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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 240.14a-12

Powell Industries, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-
-
-

Your **Vote** Counts!

POWELL INDUSTRIES, INC.

2025 Annual Meeting

Vote by February 18, 2025 11:59 PM ET. For shares held in a Plan, vote by February 16, 2025 11:59 PM ET.

POWELL INDUSTRIES, INC.
ATTN: MICHAEL W. METCALF
8550 MOSLEY ROAD
HOUSTON, TX 77075



V60354-P19989-Z89108

You invested in **POWELL INDUSTRIES, INC.** and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on February 19, 2025.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to February 5, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

February 19, 2025
11:00 a.m., Houston time

Virtually at:
www.virtualshareholdermeeting.com/POWL2025

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect three (3) members of the Company's Board of Directors, with terms to expire in 2028; Nominees: 01) Brett A. Cope 02) John G. Stacey 03) Richard E. Williams	✔ For
2. Advisory approval of the Company's executive compensation;	✔ For
3. To amend and restate the Certificate of Incorporation of the Company to provide for exculpation of certain officers of the Company as permitted by amendments to Delaware law and to make certain non-substantive updates.	✔ For
NOTE: To transact such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".