

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 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.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

| | | |
|---|-----|-------------------|
| Trading Symbol | | <u>PRMFF</u> |
| The data in this chart is as of: | | <u>03/31/2022</u> |
| Shares Authorized | (A) | <u>34,020,000</u> |
| Total Shares Outstanding | (B) | <u>33,843,440</u> |
| Number of Restricted Shares ¹ | (C) | <u>0</u> |
| Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates | (D) | <u>21,500,000</u> |
| Public Float: <i>Subtract Lines C and D from Line B</i> | (E) | <u>12,343,440</u> |
| % Public Float: <i>Line E Divided by Line B (as a %)</i> ² | (F) | <u>36.47%</u> |
| Number of Beneficial Shareholders of at least 100 shares ³ | (G) | <u>61</u> |

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.

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.

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. 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 | Principal Amount at Issuance (\$) | Outstanding Balance (\$)⁴ | Maturity Date | Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares) | # Shares Converted to Date | # of Potential Shares to be Issued Upon Conversion⁵ | Name of Noteholder (entities must have individual with voting / investment control disclosed).⁶ | Reason for Issuance (e.g., Loan, Services, etc.) |
|-----------------------|-----------------------------------|---------------------------|---------------|---|----------------------------|---|---|--|
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| | | | | | | | | |

Total Outstanding Balance:

Total Shares:

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

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.

⁴ The Outstanding Balance is to include accrued interest.

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

⁶ 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 Warrants Owned (list common, warrants and options separately) | Percentage of Warrants 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) | 1.48% |
| 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) | 1.48% |
| 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) | -- |

| | | | |
|---|--------------|---|--------|
| Entities Affiliated with Tiger Eye Capital LLC ¹ | New York, NY | 526,496 (warrants to purchase 131,624 Ordinary Shares) | 1.56% |
| Senator Investment Group LP ² | New York, NY | 3,000,000 (warrants to purchase 750,000 Ordinary Shares) | 8.86% |
| Matrix Capital Management Master Fund, LP ³ | Waltham, MA | 20,000,000 (warrants to purchase 5,000,000 Ordinary Shares) | 59.10% |

¹ Based on a Schedule 13G filed with the SEC on February 15, 2022. Consists of (i) 9,224,679 Ordinary Shares held by Tiger Eye Master Fund Ltd (“TEM”), (ii) 516,500 Ordinary Shares held by Tiger Eye Opportunity Fund I LLC (“TEO”), (iii) 785,000 Ordinary Shares held by Tiger Eye Opportunity Fund II LLC (“TEO II”), (iv) 63,123 Ordinary Shares held by Gambill Capital Management LLC (“GCM”), (v) 2,437 Ordinary Shares that may be acquired pursuant to the Company’s warrants held by TEM, (vi) 129,125 Ordinary Shares that may be acquired pursuant to the Company’s warrants held by TEO and (vii) 62 Ordinary Shares that may be acquired pursuant to the Company’s warrants held by GCM. TEM, TEO, TEO II and GCM are managed by Tiger Eye Capital LLC (“TEC”). TEC and Benjamin S. Gambill III, as portfolio manager of TEC, will make decisions as to voting and disposition of securities and may be deemed to beneficially own 10,720,926 Ordinary Shares. The business address for TEM, TEO, TEO II, GCM and Mr. Gambill is 101 Park Avenue, 48th Floor, New York, NY 10178.

² Based on a Schedule 13G filed with the SEC on February 10, 2022. Consists of (i) 8,425,000 Ordinary Shares and (ii) 750,000 Ordinary Shares that may be acquired pursuant to the exercise of 3,000,000 of the Company’s warrants held by various investment funds of which Senator Investment Group LP, or (“Senator”), is investment manager and may be deemed to have voting and dispositive power with respect to the shares. Douglas Silverman controls the Delaware limited liability company that may be deemed to control Senator, and, accordingly, may be deemed to have voting and dispositive power with respect to the shares held by the various investment funds managed by Senator. Mr. Silverman disclaims beneficial ownership of the shares. The business address for Senator is 510 Madison Avenue, 28th Floor, New York, NY 10022.

³ Based on a Schedule 13G filed with the SEC on February 14, 2022. Matrix Capital Management Company LP (“Matrix”) and David E. Goel each have shared power to vote or direct the vote of and dispose or direct the disposition of 12,462,500 Ordinary Shares (including 5,000,000 Ordinary Shares that may be acquired pursuant to the Company’s warrants held by Matrix Capital Management Master Fund, LP (the “Matrix Fund”). Mr. Goel is the Managing General Partner of Matrix. Matrix is the investment advisor to the Matrix Fund and various other funds. The business address for Matrix, Matrix Fund and Mr. Goel is c/o Matrix, Bay Colony Corporate Center, 1000 Winter Street, Suite 4500, Waltham, MA 02451.