



PERIMETER SOLUTIONS, INC.

COMPENSATION COMMITTEE CHARTER

Purposes

The purposes of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Perimeter Solutions, Inc. (the “**Company**”) are to (1) discharge the Board’s responsibilities relating to the compensation of the Company’s executives and directors, (2) oversee the Company’s compensation and employee benefit plans and practices, (3) administer the Company’s stock option plans and determine the degree and extent of awards granted thereunder and (4) produce an annual report on executive compensation for inclusion in the Company’s proxy statement, if required by applicable rules and regulations of the Securities and Exchange Commission (the “**SEC**”).

Membership

The Committee shall consist of at least three members of the Board. Each member of the Committee shall (1) meet the independence requirements of the New York Stock Exchange (the “**NYSE**”) in accordance with the applicable corporate governance rules; and (2) qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), each as determined by the Board in its business judgment.

The members of the Committee will be appointed and replaced by the Board. The Board will appoint a Chairman of the Committee. The selection of the members of the Committee shall be made in accordance with the applicable corporate governance rules of the NYSE or such other national securities exchange or stock market on which the Company’s securities may be listed.

Responsibilities

In discharging its responsibilities, the Committee will:

1. Review and approve periodically the goals and objectives relevant to the compensation of the Chief Executive Officer and the Company’s other executive officers, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate, including taking any and all action that may be taken by the Board with respect to development of compensation policies that will attract and retain the highest qualified executives, that will clearly articulate the relationship of corporate performance to executive compensation and that will reward executives for the Company’s progress.
2. Evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company’s executive compensation plans, and set his

or her compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including the Company's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies and the awards given to the Chief Executive Officer of the Company in past years. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act.

3. Review and approve the compensation for executive officers, including the review and approval of the design and implementation of any incentive arrangements, equity compensation, and supplemental retirement programs.
4. Review and approve grants and awards to executive officers and other participants under the Company's incentive compensation plans and equity-based compensation plans. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans.
5. Evaluate periodically compensation for members of the Board and its committees and to review and approve changes in such compensation and plans relating to director compensation. Directors who are employees of the Company shall not be compensated for their service as directors (other than reimbursement of expenses incurred in attending Board and Committee meetings).
6. Review and approve any employment, severance or termination arrangements to be made with any executive officer of the Company.
7. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive or employee compensation or benefit plan.
8. Review perquisites or other personal benefits to the Company's executive officers and recommend any changes to the Board.
9. Issue an annual report on executive compensation for inclusion in the Company's proxy statement, if required by applicable rules and regulations of the SEC.
10. Review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**"), recommend that the CD&A be included in the Company's annual report on Form 10-K and proxy statement, and produce the Committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
11. Review all equity compensation plans that are not subject to shareholder approval under the listing standards of the NYSE and to approve such plans in its sole discretion.

12. Oversee and administer the Company's executive compensation recoupment policies.
13. Periodically report the matters considered and the actions taken by the Committee to the Board or whenever the Committee shall so be called to do so by the Board.
14. Review and evaluate the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall have the authority to retain, at such times and on such terms as the Committee determines in its sole discretion and at the Company's expense, independent legal counsel or other independent consultants and advisors, to advise and assist the Committee in discharging its responsibilities.

Meetings

The Chairman of the Committee will, in consultation with the other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing the agenda for the meetings and conducting the meetings of the Committee. The Chairman of the Committee or a majority of the members of the Committee may call special meetings of the Committee. The Committee shall meet as frequently as it determines necessary to discharge its responsibilities.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests. The Committee may, in its discretion, meet in executive session outside the presence of the Company's executive officers. The Committee shall report its activities to the Board at the Board's first regular meeting thereafter or at such other time as it deems appropriate.

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