NOMINATING AND GOVERNANCE COMMITTEE CHARTER

POWELL INDUSTRIES, INC.

WHEREAS, the Board of Directors of Powell Industries, Inc. has resolved to maintain a standing committee designated the Nominating and Governance Committee, and

WHEREAS, it is the intent of the Board in recognition of its responsibilities to reaffirm and ratify the Statement of Duties and Responsibilities of the Nominating and Governance Committee,

THEREFORE, BE IT RESOLVED THAT,

AUTHORITY

The Nominating and Governance Committee is granted the authority to perform all of the duties and responsibilities set forth in this Charter, including each of the specific duties listed under "Specific Duties" in this Charter. In addition, the Chairman of the Board may from time to time direct specific assignments to the Nominating and Governance Committee.

The Committee is granted the authority to engage and terminate a search firm and other advisors, as it deems necessary to carry out its duties. The Committee shall notify the Board of Directors of any intent to retain a search firm or other advisors, but shall have the sole authority to negotiate and approve the fees and retention terms thereof. The Committee shall also have the sole authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

RESPONSIBILITY

The Nominating and Governance Committee is responsible in assisting the Board of Directors in fulfilling its responsibility to enhance the independence and quality of the Company's Board. The Committee will evaluate and establish the minimum qualifications for Board members. The Committee is also responsible for determining the selection criteria of prospective candidates to ensure the Board has and maintains the appropriate mix of experience and skills to fulfill its responsibilities.

COMPOSITION

The Nominating and Governance Committee shall be composed of not less than three directors, each of whom shall be independent as defined applicable law and in the listing standards of the NASDAQ Stock Market ("NASDAQ"). No person may be made a member of the Committee, or may continue as a member of the Committee during such period as such person's service on the Committee would violate any restriction on such service imposed by any rule, regulation or standard of the Securities and Exchange Commission ("SEC") or any securities exchange or market on which shares of common stock of the Company are traded.

Appointment to the Committee shall be made annually at the Board meeting following the Annual Shareholders' Meeting. Appointments to the Committee and selection of the Committee Chairman shall be

made by the Nominating and Governance Committee with approval by the Board and recorded in the Minutes of the Board of Directors.

MEETING

The Committee shall hold at least one meeting annually to select director nominees for the next annual meeting of shareholders, directors to serve on all Board committees, and Chairmen for each committee of the Board of Directors. As many additional meetings as necessary to complete their assigned duties shall be scheduled during the year. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee Members present shall designate one of its members as the acting Chair of the meeting.

ATTENDANCE

All members of the Committee should be present at all Committee meetings. A majority of the Committee will constitute a quorum. A Committee member that participates in a Committee meeting electronically shall be considered present for all purposes. Each Committee member will have one vote, and the vote of a majority of members present will constitute the action of the Committee.

Any member of the Board of Directors may attend any meeting of the Committee, subject to the following: (1) at least part of each Committee meeting shall be held in executive session, at which no director who is not a Committee member shall be present; (2) the Committee Chairman may ask directors who are not Committee members to leave the meeting at any time; and (3) directors who are not Committee members may not vote on any actions considered by the Committee.

MINUTES

Minutes of each meeting will be prepared and distributed to all members of the Board of Directors. The permanent file of the Minutes will be maintained by the Secretary of the Company.

SPECIFIC DUTIES

The Nominating and Governance Committee will review the appropriateness of the size of the Board in relation to its responsibilities and review the overall composition of the Board, taking into consideration such factors as business experience and specific areas of expertise of each Board member, making recommendations to the Board as necessary.

The Nominating and Governance Committee is responsible for identifying individuals qualified to become Board members. It is the Committee's responsibility to establish director qualifications and selection criteria for new directors. The Committee is also responsible for maintaining the Rules of Tenure for members of the Board of Directors.

The Nominating and Governance Committee may establish sub-committees to meet with prospective Board candidates.

The Nominating and Governance Committee is responsible for selecting director nominees for election by the shareholders to fill directorships with expiring terms. The Committee will review the performance of Board members before nominating them for re-election. The Committee is also responsible for appointing new members to the Board to fill unexpired terms of directorships vacated during the term or new directorships created by any increase in the size of the Board.

The Nominating and Governance Committee will consider candidates for nomination as director who are recommended by stockholders who comply with the stockholder nomination procedures established in the Company's Certificate of Incorporation and bylaws and may, to the extent the Committee deems appropriate, establish any additional procedures to be

followed by the stockholders in submitting recommendations.

The Nominating and Governance Committee will assist the Board of Directors in assessing the independence of directors under applicable independence standards, including the Rules of the NASDAQ Stock Market, the Securities Exchange Act of 1934 and the Corporate Governance Guidelines.

Annually, the Nominating and Governance Committee will recommend to the Board of Directors a slate of directors to serve on each standing committee of the Board. The Nominating and Governance Committee will also recommend one member of each standing committee to serve as chairman. Appointments of committee members and their chairmen shall be approved by the Board at the meeting following the Annual Shareholders' meeting and recorded in the Minutes of the Board of Directors. The Nominating and Governance Committee is responsible for filling Committee vacancies which may occur during the course of the year.

The Nominating and Governance Committee will oversee and review on a periodic basis a continuing education program for continuing directors and an orientation program for new directors.

At least annually, the Nominating and Governance Committee will review the Corporate Governance Guidelines and report the results of the review and any recommendations to the Board of Directors. The Nominating and Governance Committee will review and monitor the adherence to the Corporate Governance Guidelines adopted by the Board of Directors.

The Nominating and Governance Committee will periodically review the Company's Code of Ethics and report the results of the review and any recommendations to the Board of Directors.

The Nominating and Governance Committee will conduct an evaluation of the Committee's performance at least annually. The evaluation will address, among other things, (1) the appropriateness of matters presented for information and approval, (2) the sufficiency of time for consideration of agenda items, (3) the frequency and length of meetings and (4) the quality of written materials and presentations. The Nominating and Governance Committee will review its charter at least annually and report the results of the evaluation of its performance, the review of its charter and any recommendations to the Board of Directors.

The Nominating and Governance Committee shall review the Company's policies and initiatives with respect to environmental, social and governance ("ESG") matters, as well as review the annual Corporate Responsibility Report published by the Company.

REPORTS

At each meeting of the Board of Directors the Committee Chairman shall present an oral report of activities and the status of any ongoing studies or evaluations.

The Nominating and Governance Committee shall prepare and approve the Nominating and Governance Committee Report to be included in the Company's Proxy Statement stating that it has satisfied the responsibilities under this Charter.

BOARD ACTION

By motion unanimously approved, the Board of Directors adopted this Resolution on May 21, 2026.