COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

Powell Industries, Inc.

WHEREAS, the Board of Directors (the "Board") of Powell Industries, Inc. (the "Company") has resolved to maintain a standing committee designated the Compensation and Human Capital Committee (the "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 Committee,

THEREFORE, BE IT RESOLVED THAT,

AUTHORITY

The Committee is granted the authority to perform 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 Committee.

The Committee is granted the authority to, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, as it deems necessary to carry out its duties. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

RESPONSIBILITY

The Committee has the responsibility to assist the Board in fulfilling its duties for the development and administration of the Company's executive compensation program and all subcomponent plans under which officers or directors are eligible to participate.

The Committee has the responsibility for establishing and evaluating the compensation program for company executives, including base salary, annual cash incentive compensation and longer-term equity-based compensation plans. The Committee is also responsible for providing oversight for the salary administration and benefit programs available to all employees of Powell Industries, Inc. and its subsidiaries.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Committee shall notify the Board of any intent to retain consultants or other advisors, but shall have the sole authority to negotiate and approve the fees and retention terms thereof. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

COMPOSITION

The Committee shall be composed of not less than three qualified independent Directors, each of whom shall be independent as defined in the listing rules of The NASDAQ Stock Market. In affirmatively determining the independence of any director who will serve on the Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director and whether the director receives compensation from any person or entity that would impair the director's ability to make independent judgments about the Company's executive compensation and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company and whether such affiliate relationship places the director under the direct or indirect control of the Company or its senior management, or creates a direct relationship between the director and members of senior management, in each case of a nature that would impair the director's ability to make independent judgments about the Company's executive compensation. 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 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. The Nominating and Governance Committee is responsible for filling committee vacancies which may occur during the course of the year.

MEETING

The Committee shall hold at least one meeting annually to evaluate and establish the compensation program for officers and directors of the Company. Additional meetings shall be scheduled during the year, as necessary, to complete the Committee's assigned duties. Meetings may be held in person or electronically at the discretion of the Directors and the Chairman.

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 meeting, 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 members of the Committee to leave the meeting at any time; and (3) directors who are not members of the Committee 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. The permanent file of the Minutes will be maintained by the Secretary of the Corporation.

SPECIFIC DUTIES

The Committee will review annually and approve corporate goals and objectives relevant to executive compensation and evaluate performance in light of those goals.

The Committee is responsible for determining the annual salary, annual incentive, long- term incentives and other benefits, direct and indirect, of the Chief Executive Officer ("CEO") and all other executive officers of the Company. In evaluating and determining CEO and executive compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act. The CEO of the Company may not be present during voting or deliberations on his or her compensation.

The Committee is responsible for oversight of the Company's annual incentive compensation plans. Plans are to be approved by the Committee by September 30 and communicated to participants by management no later than December 31 of the plan year. Awards earned under the plan are to be approved by the Committee prior to distribution.

The Committee is responsible for ensuring that the views of the Board, with respect to the performance of the Chief Executive Officer, are reviewed and discussed with the Chief Executive Officer on a periodic basis.

The Committee will approve for submission to the stockholders all equity compensation plans or amendments thereto.

The Committee is responsible for oversight of all compensation plans and effectuating all grants of equity compensation pursuant to such plans.

The Committee is responsible for oversight of the Company's Executive Employment Agreement and shall review and approve all changes to the form of the Agreement.

The Committee will periodically review the Company's policies in the area of management perquisites.

The Committee will review and recommend appropriate compensation for the members of the Board and its committees. The Committee will review the Company's schedule of Directors' Fees annually and report the results of that review and any recommendations to the Board.

The Committee is responsible for the Compensation and Human Capital committee report on executive compensation for inclusion in the Company's annual proxy statement in accordance with the applicable regulations.

The Committee is responsible for reviewing and recommending appropriate

indemnifications and Directors & Officers insurance coverage of both the executives and Board.

The Committee will conduct an evaluation of the Committee's performance at least annually. The evaluation will address, among other things, (1) the record of satisfactorily completing all items required by the Charter, (2) the appropriateness of matters presented for information and approval, (3) the sufficiency of time for consideration of agenda items, (4) the frequency and length of meetings, (5) the quality of written materials and (6) Committee members' attendance record. The 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 resulting from such evaluation and review to the Board.

The Committee is responsible for reviewing human capital and related ESG Reporting metrics annually

REPORTS

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

The Committee shall prepare and approve the 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.