

## OTCQB Certification

I, Charles Kropp, 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”):

**REGISTERED or REPORTING WITH THE SEC:**

- Company is registered under Section 12(g) of the Exchange Act  
 Company is reporting under Section 15(d) of the Exchange Act.  
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
 Company is reporting under Regulation A (Tier 2)  
 Other (describe) Company is registered under Section 12(b) of the Exchange Act.

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:**

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)  
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

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:

US Trading Symbol		<u>PRMFF</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>34,020,000</u>	<u>04/04/2023</u>
Total Shares Outstanding	(B)	<u>33,843,440</u>	<u>04/04/2023</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>0</u>	<u>04/04/2023</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>21,500,000</u>	<u>04/04/2023</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>12,343,440</u>	<u>04/04/2023</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	<u>36.47%</u>	<u>04/04/2023</u>
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	<u>51</u>	<u>04/04/2023</u>

<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> 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. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described timeframe, the note must still be disclosed in the table below.):**

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 (\$) <sup>4</sup>	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 Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>6</sup>	Reason for Issuance (e.g., Loan, Services, etc.)

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. (U.S. Counsel); Maples and Calder (Luxembourg Counsel).

<sup>4</sup> The Outstanding Balance is to include accrued interest.

<sup>5</sup> 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.

<sup>6</sup> 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.



Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

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9. Certification:

Date: 04/06/2023

Name of Certifying CEO or CFO: Charles Kropp

Title: Chief Financial Officer

Signature: /s/ Charles Kropp

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

**Exhibit A**

**Named Executive Officers and Directors:**

<b>Name</b>	<b>City and State (and Country if outside US)</b>	<b>Number of Warrants Owned (list common, warrants and options separately)</b>	<b>Percentage of Warrants Owned (* = less than 1%)</b>
W. Nicholas Howley	Hunting Valley, OH	1,291,685 (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	2,737,546 (ordinary shares)	--
William N. Thorndike, Jr.	Boston, MA	500,000 (warrants to purchase 125,000 ordinary shares)	1.48%
Haitham Khouri	Brooklyn, NY	1,475,385 (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	584,406 (ordinary shares)	--
Vivek Raj	Cherry Hills Village, CO	100,000 (warrants to purchase 25,000 ordinary shares)	*
Tracy Britt Cool	Brentwood, TN	183,082 (ordinary shares)	--
Tracy Britt Cool	Brentwood, TN	30,000 (warrants to purchase 7,500 ordinary shares)	*
Bernt Iversen II	Six Mile, SC	125,000 (ordinary shares)	--
Sean Hennessy	Naples, FL	100,000 (ordinary shares)	--
Robert S. Henderson	Bradbury, CA	325,000 (ordinary shares)	--
Charles Kropp	Chesterfield, MO	0 (ordinary shares)	--
Jeffrey Emery	Denver, CO	0 (ordinary shares)	--
Noriko Yokozuka	Ballwin, MO	47,157 (ordinary shares)	--
Stephen Cornwall	East Greenwich, RI	42,087 (ordinary shares)	--
Shannon Horn	Henderson, NV	445,695 (ordinary shares)	--

**More than 5% Shareholders:**

<b>Name</b>	<b>City and State (and Country if outside US)</b>	<b>Number of Warrants Owned (list common, warrants and options separately)</b>	<b>Percentage of Warrants Owned (* = less than 1%)</b>
Principal Global Investors, LLC <sup>1</sup>	Des Moines, IA	11,395,963 (ordinary shares)	--
WindAcre Partnership Master Fund, LP <sup>2</sup>	Houston, TX	21,600,000 (ordinary shares)	--
Select Equity Group, L.P. <sup>3</sup>	New York, NY	17,414,616 (ordinary shares)	--
MWG GP LLC <sup>4</sup>	San Francisco, CA	8,000,000 (ordinary shares)	--
Matrix Capital Management Master Fund, LP <sup>5</sup>	Waltham, MA	7,462,500 (ordinary shares)	--
Matrix Capital Management Master Fund, LP <sup>6</sup>	Waltham, MA	4,500,000 (warrants to purchase 1,125,000 ordinary shares)	13.3%
BlackRock, Inc. <sup>7</sup>	New York, NY	8,642,600 (ordinary shares)	--

<sup>1</sup> Based on a Schedule 13G filed with the SEC on March 31, 2023. Principal Global Investors, LLC has shared voting and shared dispositive power over 11,395,963 Ordinary Shares. The business address of Principal Global Investors, LLC is 801 Grand Avenue, Des Moines, IA 50392.

<sup>2</sup> Based on a Schedule 13G filed with the SEC on February 15, 2023. Consists of 21,600,000 Ordinary Shares owned 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 (“Mr. Amin”) is the principal beneficial owner and managing member of WindAcre and the only beneficial owner holding more than 5% (“Mr. Amin”). Mr. Amin and WindAcre each disclaim beneficial ownership of the securities owned by the Master Fund. The principal business address of the Master Fund is Ogier Global (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands.

<sup>3</sup> Based on a Schedule 13G filed with the SEC on February 14, 2023. Select Equity Group, L.P. (“Select LP”) and George S. Loening, the majority owner of Select LP and managing member of its general partner each have shared voting and shared dispositive power over 17,414,616 Ordinary Shares. The principal business address for Select LP and George S. Loening is 380 Lafayette Street New York, New York 10003.

<sup>4</sup> Based on a Schedule 13G filed with the SEC on February 13, 2023. MWG GP LLC, Meritage Group LP, and Meritage Fund LLC each has shared voting and shared dispositive power over 8,000,000 Ordinary Shares. The principal business address of MWG GP LLC, Meritage Group LP and Meritage Fund LLC is One Ferry Building, Suite 375, San Francisco, CA 94111.

<sup>5</sup> Based on a Schedule 13G filed with the SEC on February 13, 2023. 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 8,587,500 Ordinary Shares (including 1,125,000 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.

<sup>6</sup> Based on a Schedule 13G filed with the SEC on February 13, 2023. 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 8,587,500 Ordinary Shares (including 1,125,000 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.

<sup>7</sup> Based on a Schedule 13G filed with the SEC on February 03, 2023. Consists of 8,642,600 Ordinary Shares held by various entities affiliated with Blackrock, Inc which such entities have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the Ordinary Shares but none have an interest in the Ordinary Shares of more than five percent of the total outstanding Ordinary Shares. BlackRock, Inc.’s principal business address is 55 East 52nd Street New York, NY 10055.