

OTCQB Certification

I, Barry Lederman, Chief Financial Officer of Perimeter Solutions, SA (“the Company”), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an “X”):
 - Company is registered under Section 12(g) of the Exchange Act
 - Company is relying on Exchange Act Rule 12g3-2(b)
 - Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
 - Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
 - Company is reporting under Section 15(d) of the Exchange Act.
 - Company is reporting under the Alternative Reporting Company Disclosure Guidelines
 - Company is reporting under Regulation A (Tier 2)
 - Other (describe) Company is registered under Section 12(b) of the Exchange Act.
2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC’s EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The Company Profile displayed on www.otcmarkets.com is current and complete as of [must be latest practicable date] and includes the total shares outstanding, authorized, and in the public float as of that date.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		<u>PRMWF</u>
The data in this chart is as of:		<u>12/10/2021</u>
Shares Authorized	(A)	<u>34,020,000</u>
Total Shares Outstanding	(B)	<u>34,020,000</u>
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	<u>0</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>1,500,000</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>32,520,000</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	<u>95.59%</u>
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	<u>61</u>

NOTE 1: Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

NOTE 2: Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “10 percent Control Person”), or any Affiliates thereof, or any Family Members of officers, directors and control persons. Family Member shall mean a Person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding, unless an exemption applies.

NOTE 3: Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders, unless an exemption applies.

5. The company is duly organized, validly existing and in good standing under the laws of the Grand Duchy of Luxembourg in which the Company is organized or does business.

6. The following is a complete list of any law firm(s) and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

Greenberg Traurig, P.A. acted as the Company's primary legal counsel in preparing its recent Registration Statements on Form S-4 and Form S-1.

7. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company. Please describe the services provided by each third party provider listed below.

None.

8. Convertible Debt

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification:

Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	Name of Noteholder (entities must have individual with voting / investment control disclosed). ¹	Reason for Issuance (e.g. Loan, Services, etc.)

Use the space below to provide any additional details, including footnotes to the table above:

9. Officers, Directors and 5% Control Persons

¹ International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially-owning 10 percent or more of the Company's outstanding shares.

Exhibit A

Name	City and State (and Country if outside US)	Number of Shares Owned (list common, warrants and options separately)	Percentage of Class of Shares Owned (* = less than 1%)
W. Nicholas Howley	Hunting Valley, OH	595,239 (ordinary shares)	*
W. Nicholas Howley	Hunting Valley, OH	500,000 (warrants to purchase 125,000 ordinary shares)	1.47%
William N. Thorndike, Jr.	Boston, MA	500,000 (ordinary shares)	*
William N. Thorndike, Jr.	Boston, MA	500,000 (warrants to purchase 125,000 ordinary shares)	1.47%
Haitham Khouri	Brooklyn, NY	370,000 (ordinary shares)	*
Haitham Khouri	Brooklyn, NY	370,000 (warrants to purchase 92,500 ordinary shares)	1.09%
Edward Goldberg	St. Louis, MO	222,957 (ordinary shares)	*
Vivek Raj	Cherry Hills Village, CO	100,000 (ordinary shares)	*
Vivek Raj	Cherry Hills Village, CO	100,000 (warrants to purchase 25,000 ordinary shares)	*
Tracy Britt Cool	Brentwood, TN	30,000 (ordinary shares)	*
Tracy Britt Cool	Brentwood, TN	30,000 (warrants to purchase 7,500 ordinary shares)	*
Kevin Stein	Hunting Valley, OH	115,000 (ordinary shares)	*
Sean Hennessy	Naples, FL	100,000 (ordinary shares)	*
Robert S. Henderson	Bradbury, CA	325,000 (ordinary shares)	*
Barry Lederman	Wayne, NJ	196,416 (ordinary shares)	*
Noriko Yokozuka	Ballwin, MO	47,157 (ordinary shares)	*
Stephen Cornwall	East Greenwich, RI	42,087 (ordinary shares)	*
Ernest Kremling	Fort Worth, TX	150,498 (ordinary shares)	*
Shannon Horn	Henderson, NV	445,695 (ordinary shares)	*

WindAcre Partnership Master Fund LP ¹	Houston, TX	20,000,000 (ordinary shares)	12.73%
Entities Affiliated with Select Equity Group L.P. ²	New York, NY	14,875,000 (see footnote 2)	9.38%
Entities Affiliated with Tiger Eye Capital LLC ³	New York, NY	13,176,896 (see footnote 3)	8.4%
Entities Affiliated with Capital Research and Management Company ⁴	Los Angeles, CA	12,700,000 (ordinary shares)	8.08%
Senator Investment Group LP ⁵	New York, NY	10,300,000 (see footnote 5)	6.5%

¹ Consists of 20,000,000 Ordinary Shares owned of record by The WindAcre Partnership Master Fund LP, an exempted limited partnership established in the Cayman Islands (“Master Fund”). The WindAcre Partnership LLC, a Delaware limited liability company (“WindAcre”) serves as the investment manager of the Master Fund. Snehal Rajnikant Amin is the principal beneficial owner and managing member of WindAcre and the only beneficial owner holding more than 5% (“Mr. Amin”). Mr. Amin disclaims beneficial ownership of the securities owned by the Master Fund except to the extent of his pecuniary interest therein. The principal business address of the Master Fund is Elian Fiduciary Services (Cayman) LTD, 190 Elgin Avenue, George Town, Grand Cayman KY1-9007, Cayman Islands.

² Consists of (i) 2,950,061 Ordinary Shares (including 306,351 Ordinary Shares that may be acquired pursuant to the exercise of 1,225,404 Warrants) held by Cooper Square Fund, L.P., (ii) 941,997 Ordinary Shares (including 39,580 Ordinary Shares that may be acquired pursuant to the exercise of 158,320 Warrants) held by Cooper Square Fund II, L.P., (iii) 629,461 Ordinary Shares (including 29,069 Ordinary Shares that may be acquired pursuant to the exercise of 116,276 Warrants) held by Cooper Square Offshore Master Fund, Ltd., (iv) 168,481 Ordinary Shares held by CPG Cooper Square International Equity, LLC, (v) 561,628 Ordinary Shares (including 77,890 Ordinary Shares that may be acquired pursuant to the exercise of 311,561 Warrants) held by SEG Partners L.P., (vi) 5,947,999 Ordinary Shares (including 521,167 Ordinary Shares that may be acquired pursuant to the exercise of 2,084,668 Warrants) held by SEG Partners II, L.P. and (vii) 3,675,373 Ordinary Shares (including 400,943 Ordinary Shares that may be acquired pursuant to the exercise of 1,603,771 Warrants) held by SEG Partners Offshore Master Fund, Ltd. Select Equity Group, L.P. (“Select Equity”), a limited partnership controlled by George S. Loening, has the power to vote or direct the vote of, and dispose or direct the disposition of, the shares beneficially owned by Cooper Square Fund, L.P., Cooper Square Fund II, L.P., Cooper Square Offshore Master Fund, Ltd., CPG Cooper Square International Equity, LLC, SEG Partners L.P., SEG Partners II, L.P. and SEG Partners Offshore Master Fund, Ltd. Select Equity is an investment adviser and possesses the power to vote or direct the vote of, and dispose or direct the disposition of such shares. George S. Loening is a control person of Select Equity and possesses the power to vote or direct the vote of, and dispose or direct the disposition of, such shares.

³ As of November 9, 2021, Tiger Eye Master Fund Ltd, Tiger Eye Opportunity Fund I LLC, and Tiger Eye Opportunity Fund II LLC (collectively the “Funds”) and Gambill Capital Management LLC owned an aggregate of 13,045,272 Ordinary Shares of the Issuer and Warrants, that upon exercise represent 131,624 Ordinary Shares, for a total of 13,176,896 Ordinary Shares. Benjamin S. Gambill is the Managing Member of Tiger Eye Capital LLC, and Tiger Eye Capital LLC is the investment manager of the Funds and Gambill Capital Management LLC, in which such shares referred to above are held. As a result, Tiger Eye Capital LLC and Benjamin S. Gambill possess the power to vote and dispose or direct the disposition of all the shares owned by the Funds and Gambill Capital Management LLC. Thus, Tiger Eye Capital LLC and Benjamin S. Gambill may be deemed to beneficially own 13,176,896 Ordinary Shares.

⁴ Consists of (i) 11,978,546 Ordinary Shares held by SMALLCAP World Fund, Inc. (“SCWF”) and (ii) 721,454 Ordinary Shares held by American Funds Insurance Series – Global Small Capitalization Fund (“VISC” and, together with SCWF, the “CRMC Shareholders”). Capital Research and Management Company (“CRMC”) is the investment adviser for each CRMC Shareholder. For purposes of the reporting requirements of the Exchange Act, CRMC, Capital Research Global Investors (“CRGI”) or Capital World Investors (“CWI”) may be deemed to be the beneficial owner of the Ordinary Shares held by each CRMC Shareholder; however, each of CRMC, CRGI and CWI expressly disclaims that it is, in fact, the beneficial owner of such securities. Brady L. Enright, Julian N. Abdey, Jonathan Knowles, Gregory W. Wendt, Peter Eliot, Bradford F. Freer, Leo Hee, Roz Hongsaranagon, Harold H. La, Dimitrije Mitrovic, Aidan O’Connell, Samir Parekh, Andraz Razen, Renaud H. Samyn, Michael Beckwith, and Arun Swaminathan, as portfolio managers, have voting and investment powers over the shares held by SCWF. Renaud H. Samyn, Michael Beckwith, Bradford F. Freer, Harold H. La, Aidan O’Connell, and Gregory W. Wendt, as portfolio managers, have voting and investment powers over the shares held by VISC.

⁵ Consists of (i) 9,550,000 Ordinary Shares held by Senator Global Opportunity Master Fund L.P. (“Senator Global Fund”) and (ii) 750,000 Ordinary Shares that may be acquired pursuant to the exercise of 3,000,000 Warrants. Senator Investment Group LP, or (“Senator”), is investment manager of Senator Global Fund and may be deemed to have voting and dispositive power with respect to the shares. The general partner of Senator is Senator Management LLC (the “Senator GP”). Douglas Silverman controls Senator GP, and, accordingly, may be deemed to have voting and dispositive power with respect to the shares held by Senator Global Fund. Mr. Silverman disclaims beneficial ownership of the shares held by Senator Global Fund.

Entities Affiliated with Tiger Global Investments, L.P. ⁶	New York, NY	10,000,000 (ordinary shares)	6.36%
Meritage Funds LLC ⁷	Greenwich, CT	8,000,000 (ordinary shares)	5.09%
Matrix Capital Management Master Fund, LP ⁸	Waltham, MA	2,500,000 (ordinary shares); 5,000,000 (warrants)	14.7% (of warrants)
Petrus Securities, L.P. ⁹	Dallas, TX	2,700,000 (ordinary shares); (2,000,000 warrants)	5.88% (of warrants)
Principal Funds, Inc. – MidCap Fund ¹⁰	Des Moines, IA	5,584,586 (ordinary shares); 2,883,826 (warrants)	8.48% (of warrants)

⁶ Reflects Ordinary Shares held of record by Tiger Global Investments, L.P. and/or other entities or persons affiliated with Tiger Global Management, LLC. Tiger Global Management, LLC is controlled by Chase Coleman and Scott Shleifer.

⁷ Meritage Group LP, investment manager of Meritage Fund LLC, has all voting and dispositive power over the ordinary shares.

⁸ David Goel is the Managing General Partner of Matrix Capital Management Master Fund, LP (“Matrix”) and may be deemed to have voting and dispositive power over the shares held by Matrix. The mailing address for Matrix is 1000 Winter Street, Suite 4500, Waltham, Massachusetts 02451.

⁹ Includes 700,000 shares held by Petrus Securities, L.P. Petrus Trust Company, LTA is the investment manager of Petrus Securities, L.P. and Petrus Capital Management, LLC is the general partner of Petrus Securities L.P. As such, each of Petrus Trust Company, LTA and Petrus Capital Management, LLC has voting and investment control of the shares held by Petrus Securities, L.P. Each of Petrus Trust Company, LTA and Petrus Capital Management, LLC may be deemed to be the beneficial owner of such shares; provided, however, each of Petrus Trust Company, LTA and Petrus Capital Management, LLC disclaims any beneficial ownership of the shares held by Petrus Securities, L.P. The business address of Petrus Securities, L.P., Petrus Trust Company, LTA and Petrus Capital Management, LLC is 3000 Turtle Creek Boulevard, Dallas, Texas 75219 USA.

¹⁰ Principal Global Investors, LLC has authority to vote the shares. Bill Nolin, CIO and Portfolio Manager of Principal Global Investors, LLC is the natural person with such authority. The business address of Principal Global Investors, LLC is 711 High Street, Des Moines IA 50392.