



## Notice and Directive to Recruiters and Staffing Agencies

Powell Industries Inc. and its affiliates (“Powell”) have an internal recruiting team to fill open roles that are posted to the general public. In certain cases, Powell may wish to add to its internal team’s capabilities by engaging with external recruiting vendors and employment agencies (“Recruiting Vendors”). Recruiting Vendors are not authorized to send resumes or candidate data or otherwise directly or indirectly contact Powell employees for the purposes of presenting candidates for employment. The only exception to this directive is for Recruiting Vendors who have an active and Valid Agreement (as defined below) on file with Powell which has been authorized by Powell’s recruiting team (“**Authorized Recruiting Vendors**”). Additionally, **Authorized Recruiting Vendors** must be specifically invited by Powell’s recruiting team to assist with searching for and submitting candidates for a specific position.

In compliance with this Directive, and to ensure Recruiting Vendors have authorization to share candidate personal information, Powell will not accept unsolicited resumes from any source other than from **Authorized Recruiting Vendors** that have a Valid Agreement in place with Powell as stated above. Any unsolicited resumes or other candidate data submitted to Powell regardless of the means of transmission (email, fax, etc.) shall be considered Powell’s property. **Powell will not pay any placement or other fees of any kind for any unsolicited resumes or candidate data that is submitted in violation of this Directive. Any unsolicited resumes or other data submitted to Powell in violation of this Directive may be used by Powell without obligation to pay any fees of any kind to Recruitment Vendors.**

Valid Agreements are defined as being in writing and signed by an authorized designated signatory of Powell. No other Powell employee or officer (including a hiring manager) is authorized to sign an agreement with a Recruiting Vendor. If a Recruiting Vendor does not have a Valid Agreement, Powell does not accept liability under any legal theory such as course of conduct, oral agreements, implied contracts, or otherwise based on negotiations with a candidate identified from an unsolicited resume or data in violation of this Directive.