insufficient by stakeholders, this could adversely impact our business, results of operations, stock price or competitive position.

Private lawsuits or enforcement actions by federal, state, provincial or foreign regulatory agencies may materially increase our costs. Certain environmental laws may make us potentially liable for the remediation of contamination at or emanating from our properties or facilities. Although we seek to obtain indemnities against liabilities relating to historical contamination at the facilities we own or operate, we cannot provide any assurance that we will not incur liabilities relating to the remediation of potential contamination, including contamination we did not cause. These potential environmental liabilities may or may not be fully covered by our various insurance policies and may adversely affect our business and results of operations.

Climate change regulations could require us or our customers to incur additional expenditures to either purchase new, or modify existing equipment or processes. These laws and regulations may also increase the cost of raw materials from our suppliers. The potential for future ESG and climate risk reporting requirements may result in additional costs to monitor, track and report sustainability measures. Additionally, increased attention to climate change, conservation measures, energy transition, negative attitudes toward oil and natural gas production and consumer demand for alternatives to hydrocarbons could reduce the demand for oil and gas applications. This, in turn, could adversely impact the demand for the products produced by our customers and, therefore, reduce demand for our products, which could adversely impact our business and results of operations.

***The departure of key personnel could disrupt our business.***

We depend on the continued efforts of our executive officers, senior management and other key personnel. We cannot be certain that any individual will continue in such capacity for any particular period of time. The loss of key personnel, or the inability to hire, train and retain qualified employees, could negatively impact our ability to perform and manage our business.

## **Item 1B. Unresolved Staff Comments**

None.

## **Item 1C. Cybersecurity**

### **Cybersecurity Risk Management and Strategy**

Cybersecurity represents an important component of our overall approach to enterprise risk management. Our cybersecurity policies and processes are fully integrated into our Enterprise Risk Management program and are based on the National Institute of Standards and Technology Framework for Improving Critical Infrastructure Cybersecurity (NIST Cybersecurity Framework), a toolkit for organizations to manage cybersecurity risk in its assessment of cybersecurity capabilities and in developing cybersecurity priorities. In addition to internal assessments, our cybersecurity strategy and capabilities are evaluated and audited against the NIST Framework and industry best practices by independent, third-party, leading specialists in cybersecurity. We strive to create a culture of cybersecurity resilience and awareness. This tone is set from the top and continuously reinforced with our employees through education and regular testing. We continue to improve our programs and invest in the security of our systems, operations, people, infrastructure, and cloud environments. Our cybersecurity strategy seeks to follow industry best practices designed to ensure compliance with applicable global privacy and regulatory requirements. To protect our customers, we administer physical, technological and administrative controls on data privacy and security. We regularly validate our security controls by performing penetration testing, compliance audits, as well as proactive security testing to ensure our systems and controls are secure. The Board of Directors is briefed on our strategy and roadmap in alignment with the NIST Cybersecurity Framework. The Board receives annual updates on program maturity, cybersecurity risks, threat landscape and overall program progress.

Our cybersecurity risk management program is focused on the following key areas:

#### ***Education and Awareness***

We provide required security awareness education and training to our employees and contractors with system access that focuses on various aspects of the cybersecurity world. Users of Powell's internal systems are required to complete an annual cybersecurity awareness training and are tested for awareness on a regular basis. We also provide tailored training courses to functional technology employees and employees who process personal or sensitive information.

#### ***Threat Management, Incident Response, and Recovery Planning***

We have established and maintain a comprehensive incident response and recovery plan designed to identify, contain and eradicate cybersecurity threats, with recovery from an incident as rapidly as possible. Our information security team utilizes threat technologies and vendors to monitor and respond to security threats via a 24/7/365 Security Operations Center. In the event of a security incident, a defined procedure outlines containment, response and immediate recovery actions. The incident response plan is tested, evaluated and updated no less than on an annual basis.

#### ***Data and Consumer Privacy***

Our data and consumer privacy program monitors, adapts to and works diligently to comply with changes in global privacy legislation. We have implemented technical, procedural and organizational measures designed to comply with applicable data protection and consumer privacy laws. We conduct external benchmarking, as well as privacy compliance audits, to stay abreast of developing privacy laws and understand developing risks, best practices and industry trends.

#### ***Third-Party Risk Management***

We recognize the risks associated with the use of vendors, service providers, and other third parties that provide information system services to us, process information on our behalf, or have access to our information systems. The Company has processes in place to oversee and manage these risks. We have an information risk management program that includes a vendor risk assessment process, whereby we systematically oversee and identify risks from cybersecurity threats related to our use of key third-party service providers.

## Cybersecurity Governance

Our executive management team and Board of Directors oversee our policies with respect to risk assessment and the management of those risks that may be material to us, including cybersecurity risks. Our Board of Directors has delegated responsibility to the Audit Committee for the oversight of cybersecurity risks. While cybersecurity resilience is the responsibility of every employee and contractor, the cybersecurity program is led by the Chief Information Security Officer who reports to the Chief Information Officer. Our Chief Information Security Officer has extensive experience in network engineering and cybersecurity operations from both a practical and management standpoint. He leads global teams in cybersecurity and infrastructure operations and regularly attends training in cybersecurity and risk mitigation. The Information Technology (IT) Cybersecurity Risk Management Committee, comprising senior IT leaders, meets quarterly and reviews trending risks and remediation efforts, and reports to the Audit Committee. When necessary, we assign resources to mitigate and evaluate risks to the enterprise level as part of our Enterprise Risk Management program.

The Audit Committee receives a comprehensive annual report of cybersecurity risks, threat landscape, and overall program status. On an annual basis, the Chief Information Security Officer reports to the Audit Committee on various metrics on threat management, incident response and recovery planning, along with industry benchmarks. The Audit Committee reports on these matters to our Board of Directors as needed. In addition, the Chief Information Security Officer periodically presents directly to our Board of Directors on our cybersecurity program.

We believe that the risks from cybersecurity threats thus far, including any previous cybersecurity incidents, have no material impact on our business including our business strategy, financial condition or results of operations. For additional information about the cybersecurity risks, see Item 1A. *Risk Factors*.

## Item 2. Properties

We own our principal manufacturing and fabrication facilities and periodically lease smaller facilities throughout the United States, Canada and the U.K. Our facilities are generally located in areas that are readily accessible to materials and labor pools and are maintained in good condition. These facilities are expected to meet our needs for the foreseeable future.

We own 100% of the offices and facilities in the following principal locations as of September 30, 2024:

Location	Description	Acres	Approximate Square Footage
Houston, TX	Corporate office and manufacturing facility	21.4	428,515
Houston, TX	Office and manufacturing facility	53.4	290,554
Houston, TX	Office, fabrication facility, bulkhead and yard	62.4	82,320
Houston, TX	Office and warehouse facility	9.3	37,200
North Canton, OH	Office and manufacturing facility	8.0	115,200
Northlake, IL	Office and manufacturing facility	10.0	103,500
Bradford, U.K.	Office and manufacturing facility	7.9	129,200
Acheson, Alberta, Canada	Office and manufacturing facility	20.1	330,168

## Item 3. Legal Proceedings

We are involved in various legal proceedings, claims and other disputes arising from our commercial operations, projects, employees and other matters which, in general, are subject to uncertainties and in which the outcomes are not predictable. Although we can give no assurances about the resolution of pending claims, litigation or other disputes and the effect such outcomes may have on us, management believes that any ultimate liability resulting from the outcome of such proceedings, to the extent not otherwise provided or covered by insurance, will not have a material adverse effect on our consolidated financial position or results of operations or liquidity.

## Item 4. Mine Safety Disclosures

Not applicable.

## Information About Our Executive Officers

The current executive officers of Powell are as follows:

<u>Name</u>	<u>Age*</u>	<u>Current Position with Powell</u>
Brett A. Cope	56	President and Chief Executive Officer, Chairman of the Board
Michael W. Metcalf	57	Executive Vice President, Chief Financial Officer
Robert B. Callahan	67	Vice President, Chief Human Resources Officer and Chief Information Officer

\*As of November 20, 2024.

There are no family relationships among any of the executive officers named above or any member of our Board of Directors. The Board of Directors annually appoints the executive officers to serve.

**Brett A. Cope** has served as Powell's President and Chief Executive Officer since October 2016 and as the Chairman of the Board of Directors since 2019.

**Michael W. Metcalf** has served as Powell's Executive Vice President, Chief Financial Officer since December 2018.

**Robert B. Callahan** has served as Powell's Vice President, Chief Human Resource Officer since 2010, and became Vice President, Chief Human Resource Officer and Chief Information Officer in 2019.

## PART II

### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

#### **Market Information**

Our common stock trades on the NASDAQ Global Market (NASDAQ) under the symbol "POWL."

#### **Holders**

As of November 18, 2024, there were 200 stockholders of record of our common stock.

#### **Dividend Policy**

We paid cash dividends to our common stockholders in each quarter of Fiscal 2024 and expect comparable cash dividend payments in the future. However, future cash dividend payments will depend on future earnings, capital requirements, financial condition and debt covenants.

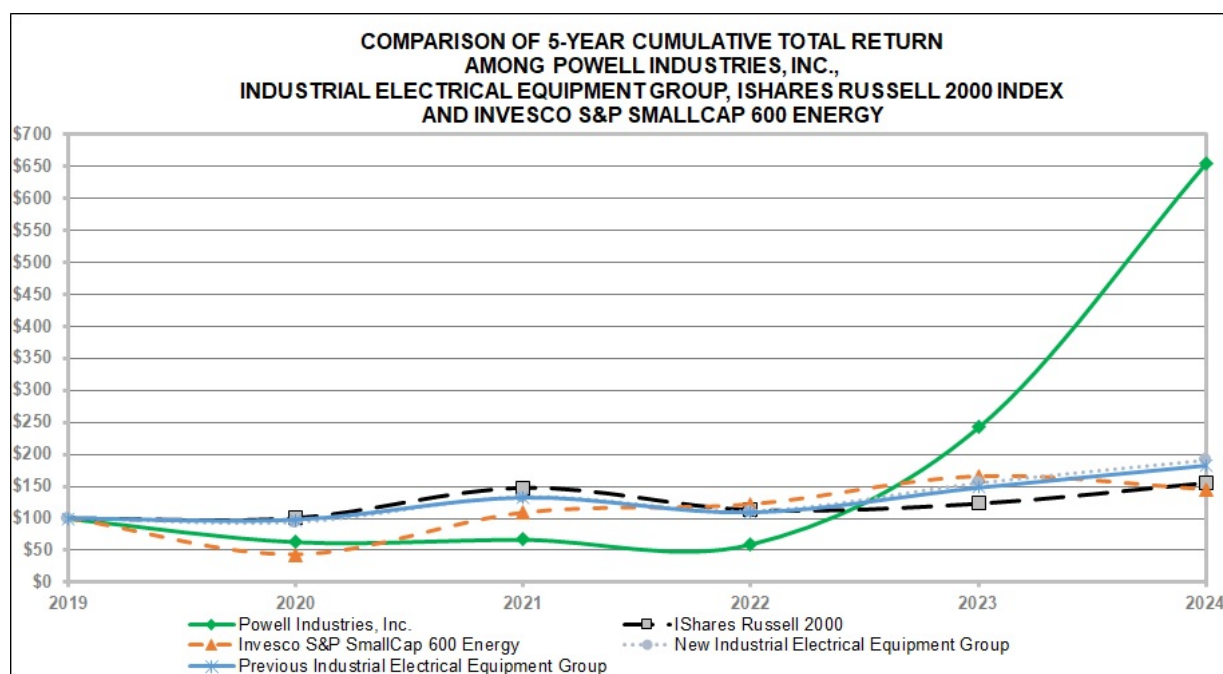


## Performance Graph

The following Performance Graph and related information shall not be deemed “soliciting material” or to be “filed” with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.

In our Form 10-K for the fiscal year ended September 30, 2023, the performance graph included a peer index (the “Previous Industrial Electrical Equipment Group”) composed of Ameresco, Inc.; A.O. Smith Corporation; AZZ Inc.; Belden Inc.; CECO Environmental; Daktronics Inc.; EnerSys; Franklin Electric Co, Inc.; Gibraltar Industries, Inc.; Littelfuse Inc.; LSI Industries Inc.; Matthews International Corporation; Preformed Line Products Company; Thermon Group Holdings Inc. and Woodward, Inc. As a continuing effort to align our peer group with our industry, market capitalization, location and other factors, we have replaced A.O. Smith Corporation with Sterling Infrastructure, Inc. Accordingly, the new Industrial Electrical Equipment Group is composed of Ameresco, Inc.; AZZ Inc.; Belden Inc.; CECO Environmental; Daktronics Inc.; EnerSys; Franklin Electric Co, Inc.; Gibraltar Industries, Inc.; Littelfuse Inc.; LSI Industries Inc.; Matthews International Corporation; Preformed Line Products Company; Sterling Infrastructure, Inc.; Thermon Group Holdings Inc. and Woodward, Inc. (collectively, the “New Industrial Electrical Equipment Group”).

The following graph compares, for the period from October 1, 2019 to September 30, 2024, the cumulative stockholder return on our common stock with the cumulative total return on the iShares Russell 2000, the Invesco S&P SmallCap 600 Energy, the new Industrial Electrical Equipment Group and the previous Industrial Electrical Equipment Group. The comparison assumes that \$100 was invested on October 1, 2019, in our common stock, the iShares Russell 2000, the Invesco S&P SmallCap 600 Energy, the new Industrial Electrical Equipment Group and the previous Industrial Electrical Equipment Group, and that all dividends were re-invested. The stock price performance reflected on the following graph is not necessarily indicative of future stock price performance.



## **Item 6. [Reserved]**

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis of our financial condition and results of operations for the twelve months ended September 30, 2024 compared to the twelve months ended September 30, 2023 should be read in conjunction with the accompanying consolidated financial statements and related notes included in this Annual Report. For discussion and analysis of our financial condition and results of operations for Fiscal Year 2023 as compared to Fiscal Year 2022, please refer to Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Form 10-K for the fiscal year ended September 30, 2023, filed with the SEC on December 6, 2023. Any forward-looking statements made by or on our behalf are made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. Readers are cautioned that such forward-looking statements involve risks and uncertainties, and the actual results may differ materially from those projected in the forward-looking statements. For a description of the risks and uncertainties, please see "Cautionary Statement Regarding Forward-Looking Statements" and Part I, Item 1A. "Risk Factors" included elsewhere in this Annual Report.*

### **Executive Overview**

We develop, design, manufacture and service custom-engineered equipment and systems that distribute, control and monitor the flow of electrical energy and provide protection to motors, transformers and other electrically powered equipment. We are headquartered in Houston, Texas and primarily serve the oil and gas and petrochemical markets, the electric utility market, and commercial and other industrial markets. Beyond these major markets, we also provide products and services to the light rail traction power market and other markets that include universities and government entities. We are continuously developing new channels to electrical markets through original equipment manufacturers and distribution market channels. For additional information on the markets we serve, see "Markets" in Part I, Item 1 of this Annual Report.

In Fiscal 2024, we reported revenues of \$1.0 billion, net income of \$149.8 million, and generated \$108.7 million in cash from operating activities. As of September 30, 2024, we had total assets of \$928.2 million.

### **Outlook**

Our backlog was \$1.3 billion as of September 30, 2024, of which approximately \$849 million is expected to be recognized as revenue during our fiscal year ending September 30, 2025. Although current commercial activity remains active in most of the markets that we compete in, we remain attentive to the macro environment and geopolitical events that may have an impact on future market activity.

*Oil and gas and petrochemical markets.* Our order activity remains strong in these markets. The North American market is responding to increased international demand for LNG and gas-to-chemical processes utilizing low-cost gas feedstocks. We believe the fundamentals of the U.S. natural gas market, through abundant supply and low cost, will continue to support investments in LNG, related gas processing, and petrochemical processes, and as a result, will continue to sustain our order activity associated with such markets. In addition to the traditional crude oil refining and other oil and gas downstream processes, we have recently expanded our end markets into hydrogen production, carbon capture as well as alternative fuels, such as biofuels and sustainable aviation fuel, in response to the demand for clean energy.

*Electric utility market.* Aligned with our strategy of end-market diversification, we seek to continue our focus and growth in electrical distribution substations, while also addressing a resurgence of power generation investment in this market.

*Commercial and other industrial markets.* We have experienced strong growth in these end markets driven by a mix of factors including increased investment in commercial and light industrial facilities for the production of various goods, the expansion of data centers and cloud computing, as well as the growing demand in industrial applications to support new technologies driving the energy transition. We are cautiously optimistic regarding the anticipated investment across AI applications that may drive data center growth and subsequently power generation demand.

## **Business Environment**

The markets in which we participate are capital-intensive and cyclical in nature. Cyclicalities are predominantly driven by customer demand, global economic and geopolitical conditions and anticipated environmental, safety or regulatory changes that affect the manner in which our customers proceed with capital investments. Our customers analyze various factors, including the demand and price for oil, gas and electrical energy, the overall economic and financial environment, governmental budgets, regulatory actions and environmental concerns. These factors influence the release of new capital projects by our customers, which are traditionally awarded in competitive bid situations. Scheduling of projects is matched to customer requirements, and projects typically take a number of months to produce. Schedules may change during the course of any particular project, and our operating results can, therefore, be impacted by factors outside of our control.

Our operating results are impacted by several factors such as the timing of new order awards, project backlog, changes in project cost estimates, customer approval of final engineering specifications and delays in customer construction schedules, all of which contribute to short-term earnings variability and the timing of project execution. Our operating results also have been, and may continue to be, impacted by the timing and resolution of change orders and the resolution of potential contract claims and liquidated damages, all of which could improve or deteriorate gross margins during the period in which these items are resolved with our customers. Disruptions in the global supply chain have negatively impacted and may continue to negatively impact our business and operating results due to the limited supply of, delays for and uncertainty in the timing of the receipt of key component parts and commodities. We continue to remain focused on the variables that impact our markets as well as cost management, labor availability and supply chain challenges.

We are subject to inflation, which can cause increases in our costs of labor, indirect expenses and raw materials, primarily copper, aluminum and steel. Fixed-price contracts can limit our ability to pass these increases to our customers, thus negatively impacting our earnings and operations in future periods.

During Fiscal 2024, we experienced commodity price volatility, in addition to the ongoing supply chain delays for specific engineered components that have been persistent. We are working closely with our suppliers to meet our customer commitments. In response to the increased cost environment and supply chain challenges, we strive to effectively manage our product pricing, delivery schedules and bid validity dates with our customers, as well as improve factory efficiencies and project execution, and as a result our gross margins have been improved in Fiscal 2024.

## **Results of Operations**

### *Twelve Months Ended September 30, 2024 Compared to Twelve Months Ended September 30, 2023*

#### **Revenue and Gross Profit**

Revenues and costs are primarily related to custom engineered-to-order equipment and systems and are accounted for under percentage-of-completion accounting, which precludes us from providing detailed price and volume information.

Revenues increased by 45%, or \$313.0 million, to \$1.0 billion in Fiscal 2024, primarily driven by the increase in project backlog resulting from large contracts awarded during Fiscal 2023 and strong bookings throughout Fiscal 2024. Domestic revenues increased by 52%, or \$288.6 million, to \$846.5 million in Fiscal 2024. International revenues increased by 17%, or \$24.5 million, to \$165.8 million in Fiscal 2024. Our international revenues include both revenues generated from our international facilities as well as revenues from export projects generated at our domestic facilities.

In Fiscal 2024, revenue from our core oil and gas market (excluding petrochemical) increased by 53%, or \$144.1 million, to \$417.2 million in Fiscal 2024; petrochemical market revenue increased by 97%, or \$91.4 million, to \$185.6 million; revenue from our electric utility market increased by 18%, or \$28.1 million, to \$186.5 million; commercial and other industrial market revenue increased by 44%, or \$45.9 million, to \$149.9 million; and revenue from all other markets combined increased by 23%, or \$9.6 million to \$51.1 million. These increases in revenue were driven by improved market conditions in most of our end markets, increased capital spending in our core oil, gas and petrochemical markets, as well as our strategic effort to expand our business into electric utility and commercial and other industrial markets. Revenue from our light rail traction power market decreased by 22%, or \$6.1 million, to \$22.0 million in Fiscal 2024 due to less project volume in this market. For additional information on the markets we serve, see “Markets” in Part I, Item 1 of this Annual Report.

Gross profit increased by 85%, or \$125.5 million, to \$273.1 million in Fiscal 2024. Gross profit as a percentage of revenues increased to 27% in Fiscal 2024 as compared to 21% in Fiscal 2023. This increase in gross profit is attributable to the higher volume levels across all of Powell's manufacturing facilities generating favorable volume leverage, strong project execution, and continuing effort to improve factory efficiencies while also managing product pricing that corresponds to current cost levels.

#### ***Selling, General and Administrative Expenses***

Selling, general and administrative expenses increased by 8%, or \$6.1 million, to \$84.9 million in Fiscal 2024, primarily due to increased compensation expense and higher spending on infrastructure improvements. Selling, general and administrative expenses as a percentage of revenues decreased to 8% in Fiscal 2024, compared to 11% in Fiscal 2023, resulting from higher revenues on our existing cost structure.

#### ***Income Tax Provision***

We recorded an income tax provision of \$46.2 million in Fiscal 2024, resulting in an effective tax rate of 24%, compared to an income tax provision of \$14.4 million in Fiscal 2023 at an effective tax rate of 21%. In Fiscal 2024, the effective tax rate was favorably impacted by the estimated Research and Development (R&D) Tax Credit and tax benefits related to the vesting of restricted stock units. These items were offset by state income tax expense, certain non-deductible items, and the tax impact of U.S. global intangible income.

In Fiscal 2023, the effective tax rate approximated the U.S. federal statutory rate. The favorable impacts of the estimated R&D Tax Credit and the release of the valuation allowance previously recorded against the U.K. net deferred tax assets in the amount of \$1.9 million were offset by state income tax expense, certain non-deductible items and the tax impact of U.S. global intangible income.

#### ***Net Income***

In Fiscal 2024, we recorded net income of \$149.8 million, or \$12.29 per diluted share, compared to net income of \$54.5 million, or \$4.50 per diluted share in Fiscal 2023. This increase in net income is primarily due to higher revenues coupled with improved gross profit margins, as well as our disciplined cost structure.

#### ***Backlog***

The order backlog, which is our remaining unsatisfied performance obligations, represents the estimated transaction price for goods and services for which we have a material right, but work has not been performed. The order backlog at September 30, 2024 was \$1.3 billion, consistent with our backlog at September 30, 2023. Bookings, net of cancellations and scope reductions, decreased by 24% in Fiscal 2024 to \$1.1 billion, compared to \$1.4 billion in Fiscal 2023. Despite strong bookings in Fiscal 2024, the decrease in bookings was due to a normalization of the oil and gas sector with fewer large orders awarded in this sector during Fiscal 2024.

#### ***Liquidity and Capital Resources***

As of September 30, 2024, current assets exceeded current liabilities by 1.8 times.

Cash, cash equivalents and short-term investments increased to \$358.4 million at September 30, 2024, compared to \$279.0 million at September 30, 2023. This increase in cash, cash equivalents and short-term investments was primarily driven by our improved earnings due to increased project margins and volumes, partially offset by working capital allocated to projects in our order book, capital spending, as well as dividend payments. We believe that our cash, cash equivalents and short-term investments, as well as available borrowings under our U.S. credit facility, will be sufficient to support our future operating activities, working capital requirements, payment of dividends and capital spending, as well as research and development initiatives for the next twelve months and beyond.

On October 4, 2023, we entered into a third amendment (the Third Amendment) to our credit agreement with Bank of America, N.A. (as amended, the U.S. Revolver). The Third Amendment which added Texas Capital Bank as Syndication Agent and a lender, increased the amount of the revolving line of credit from \$125.0 million to \$150.0 million, and extended the expiry date to October 4, 2028. The aggregate commitment of \$150.0 million consists of \$100.0 million committed by Bank of America and \$50.0 million committed by Texas Capital Bank. As amended by the Third Amendment, the lesser of (a) \$60 million, (b) 60% of available cash, and (c) the aggregate face amount of the issued but undrawn letters of credit that are not cash-secured shall be deducted from consolidated funded indebtedness, when calculating the consolidated net leverage ratio. We have the

option to cash collateralize all or a portion of the letters of credit outstanding, which would favorably impact the consolidated funded indebtedness calculation and the consolidated net leverage ratio. On June 26, 2024, in connection with the expected discontinuation of the publication of the Canadian Dollar Offered Rate (CDOR), we further amended the U.S. Revolver by entering into a Canadian benchmark replacement conforming changes amendment with Bank of America, N.A. that added and amended certain terms related to the replacement of the CDOR as a benchmark rate with the forward-looking term rate based on the Canadian Overnight Repo Rate Average. On September 24, 2024, in connection with the expected discontinuation of the publication of the Bloomberg Short-Term Bank Yield Index Rate as administered by the Bloomberg Index Service Limited (BSBY), we further amended the U.S. Revolver by entering into a conforming changes amendment with Bank of America, N.A. that added and amended certain terms related to the replacement of the BSBY as a benchmark rate with the Secured Overnight Financing Rate (SOFR) as administered by the Federal Reserve Bank of New York.

As of September 30, 2024, there were no amounts borrowed under the U.S. Revolver, and letters of credit outstanding were \$63.8 million. There was \$86.2 million available for the issuance of letters of credit and borrowings under the U.S. Revolver as of September 30, 2024. For further information regarding our debt, see Notes G and H of Notes to Consolidated Financial Statements.

Approximately \$77.7 million of our cash, cash equivalents and short-term investments at September 30, 2024 was held outside of the U.S. for our international operations. It is our intention to indefinitely reinvest all current and future foreign earnings internationally in order to ensure sufficient working capital to support our international operations. In the event that we elect to repatriate some or all of the foreign earnings that were previously deemed to be indefinitely reinvested outside the U.S., we may incur additional tax expense upon such repatriation under current tax laws.

## **Cash Flows**

### *Operating Activities*

Operating activities provided net cash of \$108.7 million during Fiscal 2024 and provided net cash of \$182.6 million during Fiscal 2023. Cash flow from operations is primarily influenced by project volume and margins, as well as working capital requirements, the timing of milestone payments from our customers, and payment terms with our suppliers. The decrease in operating cash flow was primarily due to working capital impact as we allocate capital to the projects in the order book, partially offset by higher net income resulting from increased project volume and improved project margins.

### *Investing Activities*

Investing activities used \$21.9 million of cash during Fiscal 2024 and used \$26.6 million in Fiscal 2023. The decrease in cash used in investing activities during Fiscal 2024 was primarily due to lower net purchase of short-term investments, partially offset by higher capital spending on property, plant and equipment in Fiscal 2024. During Fiscal 2024, our purchase of short-term investments was \$9.7 million compared with net purchase of short-term investments of \$18.8 million in Fiscal 2023. In July 2024, we made a cash purchase of land and buildings in Houston, Texas for \$5.6 million to help further facilitate executing the current backlog as well as planning for modest future volume growth. In addition, we acquired intellectual property in December 2023 for a total consideration of \$0.5 million, of which \$250 thousand was paid in cash.

### *Financing Activities*

Net cash used in financing activities was \$19.3 million during Fiscal 2024 compared to \$13.1 million used during Fiscal 2023. The increase in cash used in financing activities was primarily due to cash payments related to shares withheld in lieu of employee tax withholding, largely driven by the significant increase in our share price during Fiscal 2024 compared to Fiscal 2023.

### *Planned Capital Spending*

We have planned capital spending of approximately \$11 million on a facility expansion project at our products factory in Houston. We expect to complete the expansion project by mid-Fiscal 2025. We have spent \$1.5 million on the expansion project in Fiscal 2024.

### ***Other Commercial Commitments***

We are contingently liable for letters of credit and bank guarantees totaling \$71.0 million as of September 30, 2024, with the following potential cash outflows in the event that we are unable to perform under our contracts (in thousands):

<b>Payments Due by Period:</b>	<b>Letters of Credit/ Bank Guarantees</b>
Less than 1 year	\$ 27,587
1 to 3 years	42,336
More than 3 years	1,064
Total commercial commitments	<u>\$ 70,987</u>

We also had surety bonds totaling \$426.8 million that were outstanding at September 30, 2024. Surety bonds are primarily used to guarantee our contract performance to our customers.

### ***Off-Balance Sheet Arrangements***

We had no significant off-balance sheet arrangements during the periods presented.

### **Critical Accounting Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities known to exist at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. We evaluate our estimates on an ongoing basis, based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. There can be no assurance that actual results will be consistent with those estimates.

We believe the following accounting estimates to be critical in the preparation and reporting of our consolidated financial statements.

### ***Revenue Recognition***

Our revenues are primarily generated from the manufacturing of custom-engineered products and systems under long-term fixed-price contracts under which we agree to manufacture various products such as traditional and arc-resistant distribution switchgear and control gear, medium-voltage circuit breakers, monitoring and control communications systems, motor control centers, switches and bus duct systems. These products may be sold separately as an engineered solution, but are typically integrated into custom-built enclosures which we also build. These enclosures are referred to as power control room substations (PCRs<sup>®</sup>), custom-engineered modules or electrical houses (E-Houses). Some contracts may also include the installation and commissioning of these enclosures.

Revenue from these contracts is generally recognized over time utilizing the cost-to-cost method. Under the cost-to-cost method, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. We believe that this method is the most accurate representation of our performance because it directly measures the value of the services transferred to the customer over time as we incur costs on our contracts. Contract costs include all direct materials, labor and indirect costs related to contract performance, which may include indirect labor, supplies, tools, repairs and depreciation costs.

### ***Performance Obligations***

A performance obligation is a promise in a contract or with a customer to transfer a distinct good or service. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue as the performance obligations are satisfied. To determine the proper revenue recognition for contracts, we evaluate whether a contract should be accounted for as more than one performance obligation or, less commonly, whether two or more contracts should be combined and accounted for as one performance obligation. This evaluation of performance obligations requires significant judgment. The majority of our contracts have a single performance obligation where multiple engineered products and services are combined into a single custom-engineered solution. Our contracts include a standard one-year assurance warranty. Occasionally, we provide service-type warranties that will extend the warranty period. These extended warranties qualify as separate performance obligations, and revenue is deferred and recognized over the warranty period. If we determine during the evaluation of the contract that there are multiple performance obligations, we allocate the transaction price to each performance obligation using our best estimate of the standalone selling price of each distinct good or service in the contract.

### ***Contract Estimates***

Actual revenues and project costs may vary from previous estimates due to changes in a variety of factors. The cost estimation process is based on the professional knowledge and experience of our engineers, project managers and financial professionals. Factors that are considered in estimating the work to be completed and ultimate contract recovery include the availability and productivity of labor, the nature and complexity of the work to be performed, the availability of materials, and the effect of any delays on our project performance. We periodically review our job performance, job conditions, estimated profitability and final contract settlements, including our estimate of total costs and make revisions to costs and income in the period in which the revisions are probable and reasonably estimable. We bear the risk of cost overruns in most of our contracts, which may result in reduced profits. Whenever revisions of estimated contract costs and contract values indicate that the contract costs will exceed estimated revenues, thus creating a loss, a provision for the total estimated loss is recorded in that period. See Note E of Notes to Consolidated Financial Statements for disclosures related to changes in contract estimates.

### ***Variable Consideration***

It is common for our long-term contracts to contain variable consideration that can either increase or decrease the transaction price. Due to the nature of our contracts, estimating total cost and revenue can be complex and subject to variability due to change orders, back charges, spare parts, early completion bonuses, customer allowances and liquidated damages. We estimate the amount of variable consideration based on the expected value method, which is the sum of probability-weighted amounts, or the most likely amount method, which uses various factors including experience with similar transactions and assessment of our anticipated performance. Variable consideration is included in the transaction price if legally enforceable and to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur once the uncertainty associated with the variable consideration is resolved.

### ***Contract Modifications***

Contracts may be modified for changes in contract specifications and requirements. We consider contract modifications to exist when the modification either creates new or changes the enforceable rights and obligations under the contract. Most of our contract modifications are for goods and services that are not distinct from the existing performance obligation. Contract modifications result in a cumulative catch-up adjustment to revenue based on our measure of progress for the performance obligation.

### ***Impairment of Long-Lived Assets***

We review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value may not be realizable. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset are compared to the asset's carrying amount to determine if recording an impairment of such asset is necessary. This requires us to make long-term forecasts of the future revenues and costs related to the assets subject to review. Forecasts require assumptions about demand for our products and future market conditions. Estimating future cash flows requires significant judgment, and our projections may vary from cash flows eventually realized. Future events and unanticipated changes to assumptions could require a provision for impairment in a future period. The effect of any impairment would be reflected in operating income in the Consolidated Statements of Operations. In addition, we estimate the useful lives of our long-lived assets and other intangibles, and periodically review these estimates to determine whether these lives are appropriate.

### ***Accruals for Contingent Liabilities***

From time to time, contingencies such as insurance-related claims, liquidated damages and legal claims arise in the normal course of business. Pursuant to applicable accounting standards, we must evaluate such contingencies to subjectively determine the likelihood that an asset has been impaired, or a liability has been incurred at the date of the financial statements, as well as evaluate whether the amount of the loss can be reasonably estimated. If the likelihood is determined to be probable, and it can be reasonably estimated, the estimated loss is recorded. The amounts we record for contingent liabilities require judgments regarding the amount of expenses that will ultimately be incurred. We use past experience and history, as well as the specific circumstances surrounding each contingent liability, including estimated legal costs, in evaluating the amount of liability that should be recorded. Actual results could differ from our estimates.

### ***Warranty Costs***

Estimated costs of warranties are accrued based on historical warranty claim costs in relation to current revenues. In addition, specific provisions are made when product failures are projected outside historical experience. Our standard terms and conditions of sale include a warranty for parts and service for one year. Occasionally, we provide service-type warranties that will extend the warranty period. Actual results could differ from our estimate.

Projects may require, on occasion, warranty terms that are longer than our standard terms due to the nature of the project. Extended warranty terms may be negotiated and included in our contracts. The allocated revenue associated with the extended warranty is deferred and recorded as a contract liability and recognized as revenue over the extended warranty period.

### ***Accounting for Income Taxes***

We account for income taxes under the asset and liability method, based on the income tax laws and rates in the countries in which operations are conducted, and income is earned. This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. Developing our provision for income taxes requires significant judgment and expertise in federal, international and state income tax laws, regulations and strategies, including the determination of deferred tax assets and liabilities and, if necessary, any valuation allowances that may be required for deferred tax assets. In assessing the extent to which net deferred tax assets may be realized, we consider whether it is more likely than not that some portion or all of the net deferred tax assets may not be realized. The ultimate realization of net deferred tax assets is dependent on the generation of future taxable income during the periods in which those temporary differences become deductible. Estimates may change as new events occur, estimates of future taxable income during the carryforward period are reduced or increased, additional information becomes available, or operating environments change, which may result in a full or partial reversal of the valuation allowance. We will continue to assess the adequacy of the valuation allowance on a quarterly basis. Our judgments and tax strategies are subject to audit by various taxing authorities.

The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity's financial statements or tax returns. We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Accounting literature also provides guidance on derecognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, and income tax disclosures. Judgment is required in assessing the future tax consequences of events that have been recognized in our financial statements or tax returns. Variations in the actual outcome of these future tax consequences could materially impact our financial position and results of operations.

See Note I of Notes to Consolidated Financial Statements for disclosures related to the valuation allowance recorded in relation to deferred taxes.



**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to certain market risks arising from transactions we have entered into in the normal course of business. These risks primarily relate to fluctuations in commodity prices, foreign currency transactions and interest rates.

**Commodity Price Risk**

We are subject to market risk from fluctuating market prices of certain raw materials used in our products. While such materials are typically available from numerous suppliers, commodity raw materials are subject to price fluctuations. We attempt to pass along such commodity price increases to our customers on a contract-by-contract basis to avoid a negative effect on our gross margin. We enter into derivative contracts to hedge a portion of our exposure to commodity price risk. These contracts were immaterial to our earnings and cash flows for Fiscal 2024, 2023 and 2022. In the future, we may enter into additional derivative contracts to further hedge our exposure to commodity price risk. Even though we continue to experience price volatility with some of our key raw materials and components, with the consideration of our hedging strategy, we believe our exposure to commodity price risk is minimal.

**Foreign Currency Transaction Risk**

We have foreign operations that expose us to foreign currency exchange rate risk in the British Pound Sterling, the Canadian Dollar and to a lesser extent the Singapore Dollar and the Euro, among others. Amounts invested in our foreign operations are translated into U.S. Dollars at the exchange rates in effect at the balance sheet date. The resulting translation adjustments are recorded as accumulated other comprehensive loss, a component of stockholders' equity in our Consolidated Balance Sheets. We believe the exposure to the effects that fluctuating foreign currencies have on our consolidated results of operations is limited because the foreign operations primarily invoice customers and collect payments in their respective local currencies or U.S. Dollars. Additionally, expenses associated with these transactions are generally contracted and paid for in the same local currencies. Our realized foreign exchange loss was \$0.8 million and \$0.4 million, respectively for Fiscal 2024 and Fiscal 2023. These losses were included in selling, general and administrative expenses in our Consolidated Statements of Operations. From time to time, our foreign subsidiaries may enter into foreign exchange forward contracts to hedge their foreign currency exposures, if any. These contracts were insignificant to our earnings and cash flows for Fiscal 2024, 2023 and 2022. We do not typically hedge our exposure to potential foreign currency translation adjustments.

Our accumulated other comprehensive loss, which is included as a component of stockholders' equity, was \$24.4 million as of September 30, 2024, a decrease of \$2.5 million compared to September 30, 2023. This decrease in comprehensive loss was primarily a result of fluctuations in the currency exchange rates for the Canadian Dollar and British Pound Sterling as we re-measured the foreign operations of those divisions.

**Interest Rate Risk**

If we borrow under our U.S. Revolver, we will be subject to market risk resulting from changes in interest rates related to our floating rate bank credit facility. Because we did not have any outstanding borrowings under our U.S. Revolver as of both September 30, 2024 and 2023, we have not experienced any significant interest rate risk for each of the periods presented in our Consolidated Statements of Operations.

## Item 8. *Financial Statements and Supplementary Data*

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## **Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of Powell Industries, Inc.

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of Powell Industries, Inc. and its subsidiaries (the "Company") as of September 30, 2024 and 2023, and the related consolidated statements of operations, of comprehensive income, of shareholders' equity and of cash flows for each of the three years in the period ended September 30, 2024, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of September 30, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of September 30, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2024, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### ***Basis for Opinions***

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### ***Definition and Limitations of Internal Control over Financial Reporting***

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions

and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### ***Critical Audit Matters***

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### ***Revenue Recognition - Long-term fixed price contracts***

As described in Notes B and E to the consolidated financial statements, approximately 95% of the Company's total revenue of \$1,012 million for the year ended September 30, 2024 was generated from the manufacturing of custom-engineered products and systems under long-term fixed-price contracts. Revenue from these contracts is generally recognized over time utilizing the cost-to-cost method to measure the extent of progress toward the completion of the performance obligation and the recognition of revenue over time. Management believes that this method is the most accurate representation of performance, because it directly measures the value of the services transferred to the customer over time as costs are incurred on the contracts. Contract costs include all direct materials, labor, and indirect costs related to contract performance, which may include indirect labor, supplies, tools, repairs and depreciation costs. Under the cost-to-cost method, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. Due to the nature of the contracts, estimating total cost and revenue can be complex and subject to variability due to change orders, back charges, spare parts, early completion bonuses, customer allowances and liquidated damages. Management estimates the amount of variable consideration based on the expected value method, which is the sum of the probability-weighted amount, or the most likely amount method which uses various factors including experience with similar transactions and assessment of anticipated performance.

The principal considerations for our determination that performing procedures relating to revenue recognized over time utilizing the cost-to-cost method is a critical audit matter are the significant judgment by management when determining the estimated total cost and revenue, which in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and in evaluating management's judgment about assumptions related to the estimates of costs to complete and liquidated damages.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process, including controls over the determination of total estimated costs at completion of the performance obligation and determination of total contract price. These procedures also included, among others, evaluating and testing management's process for determining the estimated total cost and revenue for a sample of contracts, which included (i) obtaining executed purchase orders and agreements, (ii) evaluating the appropriateness of the method to measure estimated total cost and revenue, (iii) testing the completeness and accuracy of the underlying data used by management, and (iv) evaluating the reasonableness of significant assumptions related to the total estimated costs at completion and liquidated damages used by management and considering the factors that can affect

the accuracy of those estimates. Evaluating the reasonableness of significant assumptions related to estimated total cost involved assessing management's ability to reasonably estimate total costs to complete and liquidated damages by testing management's process to evaluate the remaining costs related to the performance obligation and evaluating the timely identification of circumstances which may warrant a modification to the total estimated costs or liquidated damages.

/s/ PricewaterhouseCoopers LLP  
Houston, Texas  
November 20, 2024

We have served as the Company's auditor since 2004.

**POWELL INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share and per share data)

	September 30,	
	2024	2023
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 315,331	\$ 245,875
Short-term investments	43,061	33,134
Accounts receivable, less allowance for credit losses of \$414 and \$273, respectively	214,405	206,591
Contract assets	102,827	60,621
Inventories	85,873	63,865
Income taxes receivable	61	100
Prepaid expenses	7,487	5,419
Other current assets	7,436	6,380
Total Current Assets	776,481	621,985
Property, plant and equipment, net	103,421	97,625
Operating lease assets, net	1,216	1,436
Goodwill and intangible assets, net	1,503	1,003
Deferred income tax assets	27,246	17,064
Other assets	18,313	13,129
Total Assets	\$ 928,180	\$ 752,242
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 73,633	\$ 56,666
Contract liabilities	287,763	279,796
Accrued compensation and benefits	33,777	29,947
Accrued product warranty	5,822	3,305
Current operating lease liabilities	595	773
Income taxes payable	8,983	6,517
Other current liabilities	17,442	18,682
Total Current Liabilities	428,015	395,686
Deferred compensation (Note J)	12,027	9,145
Long-term operating lease liabilities	621	663
Deferred income tax liabilities	2,708	—
Other long-term liabilities	1,736	1,722
Total Liabilities	445,107	407,216
Commitments and Contingencies (Note H)		
Stockholders' Equity:		
Preferred stock, par value \$0.01; 5,000,000 shares authorized; none issued	—	—
Common stock, par value \$0.01; 30,000,000 shares authorized; Shares issued: 12,795,256 and 12,668,001, respectively Shares outstanding: 11,989,238 and 11,861,983, respectively	128	127
Additional paid-in capital	70,111	71,526
Retained earnings	462,194	325,281
Treasury stock, 806,018 shares at cost	(24,999)	(24,999)
Accumulated other comprehensive loss	(24,361)	(26,909)
Total Stockholders' Equity	483,073	345,026
Total Liabilities and Stockholders' Equity	\$ 928,180	\$ 752,242

The accompanying notes are an integral part of these consolidated financial statements.

**POWELL INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share data)

	Year Ended September 30,		
	2024	2023	2022
Revenues	\$ 1,012,356	\$ 699,308	\$ 532,582
Cost of goods sold	739,268	551,755	447,564
Gross profit	273,088	147,553	85,018
Selling, general and administrative expenses	84,888	78,813	70,831
Research and development expenses	9,427	6,220	6,963
Operating income	178,773	62,520	7,224
Other expenses (income):			
Other income	—	—	(2,285)
Interest income, net	(17,315)	(6,430)	(334)
Income before income taxes	196,088	68,950	9,843
Income tax provision (benefit)	46,240	14,425	(3,894)
Net income	\$ 149,848	\$ 54,525	\$ 13,737
Earnings per share:			
Basic	\$ 12.51	\$ 4.59	\$ 1.16
Diluted	\$ 12.29	\$ 4.50	\$ 1.15
Weighted average shares:			
Basic	11,982	11,879	11,797
Diluted	12,188	12,120	11,943
Dividends per share	\$ 1.0575	\$ 1.0475	\$ 1.0400

The accompanying notes are an integral part of these consolidated financial statements.

**POWELL INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In thousands)

	Year Ended September 30,		
	2024	2023	2022
Net income	\$ 149,848	\$ 54,525	\$ 13,737
Foreign currency translation adjustments	2,561	1,915	(8,689)
Gain (loss) on cash flow commodity hedge	—	325	(325)
Postretirement benefit adjustment, net of tax	(13)	(151)	372
Comprehensive income	\$ 152,396	\$ 56,614	\$ 5,095

The accompanying notes are an integral part of these consolidated financial statements.



**POWELL INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(In thousands)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Income/(Loss)	Total
	Shares	Amount			Shares	Amount		
Balance, September 30, 2021	12,498	\$ 125	\$ 63,948	\$ 282,505	(806)	\$ (24,999)	\$ (20,356)	\$ 301,223
Net income	—	—	—	13,737	—	—	—	13,737
Foreign currency translation adjustments	—	—	—	—	—	—	(8,689)	(8,689)
Stock-based compensation	90	1	4,089	—	—	—	—	4,090
Shares withheld in lieu of employee tax withholding	—	—	(675)	—	—	—	—	(675)
Dividends	—	—	77	(12,604)	—	—	—	(12,527)
Loss on cash flow commodity hedge	—	—	—	—	—	—	(325)	(325)
Postretirement benefit adjustment, net of tax of \$99	—	—	—	—	—	—	372	372
Balance, September 30, 2022	12,588	\$ 126	\$ 67,439	\$ 283,638	(806)	\$ (24,999)	\$ (28,998)	\$ 297,206
Net income	—	—	—	54,525	—	—	—	54,525
Foreign currency translation adjustments	—	—	—	—	—	—	1,915	1,915
Stock-based compensation	80	1	4,598	—	—	—	—	4,599
Shares withheld in lieu of employee tax withholding	—	—	(652)	—	—	—	—	(652)
Dividends	—	—	141	(12,882)	—	—	—	(12,741)
Gain on cash flow commodity hedge	—	—	—	—	—	—	325	325
Postretirement benefit adjustment, net of tax of \$40	—	—	—	—	—	—	(151)	(151)
Balance, September 30, 2023	12,668	\$ 127	\$ 71,526	\$ 325,281	(806)	\$ (24,999)	\$ (26,909)	\$ 345,026
Net income	—	—	—	149,848	—	—	—	149,848
Foreign currency translation adjustments	—	—	—	—	—	—	2,561	2,561
Stock-based compensation	127	1	4,746	—	—	—	—	4,747
Shares withheld in lieu of employee tax withholding	—	—	(6,599)	—	—	—	—	(6,599)
Dividends	—	—	438	(12,935)	—	—	—	(12,497)
Postretirement benefit adjustment, net of tax of \$4	—	—	—	—	—	—	(13)	(13)
Balance, September 30, 2024	12,795	\$ 128	\$ 70,111	\$ 462,194	(806)	\$ (24,999)	\$ (24,361)	\$ 483,073

The accompanying notes are an integral part of these consolidated financial statements.

**POWELL INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Year Ended September 30,		
	2024	2023	2022
<b>Operating Activities:</b>			
Net income	\$ 149,848	\$ 54,525	\$ 13,737
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation	6,871	8,606	9,358
Gain on sale of division	—	—	(2,006)
Stock-based compensation	4,747	4,599	4,090
Unrealized mark-to-market gain on derivative contracts	(326)	—	—
Bad debt expense, net	278	(54)	162
Deferred income taxes	(7,474)	(7,847)	(4,861)
Changes in operating assets and liabilities:			
Accounts receivable, net	(7,309)	(99,718)	(31,629)
Contract assets and liabilities, net	(34,714)	227,598	3,122
Inventories	(21,818)	(13,276)	(21,426)
Income taxes	2,515	4,812	688
Prepaid expenses and other current assets	(3,090)	(3,253)	(2,577)
Accounts payable	16,346	(6,167)	18,594
Accrued liabilities	5,011	11,729	8,908
Other, net	(2,224)	999	258
Net cash provided by (used in) operating activities	108,661	182,553	(3,582)
<b>Investing Activities:</b>			
Purchases of short-term investments	(42,855)	(33,515)	(22,381)
Maturities of short-term investments	33,107	14,748	26,320
Proceeds from sale of division	—	—	4,348
Purchases of property, plant and equipment	(11,983)	(7,819)	(2,451)
Proceeds from sale of property, plant and equipment	107	12	629
Purchase of intangible assets	(250)	—	—
Net cash provided by (used in) investing activities	(21,874)	(26,574)	6,465
<b>Financing Activities:</b>			
Payments on industrial development revenue bonds	—	—	(400)
Shares withheld in lieu of employee tax withholding	(6,599)	(652)	(675)
Dividends paid	(12,653)	(12,407)	(12,233)
Net cash used in financing activities	(19,252)	(13,059)	(13,308)
Net increase (decrease) in cash and cash equivalents	67,535	142,920	(10,425)
Effect of exchange rate changes on cash and cash equivalents	1,921	1,001	(1,935)
Cash and cash equivalents at beginning of period	245,875	101,954	114,314
Cash and cash equivalents at end of period	<u>\$ 315,331</u>	<u>\$ 245,875</u>	<u>\$ 101,954</u>

The accompanying notes are an integral part of these consolidated financial statements.

**POWELL INDUSTRIES, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**A. Business and Organization**

Powell Industries, Inc. (we, us, our, Powell or the Company) is a Delaware corporation founded by William E. Powell in 1947. Our major subsidiaries, all of which are wholly owned, include Powell Electrical Systems, Inc.; Powell (UK) Limited; Powell Canada Inc.; and Powell Industries International, B.V.

We are headquartered in Houston, Texas, and primarily serve the oil and gas and petrochemical markets, the electric utility market, and commercial and other industrial markets. Beyond these major markets, we also provide products and services to the light rail traction power market and other markets that include universities and government entities. We are continuously developing new channels to electrical markets through original equipment manufacturers and distribution market channels.

Our principal products include integrated power control room substations (PCRs<sup>®</sup>), custom-engineered modules, electrical houses (E-Houses), traditional and arc-resistant distribution switchgear and control gear, medium-voltage circuit breakers, monitoring and control communications systems, motor control centers, switches and bus duct systems. These products are designed for application voltages ranging from 480 volts to 38,000 volts. Our product scope includes designs tested to meet both United States (U.S.) and international standards, under both the American National Standards Institute (ANSI) and International Electrotechnical Commission (IEC). We also provide spare parts, retrofit and retrofill components for existing systems, and replacement circuit breakers for obsolete switchgear no longer produced by the original manufacturer. Our principal services include field service inspection, installation, commissioning, modification and repair services. We seek to establish long-term relationships with the end users of our systems as well as design and construction engineering firms contracted by those end users. We believe that our culture of safety and focus on customer satisfaction, along with our financial strength, allow us to continue to capitalize on opportunities in the industries we serve.

References to Fiscal 2024, Fiscal 2023 and Fiscal 2022 used throughout these Notes to Consolidated Financial Statements relate to our fiscal years ended September 30, 2024, 2023 and 2022, respectively.

**B. Summary of Significant Accounting Policies**

***Principles of Consolidation***

The consolidated financial statements include the accounts of Powell and our wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying footnotes. The most significant estimates used in our consolidated financial statements affect revenue recognition and estimated cost recognition on our customer contracts, allowance for credit losses, provision for excess and obsolete inventory, warranty accruals and income taxes. The amounts recorded for warranties, legal, income taxes, impairment of long-lived assets (when applicable), liquidated damages and other contingent liabilities require judgments regarding the amount of expenses that will ultimately be incurred. We base our estimates on historical experience, forecasts and various other assumptions, as well as the specific circumstances surrounding these contingent liabilities, in evaluating the amount of liability that should be recorded. Additionally, the basis for recognition of deferred tax assets requires estimates related to future income and other assumptions regarding timing and future profitability because the ultimate realization of net deferred tax assets is dependent on the generation of future taxable income during periods in which temporary differences become deductible. Estimates routinely change as new events occur, additional information becomes available or operating environments change. Actual results may differ from our prior estimates.

***Cash and Investments***

***Cash and cash equivalents*** – Cash and cash equivalents, primarily funds held in money market savings instruments, are reported at their current carrying value, which approximates fair value due to the short-term nature of these instruments, and are included in cash and cash equivalents in our Consolidated Balance Sheets.

***Short-term investments*** – Short-term investments include time deposits with original maturities of three months or more.

**Supplemental Disclosures of Cash Flow Information (in thousands):**

	Year Ended September 30,		
	2024	2023	2022
Cash paid (received) during the period for:			
Interest received, net of interest expense	\$ (15,641)	\$ (5,465)	\$ (334)
Income taxes paid, net of refunds	50,919	17,232	533
Non-cash capital expenditures	361	183	1,133

**Fair Value of Financial Instruments**

Financial instruments include cash, cash equivalents, short-term investments, receivables, deferred compensation, payables and debt obligations. Except as described below, due to the short-term nature of account receivables and account payables, their book values are representative of their fair values.

**Accounts Receivable**

Accounts receivable are stated net of allowances for credit losses. We maintain and continually assess the adequacy of the allowance for credit losses representing our estimate for losses resulting from the inability of our customers to pay amounts due to us. This estimated allowance is based on historical experience of uncollected accounts, the level of past due accounts, the overall level of outstanding accounts receivable, information about specific customers with respect to their inability to make payments and expectations of future conditions that could impact the collectability of accounts receivable. Future changes in our customers' operating performance and cash flows, or in general economic conditions, could have an impact on their ability to fully pay these amounts, which could have a material impact on our operating results. In most cases, receivables are not collateralized. However, we utilize letters of credit to secure payment on projects when possible. Retention amounts are in accordance with applicable provisions of contracts and become due upon completion of contractual requirements. As of September 30, 2024 and 2023, we had retention amounts of \$7.1 million and \$7.4 million, respectively. Of the retained amount at September 30, 2024, \$6.1 million is expected to be collected in the next twelve months and is recorded in accounts receivable. The remaining \$1.0 million is recorded in other assets and is expected to be collected beyond September 30, 2025.

**Contract Balances**

The timing of revenue recognition, billings and cash collections affects accounts receivable, contract assets and contract liabilities in our Consolidated Balance Sheets.

Contract assets are recorded when revenues are recognized in excess of amounts billed for fixed-price contracts as determined by the billing milestone schedule. Contract assets are transferred to accounts receivable when billing milestones have been met, or we have an unconditional right to payment.

Contract liabilities typically represent advance payments from contractual billing milestones and billings in excess of revenue recognized. It is unusual to have advanced milestone payments with a term greater than one year, which could represent a financing component on the contract.

Our contract assets and liabilities are reported in a net position on a contract-by-contract basis at the end of each reporting period and are generally classified as current.

**Inventories**

Inventories are stated at the lower of cost or net realizable value using weighted-average methods and include the cost of materials, labor and manufacturing overhead. We use estimates in determining the level of reserves required to state inventory at the lower of cost or net realizable value. Our estimates are based on market activity levels, production requirements, the physical condition of products and technological innovation. Changes in any of these factors may result in adjustments to the carrying value of inventory.

### ***Property, Plant and Equipment***

Property, plant and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the assets. Expenditures for repairs and maintenance are charged to expense when incurred. Expenditures for major renewals and improvements, which extend the useful lives of existing equipment, are capitalized and depreciated. Upon retirement or disposition of property, plant and equipment, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is recognized in the Consolidated Statements of Operations.

We review property, plant and equipment for impairment whenever events or changes in circumstances indicate that the carrying value may not be realizable. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset are compared to the asset's carrying amount to determine if recording an impairment of such asset is necessary. If an impairment is indicated, we record an impairment loss equal to the difference between the carrying value and the fair value of the long-lived asset. This requires us to make long-term forecasts of the future revenues and the costs related to the assets subject to review. Forecasts require assumptions about demand for our products and future market conditions. Estimating future cash flows requires significant judgment, and our projections may vary from cash flows eventually realized. Future events and unanticipated changes to assumptions could require a provision for impairment in a future period. The effect of any impairment would be reflected in operating income in the Consolidated Statements of Operations. In addition, we estimate the useful lives of our property, plant and equipment and periodically review these estimates to determine whether these lives are appropriate.

### ***Income Taxes***

We account for income taxes under the asset and liability method, based on the income tax laws and rates in the countries in which operations are conducted, and income is earned. This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. Developing our provision for income taxes requires significant judgment and expertise in federal, international and state income tax laws, regulations and strategies, including the determination of deferred tax assets and liabilities and, if necessary, any valuation allowances that may be required for deferred tax assets. In assessing the extent to which net deferred tax assets may be realized, we consider whether it is more likely than not that some portion or all of the net deferred tax assets may not be realized. The ultimate realization of net deferred tax assets is dependent on the generation of future taxable income during the periods in which those temporary differences become deductible. Estimates may change as new events occur, estimates of future taxable income during the carryforward period are reduced or increased, additional information becomes available or operating environments change, which may result in a full or partial reversal of the valuation allowance. We will continue to assess the adequacy of the valuation allowance on a quarterly basis. Our judgments and tax strategies are subject to audit by various taxing authorities.

The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity's financial statements or tax returns. We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Accounting literature also provides guidance on derecognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, and income tax disclosures. Judgment is required in assessing the future tax consequences of events that have been recognized in our financial statements or tax returns. Variations in the actual outcome of these future tax consequences could materially impact our financial statements.

### ***Revenue Recognition***

Our revenues are primarily generated from the manufacturing of custom-engineered products and systems under long-term, fixed-price contracts that may last from one month to several years, depending on the contract. Revenue from these contracts is generally recognized over time utilizing the cost-to-cost method. Under the cost-to-cost method, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. We believe that this method is the most accurate representation of our performance because it directly measures the value of the services transferred to the customer over time as we incur costs on our contracts. Contract costs include all direct materials, labor and indirect costs related to contract performance, which may include indirect labor, supplies, tools, repairs and depreciation costs.

We also have contracts to provide field service inspection, installation, commissioning, modification, and repair services, as well as retrofit and retrofill components for existing systems. If the service contract terms give us the right to invoice the customer for an amount that corresponds directly with the value of our performance completed to date (i.e., a service contract in

which we bill a fixed amount for each hour of service provided), then we recognize revenue over time in each reporting period corresponding to the amount that we have the right to invoice. Our performance obligations are satisfied as the work progresses.

We also have sales orders for spare parts and replacement circuit breakers for switchgear that are obsolete or that are no longer produced by the original manufacturer. Revenues from these sales orders are recognized at the time we fulfill our performance obligation to the customer, which is typically upon shipment.

Additionally, some contracts may contain a cancellation clause that could limit the amount of revenue we are able to recognize over time. In these instances, revenue and costs associated with these contracts are deferred and recognized at a point in time when the performance obligation is fulfilled.

Selling and administrative costs incurred in relation to obtaining a contract are typically expensed as incurred. We periodically utilize a third-party sales agent to obtain a contract and will pay a commission to that agent. We record the full commission liability to the third-party sales agents at the order date, with a corresponding deferred asset. As the project progresses, we record commission expense based on percentage of completion rates that correlate to the project and reduce the deferred asset. Once we have been paid by the customer, we pay the commission, and the liability is reduced.

#### ***Warranty Costs***

Estimated costs of warranties are accrued based on historical warranty claim costs in relation to current revenues. In addition, specific provisions are made when product failures are projected outside historical experience. Our standard terms and conditions of sale include a warranty for parts and service for one year. Occasionally, we provide service-type warranties that will extend the warranty period. Actual results could differ from our estimate.

Projects may require, on occasion, warranty terms that are longer than our standard terms due to the nature of the project. Extended warranty terms may be negotiated and included in our contracts. The allocated revenue associated with the extended warranty is deferred and recorded as a contract liability and recognized as revenue over the extended warranty period.

#### ***Research and Development Expense***

Research and development activities are directed toward the development of new products and processes as well as improvements in existing products and processes. These costs, which primarily include salaries, contract services and supplies, are expensed as incurred. Such amounts were \$9.4 million, \$6.2 million and \$7.0 million in Fiscal 2024, 2023 and 2022, respectively.

#### ***Foreign Currency Translation***

The functional currency for our foreign subsidiaries is the local currency in which the entity is located. The financial statements of all subsidiaries with a functional currency other than the U.S. Dollar have been translated into U.S. Dollars. All assets and liabilities of foreign operations are translated into U.S. Dollars using period-end exchange rates, and all revenues and expenses are translated at average rates during the respective period. The U.S. Dollar results that arise from such translation, as well as exchange gains and losses on intercompany balances of a long-term investment nature, are included in the cumulative currency translation adjustments in accumulated other comprehensive loss in stockholders' equity.

#### ***Stock-Based Compensation***

We measure stock-based compensation cost at the grant date based on the fair value of the award. Compensation expense is recognized over the period during which the recipient is required to provide service in exchange for the awards, typically the vesting period. Excess income tax benefits related to stock-based compensation expense are recognized as income tax expense or benefit in the Consolidated Statements of Operations. Cash paid when directly withholding shares on an employee's behalf for tax withholding purposes is classified as a financing activity. We account for forfeitures as they occur, rather than estimate expected forfeitures.

#### ***Accounting Standards Updates and Disclosure Rules Issued but Not Yet Adopted***

In November 2023, the Financial Accounting Standard Board (FASB) issued Accounting Standards Update (ASU) 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires that public entities disclose significant segment expenses that are regularly provided to the chief operating decision maker (CODM) on an annual and interim basis. It also requires that public entities disclose the title and position of the CODM and an explanation of how the CODM uses the reported measures in assessing segment performance and resource allocation. Additionally, it requires that all existing annual disclosures about segment profit or loss and assets must be provided on an interim basis and clarifies that single

reportable segment entities are subject to the disclosure requirement under Topic 280 in its entirety. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023 and interim periods within those fiscal years beginning after December 15, 2024. A public entity should apply ASU 2023-07 retrospectively to all prior periods presented in the financial statements. Early adoption is permitted. We are currently evaluating the impacts of the new standard.

In December 2023, the FASB issued ASU 2023-09, *Improvements to Income Tax Disclosures*, which enhances the transparency of income tax disclosures. It requires greater disaggregation of information in the tax rate reconciliation and income taxes paid disaggregated by jurisdiction. This ASU is effective for fiscal years beginning after December 15, 2024, and should be applied on a prospective basis. Retrospective application and early adoption are permitted. We are currently evaluating the impacts of the new standard.

In March 2024, the SEC adopted final rules designed to enhance and standardize disclosures related to the risks and impacts of climate-related matters. The final rules require registrants to disclose certain climate-related information in registration statements and annual reports. Such information relates to climate-related risks and risk management processes for, and governance and oversight activities of, such risks. The final rules also include requirements to disclose the financial effects of severe weather events and other natural conditions in the audited financial statements. In addition, larger registrants will be required to disclose information about greenhouse gas emissions, which will be subject to a phased-in assurance requirement. These disclosure requirements were scheduled to be effective for the Company's fiscal year beginning October 1, 2025. However, in April 2024, the SEC voluntarily stayed the final rules as a result of pending legal challenges. We are currently evaluating the impacts of the final rules on our consolidated financial statements and related disclosures.

### C. Earnings Per Share

We compute basic earnings per share by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per common and potential common share include the weighted average of additional shares associated with the incremental effect of dilutive restricted stock and restricted stock units.

The following table reconciles basic and diluted weighted average shares used in the computation of earnings per share (in thousands, except per share data):

	Year Ended September 30,		
	2024	2023	2022
<i>Numerator:</i>			
Net income	\$ 149,848	\$ 54,525	\$ 13,737
<i>Denominator:</i>			
Weighted average basic shares	11,982	11,879	11,797
Dilutive effect of restricted stock and restricted stock units	206	241	146
Weighted average diluted shares	12,188	12,120	11,943
<i>Earnings per share:</i>			
Basic	\$ 12.51	\$ 4.59	\$ 1.16
Diluted	\$ 12.29	\$ 4.50	\$ 1.15

### D. Detail of Selected Balance Sheet Accounts

#### *Inventories*

The components of inventories are summarized below (in thousands):

	September 30,	
	2024	2023
Raw materials, parts and sub-assemblies	\$ 92,314	\$ 68,631
Work-in-progress	920	1,379
Provision for excess and obsolete inventories	(7,361)	(6,145)
Total inventories	\$ 85,873	\$ 63,865

### ***Property, Plant and Equipment***

Property, plant and equipment are summarized below (in thousands):

	September 30,		Range of Asset Lives
	2024	2023	
Land	\$ 24,110	\$ 21,526	—
Buildings and improvements	127,094	121,454	3 – 39 Years
Machinery and equipment	94,889	92,477	3 – 15 Years
Furniture and fixtures	2,885	3,726	3 – 10 Years
Construction in process	3,317	4,129	—
	<u>\$ 252,295</u>	<u>\$ 243,312</u>	
Less: Accumulated depreciation	(148,874)	(145,687)	
Total property, plant and equipment, net	<u>\$ 103,421</u>	<u>\$ 97,625</u>	

There were no assets under finance lease as of September 30, 2024 or September 30, 2023. Depreciation expense was \$6.9 million, \$8.6 million and \$9.4 million for fiscal years 2024, 2023, and 2022, respectively.

On July 1, 2024, we acquired land and buildings in Houston, Texas, for a total cash purchase price of approximately \$5.6 million to help further facilitate executing the current backlog as well as planning for modest future volume growth.

### ***Accrued Product Warranty***

Activity in our product warranty accrual consisted of the following (in thousands):

	September 30,	
	2024	2023
Balance at beginning of period	\$ 3,305	\$ 2,345
Increase to warranty expense	7,525	3,752
Deduction for warranty charges	(5,039)	(2,800)
Change due to foreign currency translation	31	8
Balance at end of period	<u>\$ 5,822</u>	<u>\$ 3,305</u>

## **E. Revenue**

### ***Revenue Recognition***

Our revenues are primarily generated from the manufacturing of custom-engineered products and systems under long-term fixed-price contracts under which we agree to manufacture various products such as traditional and arc-resistant distribution switchgear and control gear, medium-voltage circuit breakers, monitoring and control communications systems, motor control centers, switches and bus duct systems. These products may be sold separately as an engineered solution but are typically integrated into custom-built enclosures which we also build. These enclosures are referred to as power control room substations (PCRs<sup>®</sup>), custom-engineered modules or electrical houses (E-Houses). Some contracts may also include the installation and the commissioning of these enclosures.

Revenue from these contracts is generally recognized over time utilizing the cost-to-cost method. Under the cost-to-cost method, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. We believe that this method is the most accurate representation of our performance because it directly measures the value of the services transferred to the customer over time as we incur costs on our contracts. Contract costs include all direct materials, labor and indirect costs related to contract performance, which may include indirect labor, supplies, tools, repairs and depreciation costs.

We also have contracts to provide field service inspection, installation, commissioning, modification, and repair services, as well as retrofit and retrofill components for existing systems. If the service contract terms give us the right to invoice the customer for an amount that corresponds directly with the value of our performance completed to date (i.e., a service contract in which we bill a fixed amount for each hour of service provided), then we recognize revenue over time in each reporting period corresponding to the amount that we have the right to invoice. Our performance obligations are satisfied as the work progresses.



Revenues from our custom-engineered products and value-added services transferred to customers over time accounted for approximately 95% and 94% of revenues for the years ended September 30, 2024 and September 30, 2023, respectively.

We also have sales orders for spare parts and replacement circuit breakers for switchgear that are obsolete or that are no longer produced by the original manufacturer. Revenues from these sales orders are recognized at the time we fulfill our performance obligation to the customer, which is typically upon shipment and represented approximately 5% and 6% of revenues for the years ended September 30, 2024 and September 30, 2023, respectively.

Additionally, some contracts may contain a cancellation clause that could limit the amount of revenue we are able to recognize over time. In these instances, revenue and costs associated with these contracts are deferred and recognized at a point in time when the performance obligation is fulfilled.

Selling and administrative costs incurred in relation to obtaining a contract are typically expensed as incurred. We periodically utilize a third-party sales agent to obtain a contract and will pay a commission to that agent. We record the full commission liability to the third-party sales agents at the order date, with a corresponding deferred asset. As the project progresses, we record commission expense based on percentage of completion rates that correlate to the project and reduce the deferred asset. Once we have been paid by the customer, we pay the commission, and the deferred liability is reduced.

### ***Performance Obligations***

A performance obligation is a promise in a contract or with a customer to transfer a distinct good or service. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue as the performance obligations are satisfied. To determine the proper revenue recognition for contracts, we evaluate whether a contract should be accounted for as more than one performance obligation or, less commonly, whether two or more contracts should be combined and accounted for as one performance obligation. This evaluation of performance obligations requires significant judgment. The majority of our contracts have a single performance obligation where multiple engineered products and services are combined into a single custom-engineered solution. Our contracts include a standard one-year assurance warranty. Occasionally, we provide service-type warranties that will extend the warranty period. These extended warranties qualify as a separate performance obligation, and revenue is deferred and recognized over the warranty period. If we determine during the evaluation of the contract that there are multiple performance obligations, we allocate the transaction price to each performance obligation using our best estimate of the standalone selling price of each distinct good or service in the contract.

Remaining unsatisfied performance obligations, which we refer to as backlog, represent the estimated transaction price for goods and services for which we have a material right, but work has not been performed. As of September 30, 2024, we had backlog of \$1.3 billion, of which approximately \$848.5 million is expected to be recognized as revenue within the next twelve months. Backlog may not be indicative of future operating results as orders may be cancelled or modified by our customers. Our backlog does not include service and maintenance-type contracts for which we have the right to invoice as services are performed.

### ***Contract Estimates***

Actual revenues and project costs may vary from previous estimates due to changes in a variety of factors. The cost estimation process is based upon the professional knowledge and experience of our engineers, project managers and financial professionals. Factors that are considered in estimating the work to be completed and ultimate contract recovery include the availability and productivity of labor, the nature and complexity of the work to be performed, the availability of materials, and the effect of any delays on our project performance. We periodically review our job performance, job conditions, estimated profitability and final contract settlements, including our estimate of total costs and make revisions to costs and income in the period in which the revisions are probable and reasonably estimable. We bear the risk of cost overruns in most of our contracts, which may result in reduced profits. Whenever revisions of estimated contract costs and contract values indicate that the contract costs will exceed estimated revenues, thus creating a loss, a provision for the total estimated loss is recorded in that period.

For the years ended September 30, 2024 and 2023, our operating results were positively impacted by \$16.9 million and \$13.6 million, respectively, as a result of net changes in contract estimates related to projects in progress at the beginning of the respective period. These changes in estimates resulted primarily from favorable project execution, reduced cost estimates and negotiations of variable consideration, discussed below, as well as revenue recognized from project cancellations and other changes in facts and circumstances during these periods. Project cancellations increased gross profit by \$2.2 million and \$4.3 million, respectively, for the years ended September 30, 2024 and September 30, 2023. Gross unfavorable changes in contract estimates were immaterial for the years ended September 30, 2024 and 2023.

### **Variable Consideration**

It is common for our long-term contracts to contain variable consideration that can either increase or decrease the transaction price. Due to the nature of our contracts, estimating total cost and revenue can be complex and subject to variability due to change orders, back charges, spare parts, early completion bonuses, customer allowances and liquidated damages. We estimate the amount of variable consideration based on the expected value method, which is the sum of the probability-weighted amounts, or the most likely amount method which uses various factors including experience with similar transactions and assessment of our anticipated performance. Variable consideration is included in the transaction price if legally enforceable and to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur once the uncertainty associated with the variable consideration is resolved.

### **Contract Modifications**

Contracts may be modified for changes in contract specifications and requirements. We consider contract modifications to exist when the modification either creates new or changes the enforceable rights and obligations under the contract. Most of our contract modifications are for goods and services that are not distinct from the existing performance obligation. Contract modifications result in a cumulative catch-up adjustment to revenue based on our measure of progress for the performance obligation.

### **Contract Balances**

The timing of revenue recognition, billings and cash collections affects accounts receivable, contract assets and contract liabilities in our Consolidated Balance Sheets.

Contract assets are recorded when revenues are recognized in excess of amounts billed for fixed-price contracts as determined by the billing milestone schedule. Contract assets are transferred to accounts receivable when billing milestones have been met, or we have an unconditional right to payment.

Contract liabilities typically represent advance payments from contractual billing milestones and billings in excess of revenue recognized. It is unusual to have advanced milestone payments with a term greater than one year, which could represent a financing component on the contract.

Our contract assets and liabilities are reported in a net position on a contract-by-contract basis at the end of each reporting period and are generally classified as current.

Contract assets and liabilities as of September 30, 2024 and September 30, 2023 are summarized below (in thousands):

	September 30,	
	2024	2023
Contract assets	\$ 102,827	\$ 60,621
Contract liabilities	(287,763)	(279,796)
Net contract liability	\$ (184,936)	\$ (219,175)

Our net contract billing position remained a net liability at both September 30, 2024 and September 30, 2023, primarily due to favorable contract billing milestones. We typically allocate a significant percentage of the progress billing to the early stages of the contract. To determine the amount of revenue recognized during the period from contract liabilities, we first allocate revenue to the individual contract liability balance outstanding at the beginning of the period until the revenue exceeds that balance. During the year ended September 30, 2024, we recognized revenue of \$246.2 million that was related to contract liabilities outstanding at September 30, 2023.

The timing of our invoice process is typically dependent on the completion of certain milestones and contract terms and subject to agreement by our customer. Payment is typically expected within 30 days of invoice. Any uncollected invoiced amounts for our performance obligations recognized over time, including contract retentions, are recorded as accounts receivable in the Consolidated Balance Sheets. Certain contracts allow customers to withhold a small percentage of billings pursuant to retainage provisions, and such amounts are generally due upon completion of the contract and acceptance of the project by the customer. Based on our experience in recent years, the majority of these retainage balances are expected to be collected within approximately twelve months. As of September 30, 2024 and September 30, 2023, we had retention amounts of \$7.1 million and \$7.4 million, respectively. Of the retained amount at September 30, 2024, \$6.1 million is expected to be collected in the next twelve months and is recorded in accounts receivable. The remaining \$1.0 million is recorded in other assets.

### Disaggregation of Revenue

The following tables present our disaggregated revenue by geographic destination and market sector for the years ended September 30, 2024, 2023 and 2022 (in thousands):

	2024	2023	2022
United States	\$ 846,526	\$ 557,934	\$ 404,973
Canada	106,521	84,090	81,218
Europe	31,388	26,699	17,699
Middle East and Africa	13,440	14,998	20,712
Mexico, Central and South America	7,631	9,399	3,095
Asia/Pacific	6,850	6,188	4,885
Total revenues by geographic destination	<u>\$ 1,012,356</u>	<u>\$ 699,308</u>	<u>\$ 532,582</u>

	2024	2023	2022
Oil and gas (excludes petrochemical)	\$ 417,170	\$ 273,117	\$ 215,235
Petrochemical	185,606	94,188	66,538
Electric utility	186,547	158,400	122,361
Commercial and other industrial	149,899	103,966	56,448
Light rail traction power	22,019	28,112	44,930
All others	51,115	41,525	27,070
Total revenues by market sector	<u>\$ 1,012,356</u>	<u>\$ 699,308</u>	<u>\$ 532,582</u>

### F. Goodwill and Intangible Assets

In December 2023, we acquired intellectual property for a total consideration of \$0.5 million, of which \$250 thousand was paid in cash at the acquisition date. The intellectual property is not yet subject to amortization. Our intangible assets also include goodwill of \$1.0 million, which is not being amortized. No impairment expense has been recorded for the last three fiscal years.

### G. Long-Term Debt

#### U.S. Revolver

On October 4, 2023, we entered into a third amendment (the Third Amendment) to our credit agreement with Bank of America, N.A. (as amended, the U.S. Revolver). The Third Amendment which added Texas Capital Bank as Syndication Agent and a lender, increased the amount of the revolving line of credit from \$125.0 million to \$150.0 million, and extended the expiry date to October 4, 2028. The aggregate commitment of \$150.0 million consists of \$100.0 million committed by Bank of America and \$50.0 million committed by Texas Capital Bank. As amended by the Third Amendment, the lesser of (a) \$60.0 million, (b) 60% of available cash, and (c) the aggregate face amount of the issued but undrawn letters of credit that are not cash-secured shall be deducted from consolidated funded indebtedness, when calculating the consolidated net leverage ratio. We have the option to cash collateralize all or a portion of the letters of credit outstanding, which would favorably impact the consolidated funded indebtedness calculation and the consolidated net leverage ratio.

On June 26, 2024, in connection with the expected discontinuation of the publication of the Canadian Dollar Offered Rate (CDOR), we further amended the U.S. Revolver by entering into a Canadian benchmark replacement conforming changes amendment with Bank of America, N.A. that added and amended certain terms related to the replacement of the CDOR as a benchmark rate with the forward-looking term rate based on the Canadian Overnight Repo Rate Average. On September 24, 2024, in connection with the expected discontinuation of the publication of the Bloomberg Short-Term Bank Yield Index Rate as administered by the Bloomberg Index Service Limited (BSBY), we further amended the U.S. Revolver by entering into a conforming changes amendment with Bank of America, N.A. that added and amended certain terms related to the replacement of the BSBY as a benchmark rate with the Secured Overnight Financing Rate (SOFR) as administered by the Federal Reserve Bank of New York.

As of September 30, 2024, there were no amounts borrowed under the U.S. Revolver, and letters of credit outstanding were \$63.8 million. There was \$86.2 million available for the issuance of letters of credit and borrowings under the U.S. Revolver as of September 30, 2024.

As of September 30, 2024, we are required to maintain certain financial covenants, the most significant of which are a consolidated net leverage ratio less than 3.0 to 1.0 and a consolidated interest coverage ratio of greater than 3.0 to 1.0. Our most restrictive covenant, the consolidated net leverage ratio, is the ratio of earnings before interest, taxes, depreciation, amortization and stock-based compensation (EBITDAS) to funded indebtedness. An increase in indebtedness, which includes letters of credit, or a decrease in EBITDAS could restrict our ability to issue letters of credit or borrow under the U.S. Revolver. Additionally, we must maintain a consolidated cash balance of \$60 million at all times, which can be deducted from the letters of credit outstanding as noted above. The U.S. Revolver also contains a "material adverse effect" clause which is a material change in our operations, business, properties, liabilities or condition (financial or otherwise) or a material impairment of our ability to perform our obligations under the U.S. Revolver. As of September 30, 2024, we were in compliance with all of the financial covenants of the U.S. Revolver.

The U.S. Revolver allows the Company to elect that any borrowing under the facility bears an interest rate based on either the base rate or the eurocurrency rate, in each case, plus the applicable rate. The base rate is generally the highest of (a) the federal funds rate plus 0.50%, (b) the Bank of America prime rate or (c) the BSBY rate plus 1.00%. The BSBY rate will be replaced by the SOFR rate, effective November 20, 2024. The applicable rate is generally a range from 0% to 2% depending on the type of loan and the Company's consolidated net leverage ratio.

The U.S. Revolver is collateralized by a pledge of 100% of the voting capital stock of each of our domestic subsidiaries and 65% of the voting capital stock of each non-domestic subsidiary. The U.S. Revolver provides for customary events of default and carries cross-default provisions with other existing debt agreements. If an event of default (as defined in the U.S. Revolver) occurs and is continuing, on the terms and subject to the conditions set forth in the U.S. Revolver, amounts and letters of credit outstanding under the U.S. Revolver may be accelerated and may become immediately due and payable.

### ***Industrial Development Revenue Bonds***

We borrowed \$8.0 million in October 2001 through a loan agreement funded with proceeds from tax-exempt industrial development revenue bonds (Bonds) for the completion of our Northlake, Illinois facility. The Bonds matured on October 1, 2021, and our final payment of \$0.4 million was made upon maturity.

## **H. Commitments and Contingencies**

### ***Letters of Credit, Bank Guarantees and Bonds***

Certain customers require us to post letters of credit, bank guarantees or surety bonds. These security instruments assure that we will perform under the terms of our contract. In the event of default, the counterparty may demand payment from the bank under a letter of credit or bank guarantee, or performance by the surety under a bond. To date, there have been no significant draws or claims related to security instruments for the periods reported. We were contingently liable for letters of credit of \$63.8 million as of September 30, 2024. We also had outstanding surety bonds totaling \$426.8 million, with additional bonding capacity of \$773.2 million available, at September 30, 2024. We have strong surety relationships; however, a change in market conditions or the sureties' assessment of our financial position could cause the sureties to require cash collateralization for undischarged liabilities under the bonds.

We have a \$20.1 million facility agreement (Facility Agreement) between Powell (UK) Limited and a large international bank that provides Powell (UK) Limited the ability to enter into bank guarantees as well as forward exchange contracts and currency options. At September 30, 2024, we had outstanding guarantees totaling \$7.2 million, with additional capacity of \$12.9 million available under this Facility Agreement. The Facility Agreement provides for customary events of default and carries cross-default provisions with the U.S. Revolver. If an event of default (as defined in the Facility Agreement) occurs and is continuing, per the terms and subject to the conditions set forth therein, obligations outstanding under the Facility Agreement may be accelerated and declared immediately due and payable. Additionally, we are required to maintain cash collateral for guarantees greater than two years. As of September 30, 2024, we were in compliance with all of the financial covenants of the Facility Agreement.

### **Litigation**

We are involved in various legal proceedings, claims and other disputes arising from our commercial operations, projects, employees and other matters which, in general, are subject to uncertainties and in which the outcomes are not predictable. Although we can give no assurances about the resolution of pending claims, litigation or other disputes, and the effect such outcomes may have on us, management believes that any ultimate liability resulting from the outcome of such proceedings, to the extent not otherwise provided or covered by insurance, will not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

### **Liquidated Damages**

Certain of our customer contracts have schedule and performance obligation clauses that, if we fail to meet them, could require us to pay liquidated damages. Each individual contract defines the conditions under which the customer may make a claim against us. As of September 30, 2024, certain contracts had a probable exposure to liquidated damage claims of \$4.1 million, which could possibly increase to \$4.6 million under certain circumstances. Based on our actual or projected failure to meet these various contractual commitments, \$3.2 million has been recorded as a reduction to revenue. We will attempt to obtain change orders, contract extensions or accelerate project completion, which may resolve the potential for any unrecorded liquidated damage claims. Should we fail to achieve relief on some or all of these contractual obligations, we could be required to pay additional liquidated damages, which could negatively impact our future operating results.

## **I. Income Taxes**

The components of the income tax provision were as follows (in thousands):

	Year Ended September 30,		
	2024	2023	2022
Current:			
Federal	\$ 45,271	\$ 18,129	\$ 557
State	8,101	4,036	403
Foreign	342	107	7
	<u>53,714</u>	<u>22,272</u>	<u>967</u>
Deferred:			
Federal	(11,872)	(7,458)	(154)
State	(1,620)	(1,499)	(41)
Foreign	6,018	1,110	(4,666)
	<u>(7,474)</u>	<u>(7,847)</u>	<u>(4,861)</u>
Total income tax provision (benefit)	<u>\$ 46,240</u>	<u>\$ 14,425</u>	<u>\$ (3,894)</u>

Income before income taxes was as follows (in thousands):

	Year Ended September 30,		
	2024	2023	2022
U.S.	\$ 167,887	\$ 56,923	\$ 3,175
Foreign	28,201	12,027	6,668
Income before income taxes	<u>\$ 196,088</u>	<u>\$ 68,950</u>	<u>\$ 9,843</u>

A reconciliation of the statutory U.S. income tax rate and the effective income tax rate, as computed on earnings before income tax provision (benefit) in each of the three years presented in the Consolidated Statements of Operations, was as follows:

	Year Ended September 30,		
	2024	2023	2022
Statutory rate	21 %	21 %	21 %
State income taxes, net of federal benefit	3	3	3
Research and development credit	(1)	(2)	(14)
Foreign rate differential	—	—	1
Valuation allowance	—	(3)	(62)
Deferred tax rate differential	—	—	(1)
Non-deductible expenses	1	1	9
Impact of U.S. global intangible taxes and benefits	1	1	3
Stock-based compensation	(1)	—	—
Effective rate	24 %	21 %	(40)%

Our income tax provision reflects an effective tax rate on pre-tax results of 24% in Fiscal 2024 compared to 21% and negative 40% in Fiscal 2023 and 2022, respectively. The income tax provision for Fiscal 2024 was favorably impacted by the current year estimated Research and Development (R&D) Tax Credit and benefits related to the vesting of restricted stock units. These items were offset by state income tax expense, the tax expense related to certain nondeductible expenses and an income inclusion related to U.S. global intangible income.

The income tax provision for Fiscal 2023 was favorably impacted by the reversal of a valuation allowance on the United Kingdom (U.K.) deferred tax assets that were previously fully reserved, in addition to the estimated R&D Tax Credit. These items were offset by state tax expense, the tax expense related to certain nondeductible expenses and an income inclusion related to U.S. global intangible income.

The income tax benefit for Fiscal 2022 was largely a result of the reversal of a valuation allowance on the Canadian deferred tax assets that were previously fully reserved, in addition to the estimated R&D Tax Credit. These items were partially offset by the tax expense related to certain nondeductible expenses, the gain on the disposition of a small, non-core division of our Canadian operations and an income inclusion related to U.S. global intangible income.

We record and maintain valuation allowances against the deferred tax assets of various foreign jurisdictions until sufficient evidence is available to demonstrate that it is more likely than not that the net deferred tax assets will be recognized. As of each reporting date, management considers new evidence, both positive and negative, that could affect its view of the future realization of deferred tax assets. During Fiscal 2024, management determined that there was sufficient positive evidence to conclude that certain Canadian tax credits in the amount of \$0.5 million were realizable. The determination was based on the operating results of the past three years and the anticipated future taxable income from our Canadian operations. The release of the valuation allowance resulted in a \$0.5 million tax benefit and a corresponding increase in the deferred tax assets.

During the period ended September 30, 2023, management determined that there was sufficient positive evidence to conclude that the U.K. net deferred tax assets of \$1.9 million were realizable. This determination was based on operating results over the past three years and anticipated future taxable income from our U.K. operations. The valuation allowance was released accordingly, and a \$1.9 million tax benefit and corresponding increase in the deferred tax assets were recorded. Likewise, during the period ended June 30, 2022, management concluded that Canadian net deferred tax assets of \$5.9 million were realizable based on current and anticipated market conditions, continued market diversification, operating results over the past three years and anticipated future taxable income from our Canadian operations. The release of the Canadian valuation allowance resulted in a \$5.9 million tax benefit and a corresponding increase in the deferred tax assets.

We have not recorded deferred income taxes on \$23.0 million of undistributed earnings of our foreign subsidiaries because of management's intent to indefinitely reinvest such earnings. Upon distribution of these earnings in the form of dividends or otherwise, we may be subject to U.S. income taxes and foreign withholding taxes. It is not practical, however, to estimate the amount of taxes that may be payable on the eventual remittance of these earnings.

We are subject to income tax in the U.S., multiple state jurisdictions and certain international jurisdictions, primarily the U.K. and Canada. The significant jurisdictions that remain open to examination are as follows: Canada 2017 – 2023, U.K. 2023 and

U.S. federal and state 2020 – 2023. As of September 30, 2024, we did not have any state audits underway that would have a material impact on our financial position or results of operations.

The tax effect of temporary differences between U.S. GAAP accounting and federal income tax accounting creating deferred income tax assets and liabilities was as follows (in thousands):

	September 30,	
	2024	2023
<b>Deferred Tax Assets:</b>		
Research and experimental expenditures <sup>(1)</sup>	\$ 12,552	\$ 8,118
Long-term contracts	7,480	—
Deferred compensation	2,868	2,274
Uniform capitalization and inventory	1,511	1,253
Credit carryforwards	1,304	1,378
Warranty accrual	1,304	752
Stock-based compensation	1,269	1,555
Net operating loss	1,248	7,432
Reserve for accrued employee benefits	1,029	988
Other	655	317
Deferred tax assets	<u>\$ 31,220</u>	<u>\$ 24,067</u>
<b>Deferred Tax Liabilities:</b>		
Depreciation and amortization <sup>(1)</sup>	\$ (3,773)	\$ (3,545)
Retention and other	(1,310)	(1,491)
Deferred tax liabilities	<u>\$ (5,083)</u>	<u>\$ (5,036)</u>
Less: valuation allowance	(1,599)	(1,967)
Net deferred tax asset	<u><u>\$ 24,538</u></u>	<u><u>\$ 17,064</u></u>

<sup>(1)</sup>Certain prior year amounts have been reclassified for consistency with the current year presentation.

We have deferred tax assets related to international net operating loss carryforwards of \$0.5 million that are not reserved with a valuation allowance available to offset future tax liabilities in the respective jurisdictions. The majority of these net operating loss carryforwards are related to our Canadian operations and expire beginning in 2035. The remaining unreserved net operating loss carryforwards related to other jurisdictions have an indefinite carryforward period. As of September 30, 2024, the majority of our tax credit carryforwards are fully reserved with a valuation allowance.

The net decrease in the total valuation allowance during the year was \$0.4 million, which was largely a result of the reversal of the Canadian valuation allowance on certain tax credits. In assessing the realizability of net deferred tax assets, we consider whether it is more likely than not that some portion or all of the net deferred tax assets may not be realized. The ultimate realization of net deferred tax assets is dependent on the generation of future taxable income during the periods in which those temporary differences become deductible.

A reconciliation of the beginning and ending amount of the unrecognized tax benefits follows (in thousands):

	Year Ended September 30,		
	2024	2023	2022
Balance at beginning of period	\$ 1,889	\$ 1,377	\$ 1,409
Increases related to tax positions taken during the current period	460	400	240
Increases related to tax positions taken during a prior period	70	112	92
Decreases related to expiration of statute of limitations	(680)	—	(327)
Decreases related to settlement with taxing authorities	—	—	(37)
Balance at end of period	<u><u>\$ 1,739</u></u>	<u><u>\$ 1,889</u></u>	<u><u>\$ 1,377</u></u>

Included in the balance of unrecognized tax benefits at the end of Fiscal 2024, 2023, and 2022 are \$1.5 million, \$1.6 million, and \$1.1 million, respectively, of tax benefits that, if recognized, would affect the effective tax rate. Our policy is to recognize

interest and penalties related to income tax matters as tax expense. The amount of interest and penalty expense recorded for the year ended September 30, 2024 was not material.

Management believes that, within the next twelve months, it is reasonably possible that the unrecognized tax benefits will decrease by approximately \$0.3 million due to the expiration of certain federal statutes of limitations. We are unable to make reasonably reliable estimates regarding the timing of future cash outflows, if any, associated with the remaining unrecognized tax benefits for the open periods of fiscal years ended September 30, 2021 – 2024.

Management believes that an adequate provision has been made for any adjustments that may result from tax examinations. However, the outcome of tax audits cannot be predicted with certainty. If any issues addressed in our tax audits are resolved in a manner not consistent with management's expectations, we could be required to adjust our provision for income tax in the period such resolution occurs.

## **J. Employee Benefit Plans**

### ***Retirement Plans***

We have defined employee contribution plans for substantially all of our U.S. employees (401k plan) and our Canadian employees (Registered Retirement Savings Plan). We recognized expenses under these plans primarily related to matching contributions of \$4.4 million, \$3.4 million and \$3.0 million in Fiscal 2024, 2023 and 2022, respectively.

### ***Deferred Compensation***

We offer a non-qualified deferred compensation plan to a select group of highly compensated individuals (as defined). The plan permits the deferral of up to 50% of a participant's base salary and 100% of a participant's annual incentive. The deferrals are held in a separate irrevocable rabbi trust (the Rabbi Trust), which has been established to administer the plan. The Rabbi Trust is intended to be used as a source of funds to match respective funding obligations to participants. The assets of the trust are subject to the claims of our creditors in the event that we become insolvent. Consequently, the Rabbi Trust qualifies as a grantor trust for income tax purposes. We make periodic payments into company-owned life insurance policies held in the Rabbi Trust to fund the expected obligations arising under this plan. Changes in the deferred compensation balance are recorded to compensation expense and reflected within the selling, general and administrative expenses line in the Consolidated Statements of Operations. The plan is not qualified under Section 401 of the Internal Revenue code. We recorded net compensation expense adjustments of \$0.2 million related to this plan in Fiscal 2024 and \$0.8 million in Fiscal 2023. At September 30, 2024, total assets held in the Rabbi Trust were \$12.3 million and recorded in other assets and the liability was \$12.0 million and recorded in deferred compensation in our Consolidated Balance Sheets. The \$12.3 million of assets held in the Rabbi Trust is invested in company-owned life insurance policies.

### ***Retiree Medical Plan***

We have an unfunded plan that extends health benefits to retirees that are also available to active employees under our existing health plans. The current plan provides coverage for employees with at least 10 years of service who are age 55 or older but less than 65. Effective January 1, 2023, eligibility for postretirement medical benefits changed to age 60 with 10 years of continuous service. Employees who are under age 50 as of January 1, 2023 or who are hired after January 1, 2023 are no longer eligible for postretirement medical benefits. The retiree is required to pay the COBRA rate less a subsidy provided by us based on years of service at the time of retirement. The unfunded liability is recorded in other long-term liabilities and was \$0.3 million as of September 30, 2024 and \$0.5 million as of September 30, 2023. Our net periodic postretirement costs were immaterial for all periods presented in the Consolidated Statements of Operations. Due to the immateriality of the costs and liabilities of this plan, no further disclosure is being presented.



## K. Stock-Based Compensation

We have the following stock-based compensation plans:

### *Restricted Stock Units*

In February 2014, our stockholders approved and adopted at the Annual Meeting of Stockholders the 2014 Equity Incentive Plan (the 2014 Plan), which replaced our 2006 Equity Compensation Plan (2006 Plan). Persons eligible to receive awards under the 2014 Plan include our officers and employees. The 2014 Plan authorizes stock options, stock appreciation rights, restricted stock, restricted stock units (RSUs) and performance-based awards, as well as certain other awards. In February 2023, our stockholders approved an amendment to the 2014 Plan that extended the term of the 2014 Plan by five years and increased the number of shares of common stock that may be issued under the plan by 600,000 shares for a total of 1,350,000 shares.

In accordance with the 2014 Plan, the Compensation and Human Capital Committee has authorized grants of RSUs to certain officers and key employees of the Company. The fair value of the RSUs is based on the price of our common stock as reported on the NASDAQ Global Market on the grant dates. Typically, these grants vest over a three-year period from the date of issuance and are a blend of time-based and performance-based shares. Fifty percent of the grant is time-based and vests over a three-year period on each anniversary of the grant date, based on continued employment. The remaining fifty percent of the grant is earned based on the three-year earnings and safety performance of the Company following the grant date. At September 30, 2024, there were 192,011 RSUs outstanding. The RSUs do not have voting rights but do receive dividend equivalents upon vesting, which are accrued quarterly. Additionally, the shares of common stock underlying the RSUs are not considered issued and outstanding until vested and common stock is issued.

Total RSU activity (number of shares) for the past fiscal year is summarized below:

	Number of Restricted Stock Units	Weighted Average Grant Value Per Share
Outstanding at September 30, 2023	292,497	\$ 22.90
Granted	44,670	89.23
Vested	(143,431)	25.98
Forfeited/canceled	(1,725)	74.22
Outstanding at September 30, 2024	<u>192,011</u>	<u>\$ 35.38</u>

### *Restricted Stock*

In February 2022, our stockholders approved an amendment to the 2014 Non-Employee Director Equity Incentive Plan (the 2014 Director Plan) that extended the term of the 2014 Director Plan by ten years and increased the number of shares of common stock that may be issued under the 2014 Director Plan by 200,000 shares for a total of 350,000 shares. The plan is administered by the Compensation and Human Capital Committee. Eligibility to participate in the plan is limited to those individuals who are members of the Board of Directors of the Company and who are not employees of the Company or any affiliate of the Company.

Under the terms of the 2014 Director Plan, the maximum number of shares that may be granted during any calendar year to any individual is 12,000 shares. The total number of shares that may be issued for awards to any single participant during a calendar year for other stock-based awards (excluding stock options and stock appreciation rights) is 4,000 shares. In December 2023, the Company's Compensation and Human Capital Committee revised the non-employee directors' annual restricted stock compensation from a fixed-shares arrangement to a fixed-value arrangement, retrospectively effective on October 1, 2023. Prior to October 1, 2023, each non-employee director received 2,400 restricted shares of the Company's common stock annually. Fifty percent of the restricted stock granted to each of our non-employee directors was vested immediately, while the remaining fifty percent vested on the anniversary of the grant date. Compensation expense was recognized immediately for the first fifty percent of the restricted stock granted, while compensation expense for the remaining fifty percent was recognized over the remaining vesting period. Subsequent to October 1, 2023, each non-employee director shall receive restricted shares of the Company's common stock valued at \$0.1 million annually. The number of granted shares is calculated by dividing the \$0.1 million by the average of high and low prices of our common stock on the grant date. The shares shall vest on the earlier of the grant anniversary date or the date of the next annual meeting of stockholders, whichever occurs first.

Under this 2014 Director Plan, in February 2024, 4,620 shares of restricted stock were issued to our non-employee directors at a price of \$153.81 per share. In February 2023, we issued 16,800 shares of restricted stock to our non-employee directors at a price of \$43.22 per share. The total number of shares of common stock available for future awards under the 2014 Director plan

was 185,980 shares as of September 30, 2024. At September 30, 2024 and 2023, there were 4,620 shares and 8,400 shares, respectively, of unvested restricted stock outstanding.

### Compensation Expense

Total compensation expense related to restricted stock grants under all plans was \$0.6 million, \$0.6 million and \$0.4 million for the years ended September 30, 2024, 2023 and 2022, respectively. Total compensation expense related to RSUs under all plans was \$4.2 million, \$4.0 million and \$3.7 million for the years ended September 30, 2024, 2023 and 2022, respectively.

We record the amortization of non-vested restricted stock and restricted stock units as an increase to additional paid-in capital. As of September 30, 2024 and 2023, amounts of deferred compensation expense not yet recognized related to non-vested stock and RSUs totaled \$2.1 million and \$1.4 million, respectively. As of September 30, 2024, the total weighted average remaining contractual life of our non-vested restricted stock and RSUs is approximately five months and 1.23 years, respectively.

### L. Fair Value Measurements

We measure certain financial assets and liabilities at fair value. Fair value is defined as an “exit price,” which represents the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in valuing an asset or liability. The accounting guidance requires the use of valuation techniques to measure fair value that maximize the use of observable inputs and minimize the use of unobservable inputs. As a basis for considering such assumptions and inputs, a fair value hierarchy has been established that identifies and prioritizes three levels of inputs to be used in measuring fair value.

The three levels of the fair value hierarchy are as follows:

Level 1 — Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs other than the quoted prices in active markets that are observable either directly or indirectly, including quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market data and require the reporting entity to develop its own assumptions.

The following table summarizes the fair value of our assets and liabilities that were accounted for at fair value on a recurring basis as of September 30, 2024 (in thousands):

	Fair Value Measurements at September 30, 2024			Fair Value at September 30, 2024
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Assets:</b>				
Cash and cash equivalents	\$ 315,331	\$ —	\$ —	\$ 315,331
Short-term investments	43,061	—	—	43,061
Rabbi trust assets	—	12,324	—	12,324
<b>Liabilities:</b>				
Deferred compensation	—	12,027	—	12,027

The following table summarizes the fair value of our assets and liabilities that were accounted for at fair value on a recurring basis as of September 30, 2023 (in thousands):

	Fair Value Measurements at September 30, 2023			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value at September 30, 2023
<b>Assets:</b>				
Cash and cash equivalents	\$ 245,875	\$ —	\$ —	\$ 245,875
Short-term investments	33,134	—	—	33,134
Rabbi trust assets	—	9,117	—	9,117
<b>Liabilities:</b>				
Deferred compensation	—	9,145	—	9,145

Fair value guidance requires certain fair value disclosures to be presented in both interim and annual reports. The estimated fair value amounts of financial instruments have been determined using available market information and valuation methodologies described below.

*Cash and cash equivalents* – Cash and cash equivalents, primarily funds held in money market savings instruments, are reported at their current carrying value, which approximates fair value due to the short-term nature of these instruments and are included in cash and cash equivalents in our Consolidated Balance Sheets.

*Short-term investments* – Short-term investments include time deposits with original maturities of three months or more.

*Rabbi trust assets and deferred compensation* – We hold investments in an irrevocable rabbi trust for our deferred compensation plan. The assets are primarily related to company-owned life insurance policies and are included in other assets in the accompanying Consolidated Balance Sheets. Because the mutual funds and company-owned life insurance policies are combined in the plan, they are categorized as Level 2 in the fair value measurement hierarchy. The deferred compensation liability represents the investment options that the plan participants have designated to serve as the basis for measurement of the notional value of their accounts. Because the deferred compensation liability is intended to offset the plan assets, it is also categorized as Level 2 in the fair value measurement hierarchy.

There were no transfers between levels within the fair value measurement hierarchy during the year ended September 30, 2024.

## M. Leases

Our leases consist primarily of office space and construction equipment. All of our future lease obligations are related to non-cancelable operating leases. The following table provides a summary of lease cost components for the years ended September 30, 2024, 2023 and 2022 respectively (in thousands):

Lease Cost	2024	2023	2022
Operating lease cost	\$ 920	\$ 1,457	\$ 2,146
Less: sublease income	—	(515)	(685)
Variable lease cost <sup>(1)</sup>	108	369	457
Short-term lease cost <sup>(2)</sup>	2,476	1,864	1,643
<b>Total lease cost</b>	<b>\$ 3,504</b>	<b>\$ 3,175</b>	<b>\$ 3,561</b>

<sup>(1)</sup> Variable lease cost represents common area maintenance charges related to our Canadian office space lease.

<sup>(2)</sup> Short-term lease cost includes leases and rentals with initial terms of one year or less.

We recognize operating lease assets and operating lease liabilities representing the present value of the remaining lease payments for leases with initial terms greater than twelve months. Leases with initial terms of twelve months or less are not recorded in our Consolidated Balance Sheets. The following table provides a summary of the operating lease assets and

operating lease liabilities included in our Consolidated Balance Sheets as of September 30, 2024 and 2023, respectively (in thousands):

Operating Leases	September 30,	
	2024	2023
<b>Assets:</b>		
Operating lease assets, net	\$ 1,216	\$ 1,436
<b>Liabilities:</b>		
Current operating lease liabilities	595	773
Long-term operating lease liabilities	621	663
Total lease liabilities	\$ 1,216	\$ 1,436

The following table provides the maturities of our operating lease liabilities as of September 30, 2024 (in thousands):

	Operating Leases
2025	\$ 633
2026	382
2027	202
2028	53
2029	30
Thereafter	—
Total future minimum lease payments	\$ 1,300
Less: present value discount (imputed interest)	(84)
Present value of lease liabilities	\$ 1,216

The weighted average discount rates as of September 30, 2024 and 2023 were 5.44% and 3.32%, respectively. The weighted average remaining lease term was 2.47 years and 2.67 years, respectively, at September 30, 2024 and 2023.

#### N. Segment Information

We manage our business as one reportable operating segment related to the development, design, manufacturing and servicing of custom-engineered equipment and systems for the distribution, control and monitoring of electrical energy.

Revenues by country represent sales to unaffiliated customers as determined by the ultimate destination of our products and services, summarized for the last three fiscal years by region in the table below (in thousands):

	Year Ended September 30,		
	2024	2023	2022
United States	\$ 846,526	\$ 557,934	\$ 404,973
Canada	106,521	84,090	81,218
Europe	31,388	26,699	17,699
Middle East and Africa	13,440	14,998	20,712
Mexico, Central and South America	7,631	9,399	3,095
Asia/Pacific	6,850	6,188	4,885
Total revenues	\$ 1,012,356	\$ 699,308	\$ 532,582

Long-lived assets by country consist of property, plant and equipment, net of accumulated depreciation and are determined based on the location of the tangible assets, summarized for the last two fiscal years in the table below (in thousands):

	September 30,	
	2024	2023
Long-lived assets:		
United States	\$ 64,560	\$ 58,514
Canada	34,456	35,214
United Kingdom	4,405	3,897
Total	<u>\$ 103,421</u>	<u>\$ 97,625</u>

## O. Quarterly Information

The table below sets forth the unaudited consolidated operating results by fiscal quarter for the years ended September 30, 2024 and 2023 (in thousands, except per share data):

	2024 Quarters				
	First <sup>(1)</sup>	Second	Third	Fourth <sup>(2)</sup>	2024
Revenues	\$ 194,017	\$ 255,108	\$ 288,168	\$ 275,063	\$ 1,012,356
Gross profit	48,194	62,720	81,740	80,434	273,088
Net income	24,085	33,488	46,223	46,052	149,848
Earnings per share:					
Basic	\$ 2.02	\$ 2.79	\$ 3.85	\$ 3.84	\$ 12.51
Diluted	\$ 1.98	\$ 2.75	\$ 3.79	\$ 3.77	\$ 12.29

<sup>(1)</sup> The results for the first quarter of Fiscal 2024 demonstrated normal seasonality and were negatively impacted by holidays and work schedules compared to other quarterly periods.

<sup>(2)</sup> The results for the fourth quarter of Fiscal 2024 were positively impacted by project cancellations of \$2.2 million.

	2023 Quarters				
	First <sup>(1)</sup>	Second <sup>(2)</sup>	Third <sup>(3)</sup>	Fourth <sup>(4)</sup>	2023
Revenues	\$ 126,858	\$ 171,444	\$ 192,365	\$ 208,641	\$ 699,308
Gross profit	19,464	33,437	42,670	51,982	147,553
Net income	1,162	8,473	18,454	26,436	54,525
Earnings per share:					
Basic	\$ 0.10	\$ 0.71	\$ 1.55	\$ 2.22	\$ 4.59
Diluted	\$ 0.10	\$ 0.70	\$ 1.52	\$ 2.17	\$ 4.50

<sup>(1)</sup> The results for the first quarter of Fiscal 2023 demonstrated normal seasonality and were negatively impacted by holidays and work schedules compared to other quarterly periods.

<sup>(2)</sup> The results for the second quarter of Fiscal 2023 were positively impacted by a project cancellation of \$1.6 million.

<sup>(3)</sup> The results for the third quarter of Fiscal 2023 were positively impacted by a project cancellation of \$1.7 million.

<sup>(4)</sup> The results for the fourth quarter of Fiscal 2023 were positively impacted by project cancellations of \$1.0 million and the reversal of a \$1.9 million valuation allowance against the U.K. net deferred tax assets.

The sum of the individual earnings per share amounts may not agree with year-to-date earnings per share as each period's computation is based on the weighted-average number of shares outstanding during the period.

## P. Divestiture

On June 30, 2022, we sold a non-core, industrial valve repair and servicing business within our Canadian operations and received proceeds of \$4.3 million. We recorded a \$2.0 million pre-tax gain on this transaction, which has been presented in other income on our Consolidated Statement of Operations for the year ended September 30, 2022.

**Q. Subsequent Event**

***Quarterly Dividend Declared***

On November 5, 2024, our Board of Directors declared a quarterly cash dividend on our common stock in the amount of \$0.2650 per share. The dividend is payable on December 18, 2024 to shareholders of record at the close of business on November 20, 2024.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures****Evaluation of Disclosure Controls and Procedures**

We have established and maintain a system of disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our reports filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended (Exchange Act), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as appropriate, to allow timely decisions regarding required disclosures.

Management, with the participation of our CEO and CFO, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a–15(e) and 15d–15(e) of the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, our CEO and CFO have each concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosures.

**Management’s Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rule 13a–15(f) under the Exchange Act. Our system of internal control was designed using a top-down risk-based approach to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become ineffective due to changes in conditions or deterioration in the degree of compliance with the policies or procedures.

Management of the Company has assessed the effectiveness of our internal control over financial reporting as of September 30, 2024. Management evaluated the effectiveness of our internal control over financial reporting based on the criteria in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on management’s evaluation, management has concluded that our internal control over financial reporting was effective at the reasonable assurance level as of September 30, 2024, based on criteria in Internal Control – Integrated Framework (2013) issued by the COSO.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, has audited and issued their attestation report on the effectiveness of our internal control over financial reporting as of September 30, 2024, which appears in their report on the financial statements included herein.

**Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 of the Exchange Act that occurred during the fourth quarter of Fiscal 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information****Insider Adoption or Termination of Trading Arrangements**

During the last fiscal quarter, none of our directors or officers adopted or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as those terms are defined in Regulation S-K, Item 408.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

## PART III

### **Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this item is incorporated in this Annual Report by reference to our definitive proxy statement pursuant to Regulation 14A, to be filed with the SEC not later than 120 days after the close of our fiscal year ended September 30, 2024.

We have adopted a Code of Business Conduct and Ethics that applies to all employees, including our executive officers and directors. A copy of our Code of Business Conduct and Ethics may be obtained at the Investor Relations section of our website, [www.powellind.com](http://www.powellind.com), or by written request addressed to the Secretary, Powell Industries, Inc., 8550 Mosley Road, Houston, Texas 77075. We will satisfy the requirements under Item 5.05 of Form 8-K regarding disclosure of amendments to, or waivers from, provisions of our code of ethics that apply to the chief executive officer, chief financial officer or controller by posting such information on our website.

### **Item 11. Executive Compensation**

The information required by this item is incorporated in this Annual Report by reference to our definitive proxy statement pursuant to Regulation 14A, to be filed with the SEC not later than 120 days after the close of our fiscal year ended September 30, 2024.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this item is incorporated in this Annual Report by reference to our definitive proxy statement pursuant to Regulation 14A, to be filed with the SEC not later than 120 days after the close of our fiscal year ended September 30, 2024.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this item is incorporated in this Annual Report by reference to our definitive proxy statement pursuant to Regulation 14A, to be filed with the SEC not later than 120 days after the close of our fiscal year ended September 30, 2024.

### **Item 14. Principal Accountant Fees and Services**

The information required by this item is incorporated in this Annual Report by reference to our definitive proxy statement pursuant to Regulation 14A, to be filed with the SEC not later than 120 days after the close of our fiscal year ended September 30, 2024.



## PART IV

### Item 15. Exhibits. Financial Statement Schedules

1. *Financial Statements.* Reference is made to the Index to Consolidated Financial Statements at Item 8 of this Annual Report.

2. *Financial Statement Schedule.* All financial statement schedules are omitted because they are not applicable, or the required information is shown in the Consolidated Financial Statements or the Notes to the Consolidated Financial Statements included elsewhere in this Annual Report.

### 3. Exhibits.

Number	Description of Exhibits
3.1	— <a href="#">Certificate of Incorporation of Powell Industries, Inc. filed with the Secretary of State of the State of Delaware on February 11, 2004 (filed as Exhibit 3.1 to our Form 8-A/A filed November 1, 2004, and incorporated herein by reference).</a>
3.2	— <a href="#">Amended and Restated By-laws of Powell Industries, Inc. (filed as Exhibit 3.1 to our Form 8-K filed October 12, 2012, and incorporated herein by reference).</a>
3.3	— <a href="#">Amendment No. 1 to Amended and Restated By-laws of Powell Industries, Inc. (filed as Exhibit 3.1 to our Form 8-K filed February 26, 2021, and incorporated herein by reference).</a>
**4	— <a href="#">Description of Powell Industries, Inc.'s Common Stock</a>
*10.1	— <a href="#">Powell Industries, Inc. Deferred Compensation Plan (filed as Exhibit 10.9 to our Form 10-K for the fiscal year ended October 31, 2002, and incorporated herein by reference).</a>
*10.2	— <a href="#">2014 Equity Incentive Plan (filed as Exhibit 10.2 to our Form 10-Q filed May 7, 2014 and incorporated herein by reference).</a>
*10.3	— <a href="#">Form of Restricted Stock Award Agreement under 2014 Equity Incentive Plan (filed as Exhibit 10.3 to our Form 10-Q filed May 7, 2014 and incorporated herein by reference).</a>
*10.4	— <a href="#">Form of Restricted Stock Unit Award Agreement under 2014 Equity Incentive Plan (filed as Exhibit 10.4 to our Form 10-Q filed May 7, 2014 and incorporated herein by reference).</a>
*10.5	— <a href="#">Form of Performance Unit Award Agreement under 2014 Equity Incentive Plan (filed as Exhibit 10.5 to our Form 10-Q filed May 7, 2014 and incorporated herein by reference).</a>
*10.6	— <a href="#">Form of Stock Option Award Agreement under 2014 Equity Incentive Plan (filed as Exhibit 10.6 to our Form 10-Q filed May 7, 2014 and incorporated herein by reference).</a>
*10.7	— <a href="#">Form of Stock Appreciation Right Award Agreement under 2014 Equity Incentive Plan (filed as Exhibit 10.7 to our Form 10-Q filed May 7, 2014 and incorporated herein by reference).</a>
*10.8	— <a href="#">2014 Non-Employee Director Equity Incentive Plan (filed as Exhibit 10.8 to our Form 10-Q filed May 7, 2014 and incorporated herein by reference).</a>
*10.9	— <a href="#">Form of Restricted Stock Award Agreement under 2014 Non-Employee Director Equity Incentive Plan (filed as Exhibit 10.9 to our Form 10-Q filed May 7, 2014 and incorporated herein by reference).</a>
*10.10	— <a href="#">Employment Agreement dated September 29, 2016, between the Company and Brett A. Cope (filed as Exhibit 10.1 to our 8-K filed September 30, 2016 and incorporated herein by reference).</a>
*10.11	— <a href="#">Employment Agreement effective November 5, 2018 by and between the Company and Michael W. Metcalf (filed as Exhibit 10.1 to our Form 8-K filed November 1, 2018 and incorporated herein by reference).</a>

Number	Description of Exhibits
10.12	— <a href="#">Amended and Restated Credit Agreement, dated September 27, 2019, by and between the Company, as Borrower, certain subsidiaries of the Company identified therein, as Guarantors, Bank of America, N.A., as Administrative Agent, Swingline Lender and L/C Issuer, the Lenders party thereto and BofA Securities, Inc., as Sole Lead Arranger and Sole Bookrunner (filed as Exhibit 10.25 to our Form 10-K filed December 5, 2019 and incorporated herein by reference).</a>
10.13	— <a href="#">First Amendment to Credit Agreement dated March 12, 2021 (filed as Exhibit 10.1 to our Form 8-K filed March 16, 2021 and incorporated herein by reference).</a>
10.14	— <a href="#">LIBOR Transition Amendment, dated December 31, 2021, by and between the Company, as Borrower, certain subsidiaries of the Company identified therein, as Guarantors, the Lenders party thereto and Bank of America, N.A., as Administrative Agent (filed as Exhibit 10.1 to our Form 10-Q filed February 9, 2022 and incorporated herein by reference).</a>
10.15	— <a href="#">LIBOR Transition Amendment, dated November 10, 2022, by and between the Company, as Borrower, certain subsidiaries of the Company identified therein, as Guarantors, the Lenders party thereto and Bank of America, N.A., as Administrative Agent (filed as Exhibit 10.1 to our Form 10-Q filed February 1, 2023 and incorporated herein by reference).</a>
10.16	— <a href="#">Second Amendment to Credit Agreement, dated March 31, 2023 (filed as Exhibit 10.1 to our Form 8-K filed April 6, 2023 and incorporated herein by reference).</a>
*10.17	— <a href="#">First Amendment to Powell Industries, Inc. 2014 Non-Employee Director Equity Incentive Plan (filed as Exhibit 10.2 to our Form S-8 filed February 9, 2023 and incorporated herein by reference).</a>
*10.18	— <a href="#">First Amendment to Powell Industries, Inc. 2014 Equity Incentive Plan (filed as Exhibit 10.1 to our Form 8-K filed February 16, 2023 and incorporated herein by reference).</a>
10.19	— <a href="#">Third Amendment to Credit Agreement, dated October 4, 2023 (filed as Exhibit 10.29 to our Form 10-K filed December 6, 2023 and incorporated herein by reference).</a>
10.20	— <a href="#">Canadian Benchmark Replacement Conforming Changes Amendment, dated June 26, 2024, by and between the Company, as Borrower, and Bank of America, N.A., as Administrative Agent (filed as Exhibit 10.1 to our Form 10-Q filed July 31, 2024).</a>
**10.21	— <a href="#">Conforming Changes Amendment, dated September 24, 2024, by and between the Company, as Borrower, and Bank of America, N.A., as Administrative Agent.</a>
**19	— <a href="#">Insider Trading Policy effective September 1, 2022.</a>
**21.1	— <a href="#">Subsidiaries of Powell Industries, Inc.</a>
**23.1	— <a href="#">Consent of PricewaterhouseCoopers LLP.</a>
**31.1	— <a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a).</a>
**31.2	— <a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a).</a>
***32.1	— <a href="#">Certification of Chief Executive Officer Pursuant to Section 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
***32.2	— <a href="#">Certification of Chief Financial Officer Pursuant to Section 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
97	— <a href="#">Executive Recoupment Policy effective September 20, 2023 (filed as Exhibit 97 to our Form 10-K filed December 6, 2023 and incorporated herein by reference).</a>
**101	— The following financial statements from the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2024, formatted in Inline XBRL: (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Operations; (iii) Consolidated Statements of Comprehensive Income; (iv) Consolidated Statements of Stockholders' Equity; (v) Consolidated Statements of Cash Flows; and (vi) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags.
**104	— The cover page from the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2024, formatted in Inline XBRL (included as Exhibit 101).

- \* Management contracts and compensatory plans or arrangements.
- \*\* Filed herewith.
- \*\*\* Furnished herewith.

**Item 16. *Form 10-K Summary***

None.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

POWELL INDUSTRIES, INC.

By: /s/ Brett A. Cope  
Brett A. Cope  
President and Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the date indicated:

<u>Signature</u>	<u>Title</u>
<u>/s/Brett A. Cope</u> Brett A. Cope	Chairman of the Board President and Chief Executive Officer (Principal Executive Officer)
<u>/s/Michael W. Metcalf</u> Michael W. Metcalf	Executive Vice President Chief Financial Officer (Principal Financial and Principal Accounting Officer)
<u>/s/Alaina K. Brooks</u> Alaina K. Brooks	Director
<u>/s/ Christopher E. Cragg</u> Christopher E. Cragg	Director
<u>/s/ Katheryn B. Curtis</u> Katheryn B. Curtis	Director
<u>/s/ James W. McGill</u> James W. McGill	Director
<u>/s/ Mohit Singh</u> Mohit Singh	Director
<u>/s/ John G. Stacey</u> John G. Stacey	Director
<u>/s/ Richard E. Williams</u> Richard E. Williams	Director

Date: November 20, 2024

**Description of Powell Industries, Inc.'s Securities**  
**Registered under Section 12 of the Securities Exchange Act of 1934**

We have one class of securities, our common stock, registered under Section 12 of the Securities Exchange Act of 1934, as amended. Our common stock is listed for trading on the Nasdaq Global Market under the symbol "POWL." Our authorized capital stock consists of 30,000,000 shares of common stock, par value \$0.01 per share, and 5,000,000 shares of preferred stock, par value \$0.01 per share. The following description of our capital stock is a summary and does not purport to be complete. It is subject to and qualified in its entirety by our certificate of incorporation (as may be amended or restated from time to time, "Certificate of Incorporation") and amended and restated bylaws, as amended (as may be further amended or restated from time to time, "Bylaws"), each of which is filed as an exhibit to our Annual Report on Form 10-K. We encourage you to read the complete text of our Certificate of Incorporation and Bylaws.

**Common Stock**

Holders of our common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders, may not cumulate votes in the election of directors and have no preemptive rights. Our Bylaws provide that: in all matters other than the election of directors, the affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote on the subject matter at a meeting at which a quorum is present shall be the act of the stockholders, unless the vote of a greater number is required by law; and directors shall be elected by the holders of a plurality of the votes of the shares present or represented by proxy at the meeting and entitled to vote on the election of directors.

Our common stock is neither redeemable nor convertible into other securities; and there are no sinking fund provisions or subscription rights in respect thereof.

Subject to all rights of the holders of our preferred stock or any series thereof, the holders of our common stock are entitled to receive, when, as and if declared by our board of directors (the "Board"), out of funds legally available therefor, dividends payable in cash, stock or otherwise.

Upon any liquidation of Powell Industries, Inc. (the "Company"), and after holders of our preferred stock of each series have been paid in full the amounts to which they respectively are entitled or a sum sufficient for such payment in full has been set aside, the remaining net assets of the Company shall be distributed pro rata to the holders of our common stock, to the exclusion of holders of our preferred stock.

**Preferred Stock**

The Board is authorized to issue up to 5,000,000 shares of preferred stock in one or more series and to fix by resolution or resolutions providing for the issuance of each such series the voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of such series. No holders of any series of our preferred stock will be entitled to receive any dividends thereon other than those specifically provided for by our Certificate of Incorporation or the resolution or resolutions of the Board providing for the issuance of such series of our preferred stock. Upon any liquidation of the Company, whether voluntary or involuntary, the holders of our preferred stock of each series will be entitled to receive only such amount or amounts as will have been fixed by or Certificate of Incorporation or by the resolution or resolutions of the Board providing for the issuance of such series. The issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control of the Company without any vote or action by stockholders and may adversely affect the voting and other rights of the holders of shares of our common stock.

**Limitation on Liability of Directors; Indemnification of Officers and Directors**

Our Certificate of Incorporation provides that no director of the Company shall be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, which such limitation shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Company or its

stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the General Corporation Law of the State of Delaware (the “DGCL”) or (d) for any transaction from which the director derived an improper personal benefit. This limitation may have the effect of reducing the likelihood of derivative litigation against directors and may discourage or deter stockholders or management from bringing a lawsuit against directors for breach of their duty of care, even though such an action, if successful, might otherwise have benefited our stockholders.

Our Bylaws provide for indemnification of our officers and directors to the fullest extent permitted by the DGCL. In addition, we maintain directors’ and officers’ liability insurance.

### **Effects of Certain Provisions of Our Certificate of Incorporation and Bylaws and Delaware Law**

*General.* Certain provisions of our Certificate of Incorporation and Bylaws and Delaware law could have the effect of delaying, deferring or preventing a change in control or the removal of existing management, of deterring potential acquirors from making an offer to stockholders and of limiting any opportunity to realize premiums over prevailing market prices for our common stock in connection therewith. This could be the case notwithstanding that a majority of stockholders might benefit from such a change in control or offer.

*Board of Directors.* Our Bylaws divide the members of the Board into three classes, each class to be as nearly equal in number as possible, serving three-year staggered terms. No decrease in number of directors shall shorten the term of any incumbent director. The classification of directors makes it more difficult for stockholders to change the composition of the Board: at least two annual meetings of stockholders may be required for stockholders to change a majority of the directors, whether or not a plurality of stockholders favors such a change.

Stockholders may remove directors from office only for cause by the affirmative vote of stockholders holding a majority of the shares entitled to vote at an election of directors. Vacancies on the Board or newly created directorships resulting from an increase in the number of directors on the Board may be filled only by the vote of a majority of the remaining directors, although less than a quorum, or by a sole remaining director. The number of directors may be fixed by resolution of the Board but must be no less than three nor more than fifteen.

*Advance Notice of Stockholder Proposals and Director Nominations.* Our Bylaws contain provisions requiring that advance notice be delivered to us of any business to be brought by a stockholder before an annual meeting of stockholders and providing for certain procedures to be followed by stockholders in nominating persons for election to the Board. Generally, the advance notice provisions provide that the stockholder must give written notice to our Secretary not less than 90 days nor more than 150 days prior to the anniversary date of the immediately preceding annual meeting of stockholders. The notice must set forth specific information regarding that stockholder and that business or director nominee, as described in our Bylaws.

*Special Meetings of Stockholders.* Our Bylaws allow the chairman of the Board, the chief executive officer, the president, a majority of the directors or one or more stockholders holding in the aggregate not less than fifty percent (50%) of all the shares entitled to vote at the proposed special meeting to call a special meeting of the stockholders. Only business within the purpose or purposes described in the notice of the special meeting of the stockholders may be conducted at the meeting.

*Amendment of Bylaws.* Our Bylaws may be altered, amended or repealed or new bylaws adopted if approved by at least seventy-five percent (75%) of the Board.

*Delaware Anti-Takeover Statute.* As a Delaware corporation, we are subject to Section 203 of the DGCL. In general, Section 203 prevents us from engaging in a business combination with an “interested stockholder” (generally, a person owning 15% or more of our outstanding voting stock) for three years following the time that person becomes a 15% stockholder unless either:

- before that person became a 15% stockholder, the Board approved the transaction in which the stockholder became a 15% stockholder or approved the business combination;

- upon completion of the transaction that resulted in the stockholder's becoming a 15% stockholder, the stockholder owns at least 85% of our voting stock outstanding at the time the transaction began (excluding stock held by directors who are also officers and by employee stock plans that do not provide employees with the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer); or
- after the transaction in which that person became a 15% stockholder, the business combination is approved by the Board and authorized at a stockholder meeting by at least two-thirds of the outstanding voting stock not owned by the 15% stockholder.

Under Section 203, these restrictions also do not apply to certain business combinations proposed by a 15% stockholder following the disclosure of an extraordinary transaction with a person who was not a 15% stockholder during the previous three years or who became a 15% stockholder with the approval of a majority of our directors. This exception applies only if the extraordinary transaction is approved or not opposed by a majority of our directors who were directors before any person became a 15% stockholder in the previous three years, or the successors of these directors.

**Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is Equiniti Trust Company, LLC.

CONFORMING CHANGES AMENDMENT

THIS CONFORMING CHANGES AMENDMENT (this “Agreement”), dated as of September 24, 2024 (the “Execution Date”), is entered into by BANK OF AMERICA, N.A., as administrative agent (the “Administrative Agent”) and POWELL INDUSTRIES, INC., a Delaware corporation (the “Borrower”).

RECITALS

WHEREAS, the Borrower, the lenders from time to time party thereto (the “Lenders”), and Bank of America, N.A., as Administrative Agent, inter alios, have entered into that certain Amended and Restated Credit Agreement dated as of September 27, 2019 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the “Credit Agreement”);

WHEREAS, certain loans and/or other extensions of credit (the “Loans”) under the Credit Agreement denominated in Dollars incur or are permitted to incur interest, fees, commissions or other amounts based on the Bloomberg Short-Term Bank Yield Index Rate as administered by the Bloomberg Index Service Limited (“BSBY”) in accordance with the terms of the Credit Agreement; and

WHEREAS, BSBY will be replaced with the benchmark set forth in Appendix A in accordance with the Credit Agreement and, in connection therewith, the Administrative Agent is exercising its right to make certain conforming changes in connection with the implementation of the applicable benchmark replacement as set forth herein.

NOW, THEREFORE, in accordance with the terms of the Credit Agreement, this Agreement is entered into by the Administrative Agent and the Borrower:

1. Defined Terms. Capitalized terms used herein but not otherwise defined herein (including on any Appendix attached hereto) shall have the meanings provided to such terms in the Credit Agreement, as amended by this Agreement.
2. Agreement. Notwithstanding any provision of the Credit Agreement or any other document related thereto (the “Loan Documents”) to the contrary, the terms set forth on Appendix A shall apply to the Loans. For the avoidance of doubt, to the extent provisions in the Credit Agreement apply to Loans denominated in Dollars and such provisions are not specifically addressed by Appendix A, the provisions in the Credit Agreement shall continue to apply to such Loans denominated in Dollars.
3. Conflict with Loan Documents. In the event of any conflict between the terms of this Agreement and the terms of the Credit Agreement or the other Loan Documents, the terms hereof shall control.
4. Conditions Precedent. This Agreement shall become effective on November 20, 2024 (such date, the “Amendment Effective Date”), upon proper execution by the Administrative Agent of a counterpart of this Agreement. To the extent any Loan bearing interest at the BSBY Rate is outstanding on the Amendment Effective Date, such Loan shall continue to bear interest at the BSBY Rate until the end of the current interest period applicable to such Loan.
5. Notice. As of the Amendment Effective Date, the Administrative Agent hereby notifies the Borrower and the Lenders of the implementation of the Successor Rate pursuant to this Agreement.



To the extent the Credit Agreement requires the Administrative Agent to provide notice that any of the foregoing events has occurred, this Agreement constitutes such notice.

6. Payment of Expenses. The Borrower agrees to reimburse the Administrative Agent for all reasonable fees, charges and disbursements of the Administrative Agent in connection with the preparation, execution and delivery of this Agreement, including all reasonable fees, charges and disbursements of counsel to the Administrative Agent (paid directly to such counsel if requested by the Administrative Agent).

7. Miscellaneous.

(a) The Loan Documents, and the obligations of the Borrower under the Loan Documents, are hereby ratified and confirmed and shall remain in full force and effect according to their terms. This Agreement is a Loan Document.

(b) The Borrower (i) acknowledges and consents to all of the terms and conditions of this Agreement, (ii) affirms all of its obligations under the Loan Documents (iii) agrees that this Agreement and all documents executed in connection herewith do not operate to reduce or discharge its obligations under the Loan Documents, (iv) agrees that the Collateral Documents continue to be in full force and effect and are not impaired or adversely affected in any manner whatsoever, (v) confirms its grant of security interests pursuant to the Collateral Documents to which it is a party as Collateral for the Obligations, and (vi) acknowledges that all Liens granted (or purported to be granted) pursuant to the Collateral Documents remain and continue in full force and effect in respect of, and to secure, the Obligations.

(c) The Borrower represents and warrants that:

(i) The execution, delivery and performance by such Person of this Agreement is within such Person's organizational powers and has been duly authorized by all necessary organizational, partnership, member or other action, as applicable, as may be necessary or required.

(ii) This Agreement has been duly executed and delivered by such Person, and constitutes a valid and binding obligation of such Person, enforceable against it in accordance with the terms hereof, except as may be limited by applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws affecting the enforcement of creditors' rights generally and by general principles of equity.

(iii) The execution and delivery by such Person of this Agreement and performance by such Person of this Agreement have been duly authorized by all necessary corporate or other organizational action, and do not and will not (i) contravene the terms of its certificate or articles of incorporation or organization or other applicable constitutive documents, (ii) conflict with or result in any breach or contravention of, or the creation of any lien under, or require any payment to be made under (x) any contractual obligation to which such Person is a party or affecting such Person or the properties of such Person or any subsidiary thereof or (y) any order, injunction, writ or decree of any governmental authority or any arbitral award to which such Person or any subsidiary thereof or its property is subject or (c) violate any law.

(iv) Before and after giving effect to this Agreement, (A) all representations and warranties of such Person set forth in the Loan Documents are true and correct in all material respects (and in all respects if any such representation or warranty is already qualified by materiality (after giving effect to such materiality qualification)) on and as of the Amendment Effective Date (except to the extent that such representations and warranties specifically refer to an earlier date, in which case they were true and correct in all material respects (and in all respects if any such representation or warranty is already qualified by materiality (after giving effect to such materiality qualification)) as of such earlier date), and (B) no Event of Default exists.

(d) This Agreement may be in the form of an electronic record (in “.pdf” form or otherwise) and may be executed using electronic signatures, which shall be considered as originals and shall have the same legal effect, validity and enforceability as a paper record. This Agreement may be executed in as many counterparts as necessary or convenient, including both paper and electronic counterparts, but all such counterparts shall be one and the same Agreement. For the avoidance of doubt, the authorization under this paragraph may include, without limitation, use or acceptance by the Administrative Agent of a manually signed Agreement which has been converted into electronic form (such as scanned into “.pdf” format), or an electronically signed Agreement converted into another format, for transmission, delivery and/or retention.

(e) Any provision of this Agreement held to be illegal, invalid or unenforceable in any jurisdiction, shall, as to such jurisdiction, be ineffective to the extent of such illegality, invalidity or unenforceability without affecting the legality, validity or enforceability of the remaining provisions hereof and the illegality, invalidity or unenforceability of a particular provision in a particular jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

(f) The terms of the Credit Agreement with respect to governing law, submission to jurisdiction, waiver of venue and waiver of jury trial are incorporated herein by reference, *mutatis mutandis*, and the parties hereto agree to such terms.

[remainder of page intentionally left blank]

The Administrative Agent has caused a counterpart of this Agreement to be duly executed and delivered as of the date first above written.

ADMINISTRATIVE AGENT: BANK OF AMERICA, N.A.,  
as Administrative Agent

By: /s/ Melanie Brichant  
Name: Melanie Brichant  
Title: AVP

BORROWER: POWELL INDUSTRIES, INC.,  
a Delaware corporation

By: /s/ Michael W. Metcalf  
Name: Michael W. Metcalf  
Title: Executive Vice President and Chief Financial Officer

## Appendix A

### TERMS APPLICABLE TO TERM SOFR LOANS

1. Defined Terms. The following terms shall have the meanings set forth below:

“Administrative Agent’s Office” means, with respect to Dollars, the Administrative Agent’s address and, as appropriate, account specified in the Credit Agreement with respect to Dollars, or such other address or account with respect to Dollars as the Administrative Agent may from time to time notify the Borrower and the Lenders.

“Applicable Rate” means the Applicable Rate, Applicable Fee Rate, Applicable Margin or any similar or analogous definition in the Credit Agreement.

“Base Rate” means the Base Rate, Alternative Base Rate, ABR, Prime Rate or any similar or analogous definition in the Credit Agreement.

“Base Rate Loans” means a Loan that bears interest at a rate based on the Base Rate.

“Borrowing” means a Committed Borrowing, Borrowing, or any similar or analogous definition in the Credit Agreement.

“BSBY Rate” means BSBY Rate, BSBY, Adjusted BSBY Rate or any similar or analogous definition in the Credit Agreement.

“BSBY Rate Loans” means a Loan that bears interest at a rate based on the BSBY Rate.

“Business Day” means any day other than a Saturday, Sunday or other day on which commercial banks are authorized to close under the laws of, or are in fact closed in, the state where the Administrative Agent’s Office is located.

“CME” means CME Group Benchmark Administration Limited.

“Committed Loan Notice” means a Committed Loan Notice, Loan Notice, Borrowing Notice, Continuation/Conversion Notice, or any similar or analogous definition in the Credit Agreement, and such term shall be deemed to include the Committed Loan Notice attached hereto as Exhibit A.

“Dollar” and “\$” mean lawful money of the United States.

“Interest Payment Date” means, as to any Term SOFR Loan, the last day of each Interest Period applicable to such Loan and the applicable maturity date set forth in the Credit Agreement; provided, however, that if any Interest Period for a Term SOFR Loan exceeds three months, the respective dates that fall every three months after the beginning of such Interest Period shall also be Interest Payment Dates.

“Interest Period” means as to each Term SOFR Loan, the period commencing on the date such Term SOFR Loan is disbursed or converted to or continued as a Term SOFR Loan and ending on the date one (1), three (3) or six (6) months thereafter (in each case, subject to availability for the interest rate applicable to the relevant currency, as selected by the

Borrower in its Committed Loan Notice (in the case of each requested Interest Period, subject to availability); *provided* that:

(a) any Interest Period that would otherwise end on a day that is not a Business Day shall be extended to the next succeeding Business Day unless, in the case of a Term SOFR Loan, such Business Day falls in another calendar month, in which case such Interest Period shall end on the next preceding Business Day;

(b) any Interest Period pertaining to a Term SOFR Loan that begins on the last Business Day of a calendar month (or on a day for which there is no numerically corresponding day in the calendar month at the end of such Interest Period) shall end on the last Business Day of the calendar month at the end of such Interest Period; and

(c) no Interest Period shall extend beyond the applicable maturity date set forth in the Credit Agreement.

“Notice of Loan Prepayment” means a Notice of Loan Prepayment, Prepayment Notice, or any similar or analogous definition in the Credit Agreement.

“Required Lenders” means the Required Lenders, Requisite Lenders, Majority Lenders or any similar or analogous definition in the Credit Agreement.

“SOFR” means the Secured Overnight Financing Rate as administered by the Federal Reserve Bank of New York (or a successor administrator).

“SOFR Adjustment” with respect to Term SOFR means, (i) 0.10% (10 basis points) for an interest period of one-month’s duration, (ii) 0.10% (10 basis points) for an interest period of three-month’s duration, and (iii) 0.10% (10 basis points) for an interest period of six-months’ duration.

“Successor Rate” means the Successor Rate, BSBY Successor Rate or any similar or analogous definition in the Credit Agreement.

“Swing Line Loan” means Swing Line Loan, Swingline Loan or any similar or analogous definition in the Credit Agreement.

“Term SOFR” means:

(a) for any Interest Period with respect to a Term SOFR Loan, the rate per annum equal to the Term SOFR Screen Rate two U.S. Government Securities Business Days prior to the commencement of such Interest Period with a term equivalent to such Interest Period; provided that if the rate is not published prior to 11:00 a.m. on such determination date then Term SOFR means the Term SOFR Screen Rate on the first U.S. Government Securities Business Day immediately prior thereto, in each case, *plus* the SOFR Adjustment for such Interest Period; and

(b) for any interest calculation with respect to a Base Rate Loan on any date, the rate per annum equal to the Term SOFR Screen Rate two U.S. Government Securities Business Days prior to such date with a term of one month commencing that day; *provided* that if the rate is not published prior to 11:00 a.m. on such determination date

then Term SOFR means the Term SOFR Screen Rate on the first U.S. Government Securities Business Day immediately prior thereto, in each case, plus the SOFR Adjustment for such term;

provided that if Term SOFR determined in accordance with either of the foregoing provisions (a) or (b) of this definition would otherwise be less than zero, Term SOFR shall be deemed zero for purposes of this Agreement.

“Term SOFR Loan” means a Loan that bears interest at a rate based on clause (a) of the definition of Term SOFR.

“Term SOFR Screen Rate” means the forward-looking SOFR term rate administered by CME (or any successor administrator satisfactory to the Administrative Agent) and published on the applicable Reuters screen page (or such other commercially available source providing such quotations as may be designated by the Administrative Agent from time to time).

“Type” means, with respect to a Loan, its character as a Base Rate Loan or a Term SOFR Loan.

“U.S. Government Securities Business Day” means any day except for (a) a Saturday, (b) a Sunday or (c) a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in United States government securities.

2. Terms Applicable to Term SOFR Loans. From and after the Amendment Effective Date, the following terms shall apply to Term SOFR Loans:

(a) BSBY. (i) Dollars shall not be considered a currency for which there is a published BSBY rate and (ii) any request for a new BSBY Rate Loan, or to continue an existing BSBY Rate Loan shall be deemed to be a request for a new Loan bearing interest at Term SOFR.

(b) References to BSBY Rate and BSBY Rate Loans in the Credit Agreement and Loan Documents.

(i) References to the BSBY Rate and BSBY Rate Loans in provisions of the Credit Agreement and the other Loan Documents that are not specifically addressed herein (other than the definitions of BSBY Rate and BSBY Rate Loan) shall be deemed to include Term SOFR and Term SOFR Loans, as applicable. In addition, to the extent the definition of Base Rate in the Credit Agreement refers to the BSBY Rate, such reference shall be deemed to refer to Term SOFR.

(ii) For purposes of any requirement for the Borrower to compensate Lenders for losses in the Credit Agreement resulting from any continuation, conversion, payment or prepayment of any Loan on a day other than the last day of any Interest Period (as defined in the Credit Agreement), references to the Interest Period (as defined in the Credit Agreement) shall be deemed to include any relevant interest payment date or payment period for a Term SOFR Loan.

(c) Borrowings, Conversions, Continuations and Prepayments of Term SOFR Loans. In addition to any other borrowing or prepayment requirements set forth in the Credit Agreement or any other Loan Document:

(i) Term SOFR Loans. Each Borrowing, each conversion of Loans (other than Swing Line Loans) from one Type to the other, and each continuation of Term SOFR Loans shall be made upon the Borrower's irrevocable notice to the Administrative Agent, which may be given by (A) telephone or (B) a Committed Loan Notice; *provided* that any telephonic notice must be confirmed immediately by delivery to the Administrative Agent of a Committed Loan Notice. Each such Committed Loan Notice must be received by the Administrative Agent not later than 11:00 a.m. (Eastern time) two Business Days prior to the requested date of any Borrowing of, conversion to or continuation of Term SOFR Loans or of any conversion of Term SOFR Loans to Base Rate Loans. Each Borrowing of, conversion to or continuation of Term SOFR Loans shall be in a principal amount of \$500,000 or a whole multiple of \$100,000 in excess thereof. Each Committed Loan Notice shall specify (i) whether the Borrower is requesting a Borrowing, a conversion of Loans from one Type to the other, or a continuation of Term SOFR Loans, (ii) the requested date of the Borrowing, conversion or continuation, as the case may be (which shall be a Business Day), (iii) the principal amount of Loans to be borrowed, converted or continued, (iv) the Type of Loans to be borrowed or to which existing Loans are to be converted, and (v) if applicable, the duration of the Interest Period with respect thereto. If the Borrower fails to specify a Type of Loan in a Committed Loan Notice or if the Borrower fails to give a timely notice requesting a conversion or continuation, then the applicable Loans shall be made as, or converted to, Base Rate Loans. Any such automatic conversion to Base Rate Loans shall be effective as of the last day of the Interest Period then in effect with respect to the applicable Term SOFR Loans. If the Borrower requests a Borrowing of, conversion to, or continuation of Term SOFR Loans in any such Committed Loan Notice, but fails to specify an Interest Period, it will be deemed to have specified an Interest Period of one month.

(ii) Committed Loan Notice. For purposes of a Borrowing of Term SOFR Loans, or a continuation of a Term SOFR Loan, the Borrower shall use the Committed Loan Notice attached hereto as Exhibit A.

(iii) Voluntary Prepayments of Term SOFR Loans. The Borrower may, upon notice to the Administrative Agent pursuant to delivery to the Administrative Agent of a Notice of Loan Prepayment, at any time or from time to time voluntarily prepay the Term SOFR Loans in whole or in part without premium or penalty (except as otherwise specified in the Credit Agreement); *provided* that such notice must be received by the Administrative Agent not later than 11:00 a.m. (Eastern time) two Business Days prior to any date of prepayment of Term SOFR Loans.

(d) Interest.

(i) Subject to the provisions of the Credit Agreement with respect to default interest, each Term SOFR Loan shall bear interest on the outstanding principal amount thereof from the applicable borrowing date at a rate per annum equal to the sum of Term SOFR for such Interest Period plus the Applicable Rate.

(ii) Interest on each Term SOFR Loan shall be due and payable in arrears on each Interest Payment Date applicable thereto and at such other times as may be specified in the Credit Agreement; *provided*, that any prepayment of any Term SOFR Loan shall be accompanied by all accrued interest on the amount prepaid, together with any additional amounts required pursuant to Section 3.05. Interest hereunder shall be due and payable in accordance with the terms hereof before and after judgment, and before and after the commencement of any proceeding under any debtor relief law.

(e) Computations. All computations of interest for Base Rate Loans (including Base Rate Loans determined by reference to Term SOFR) shall be made on the basis of a year of 365 or 366 days, as the case may be, and actual days elapsed. All other computations of fees and interest with respect to Term SOFR Loans shall be made on the basis of a 360-day year and actual days elapsed (which results in more fees or interest, as applicable, being paid than if computed on the basis of a 365-day year). Interest shall accrue on each Loan for the day on which the Loan is made, and shall not accrue on a Loan, or any portion thereof, for the day on which the Loan or such portion is paid, provided that any Loan that is repaid on the same day on which it is made shall, subject to the provisions in the Credit Agreement addressing payments generally, bear interest for one day. Each determination by the Administrative Agent of an interest rate or fee hereunder shall be conclusive and binding for all purposes, absent manifest error.

(f) Successor Rates. The provisions in the Credit Agreement addressing the replacement of a current Successor Rate for Dollars shall be deemed to apply to Term SOFR Loans and Term SOFR, as applicable, and the related defined terms shall be deemed to include Dollars and Term SOFR, as applicable.



Exhibit A

**FORM OF COMMITTED LOAN NOTICE**  
(Term SOFR Loans)

Date: \_\_\_\_\_, \_\_\_\_\_<sup>1</sup>

To: Bank of America, N.A., as Administrative Agent

Ladies and Gentlemen:

Reference is made to that certain Amended and Restated Credit Agreement dated as of September 27, 2019 (as amended, restated, extended, supplemented or otherwise modified in writing from time to time, the "Credit Agreement," the terms defined therein being used herein as therein defined), among POWELL INDUSTRIES, INC., a Delaware corporation (the "Borrower"), the Guarantors party thereto, the Lenders from time to time party thereto, and Bank of America, N.A., as Administrative Agent.

The undersigned hereby requests (select one)<sup>2</sup>:

**[Revolving Facility]**

<b><u>Indicate:</u> Borrowing, Conversion or Continuation</b>	<b><u>Indicate:</u> Borrower Name</b>	<b><u>Indicate:</u> Requested Amount</b>	<b><u>Indicate:</u> Currency</b>	<b><u>Indicate:</u> Term SOFR Loans</b>	<b><u>For Term SOFR Loans</u> <u>Indicate:</u> Interest Period (e.g., 1, 3 or 6 month interest period)</b>

The Borrowing, if any, requested herein complies with the requirements set forth in the Credit Agreement.

**POWELL INDUSTRIES, INC.,**  
a Delaware corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

<sup>1</sup> Note to Borrower. All requests submitted under a single Committed Loan Notice must be effective on the same date. If multiple effective dates are needed, multiple Committed Loan Notices will need to be prepared and signed.

<sup>2</sup> Note to Borrower. For multiple borrowings, conversions and/or continuations for a particular facility, fill out a new row for each borrowing/conversion and/or continuation.



## Insider Trading Policy

Version: 9.1 Applies To: Company

## Company Policy Governance Policies

<b>Effective Date</b>	September 1, 2022	<b>Supersedes</b>	
<b>Author</b>	Callahan, Bob		
<b>Approvals</b>	Metcalf, Michael		
<b>Purpose</b>	The purpose of this Insider Trading Policy (the "Policy") is to promote compliance with applicable securities laws by Powell Industries, Inc. and its subsidiaries ("Powell" or the "Company") and all directors, officers and employees.		
<b>Scope</b>	The Policy is applicable to all directors, officers and employees of Powell.		
<b>Policy</b>	If a director, officer, employee or consultant of the Company or its subsidiaries, family members both residing with and not residing with any of the aforementioned persons or any agent or advisor of the Company has material, non-public information relating to the Company, it is the Company's policy that such person may not buy or sell securities of the Company (the "Company Securities") or engage in any other action to take advantage of, or pass on to others, that information.		

### I. INTRODUCTION

This Policy has been designed to prevent insider trading or allegations of insider trading. Your strict adherence to this Policy will help safeguard Powell's reputation and will further ensure that Powell conducts its business with the highest level of integrity and in accordance with the highest ethical standards. Each person subject to this Policy is responsible for the consequences of his or her actions.

Several provisions in the Securities Exchange Act of 1934 and the rules thereunder, restrict transactions in publicly-traded securities by persons possessing 'inside' information – material, non-public information relevant to the value of such securities. In light of these provisions, it is imperative that all persons who possess material non-public information about publicly-traded securities: 1) refrain from purchasing or selling such securities; and 2) refrain from "tipping" (i.e. passing along) such information to others who may purchase or sell such securities.

Companies and their controlling persons may be subject to liability if they fail to take reasonable steps to prevent insider trading by company personnel.

**Insider Trading Policy**

Version: 9.1 Applies To: Company

**Company Policy  
Governance Policies**

It is important that you understand the breadth of activities that constitute illegal insider trading and the consequences, which can be severe. Cases have been successfully prosecuted against trading through foreign accounts, trading by family members and friends, and trading involving only a small number of shares.

**II. SANCTIONS AND PENALTIES**

Violations of the insider trading laws can result in severe civil and criminal sanctions. For example, under U.S. securities laws, individuals may be subject to imprisonment for up to 20 years, criminal fines of up to \$5 million and civil fines of up to three times the profit gained or loss avoided. Failure to comply with this Policy may also result in disciplinary action by Powell, up to and including immediate dismissal for cause, whether or not any civil or criminal penalties arise from the 'inside' securities trading.

**III. PERSONS COVERED**

This Policy applies to all directors, officers, employees and consultants of the Company and its subsidiaries. The Policy also applies to certain family members who reside with you, anyone else who lives in your household, and any family members who do not live in your household but whose transactions in Company Securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in Company Securities). Any person subject to this Policy who is aware of material non-public information about the Company is prohibited from trading in Company Securities or engaging in any other action to take advantage of, or pass on to others, that information. You are responsible for making sure that any transaction in Company Securities covered by this Policy by any of these people complies with this Policy.

**IV. DEFINITION OF MATERIAL NON-PUBLIC INFORMATION**

"Material non-public information" is any material information about Powell that has not yet become publicly available.

Information is "material" if a reasonable investor would likely consider it important in making a decision to buy, hold or sell securities. Any information that could reasonably be expected to affect the price of the security is material. The information may be positive or negative. Financial information is frequently material, even if it covers only part of a fiscal period or a portion of Powell's operations, since either of these might convey enough information about Powell's consolidated results to be considered material information. Other common examples of information that may be material include:

- Information regarding sales, revenues or earnings (including projections);
- Financial forecasts of any kind, including earnings estimates or changes in previously announced earnings estimates;
- Significant business trends and metrics;

## **Insider Trading Policy**

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## **Company Policy Governance Policies**

- Significant proposed mergers, acquisitions, investments or divestitures;
- Significant developments in products or services;
- Gain or loss of substantial customers;
- Execution or termination of significant contracts;
- Financings or restructurings;
- Significant unusual gains or losses;
- Changes in business strategies;
- Developments in significant litigation or government investigations;
- Public or private debt or equity offerings;
- Significant changes in senior management;
- Powell share repurchases; or
- Stock splits or dividend information.

It is not possible to define all categories of material information, and you should recognize that the public, the media and the courts may use hindsight in judging materiality. Therefore, it is important to err on the side of caution and assume information is material if there is any doubt.

Information is “non-public” if it is not generally known or available to the public. Information may still be non-public even though it is widely known within Powell. Information is considered to be available to the public only when it has been released broadly to the marketplace (such as by a press release or an SEC filing) and the investing public has had time to absorb and evaluate it. Information about Powell should not be considered public until at least one full trading day has passed following its formal release to the market.

### **V. BLACKOUT PERIODS**

Trading in Company Securities is prohibited during the Company’s blackout periods. The Company has established four routine fiscal quarterly blackout periods throughout the year (“Quarterly Blackout Periods.”) Each Quarterly Blackout Period will begin as follows: January 1st, March 1st, June 1st, and September 1st and will end 48 hours after the Company’s fiscal quarterly or annual earnings are released.

Who is subject to the Quarterly Blackout Periods?

- Directors, officers and assistant officers of Powell;
- Employees with knowledge of financial performance forecasts;
- Investor Relations professionals;
- Attendees of the Company’s fiscal quarterly business review meetings; and

## **Insider Trading Policy**

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## **Company Policy Governance Policies**

- Family members or others living in the same household, family members whose transactions in Company Securities are directed by, or are subject to the influence or control of, the individuals listed above, and any entities that the individuals listed above influence or control.

From time to time, Powell may decide to impose a special trading blackout on those who are aware of particular information that Powell determines may be considered material non-public information. The Chief Executive Officer and the Chief Financial Officer will determine whether an event-specific blackout should be imposed. The existence of an event-specific blackout will not be generally announced. If you are covered by the event-specific blackout, you will be notified by the Chief Financial Officer. Any person made aware of an event-specific blackout should not disclose the existence of the blackout to anyone else.

Employees not otherwise subject to the Quarterly Blackout Periods are encouraged to refrain from trading Company Securities during the Quarterly Blackout Periods to avoid the appearance of improper trading.

### **Pre-Clearance of Powell Securities Transactions**

In addition to complying with the prohibition on trading during Quarterly Blackout Periods, all Insiders must first obtain pre-clearance from the Chief Financial Officer or his/her designee using the attached Addendum before engaging in any transaction of Company Securities.

### **Public Disclosures Should Be Made Only By Designated Persons**

No individuals other than specifically authorized personnel should release material information to the public or respond to inquiries from the media, analysts, investors or others outside of Powell. You should not respond to these inquiries unless expressly authorized to do so and should refer any inquiries to the Chief Financial Officer.

### **Post-employment Transactions May be Prohibited**

The portions of this Policy relating to trading while in possession of material non-public information and the use or disclosure of that information continue to apply to transactions in Company Securities even after termination of employment or association with Powell. If you are aware of material non-public information about Powell when your employment or other business relationship with Powell ends, you may not trade in Company Securities or disclose the material non-public information to anyone else until that information is made public or becomes no longer material.

## **VI. 10b5-1 PLANS**

SEC Rule 10b5-1(c) of the Securities Exchange Act of 1934 permits corporate insiders to establish written trading plans (commonly referred to as "10b5-1 plans") that can be useful in enabling insiders to plan ahead

**Insider Trading Policy**

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without fear that they might become exposed to material non-public information that will prevent them from trading. Where a valid 10b5-1 plan has been established at a time when the insider was not in possession of material non-public information, trades executed as specified by the plan do not violate the securities laws or this Policy even if the insider is in possession of material non-public information at the time the trade is executed. Trades executed as specified by the plan are not subject to the pre-clearance requirement.

To qualify as a 10b5-1 plan for purposes of this Policy, the plan must be approved in advance by the Chief Financial Officer, and you should allow at least five business days for approval.

One of the factors that the Chief Financial Officer may consider in whether to approve a 10b5-1 plan is compliance with Powell's applicable minimum stock ownership guidelines. These pre-planned trading programs are available only to corporate officers and such other Powell employees as may be designated from time to time by the Chief Executive Officer and the Chief Financial Officer. For more information about how to establish a 10b5-1 plan, please contact the Chief Financial Officer. Powell reserves the right to disapprove any submitted plan.



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### Company Policy Governance Policies

#### ADDENDUM

#### **NOTIFICATION STATEMENT REGARDING PROPOSED TRANSACTIONS IN POWELL SECURITIES**

With the submission of this Notification Statement, I hereby request acknowledgement from Powell Industries, Inc. (“the Company”) that the Company has no objections to my proposed transaction involving Powell stock. In connection with such transaction(s), I hereby confirm that I do not possess any material non-public information concerning the Company or any of its subsidiaries.

Upon completion of any transaction(s), I will provide the Company with transaction details as soon as practical.

Please check one:

Acquisition Transaction   Disposition Transaction

Purchase of \_\_\_ shares.    Sale of \_\_\_ shares.

Transfer of \_\_\_ shares to the  Transfer of shares to the  
following exchanged fund:

By: Name: Date:

#### ACKNOWLEDGEMENT:

Received and approved this \_\_\_ day of \_\_\_, for the open window through  
\_\_\_, .

POWELL INDUSTRIES, INC.

By: \_\_\_ Name: \_\_\_ Title: \_\_\_

**SUBSIDIARIES OF POWELL INDUSTRIES, INC.**

<b>Name of Subsidiary</b>	<b>Incorporated</b>
Powell Industries, Inc.	Delaware
Powell Electrical Systems, Inc.	Delaware
Powell Industries International, Inc.	Delaware
Powell Industries International B.V.	Netherlands
Powell International B.V.	Netherlands
Powell (UK) Limited	United Kingdom
Powell Industries Asia, Pte, Ltd.	Singapore
Powell Canada B.V.	Netherlands
Powell Canada Inc.	Canada
Powell Infinity Corporation	Alberta
Powell (Middle East) B.V.	Netherlands
Powell B.V.	Netherlands
Powell Equipment (Mexico) SA de CV	Mexico
Powell Trading (Mexico) SA de CV	Mexico



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-196171, 333-269662 and 333-272089) of Powell Industries, Inc. of our report dated November 20, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP  
Houston, Texas  
November 20, 2024

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a)  
AS ADOPTED PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Brett A. Cope, certify that:

1. I have reviewed this Annual Report on Form 10-K of Powell Industries, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Brett A. Cope  
Brett A. Cope  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: November 20, 2024

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a)  
AS ADOPTED PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael W. Metcalf, certify that:

1. I have reviewed this Annual Report on Form 10-K of Powell Industries, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Michael W. Metcalf  
Michael W. Metcalf  
Executive Vice President  
Chief Financial Officer  
(Principal Financial and Principal Accounting Officer)

Date: November 20, 2024

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Annual Report (the "Report") on Form 10-K of Powell Industries, Inc. (the "Company") for the year ended September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof, I, Brett A. Cope, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Brett A. Cope  
Brett A. Cope  
President and Chief Executive Officer

Date: November 20, 2024

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Annual Report (the "Report") on Form 10-K of Powell Industries, Inc. (the "Company") for the year ended September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof, I, Michael W. Metcalf, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael W. Metcalf  
Michael W. Metcalf  
Executive Vice President  
Chief Financial Officer

Date: November 20, 2024