

## **Whistleblower Policy**

Version: 6.0 Applies To: Company

## **Company Policy Governance Policies**

<b>Effective Date</b>	December 3, 2019	<b>Supersedes</b>	
<b>Author</b>	Callahan, Bob		
<b>Approvals</b>	Audit Committee, Board of Directors		
<b>Purpose</b>	The purpose of this Policy is to encourage employees to disclose any wrongdoing that may adversely impact the Company, employees, customers, stockholders, investors or the public at large. This Policy is also intended to reassure employees that they will be protected from harassment, discrimination, retaliation or victimization for whistleblowing in good faith.		
<b>Scope</b>	This policy applies to all employees of the Company.		

### **Policy**

Powell Industries, Inc., and its subsidiaries ("Powell") is committed to maintaining a workplace where employees can, without fear of discrimination, recrimination, retaliation or harassment, raise concerns regarding accounting, internal accounting controls or auditing matters, the reporting of fraudulent financial information to our stockholders, the government or the financial markets, or concerns regarding improper activity or violations of laws.

In accordance with Section 301 of the Sarbanes-Oxley Act of 2002, the Audit Committee hereby adopts the following procedures:

### **Improper Activity**

All Powell employees, stockholders or other interested persons are encouraged to report either orally or in writing (and on an anonymous basis, if desired) to the Company's Compliance Officer and/or the Audit Committee of the Company, as the case may be, and as further detailed below, all evidence of activity by the Company, business unit/division, department, employee or group of employees that may constitute:

- Questionable accounting, internal accounting controls or auditing;
- Corporate fraud;

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- Conduct which may result in a violation of applicable laws, rules or regulations by the Company or in a substantial mismanagement of Company resources;
- Unethical business conduct or a violation of the Company's Code of Ethics or Policy Statement on Inside Information and Insider Trading;
- A violation of corporate or other business policies;
- A violation of local, state or federal law, rules or regulations;
- A violation of the rules or regulations (the "Exchange Rules") of the principal market or transaction reporting system on which the Company's securities are traded or quoted (currently, the NASDAQ National Market);
- Illegal or questionable conduct by employees, directors or affiliates;

### **Reporting Concerns**

Telephone reports can be placed by calling the Corporate Governance Hotline Service listed below. All calls will be handled in a confidential manner and promptly investigated. Calls will be forwarded to the Company's Compliance Officer and the Chair of the Audit Committee of the Board of Directors or other appropriate person who is responsible for ensuring that your concern is investigated and appropriately addressed. Those recipients will not filter your report, but will forward your report to the appropriate person. You may also file a report electronically by following the link below.

### **Corporate Ethics Hotline:**

EthicsPoint US and Canada: **1-877-217-4661 (toll-free)**  
EthicsPoint UK: **0-800-89-0011 and at prompt dial 877-217-4661 (toll-free)**  
EthicsPoint other: **001-877-217-4661**  
Electronic Hotline: [powellind.ethicspoint.com](http://powellind.ethicspoint.com)

### **Investigation of Complaints**

All reports will be taken seriously and investigated promptly and, where warranted and appropriate, corrective or disciplinary action will be taken, which may include, alone or in combination depending on the severity of the activity, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment. The specific actions taken by the Company may vary with the matter at hand, and, in any particular instance, depend on the nature and gravity of the conduct or circumstances reported and the quality of the information provided. However, we will not necessarily advise you regarding the actions the Company may take or the final disposition of your report.

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It is management's responsibility to seek legal counsel for obtaining advice about acceptable business practices and for reporting illegal or questionable conduct and possible violations of our business policies, including this Policy and our Code of Ethics. If you have become aware of any information or activity that you reasonably believe is evidence of improper activity (as described above), then you must immediately report that information or activity and provide any other evidence relating to the alleged improper activity.

Employees and interested persons submitting concerns are encouraged to provide as much specific information as possible, including names, dates, places, and events that took place, the employee's or interested person's perception of why the act(s) may be a violation, and what action the employee or interested person recommends be taken. Further, anyone making a report or otherwise involved in an investigation is expected to provide all relevant information requested from such person in the course of an investigation.

### **What if I am not satisfied with the Company's Actions?**

If, after a reasonable period of time, you are not satisfied with the actions taken by the Company, or if you are uncomfortable for any reason having your concerns directed to the Company's Compliance Officer in the first instance, you may instead directly contact either the Chair or members of the Audit Committee of the Board of Directors.

The Audit Committee or other person receiving your report may enlist Board and Committee members, management, employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct an investigation or resolution of reports received regarding improper activity (as described above). In conducting an investigation, the Audit Committee, Lead Director or other person will use reasonable efforts to protect the confidentiality and anonymity of the reporting person.

Any reports regarding, or information that appears to be evidence of, improper activity (as described above) received by the Company outside of the process set forth in this Policy will be promptly forwarded to the Company's Compliance Officer and Chair of the Audit Committee.

Any reports or information received by the any officer or Director involving questionable accounting, internal accounting controls or auditing matters, or the reporting of fraudulent financial information to our stockholders, the government or the financial markets or violations of the Company's ethics policies will also be forwarded promptly to the Chair of the Audit Committee.

### **Protection from Retaliation**

Any Company employee or interested person who in good faith reports incidents such as those described above will be protected from threats of retaliation, harassment, discharge, or other types of discrimination, including, but not limited to, changes in compensation or terms and conditions of

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employment that are directly related to the disclosure of such reports. The Company strictly prohibits retaliation, harassment, or discrimination of any kind against any person who, based on such person's good faith and reasonably held belief that such conduct or practice has occurred or is occurring and that such conduct or practice is of the type that is subject to disclosure under this Policy, reports that information.

No employee may be adversely affected because he or she refused to carry out a directive, which, in fact, constitutes corporate fraud or is a violation of local, state, or federal law, rules, or regulations or the Company's Code of Ethics. In addition, the Company strictly prohibits any retaliation, harassment, recrimination or discrimination against any person who participates in an investigation of complaints about questionable accounting or auditing matters, or of the reporting of fraudulent financial information or other improper activities as described above. Any person who engages in such retaliation, directly or indirectly, or encourages others to do so, may be disciplined, up to and including discharge.

**Document Retention**

All documents related to reporting and investigation under, and enforcement of, this Policy, as a result of a report of questionable accounting, internal accounting controls or auditing matters, or the reporting of fraudulent financial information to our stockholders, the government or the financial markets or of other improper activity as described above, or of the discrimination, retaliation or harassment of an employee or interested persons that made such a report, will be kept in accordance with applicable law, rules and regulations, the Company's Record Retention Policy as then in effect and, otherwise, in such manner as the Company or the Audit Committee of the Board of Directors determines appropriate or is advised by counsel.

**Amendments**

The Audit Committee or the Board of Directors of the Company is authorized to modify this Policy unilaterally at any time without prior notice (including, without limitation, to outsource compliance as set forth below). Modification may be necessary, among other reasons, to maintain compliance with local, state, and federal laws, rules and regulations, Exchange Rules and/or to accommodate organizational changes within the Company. The Company will announce any material revisions to this Policy and will make copies of the then-current Policy available to employees upon request. Further, a current version of this Policy shall be made available on our website, at [www.Powellind.com](http://www.Powellind.com).

**Outsourcing**

If the Audit Committee deems it appropriate or necessary, the Audit Committee may change, terminate or engage another third-party service provider to effect compliance with this Policy. If the obligations of the Company and its representatives are outsourced to another third-party provider, the process

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hereunder shall remain substantially in place, however the reporting instructions would change. Any information relayed through a third-party provider shall be routed promptly to the appropriate Company representative (as designated above). Any such third-party provider must: (a) be a nationally-recognized firm for purposes of such services; (b) have sufficient resources to permit communications by employees and interested person 24 hours a day, seven days a week and to efficiently and confidentially relay communications to the appropriate persons at the Company; and (c) correspond regularly with the designated representative to ensure that the Policy and the outsourcing thereof are functioning appropriately and efficiently.