GENERAC HOLDINGS INC.
(the "Company")

Nominating and Corporate Governance Committee Charter
Revised September 9, 2026

This Charter is a component of the governance framework within which the Board, assisted by the committees of the Board, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's certificate of incorporation and bylaws, it is not intended to establish by its own force any legally binding obligations.

I. PURPOSES

The Nominating and Corporate Governance Committee (the "Committee") shall assist the Board in: (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies; (ii) overseeing the Company's policies and procedures for the receipt of shareholder suggestions regarding Board composition and recommendations of candidates or nominations by the Board; (iii) developing, recommending to the Board and overseeing implementation of the Company's Corporate Governance Guidelines and Principles; and (iv) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes. The Committee has the power and authority to retain, compensate, direct, oversee and terminate outside counsel, director search and recruitment consultants or other advisors to assist the Committee, who shall be accountable ultimately to the Committee. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of such number of members as determined by the Board from time to time. The membership of the Committee shall comply with the "independence" requirements of the New York Stock Exchange (the "NYSE") and the rules of the Securities and Exchange Commission, as such requirements and rules shall be in effect from time to time.

Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until his or her earlier resignation from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time. The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and

determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

III. COMMITTEE MEETINGS

The Committee shall establish its own schedule of meetings. The Committee may also act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members, or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee. The Committee shall otherwise establish its own rules of procedure.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different activities, and the Committee's activities may diverge from those described below, as appropriate under the circumstances.

In such manner as the Committee determines is appropriate to fulfill its purposes, the Committee shall:

1. recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and reviewing Board nominee candidates, including: (i) the qualifications or criteria for Board nominees; and (ii) policies and procedures relating to consideration of Board nominee candidates recommended by shareholders;

2. identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Board (including evaluation of incumbent directors for potential renomination); and recommend to the Board candidates for: (i) nomination for election or reelection by the shareholders; and (ii) any Board vacancies that are to be filled by the Board; in making such recommendations, the Committee shall consider written recommendations for Board candidates submitted by shareholders to the Committee in accordance with the Company's policy as set forth in its proxy statement;

3. oversee, on either a planned or emergency basis, any necessary search, selection, and hiring process for appointing a new Chief Executive Officer ("CEO") and, when appropriate, recommend to the Board candidates for appointment as CEO;

4. review and assess the Company's initiatives, policies, and practices with respect to sustainability matters deemed significant to the Company, its stakeholders, and the communities in which the Company operates, and advise the Board on such sustainability matters, as appropriate.

5. review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the NYSE;

6. assess the appropriateness of a director continuing to serve on the Board where such director submits his or her offer to resign or tenders his or her resignation pursuant to any provision of the Company's Corporate Governance Guidelines and Principles, and recommend to the Board any action to be taken with respect thereto;

7. review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, professional experience, differences in perspectives and backgrounds, and other desired qualities;

8. review periodically the committee structure of the Board and recommend to the Board for its approval the appointment of directors to Board committees and assignment of committee chairs;

9. review periodically the size of the Board and recommend to the Board any appropriate changes;

10. design, with input from management, an appropriate orientation program for new directors and identify appropriate director development and continuing education opportunities;

11. coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, individual directors and management in the governance of the Company;

12. oversee the implementation and effectiveness of, and recommend to the Board modifications as appropriate to, a set of Corporate Governance Guidelines and Principles;

13. review and consult with the Compensation Committee regarding any material changes to the form and amount of director compensation proposed by the Human Capital and Compensation Committee;

14. review on a periodic basis, and as necessary when specific issues arise, relations with the Company's shareholders and advise the Board on policies to further effective communications with such shareholders, which may include meetings between directors and significant shareholders from time to time and other communication opportunities;

15. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;

16. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate;

17. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities; and

18. review annually a policy regarding delegation of certain authority by the Board of Directors to members of Company management, and recommend any changes with respect to such policy to the Board, as needed.