GLOBAL POWER EQUIPMENT GROUP INC.
CORPORATE GOVERNANCE GUIDELINES

These Corporate Governance Guidelines were adopted by the Board of Directors (the "**Board**") of Global Power Equipment Group Inc. on March 17, 2011 and amended on April 28, 2012.

The Board of the Company is responsible for providing oversight to the Company's management in achieving the goals of its stockholders. With this in mind, the purpose of these guidelines is to establish:

1. The criteria and requirements for the selection and retention of members of the Board;

2. The procedures and practices governing the operation and compensation of the Board; and

3. The principles under which management shall direct and operate the business of the Company and its subsidiaries.

I. SELECTION AND RETENTION OF DIRECTORS

The criteria for the selection and retention of members of the Board is set forth below. No person shall be selected or excluded to serve as a director solely because of race, color, sex or national origin.

1. Size. The By-Laws of the Company provide that there shall be no less than two (2) members of the Board. The Board sets the exact number from time to time.

2. Composition of the Board. The Board shall assess overall board composition and institute a nonemployee director succession plan, in consultation with the Chief Executive Officer ("**CEO**") as considered appropriate. The Nominating and Corporate Governance Committee of the Board shall develop, maintain and review on an annual basis the background and experience criteria for the identification and recruitment of candidates to serve as directors of the Company.

3. Independence. A majority of the Board shall be independent based on the independence standards of the NASDAQ Stock Market.

4. Time Commitment. Each Board member must be willing and free to commit necessary time to serve effectively as a Board member, including attendance at committee meetings. Board service must be regarded by the director and the Company as a mutually beneficial experience.

5. Annual Meeting of Stockholders. Directors are expected to attend the Annual Meeting of Stockholders. Any Director who is unable to attend an Annual Meeting of

Stockholders, must notify the Corporate Secretary in advance and explain the reason for his or her inability to attend the Meeting.

6. Director Orientation and Continuing Education. All Board members shall participate in orientation and continuing education programs provided or arranged by the Company. Any new Board member who has not previously served on the board of directors of a publicly-traded company shall attend a continuing education program presented by an outside organization which is designated by the Nominating and Corporate Governance Committee. All other Board members shall be encouraged to attend continuing education programs presented by any outside organization approved by the Nominating and Corporate Governance Committee.

II. BOARD OF DIRECTOR ADMINISTRATIVE REQUIREMENTS AND PRACTICES

The following administrative requirements and practices shall apply to the operation of the Board.

1. Board Committees. The Board shall appoint three (3) standing committees to assist in the fulfillment of the Board's duties—the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The Board shall prepare and approve a charter for each Committee, which shall delineate the Committee's responsibilities, authority and composition.

2. Board and Committee Meetings. The full Board shall meet at least once a quarter to review and consider the Company's strategies, initiatives, material developments, financial performance and the like. Each Board committee shall meet at the frequency specified in its charter. Directors are expected to attend all Board meetings and all meetings of committees on which they serve, to ask probing questions, to engage in discussion, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Background information pertaining to agenda items will be distributed sufficiently prior to the Board and Committee meetings for thoughtful review. Members of the Board and the Committee chairpersons will be actively involved with the CEO in setting their respective meeting agendas. However, each Board member is free to suggest the inclusion of items on the agenda and to raise at any Board meeting subjects that are not on the agenda for that meeting. Annually each Committee will establish an agenda of meetings and routine topics to be considered. The committee structures and each committee's authority will be reviewed periodically, and committee charters will be reviewed annually.

3. Executive Sessions. The Board will periodically conduct executive sessions of all directors to provide an opportunity to react to management's proposals or actions and for discussion of other topics directors may wish to raise. The Board will also regularly conduct executive sessions of just the nonemployee directors for the same purposes and will conduct at least annually an executive session of just the independent directors for the same purposes.

4. Access to Management. Directors will have full and free access to Company management to ensure that complete information is provided to properly evaluate recommendations and proposals under consideration by the Board. The Board is empowered to

investigate any matter within the scope of its authority and may engage independent advisors to assist in its investigations as it deems necessary.

5. Evaluations and Assessment. The Board and each of the Board committees will regularly (and at least annually) assess its performance as a team. These assessments will be based on criteria which are designed to provide critical information pertaining to their collective performance and areas that can be improved. In addition, annually the Compensation Committee will complete a formal review of the CEO's performance, linking his compensation to specific performance goals.

6. Management Succession. The Compensation Committee shall regularly (and at least annually in executive session with only nonemployee Directors) brief the Board on succession planning. The entire subject of management development shall be discussed at these meetings, including CEO selection and performance review and policies regarding succession in the event of an emergency or the resignation, incapacity or retirement of the CEO.

III. BOARD OF DIRECTOR COMPENSATION

Director compensation will be established by the Board as a whole and will include an equity component. The Nominating and Corporate Governance Committee will review director compensation periodically to determine that it is appropriate, and will make recommendations to the Board as to any adjustments.

IV. CORPORATE GOVERNANCE PRINCIPLES AND GUIDELINES

The Company shall be operated in accordance with the following principles and guidelines.

1. Internal Control Over Financial Reporting. The Company shall establish and maintain internal control over financial reporting to manage and preserve its business and assets and to ensure the integrity and reliability of its financial reporting processes and information. The foundation of this control shall be rooted in the following five (5) components:

a. Control Environment, including the integrity, ethical values and competence of the Company's people; management's philosophy and operating style; the way management assigns authority and responsibility and organizes and develops its people; and the attention and direction provided by the Board of Directors.

b. Risk Assessment, including the identification and analysis of relevant risks to achievement of objectives, forming a basis for determining how the risks should be managed.

c. Control Activities, which ensure that necessary actions are taken to address risks to achievement of the objectives.

d. Information and Communication, including steps that ensure information is delivered and communication is provided down, across and up the organization.

e. Monitoring, to assess the quality of the system over time through ongoing monitoring and separate evaluations, including thorough regular management supervision, with reports of deficiencies upstream.

2. Disclosure Controls and Procedures. In addition to establishing and maintaining internal control over financial reporting, the Company shall also develop and implement "disclosure controls and procedures" to ensure the quality and timeliness of all information disclosed to the public in filed reports with the Securities and Exchange Commission (the "**SEC**"), NASDAQ Stock Market or otherwise. The disclosure controls and procedures shall be administered and enforced by a Disclosure Committee appointed by the CEO and the Chief Financial Officer and ratified by the Board. The Disclosure Committee shall be comprised of members of the Company's senior management team who are familiar with SEC rules and, collectively, knowledgeable about all significant aspects of the Company's business, finances and risks as well as the disclosure practices of other peer companies in the same industry.

3. Code of Business Conduct and Ethics; Compliance with Law. The Company has adopted a Code of Business Conduct and Ethics that applies to all employees and directors to ensure that the Company's dealings are conducted in accordance with applicable law and high ethical standards. Moreover, senior management shall implement further necessary policies, procedures and safeguards to ensure that the Company complies with applicable law, including, but not limited to, securities and insider trading laws, the Foreign Corrupt Practices Act, export and antiboycott restrictions, labor discrimination and harassment prohibitions, antitrust requirements and the like.

4. Commitment Authority and Authorization Limits. The Company shall adopt policies, practices and procedures which clearly specify levels of authorization by management position for Company commitments and expenditures.

5. Training. The Company shall take all reasonable and necessary steps to ensure that all of its employees are trained with respect to the safety and technical requirements, as well as potential areas of legal and compliance risk, relating to their function.

6. Whistleblower Protection. No Company employee shall use his or her authority or influence for the purpose of interfering with, or retaliating against, another employee in connection with the disclosure of improper conduct, or the authorized implementation of related corrective action. Any employee found to have violated this requirement shall be subject to disciplinary measures, which may include termination of employment.

7. Records Retention. The Company shall adopt policies, practices and procedures which ensure the consistent retention of corporate records as required by applicable law.