

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

PERIMETER SOLUTIONS, INC.
(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required
 - ☐ Fee paid previously with preliminary materials
 - ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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April 18, 2025

Dear Fellow Stockholder:

On behalf of your Board of Directors of Perimeter Solutions, Inc., you are cordially invited to attend the 2025 Annual Meeting of Stockholders (the "Annual Meeting"), to be held virtually, via live audio webcast, on May 29, 2025 at 8:00 a.m., Central Time, or at any adjournment(s) or postponement(s) thereof. Only holders of shares of our common stock as of the close of business on March 31, 2025, the record date for the Annual Meeting, are entitled to notice of, and to vote at, the Annual Meeting.

The attached Notice of the Annual Meeting and Proxy Statement describe the business to be conducted at the Annual Meeting. Also included is a proxy card and postage-paid return envelope.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting, please vote and submit your proxy: (a) by telephone or the internet following the instructions on the enclosed proxy card or (b) by signing, dating and returning the proxy card in the postage-paid envelope provided.

If you attend the Annual Meeting and desire to vote at the meeting, you may do so even though you have previously submitted a proxy, as described in the attached proxy statement.

Your vote is extremely important.

We hope you will be able to join us, and we look forward to seeing you at the meeting.

Sincerely yours,

A handwritten signature in blue ink, appearing to read "W. Nicholas Howley".

W. Nicholas Howley
Co-Chairman of the Board of the Directors

A handwritten signature in blue ink, appearing to read "William N. Thorndike Jr.".

William N. Thorndike Jr.
Co-Chairman of the Board of the Directors

**NOTICE OF 2025 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 29, 2025**

To the Stockholders of Perimeter Solutions, Inc.:

The 2025 Annual Meeting of Stockholders (the “Annual Meeting”) of Perimeter Solutions, Inc., a Delaware corporation (the “Company,” “Perimeter,” “our,” “we” or “us”), will be held virtually, via live audio webcast, on May 29, 2025 at 8:00 a.m., Central Time, or at any adjournment(s) or postponement(s) thereof. Only holders of the Company’s shares of common stock, par value \$0.0001 (“Common Stock”), as of the close of business on March 31, 2025 (the “Record Date”) are entitled to notice of, and to vote at, the Annual Meeting.

As part of the Annual Meeting, we will hold a live question and answer session, during which we intend to answer questions that are submitted in writing during the meeting by our stockholders and are pertinent to the business of the meeting, as time permits.

Attendance at the Annual Meeting will be limited to stockholders of record, those holding proxies from stockholders and representatives of the Company. For more information about how to attend the Annual Meeting, please see “Questions and Answers About the Annual Meeting and Voting” in the accompanying Proxy Statement.

The Annual Meeting is being held for the following purposes:

1. To elect as directors the seven nominees as set forth in the accompanying Proxy Statement with terms expiring at the 2026 Annual Meeting of Stockholders, or until their respective successors are elected and qualified;
2. To approve, on an advisory basis, the compensation of our named executive officers (“Say on Pay”);
3. To ratify the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2025; and
4. To transact such other business as may properly come before the Annual Meeting and at any adjournment or postponement thereof.

We mailed a Notice of Internet Availability of Proxy Materials containing instructions on how to access our Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2024 on or about April 18, 2025.

We will make available a list of stockholders of record as of the Record Date for the Annual Meeting for inspection by stockholders during normal business hours from March 31, 2025 until the Annual Meeting at the Company’s offices at 8000 Maryland Avenue, Suite 350, Clayton, Missouri 63105.

Only stockholders of record as of the close of business on March 31, 2025, are entitled to notice of, and to vote at, the Annual Meeting. **Our Board of Directors recommends a vote “FOR” each of the director nominees in proposal 1 and “FOR” proposals 2 through 3.**

It is important that your shares be represented at the Annual Meeting. Whether or not you expect to attend the Annual Meeting, please vote and submit your proxy over the internet, by telephone or by mail. Please refer to the proxy card for specific voting instructions.

By Order of the Board of Directors,



Noriko Yokozuka
General Counsel and Secretary

April 18, 2025

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2025 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 29, 2025.

The Company's Proxy Statement for the 2025 Annual Meeting of Stockholders and the Company's Annual Report on Form 10-K for the year ended December 31, 2024 are available free of charge, upon written request. Requests should be made in writing to Noriko Yokozuka, General Counsel and Secretary of the Company, at the offices of Perimeter Solutions, Inc., 8000 Maryland Avenue, Suite 350, Clayton, Missouri 63105. The Company's filings with the Securities and Exchange Commission (the "SEC") are also available, without charge, through the Investor Relations — SEC Filings link on the Company's website, www.perimeter-solutions.com, as soon as reasonably practical after filing. The Company's website and the information contained therein or connected thereto are not incorporated into this notice.

We have elected to use the "Notice and Access" method of providing our proxy materials over the internet. Accordingly, we mailed a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy statement and annual report on or about April 18, 2025.

Our Proxy Statement and Annual Report are available online at www.proxydocs.com/PRM.

Table of Contents

PROXY SUMMARY	1
Annual Meeting	1
Voting Matters and Board Recommendations	1
2024 Financial Highlights	1
Board and Governance Highlights	2
PROPOSAL 1 - ELECTION OF DIRECTORS	4
Shareholder Vote Requirement	4
Recommendation of the Board	4
Director Nominees	4
Directors Appointed Until 2027 Annual Meeting of Stockholders	6
CORPORATE GOVERNANCE	8
Corporate Governance Guidelines	8
Meetings	8
Board Leadership Structure	8
Director Independence	8
Board Committees	9
Audit Committee	9
Compensation Committee	10
Nominating and Corporate Governance Committee	11
Code of Business Conduct and Ethics	12
Insider Trading and Anti-Hedging Policy	12
Commitment to Sustainability	13
Certain Relationships and Related Party Transactions	14
Board Role in Risk Management	15
Communication with the Board	16
DIRECTOR COMPENSATION	17
EXECUTIVE OFFICERS	18
COMPENSATION DISCUSSION & ANALYSIS	19
Introduction	19
Named Executive Officer (“NEO”) Transitions in 2024	19
Compensation Governance Practices	21
Executive Compensation Setting Process	21
Components of Executive Compensation Program	23
Adjusted EBITDA Performance	24
Individual Performance	25
Combined Adjusted EBITDA and Individual Performance	25

Other Compensation-Related Practices and Policies	29
COMPENSATION COMMITTEE REPORT	29
EXECUTIVE COMPENSATION	30
Summary Compensation Table	30
Grants of Plan-based Awards	31
Outstanding Equity Awards at 2024 Fiscal Year End	32
Employment Agreements	32
Option Exercises and Stock Vested During 2024	35
Potential Payments Upon Termination or Change in Control	35
CEO Pay Ratio	36
Pay Versus Performance	37
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	43
PROPOSAL 2 — ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION	45
Stockholder Vote Requirement	45
Proposal	45
Non-Binding Vote	45
Recommendation of the Board	45
PROPOSAL 3 — RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2025 FISCAL YEAR	46
Change in Independent Registered Public Accounting Firm	46
Independent Registered Public Accounting Firm Fees	47
Pre-Approval Policies and Procedures for Audit and Permitted Non-Audit Services	47
Stockholder Vote Requirement	47
Recommendation of the Board	47
Report of the Audit Committee	48
QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING	49
About This Proxy Statement	49
General Voting Information	49
Attending the Meeting	51
OTHER MATTERS	53
Additional Meeting Matters	53
Delinquent Section 16(a) Reports	53
Stockholder Proposals for the 2026 Annual Meeting of Shareholders	53
Householding of Annual Meeting Materials	53
Stockholder Communications	53
Miscellaneous	54

PROXY SUMMARY

Annual Meeting

Date: May 29, 2025

Time: 8:00 a.m., Central Time

Place: Virtual-only at www.proxydocs.com/PRM

Record Date: March 31, 2025

Voting Matters and Board Recommendations

	Matter	Board Recommendation	Page
No. 1	Election of Directors	FOR each Director Nominee	4
No. 2	Say on Pay	FOR	45
No. 3	Ratify the appointment of KPMG LLP as Independent Auditor	FOR	46

2024 Financial Highlights

A summary of the 2024 financial highlights of the Company are as follows:

- Full year net sales increased 74% to \$561.0 million, as compared to \$322.1 million in the prior year.
 - Fire Safety net sales increased 93% to \$436.3 million, as compared to \$225.6 million in the prior year.
 - Specialty Products net sales increased 29% to \$124.7 million, as compared to \$96.6 million in the prior year.
 - Full year net loss was \$5.9 million, or \$0.04 loss per diluted share, as compared to net income of \$67.5 million, or \$0.41 earnings per diluted share in the prior year.
 - Full year non-GAAP adjusted earnings per share* was \$1.11.
 - Full year Adjusted EBITDA* increased 190% to \$280.3 million, as compared to \$96.8 million in the prior year.
 - Fire Safety Adjusted EBITDA increased 215% to \$240.1 million, as compared to \$76.2 million in the prior year.
 - Specialty Products Adjusted EBITDA increased 95% to \$40.2 million, as compared to \$20.6 million in the prior year.
 - Consummated the conversion of Perimeter Solutions, SA, formerly a public limited liability company duly incorporated and validly existing under the laws of the Grand Duchy of Luxembourg, into Perimeter Solutions, Inc., a corporation incorporated under the laws of the State of Delaware (the “Reconciliation Transaction”).
- * Reconciliation tables and further information regarding our non-GAAP financial metrics can be found in Annex A to this Proxy Statement.

Board and Governance Highlights

Assuming election of all of the director nominees, the following is a list of persons who will constitute the Board following the Annual Meeting, including their ages and current committee assignments.

Board of Directors						
Name	Age	Independence	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Executive Committee
W. Nicholas Howley	73					✓
William N. Thorndike, Jr.	61					✓
Haitham Khouri ⁽¹⁾	44					✓*
Vivek Raj ⁽¹⁾	41	✓		✓	✓	
Tracy Britt Cool	40	✓			✓	
Sean Hennessy	67	✓	✓*	✓		
Robert S. Henderson	69	✓	✓	✓	✓*	
Bernt Iversen II	67	✓	✓	✓*		
Jorge L. Valladares III ⁽²⁾	51	✓				

* Denotes the Chair of the committee.

(1) Messrs. Khouri and Raj were elected to serve as directors of the Company in June 2021 with terms expiring at the 2027 Annual Meeting of Stockholders, or until their respective successors are elected and qualified; therefore, Messrs. Khouri and Raj are not nominated for election at the Annual Meeting.

(2) Following the Annual Meeting, if elected, Mr. Valladares will begin serving on the Nominating and Corporate Governance Committee.

We are committed to principles of effective corporate governance and to high ethical standards, as well as compliance with all applicable governance standards of the SEC and New York Stock Exchange (the “NYSE”). Highlights of the framework we have established for governance are outlined here, and further described below.

Independence and Qualification of Committee Members

The Audit, Compensation and Nominating and Corporate Governance Committees of the Board are comprised of all Independent Directors.

Leadership Structure

All directors on committees meet the applicable qualification requirements of the SEC and NYSE.

Risk Oversight

The offices of the Chief Executive Officer and Co-Chairmen of the Board are separated.

The Board is responsible for the oversight of risk, including overseeing the assessment of risk and the appropriate balance of risk taking and risk mitigation.

These risk assessment and balancing tasks are also the responsibility of the Board’s committees and the Company’s management team.

Open Communication

We encourage communication and solid working relationships among our Co-Chairmen of the Board, Directors, and the Chief Executive Officer.

Our directors have access to the management team and employees.

Share Retention Guidelines

The majority of our executive officers, including our Chief Executive Officer, Vice Chairman, President of Fire Safety, President of Specialty Products, General Counsel and Chief Administrative Officer and Chief Financial Officer are required to hold a minimum level of personal investment in the Company pursuant to share retention guidelines attached to each of their option agreements.

Board and Committee Evaluations

We engage in an annual review of the performance of both of our Board and its Committees, led by the Chair of the Nominating and Corporate Governance Committee.

Committee Reports

Our committees report their activities to our Board at each Board meeting to ensure oversight and accountability.

Stockholder Communication

Stockholders and other interested parties can contact our Directors individually or as a group through written communication.

Stockholder Voice

Directors are elected by a majority of the votes cast.

PROPOSAL 1 — ELECTION OF DIRECTORS

Our certificate of incorporation (the “Charter”) provide that the Board must be composed of at least three directors, and our bylaws (the “Bylaws” and together with the Charter, the “Governing Documents”) permit our directors to fix the size of the Board by a resolution of the Board. At the date of this Proxy Statement, our Board is comprised of ten directors, eight of whom are non-employee directors and six of whom are independent.

The Board is committed to recruiting and nominating directors for election who will collectively provide the Board with the necessary diversity of experiences, skills and characteristics to enhance the Board’s ability to manage and direct the affairs and business of the Company and to make fully informed, comprehensive decisions. In recommending candidates for election to the Board, in the context of the perceived needs of the Board at that time, the Nominating and Corporate Governance Committee evaluates a candidate’s knowledge, experience, skills and expertise, and any other factors that the Nominating and Corporate Governance Committee deems relevant. In particular, the Board and the Nominating and Corporate Governance Committee believe that the Board should be comprised of a well-balanced group of individuals.

In 2025, the Nominating and Corporate Governance Committee unanimously recommended to the Board, and the Board unanimously approved the nomination of W. Nicholas Howley, William N. Thorndike, Jr., Tracy Britt Cool, Sean Hennessy, Robert S. Henderson, Bernt Iversen II and Jorge L. Valladares III to the Board, each to hold office until the 2026 Annual Meeting of Stockholders or until a successor has been duly elected and qualified. Each nominee has consented to serve if elected. Messrs. Khouri and Raj were elected to serve as directors of the Company in June 2021 with terms expiring at the 2027 Annual Meeting of Stockholders, or until their respective successors are elected and qualified; therefore, Messrs. Khouri and Raj are not nominated for election at the Annual Meeting. Mr. Edward Goldberg, our Vice Chairman, was not nominated for re-election to the Board at the Annual Meeting. Assuming the election of all director nominees, the Board will be comprised of nine directors, eight of whom are non-employee directors and seven of whom are independent.

Stockholder Vote Requirement

The affirmative vote of a majority of the votes cast is required for a director nominee to be elected. You may vote “FOR” or “AGAINST” or “ABSTAIN” for each director nominee. Abstentions and broker non-votes will have no effect on the vote.

Recommendation of the Board

Our Board recommends that stockholders vote “FOR” each of the seven nominees recommended by the Board.

Director Nominees

The following persons are our Board’s nominees for re-election to serve as directors. There are no family relationships between any of the director nominees. Certain information relating to our Board’s nominees, furnished by each of them, is set forth below. The ages set forth below are accurate as of the date of this Proxy Statement.

Our Board has determined that all of its nominees are qualified to serve as directors of the Company. In addition to the specified business experience listed below, each of the directors has the background, skills and attributes which the Board believes are required to be an effective director of the Company, including experience at senior levels in areas of expertise helpful to the Company, a willingness and commitment to assume the responsibilities required of a director of the Company and the character and integrity the Board expects of its directors.

W. NICHOLAS HOWLEY

Director since 2021
Age 73

Mr. Howley has served as Co-Chairman of the Board since November 2021. Mr. Howley co-founded TransDigm Group Inc. (“TransDigm”), a NYSE-listed aerospace manufacturing company, in 1993 and served as the Chief Executive Officer and Chairman of TransDigm’s board of directors from 2003 to 2018 and currently serves as Chairman of the Board of TransDigm. Mr. Howley served as President and/or Chief Executive Officer of TransDigm from 2003 through 2018 and as President and/or Chief Executive Officer of TransDigm Inc. from 1998 through 2018. Additionally, Mr. Howley currently serves on the boards of several foundations and institutions, including the Cristo Rey Network, the Cleveland Clinic Hospital, the Rock and Roll Hall of Fame, the Saint

Joseph's Preparatory School, and is the Chairman of the Howley Foundation. Mr. Howley holds a B.S. degree in mechanical engineering from Drexel University and an M.B.A. degree from Harvard Business School.

Qualifications. We believe Mr. Howley's qualifications to serve on our Board include his executive leadership experience, experience as a member of other corporate boards, and his knowledge of public companies.

WILLIAM N. THORNDIKE, JR.

Director since 2021
Age 61

Mr. Thorndike has served as Co-Chairman of our Board since November 2021. Mr. Thorndike is the founder and currently serves as the Managing Partner of The Cromwell Harbor Partnership, a private investment company known for exceptionally long investment holding periods. Prior to Cromwell Harbor, Mr. Thorndike founded Housatonic Partners, a leading middle-market private equity firm with offices in Boston and San Francisco. Prior to founding Housatonic Partners, Mr. Thorndike worked with T. Rowe Price Associates, a global asset management firm, and Walker & Company, a publishing company, where he was named to its Board of Directors. Mr. Thorndike has served as a director of over 50 companies. He is currently the Chairman of the Board of CNX Resources Corporation, a natural gas company, and serves on the boards of several private companies, including Banyan Software, QMC Telecom and Carillon Assisted Living. Mr. Thorndike is the author of "The Outsiders: Eight Unconventional CEOs and Their Radically Rational Blueprint for Success," which has been translated into 17 languages and is the co-host of the "50X" podcast. Mr. Thorndike holds an A.B. degree in English and American Literature from Harvard University and an M.B.A. degree from Stanford University.

Qualifications. We believe Mr. Thorndike's qualifications to serve on our Board include his extensive finance and investment experience, experience as a member of other corporate boards, and his knowledge of public companies.

TRACY BRITT COOL

Director since 2021
Age 40

Ms. Britt Cool has served as a member of our Board since November 2021. In 2020, Ms. Britt Cool co-founded Kanbrick, a long-term investment partnership focused on acquiring and building great companies in the consumer and industrial sectors. At Kanbrick, Ms. Britt Cool combines her passion for long-term value investing with her experience as an entrepreneurial-minded operator to help take mid-size companies to the next level. From 2009 to 2020, Ms. Britt Cool worked at Berkshire Hathaway, where she spent five years at Berkshire Hathaway's headquarters in Omaha as the Financial Assistant to the Chairman and five years as Chief Executive Officer of Pampered Chef, a Berkshire Hathaway subsidiary based in Chicago. At Pampered Chef, a provider of kitchenware products, Ms. Britt Cool turned around a decade long decline and achieved meaningful growth in revenue and earnings. Additionally, Ms. Britt Cool served on the boards of directors of several Berkshire Hathaway companies including Kraft Heinz, Benjamin Moore, Oriental Trading Company, Larson Juhl, and Johns Manville. Ms. Britt Cool is the co-founder of Smart Woman Securities, an organization that provides personal finance and investment education to undergraduate women. Ms. Britt Cool holds an A.B. degree in economics from Harvard College and an M.B.A. degree from Harvard Business School.

Qualifications. We believe Ms. Britt Cool's qualifications to serve on our Board include her executive leadership experience particularly in setting strategic direction and developing and executing financial and operating strategies, experience as an investor in private and public companies, and experience as a member of other corporate boards.

SEAN HENNESSY

Director since 2021
Age 67

Mr. Hennessy has served as a member of our Board since November 2021. Mr. Hennessy is the retired Senior Vice President, Corporate Planning, Development & Administration of The Sherwin Williams Company, a manufacturer and distributor of coatings and related products, serving in that role from January 2017 to March 2018 in connection with the company's integration of its Valspar acquisition. Prior to that Mr. Hennessy served as Chief Financial Officer of The Sherwin Williams Company from 2001 to 2016. He is a certified public accountant. Mr. Hennessy also serves on the board of directors of TransDigm. Mr. Hennessy holds a bachelor's degree from the University of Akron.

Qualifications. We believe Mr. Hennessy qualifications to serve on our Board include his experience as Chief Financial Officer at The Sherwin Williams Company, experience as a member of other corporate boards, and his knowledge of public companies.

ROBERT S. HENDERSON

Director since 2021
Age 69

Mr. Henderson has served as a member of our Board since November 2021. Mr. Henderson served as the Vice Chairman at TransDigm from 2017 to 2021. He also served as the COO of TransDigm's Airframe Segment from 2014 to 2016 and as Executive Vice President from 2005 to 2014. From 1999 to 2008, he also served as President of AdelWiggins Group, a division of TransDigm. Mr. Henderson has significant experience integrating acquisitions and leading multiple operating units concurrently. Mr. Henderson holds a bachelor's degree in mathematics from Brown University.

Qualifications. We believe Mr. Henderson's qualifications to serve on our Board include his experience as Vice Chairman at TransDigm, his executive leadership experience, and his knowledge of public companies.

BERNT IVERSEN II

Director since 2022
Age 67

Mr. Iversen served as Executive Vice President – Mergers & Acquisitions and Business Development of TransDigm from May 2012 to December 2020. Prior to that, Mr. Iversen served as Executive Vice President of TD Group from December 2010 through May 2012 and as President of Champion Aerospace LLC, a wholly-owned subsidiary of TransDigm Inc., from June 2006 to December 2010. Mr. Iversen also serves on the boards of several privately owned companies in the specialty manufacturing space. Mr. Iversen holds a bachelor's degree in engineering from Western Michigan University.

Qualifications. We believe Mr. Iversen's qualifications to serve on our Board include his experience as Executive Vice President at TransDigm, his executive leadership experience, and his knowledge of public companies.

JORGE L. VALLADARES III

Director since 2024
Age 51

Mr. Valladares has served as a member of our Board since May 2024. Mr. Valladares served as Chief Operating Officer of TransDigm Inc. from April 2019 until his retirement in October 2023. Prior to that, Mr. Valladares served as Chief Operating Officer — Power & Control from June 2018 to March 2019, Executive Vice President from October 2013 to May 2018, as President of AvtechTyee, Inc. (formerly Avtech Corporation), a wholly-owned subsidiary of TransDigm Inc., from August 2009 to September 2013, and as President of AdelWiggins Group, a division of TransDigm Inc., from April 2008 to July 2009. Additionally, Mr. Valladares currently serves as a Director of Harvey Performance Company. Mr. Valladares holds a bachelor's degree in engineering from University of California, Los Angeles.

Qualifications. We believe Mr. Valladares' qualifications to serve on our Board include his experience as Chief Operating Officer at TransDigm, his executive leadership experience, and his knowledge of public companies.

Directors Appointed Until 2027 Annual Meeting of Stockholders

The following persons were elected to serve as directors of the Company with terms expiring at the 2027 Annual Meeting of Stockholders, or until their respective successors are elected and qualified. Certain information relating to these directors, furnished by the directors, is set forth below. The ages set forth below are accurate as of the date of this Proxy Statement.

HAITHAM KHOURI

Director since 2021
Age 44

Mr. Khouri has served as our Chief Executive Officer since March 2023 and as a member of our Board since June 2021. Previously, Mr. Khouri served as our Vice Chairman from December 2021 until March 2023. Mr. Khouri was a Senior Analyst at Hound Partners from 2009 to 2018. Between 2005 and 2007, Mr. Khouri was a private equity associate at Oak Hill Capital Partners. Between 2003 and 2005, Mr. Khouri was an investment

banking analyst at Deutsche Bank. Mr. Khouri began his career in 2002 as an analyst at JP Morgan. Mr. Khouri holds a BA in Economics from Cornell University and an MBA with Distinction from Harvard Business School.

Qualifications. We believe Mr. Khouri’s qualifications to serve on our Board include his experience as an investor in private and public companies and his experience serving as our CEO.

VIVEK RAJ

Director since 2021
Age 41

Mr. Raj has served as a member of our Board since June 2021. Mr. Raj founded Geneses Capital Management, a private investment firm, in 2018. Mr. Raj was a private equity investor between 2011 and 2018 and before that held operational roles in the energy industry. Mr. Raj currently serves as a director of Scout Surface Solutions, Ice Thermal Harvesting and Geneses Non Op Production. Mr. Raj holds a Bachelor of Technology from the Indian Institute of Technology, Delhi and an MBA from Harvard Business School.

Qualifications. We believe Mr. Raj’s qualifications to serve on our Board include his experience as an investor in private companies, experience as a member of other corporate boards, and his operating experience.

CORPORATE GOVERNANCE

Corporate Governance Guidelines

Our Board is responsible for overseeing the management of our Company. Our Board has adopted Corporate Governance Guidelines (the “Governance Guidelines”), which set forth our governance principles and policies relating to, among other things:

- director independence;
- director qualifications and responsibilities;
- board structure and meetings;
- management succession; and
- the performance evaluation of our Board.

Our Governance Guidelines are available in the Investor Relations section of our website at www.perimeter-solutions.com.

Meetings

During 2024, the Board held six meetings and adopted various resolutions by means of unanimous written consent. Each incumbent director attended at least 75% of the aggregate of (i) the total number of meetings of the Board during the period for which he or she was a director and (ii) the total number of meetings of all Committees on which he or she served during the period for which he or she was a member of a Committee. It is a policy of the Board to encourage its members to attend the Company’s Annual Meeting of Stockholders. However, the 2024 Annual Meeting of Shareholders was required to be held in Luxembourg, so only Mr. Khouri attended the 2024 Annual Meeting of Shareholders in person.

Board Leadership Structure

The Board has not adopted a formal policy regarding the need to separate or combine the offices of Chief Executive Officer and Chairman of the Board, and instead the Board remains free to make this determination from time to time in a manner that seems most appropriate for the Company. Although the Board recognizes the benefits of having a combined Chairman and Chief Executive Officer, currently, we separate the positions of our Chief Executive Officer and Co-Chairmen of the Board in recognition of the differences between the two roles. The Chief Executive Officer is responsible for the day-to-day leadership and performance of the Company, while the Co-Chairmen of the Board provide strategic guidance to the Chief Executive Officer and set the agenda for and preside over the Board meetings. In addition, we believe that the current separation provides a more effective monitoring and objective evaluation of the Chief Executive Officer’s performance. The separation also allows the Co-Chairmen of the Board to strengthen the Board’s independent oversight of our performance and governance standards.

Director Independence

Our Board reviews the independence of the current and potential members of the Board in accordance with independence requirements set forth in the NYSE rules and applicable provisions of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). During its review, the Board considers transactions and relationships between each director and potential director, as well as any member of his or her immediate family, and the Company and its affiliates, including those related-party transactions contemplated by Item 404(a) of Regulation S-K under the Exchange Act. The Board must affirmatively determine that the director has no material relationship with the Company, either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company, that, in the opinion of the Board, would interfere with the exercise of the director’s independent judgment in carrying out the responsibilities of a director. The purpose of this review is to determine whether any such relationships or transactions exist that are inconsistent with a determination that the director is independent. Our Board has determined that all nominees except Messrs. Howley, Khouri and Thorndike are “independent” as such term is defined by NYSE rules, our corporate governance standards and the federal securities laws.

During 2024, Mr. Goldberg, our Vice Chairman, was also not “independent” as such term is defined by NYSE rules, our corporate governance standards and the federal securities laws.

Board Committees

Our Board has four standing committees: Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Executive Committee. Copies of the committee charters of each of the committees setting forth the responsibilities of the committees are available on our website at www.perimeter-solutions.com. Information contained in, or accessible through, our website is not a part of, and is not incorporated into, this proxy statement. The committees will periodically review their respective charters and recommend any needed revisions to our Board. Assuming election of all of the director nominees, the following is a list of persons who will constitute the Board following the Annual Meeting, including their current committee assignments.

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Executive Committee
Tracy Britt Cool			✓	
Robert S. Henderson	✓	✓	✓*	
Sean Hennessy	✓*	✓		
W. Nicholas Howley				✓
Bernt Iversen II	✓	✓*		
Haitham Khouri				✓*
Vivek Raj		✓	✓	
William N. Thorndike, Jr.				✓
Jorge L. Valladares III ⁽¹⁾				

* Denotes the Chair of the committee.

Following the Annual Meeting, if elected, Mr. Valladares will begin serving on the Nominating and Corporate Governance Committee.

Audit Committee

Number of Meetings in 2024: Four

Responsibilities. Our Audit Committee operates pursuant to a formal charter that governs the responsibilities of the Audit Committee. Pursuant to the Audit Committee Charter, the Audit Committee is responsible for, among other things:

- appointing, compensating, retaining, evaluating, terminating and overseeing our independent registered public accounting firm;
- discussing with our independent registered public accounting firm their independence from management;
- reviewing, with our independent registered public accounting firm, the scope and results of their audit;
- approving all audit and permissible non-audit services to be performed by our independent registered public accounting firm;
- overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the annual financial statements that we file with the SEC;

- overseeing our financial and accounting controls and compliance with legal and regulatory requirements;
- reviewing our policies on risk assessment and risk management;
- overseeing all matters relating to the security of and risks related to our information technology systems and procedures, including our cybersecurity;
- reviewing related person transactions; and
- establishing procedures for the confidential anonymous submission of concerns regarding questionable accounting, internal controls or auditing matters.

The Audit Committee has the power to investigate any matter brought to its attention within the scope of its duties and to retain counsel for this purpose where appropriate. Pursuant to the Audit Committee Charter, the Audit Committee reviews and pre-approves all audit and non-audit services performed by our independent accountant.

Independence and Financial Expertise. The Board has reviewed the background, experience and independence of the Audit Committee members and based on this review, has determined that each member of the Audit Committee:

- meets the independence requirements of the NYSE governance listing standards;
- meets the enhanced independence standards for audit committee members required by the SEC; and
- is financially literate, knowledgeable and qualified to review financial statements.

In addition, the Board has determined that Mr. Hennessy qualifies as an “audit committee financial expert” under SEC rules.

Compensation Committee

Number of Meetings in 2024: Four

Responsibilities. Our Compensation Committee operates pursuant to a formal charter that governs the responsibilities of the Compensation Committee. Pursuant to the Compensation Committee Charter, the Compensation Committee is responsible for, among other things:

- reviewing and approving the corporate goals and objectives, evaluating the performance of and reviewing and approving, (either alone or, if directed by the Board, in conjunction with a majority of the independent members of the Board) the compensation of our Chief Executive Officer;
- overseeing an evaluation of the performance of and reviewing and setting or making recommendations to our Board regarding the compensation of our other executive officers;
- reviewing and approving or making recommendations to our Board regarding our incentive compensation and equity-based plans, policies and programs;
- reviewing and approving all employment agreement and severance arrangements for our executive officers
- making recommendations to our Board regarding the compensation of our directors; and
- retaining and overseeing any compensation consultants.

Independence. The Board has reviewed the background, experience and independence of the Compensation Committee members and based on this review, has determined that each member of the Compensation Committee:

- meets the independence requirements of the NYSE governance listing standards; and

- meets the enhanced independence standards for compensation committee members established by the SEC.

Compensation Committee Interlocks and Insider Participation. None of the members of the Compensation Committee who presently serve or, in the past year, have served on the Compensation Committee has interlocking relationships as defined by the SEC or had any relationships requiring disclosure by the Company under the SEC's rules requiring disclosure of certain relationships and related party transactions.

The Compensation Committee has the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion.

Nominating and Corporate Governance Committee

Number of Meetings in 2024: Four

Responsibilities. Our Nominating and Corporate Governance Committee operates pursuant to a formal charter that governs the responsibilities of the Nominating and Corporate Governance Committee. Pursuant to the Nominating and Corporate Governance Committee Charter, the Nominating and Corporate Governance Committee is responsible for, among other things:

- identifying individuals qualified to become members of our Board, consistent with criteria approved by our Board;
- overseeing succession planning for our Chief Executive Officer and other executive officers;
- periodically reviewing our Board's leadership structure and recommending any proposed changes to our Board;
- overseeing an annual evaluation of the effectiveness of our Board and its committees;
- developing and recommending to our Board a set of corporate governance guidelines; and
- reviewing the Company's environmental, social and governance policies and activities.

The Nominating and Corporate Governance Committee may, when it deems appropriate, delegate certain of its responsibilities to one or more Nominating and Corporate Governance Committee members or subcommittees.

Independence. The Board has reviewed the background, experience and independence of the Nominating and Corporate Governance Committee members and based on this review, has determined that each member of the Nominating and Corporate Governance Committee meets the independence requirements of the NYSE governance standards and SEC rules and regulations.

Consideration of Director Nominees. The Nominating and Corporate Governance Committee considers possible candidates for nominees for directors from many sources, including stockholders. The Nominating and Corporate Governance Committee evaluates the suitability of potential candidates nominated by stockholders in the same manner as other candidates recommended to the Nominating and Corporate Governance Committee.

In making nominations, the Nominating and Corporate Governance Committee is required to submit candidates who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders. In evaluating nominees, the Nominating and Corporate Governance Committee is required to take into consideration the following attributes, which are desirable for a member of the Board: leadership, independence, interpersonal skills, financial acumen, business experiences, industry knowledge and differing viewpoints. In addition, the Nominating and Corporate Governance Committee will attempt to select candidates who will assist in making the Board an inclusive body. We believe including directors with differing viewpoints generates a greater volume of ideas and perspectives, and therefore, is in a better position to make complex decisions.

Executive Committee

Number of Meetings in 2024: Twenty-Four

Responsibilities. Our Executive Committee operates pursuant to a formal charter that governs the responsibilities of the Executive Committee. Pursuant to the Executive Committee Charter, the Executive Committee is responsible for, among other things:

- acting on behalf of the Board between Board meetings and while the Board is not in session; and
- providing oversight over and making recommendations to the Board regarding:
 - the Company’s capital allocation and capital markets activities;
 - the Company’s merger, acquisition, divestiture and similar activities;
 - the Company’s overall strategy, including top-level organizational structure and products or markets served;
 - the Company’s public guidance and communications;
 - officer succession planning;
 - investor relations activities;
 - periodic business reviews; and
 - such other duties assigned by the Board.

Code of Business Conduct and Ethics

We have adopted a written Code of Business Conduct and Ethics (“Code of Conduct”) that establishes the standards of ethical conduct applicable to all our directors, officers, and employees. In addition, we have adopted a written Code of Ethics for Senior Financial Officers (“Code of Ethics”) applicable to our Chief Executive Officer and senior financial officers. Copies of our Code of Conduct and Code of Ethics are publicly available in the Investor Relations section of our website at www.perimeter-solutions.com. Any waiver of our Code of Ethics with respect to our Chief Executive Officer, Chief Financial Officer, Corporate Controller or persons performing similar functions or waiver of our Code of Conduct with respect to our directors or executive officers may only be authorized by our Board and will be disclosed on our website as promptly as practicable, as may be required under applicable SEC and NYSE rules.

Insider Trading and Anti-Hedging Policy

We have adopted a written Insider Trading Policy (“Insider Trading Policy”) that prohibits all directors, officers and employees from engaging in transactions in our common stock, par value \$0.0001 (“Common Stock”), while they are aware of material non-public information and restricts directors, officers and other “designated employees” from engaging in most transactions involving our Common Stock during periods which those individuals are most likely to be aware of material, non-public information. Our Insider Trading Policy also prohibits any officer or director from entering into any transaction which has the effect of hedging or locking in the value of his or her stock holdings. Additionally, our Insider Trading Policy prohibits any officer, director or employee from, directly or indirectly, engaging in “short sales” of our Common Stock or transactions involving trading activities which by their aggressive or speculative nature may give rise to an appearance of impropriety, including the purchase or writing of put or call options.

Commitment to Sustainability

We are a leading global solutions provider for the Fire Safety and Specialty Products industries. At Perimeter, we characterize the solutions we develop as “Solutions That Save” — because it helps underscore what we are trying to accomplish for our customers, and the world at large, across all of our business segments. We believe that the effective integration and management of environmental, social, and governance issues support sustainable long-term growth. By embedding sustainability practices into our operations and investment decisions, we create value for our business by driving innovation, expanding our value proposition, deepening relationships with our stakeholders, attracting and retaining top talent.

Sustainability Oversight

Our Board ultimately oversees the management of sustainability-related matters. Much of this work is done through the Board's committees. In particular, the Corporate Governance and Nominating Committee provides oversight of the Perimeter's practices on sustainability matters. This Committee actively oversees our sustainability working group as they lead Perimeter's efforts to integrate sustainability into day-to-day operations. Against this backdrop, we have again, with the assistance of outside expertise, engaged with our internal and external stakeholders on sustainability topics to help further inform our future direction and determine our priorities. The three tenets of our sustainability strategy are: (1) Environmental Stewardship; (2) Social Impact; and (3) Governance.

Since formally launching our sustainability program in 2021, we have continued to build upon and improve our long-standing corporate responsibility commitment. Our executive leadership and our Board, recognizing the importance of these responsibilities, established a sustainability working group in 2022 tasked with analyzing impactful sustainability initiatives while driving additional progress. Their analysis of sustainability topics included alignment to the Sustainability Accounting Standards Board (“SASB”) framework. In 2023, Perimeter released its inaugural sustainability report, which detailed our progress against the SASB framework. In 2024, we released our second sustainability report that included the Task Force on Climate-Related Financial Disclosures (“TCFD”) standard. This year, we released our third and most recent report, which included more fulsome data tables, including the SASB and TCFD frameworks.

Environmental Stewardship

The Company's focus on environmental stewardship is integral to the work it does every day. Wildfire control products developed by the Company save tens of thousands of hectares of forest every year, helping these forests to continue to sequester carbon and reduce the amount of greenhouse gases released to the atmosphere. Our fire safety products also require dramatically less water to be effective, reducing the amount of water customers use while protecting a valuable natural resource. Internally, we have taken steps to increase recycling, made capital investments to reduce the amount of energy used in its manufacturing processes, and increased the use of e-records.

Perimeter abides by all applicable legal and regulatory requirements to control and reduce its environmental footprint. Perimeter's management team plays a crucial role in assessing and managing environmental-related risks and opportunities. Through a proactive approach to supplier onboarding, combined with ongoing assessments of potential supply chain risks, we actively manage our supply chain, and have the ability to audit our supply chain partners for compliance with our requirements. Our Global Environmental Health & Safety (EHS) team has oversight of, and is responsible for, Perimeter's sustainability program, monitoring our environmental stewardship and reporting to the Board on a quarterly basis. Together with Leadership, our sustainability working group is responsible for operationalizing sustainability initiatives that address environmental-related issues throughout Perimeter.

Social Responsibility

We are also fully committed to providing equal employment opportunities. All recruiting, payment, performance and promotion decisions are based on merit, without discrimination on the basis of race, color, sex, sexual orientation, gender, gender identity, national origin, age, veteran's status, family status or disability.

We believe in giving back to the communities in which we live and work. We support and empower our employees' efforts in their communities by providing opportunities to volunteer. Through strategic nonprofit partnerships, volunteerism, and philanthropy, our corporate responsibility is focused on contributing to the creation of a better world.

Governance

We emphasize a culture of accountability and conduct our business in a manner that is fair, ethical and responsible to earn the trust of our stakeholders. The Company has corporate governance policies and structures in place to support its culture of accountability and transparency. We continue to focus on independence at the Board level and its current Board includes a majority of independent directors. Our Code of Business Conduct and Ethics, together with our comprehensive corporate governance principles and structures, foster accountability and transparency across Perimeter.

Our Board is responsible for oversight of our risk management processes and regularly discusses with management our major risk exposures and strategies. We implement robust risk management programs to ensure compliance with applicable laws and regulations governing ethical business practices, including our relationships with suppliers, customers and business partners and our industry. Our IT team works 24/7 and uses a combination of industry-leading tools and innovative technologies to help protect our stakeholder's data. Our team members are responsible for complying with our data security standards and complete mandatory annual training to understand the behaviors and technical requirements necessary to keep data secure.

Sustainability Engagement

We routinely engage with our stakeholders to better understand their views on sustainability matters, carefully considering the feedback we receive and acting when appropriate. For more information on our sustainability program, policies, or to view our 2024 Report, please visit: <https://ir.perimeter-solutions.com/company-information/sustainability>

Certain Relationships and Related Party Transactions

During 2024, we did not enter into any related party transactions other than as set forth below.

Founder Advisory Agreement

On November 9, 2021, in connection with the consummation of the transactions contemplated by the business combination agreement, dated June 15, 2021, by and among the Company, EverArc Holdings Limited ("EverArc"), EverArc (BVI) Merger Sub Limited, and SK Invictus Holdings S.à r.l. (the "Business Combination"), the Company, EverArc and the EverArc Founders, LLC ("EverArc Founder Entity") entered into an Assignment and Assumption Agreement (the "Founder Assignment Agreement") pursuant to which the Company assumed, and agreed to pay, perform, satisfy and discharge in full, all of EverArc's liabilities and obligations under the previously disclosed advisory services agreement dated December 12, 2019 (the "Founder Advisory Agreement") between the EverArc Founder Entity and EverArc. Pursuant to the Founder Advisory Agreement and Founder Assignment Agreement, the EverArc Founder Entity provides services to the Company, including strategic and capital allocation advice. The EverArc Founder Entity is owned and operated by William N. Thorndike, Jr., W. Nicholas Howley, Haitham Khouri, Tracy Britt Cool and Vivek Raj (the "Founders"). Each of the Founders serves as a director of the Company and Haitham Khouri also serves as an executive officer of the Company.

In exchange for the services provided under the Founder Advisory Agreement, the EverArc Founder Entity is entitled to receive both a variable amount (the "Variable Annual Advisory Amount") and a fixed amount (the "Fixed Annual Advisory Amount," each an "Advisory Amount" and collectively, the "Advisory Amounts"), each as described below:

- *Variable Annual Advisory Amount.* Effective upon the consummation of the Business Combination through December 31, 2031, and once the Average Price (as defined in the Founder Advisory Agreement) per share of Common Stock of the Company is at least \$10.00 for ten consecutive trading days, the Variable Annual Advisory Amount will be equal in value to:
- in the first year in which the Variable Annual Advisory Amount is payable, (x) 18% of the increase in the market value of one share of Common Stock of the Company over \$10.00 (such increase in market value, the "Payment Price") multiplied by (y) 157,137,410 shares of Common Stock, the Founder Advisory Agreement Calculation Number; and
- in the following years in which the Variable Annual Advisory Amount may be payable (if at all), (x) 18% of the increase in Payment Price over the previous year Payment Price multiplied by (y) 157,137,410 shares of Common Stock, the Founder Advisory Agreement Calculation Number.

- *Fixed Annual Advisory Amount.* Effective upon the consummation of the Business Combination through December 31, 2027, the Fixed Annual Advisory Amount will be equal to 2,357,061 shares of Common Stock (1.5% of the 157,137,410 shares of Common Stock, the Founder Advisory Agreement Calculation Number).

For 2024, the EverArc Founder Entity did not receive a variable annual advisory fee (the “2024 Variable Amount”). The EverArc Founder Entity received the fixed annual advisory amount of 2,357,061 shares of Common Stock or a value of approximately \$30.3 million (based on the Average Price for 2024) (the “2024 Fixed Amount” and together with the 2024 Variable Amount, the “2024 Advisory Amounts”). William N. Thorndike, Jr., W. Nicholas Howley, Haitham Khouri, Vivek Raj and Tracy Britt Cool hold ownership interests of 33%, 33%, 25%, 7% and 2%, respectively, in the EverArc Founder Entity.

The Founder Advisory Agreement can be terminated at any time (i) by the EverArc Founder Entity if the Company ceases to be traded on the NYSE; or (ii) by the EverArc Founder Entity or the Company if there is (A) a Sale of the Company (as defined in the Founder Advisory Agreement) or (B) a liquidation of the Company.

Subject to certain limited exceptions, the EverArc Founder Entity’s liability for losses in connection with the services provided is limited, and the Company has agreed to indemnify the EverArc Founder Entity and its affiliates in relation to certain liabilities incurred in connection with acts or omissions by or on behalf of the Company or the EverArc Founder Entity. If the Founder Advisory Agreement is terminated under (i) or (ii)(A), the Company will pay the EverArc Founder Entity an amount in cash equal to: (a) the Fixed Annual Advisory Amount for the year in which termination occurs and for each remaining year of the term of the agreement, in each case at the Payment Price; and (b) the Variable Annual Advisory Amount that would have been payable for the year of termination and for each remaining year of the term of the agreement. In each case the Payment Price in the year of termination will be calculated on the basis of the Payment Year ending on the trading day immediately prior to the date of termination, save that in the event of a Sale of the Company, the Payment Price will be calculated on the basis of the amount paid by the relevant third party (or cash equivalent if such amount is not paid in cash). For each remaining year of the term of the agreement the Payment Price in each case will increase by 15% each year. No account will be taken of any Payment Price in any year preceding the termination when calculating amounts due on termination. Payment will be immediately due and payable on the date of termination of the Founder Advisory Agreement. On the entry into liquidation of the Company, an Advisory Amount will be payable in respect of a shortened year which will end on the trading day immediately prior to the date of commencement of liquidation. The Founder Advisory Agreement is governed by New York law.

Board Role in Risk Management

Our Board is responsible for overseeing our risk management process. Our Board performs its risk oversight function primarily through its standing Audit Committee, which reports to the entire Board and is comprised solely of Independent Directors. As described above in more detail under “*Board Committees – Audit Committee*,” the Audit Committee assists the Board in fulfilling its risk oversight responsibilities. The Audit Committee’s risk oversight responsibilities include overseeing the financial reporting process, our system of internal controls and compliance regarding finance and accounting, audits of our financial statements and our policies on risk assessment and risk management. Our Board reviews the annual report from the Audit Committee, discussing the adequacy and effectiveness of our compliance policies and procedures. Our Board also assesses any recommendations from the Audit Committee based upon its annual review of the Audit Charter for changes that may be required to further assist the Audit Committee in performing its risk oversight responsibilities.

Our Board also focuses on our general risk management strategy, the most significant risks facing us, and oversees the implementation of risk mitigation strategies by management. The Executive Committee, which reports to the entire Board, assists the Board by providing oversight relating to our enterprise risks. Our Executive Committee responsibilities include overseeing overall strategy, including top-level organizational structure and products or markets served and capital allocation and capital markets activities.

Cybersecurity

Cybersecurity Risk Management and Strategy

The Company proactively manages its cybersecurity and data privacy risks with organizational and technical controls including a comprehensive set of policies and procedures for assessing, identifying, and managing material risks from cybersecurity threats which have been integrated into the Company’s overall risk management strategy and processes. The Company seeks to address cybersecurity risks through a comprehensive approach that is focused on implementing robust protective measures, promoting user awareness and education, continuously

monitoring for potential threats, and swiftly responding to any security incidents to ensure the confidentiality, integrity, and availability of sensitive information.

The Company's Incident Response Team, which is comprised of members of the finance, legal, information technology and operations teams conduct annual tabletop exercises in which various levels of management participate in simulated data security/privacy scenarios that the Company, its customers, vendors and/or its personnel may face in the future. The Company engages external resources to refresh the subject matter of these exercises and to continually challenge the Company's management in these exercises. Annual formal training using an online platform is required for all employees. Topics include how to identify suspicious activities and occurrences related to social engineering, phishing, viruses, and insider threats.

In addition, we actively engage with key vendors and industry communities as part of our continuing efforts to evaluate and enhance the effectiveness of our information security policies and procedures and have processes in place to oversee and identify the risk of cybersecurity threats associated with our use of these third-party vendors. We generally require third parties to, among other things, maintain security controls to protect our confidential information and data, and notify us of material cybersecurity threats that may impact our business.

In 2024, we did not identify any cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to materially affect the Company, including its business strategy, results of operations, or financial condition.

Governance

Our Board has oversight of our strategic and business risk management and has delegated the oversight of cybersecurity risk management to the Company's Audit Committee. The Company's Audit Committee is responsible for overseeing all matters relating to the security of and risks related to the Company's information technology systems and procedures, including its cybersecurity and other information technology risks. The Audit Committee is responsible for ensuring the Company has processes in place for assessing, identifying and managing material risks from cybersecurity threats.

Our information security program is managed by the Company's Incident Response Team, which is responsible for leading our enterprise-wide cybersecurity strategy, policy, standards, architecture, and processes. Members of the Incident Response Team have extensive global experience in developing and executing information technology strategies. The Incident Response Team, which includes the Chief Financial Officer, in collaboration with the Audit Committee, monitor the prevention, detection, mitigation and remediation of cybersecurity incidents.

Our Chief Financial Officer provides periodic reports to our Audit Committee, as well as other members of our senior management as appropriate. These reports occur at least annually and include updates on the Company's cyber risks and threats, the status of projects to strengthen our information security systems, assessments of the information security program, and the emerging threat landscape.

Communication with the Board

Stockholders and other parties interested in communicating directly with one or more individual directors or with the non-management directors as a group, may do so by writing to the individual director or group, c/o Perimeter Solutions, Inc., 8000 Maryland Ave. Suite 350, Clayton, Missouri 63105, Attention: Corporate Secretary (offices of Perimeter Solutions, Inc.). The Board has directed our corporate secretary to forward stockholder communications to our Co-Chairmen of the Board and any other director to whom the communications are directed. In order to facilitate an efficient and reliable means for directors to receive all legitimate communications directed to them regarding our governance or operations, our corporate secretary will use his or her discretion to refrain from forwarding sales literature; defamatory material regarding us and/or our directors; incoherent or inflammatory correspondence, particularly when such correspondence is repetitive and was addressed previously in some manner; and other correspondence unrelated to the Board's corporate governance and oversight responsibilities.

DIRECTOR COMPENSATION

Our non-employee independent director compensation policy provides for the following compensation for our non-employee independent directors:

- **Annual Retainer.** Each non-employee independent director is paid a cash retainer of \$75,000 per year.
- **Committee Fees.** Each Committee chairperson is paid a cash retainer fee per year, as follows: \$15,000 to the chairperson of our Audit Committee, \$5,000 to the chairperson of our Compensation Committee and \$5,000 to the chairperson of our Nominating and Corporate Governance Committee.
- **Annual Equity Award.** Every year, we will make grants of 35,000 stock options to each non-employee independent director covering compensation for one fiscal year, granted on the same terms and conditions as those granted to our employees, which vest over five years, subject to the achievement of certain performance conditions. The terms and conditions of these options are discussed in greater detail under “Compensation Discussion and Analysis—Equity Compensation.”
- **Reimbursements.** In addition, all of our directors are entitled to be reimbursed by the Company for reasonable expenses incurred by them in the course of performing their directors’ duties relating to us.

Messrs. Howley, Thorndike, Jr. and Khouri will not receive compensation for their service as directors in light of their affiliation and control over the entity which provides advisory services to the Company in exchange for a fee, as described under “Corporate Governance—Certain Relationships and Related Party Transactions—Founder Advisory Agreement.” Mr. Goldberg received compensation for his services as Vice Chairman of the Company, but such compensation was not for his services as a director and therefore is not included in the table below but rather in the Summary Compensation Table. See “Executive Compensation—Summary Compensation Table.” In addition, Mr. Khouri, who serves as our Chief Executive Officer, is not entitled to receive compensation for his services as a director.

The table below sets forth the non-employee director compensation for the year ended December 31, 2024.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ⁽¹⁾⁽²⁾	Total (\$)
Tracy Britt Cool	75,000	98,000	173,000
Robert S. Henderson	80,000	98,000	178,000
Sean Hennessy	90,000	98,000	188,000
Vivek Raj	75,000	98,000	173,000
Bernt Iversen II	80,000	98,000	178,000
Jorge L. Valladares III	75,000	—	75,000

(1) Represents the Hull-White option-pricing model “fair value” on the date the options were granted. The performance-based stock options were granted to Ms. Cool and Messrs. Henderson, Hennessy, Raj and Iversen on February 14, 2024.

(2) The following table sets forth the aggregate number of unexercised stock options to purchase shares of Common Stock outstanding at December 31, 2024 for each of our non-employee directors:

Name	Aggregate Number of Unexercised Stock Options Outstanding at December 31, 2024
Tracy Britt Cool	113,750
Robert S. Henderson	148,750
Sean Hennessy	148,750
Vivek Raj	113,750
Bernt Iversen II	134,167

EXECUTIVE OFFICERS

Set forth below is certain information relating to our current executive officers as of the date of the Annual Meeting, including their respective titles. Biographical information with respect to Mr. Khouri is set forth above under “PROPOSAL 1—ELECTION OF DIRECTORS.”

Name	Age	Title
Haitham Khouri	44	Chief Executive Officer and Director
Kyle Sable	44	Chief Financial Officer
Edward Goldberg	62	Vice Chairman
Noriko Yokozuka	48	General Counsel, Corporate Secretary and Compliance Officer
Jeffrey A. Emery	50	President of Global Fire Safety
Grant Bowman	45	President of Specialty Products

Kyle Sable has served as Chief Financial Officer of the Company since November 2023. From May 2022 until November 2023, Mr. Sable served as Vice President, Strategy and Corporate Development for the Company. Prior to joining the Company, Mr. Sable served as a Principal for Banbury Partners from April 2014 until September 2021, an investment fund based in Charlotte, North Carolina. Mr. Sable has more than 20 years of investing and strategy experience in private and public companies across several Tiger Management-heritage investment funds, Bain Capital and Bain & Company. Mr. Sable holds a Bachelor of Business Administration with High Distinction from the University of Michigan and a Master of Business Administration with Distinction from Harvard Business School.

Edward Goldberg has served as Vice Chairman since March 2023. Previously, Mr. Goldberg served as a member of our Board from November 2021 through May 2025 and as the Chief Executive Officer of the Company from November 2021 until March 2023. Mr. Goldberg joined SK Invictus Intermediate S.à r.l. (d/b/a Perimeter Solutions) (“SK Invictus”) in March 2018 as Chief Executive Officer and brings more than 18 years of executive leadership to fire safety products and operations. Before joining SK Invictus, Mr. Goldberg was Business Director for ICL Performance Additives and Solutions, where he held general management responsibility for the company’s global fire safety segment. Mr. Goldberg is credited with building ICL’s global fire safety business, focusing on products for wildland fire management and municipal and industrial fire suppression. Mr. Goldberg holds a BS in Chemical Engineering from Cornell University.

Noriko Yokozuka has served as General Counsel of the Company since the consummation of the Business Combination in November 2021. Ms. Yokozuka joined Perimeter Solutions in March 2018 as General Counsel. Prior to joining Perimeter Solutions, Ms. Yokozuka served as General Counsel for ICL Americas. She previously worked as in-house counsel for a healthcare venture capital firm and family office in New York. Ms. Yokozuka started her legal career with the Investment Management and Corporate groups at Skadden, Arps, Slate, Meagher & Flom. Prior to her legal career, Ms. Yokozuka was an associate at JPMorgan. Ms. Yokozuka received her law degree from the University of Virginia – School of Law and her undergraduate degree from Yale University.

Jeffrey A. Emery has served as President of Global Fire Safety since May 2022. Prior to joining the Company, Mr. Emery served as the Vice President and General Manager of Industrial Automation for the Americas at Norgren. Previously, Mr. Emery spent 10 years with Scott Safety, a global leader in high performance safety equipment for firefighters, military personnel and industrial workers. Following 3M’s acquisition of Scott Safety, Mr. Emery led the global business unit within 3M through a period of significant growth and business integration. Earlier in his career, Mr. Emery held commercial and general management roles within Honeywell’s Aerospace and Specialty Materials Divisions. Mr. Emery earned his BA in Psychology from Augustana (IL) College, and his MBA from University of Illinois, Urbana-Champaign.

Grant Bowman has served as President of Specialty Products of the Company since October 2024. Mr. Bowman joined the Company in January 2024 as Vice President of Strategy and Business Development. Previously, Mr. Bowman served as Managing Partner of Hunter Capital Limited Partnership, an investment advisor to private funds, from April 2018 to December 2023. Mr. Bowman holds his undergraduate degree from the University of Michigan and a Master of Business Administration from Columbia Business School.

COMPENSATION DISCUSSION & ANALYSIS

Introduction

- Haitham Khouri – Chief Executive Officer or the “CEO”
- Kyle Sable – Chief Financial Officer or the “CFO”
- Edward Goldberg – Vice Chairman
- Jeffrey Emery – President, Fire Safety
- Grant Bowman – President, Specialty Products⁽¹⁾

(1) Mr. Bowman transitioned from Vice President, Strategy and Business Development to President, Specialty Products on October 1, 2024.

Named Executive Officer (“NEO”) Transitions in 2024

Mr. Bowman transitioned from Vice President, Strategy and Business Development to President, Specialty Products on October 1, 2024 when Stephen Cornwall resigned. In connection with his promotion, we entered into an Employment Agreement with Mr. Bowman (the “Bowman Employment Agreement”). The terms and conditions of the Bowman Employment Agreement are described under “Employment Agreements.”

Compensation Philosophy and Objectives

We are committed to providing a fair and market competitive executive compensation program that will attract, retain and reward high-performing employees. Our compensation package is tied to the Company meeting short-term and long-term financial targets and individuals achieving annual performance goals. Below are the objectives of our program:

Focus on Long-Term Performance. We emphasize long-term performance and retention of superior executive talent by limiting short-term cash compensation, such as salary and annual incentive payouts, with a focus on long-term equity awards.

Performance Expectations and Stockholder Alignment. We provide incentives that reward the achievement of performance goals that directly correlate to the enhancement of Stockholder value. We establish clear financial goals focused on the overall success of the Company.

Employee Retention. We reinforce our mission to recruit and retain a highly motivated workforce to support the overall growth and performance of the Company.

Overview of 2024 Performance

For our Fire Safety segment, we experienced end-market demand in the normal range in 2024. Acres burned ex-Alaska provides a good direction measure of the fire season’s intensity, but it is an imperfect indicator that can sometimes show significant deviations. U.S. acres burned ex-Alaska were 8.2 million acres in 2024. However, approximately 1.1 million of these acres resulted from the February 2024 Smokehouse Creek Fire in Texas and Oklahoma, the largest U.S. wildfire excluding Alaska in more than a hundred years. A negligible amount of our retardant was used in fighting the Smokehouse Creek Fire. Adjusting for these acres, 2024 U.S. acres burned ex-Alaska were approximately 7.0 million acres. U.S. acres burned ex-Alaska averaged 6.1 million and 6.4 million acres over the past ten and five years, respectively. Considering the averages from the last ten and five years with the long-term growth trend, we expect that a normalized U.S. fire season should fall roughly in the range of 6.0 to 7.0 million acres burned ex-Alaska. We also focused on making progress to increase normalized earnings power of all of our business units through the application of our value driver operating strategy. During 2024, we focused on the following areas:

- Increasing our organic growth rate with significant and successful investment in profitable new business initiatives.

- Increasing the value of our products, services and solutions we provide customers, and have shared in this value creation through value-based pricing.
- Driving significant operational efficiencies through our productivity initiatives, which have allowed us to maintain strong overall cost discipline while reinvesting record sums into activities that enhance customer value including R&D, Sales and Marketing, and Capital Expenditures. Specifically, we reinvested a record amount of capital into our business in 2024, which is most evidence in the increase of capital expenditures.

Reporting by segment, as disclosed in our financial statements for the fiscal year ended December 31, 2024, in our Annual Report on Form 10-K, Adjusted EBITDA for our Fire Safety segment for the year ended December 31, 2024 increased by \$163.9 million to \$240.1 million compared to the same period in 2023. The increase was primarily due to higher net sales driven by an increase of \$198.4 million in fire retardant sales in 2024. Costs grew at a slower pace than revenues due to fixed costs leverage and strong cost control.

Adjusted EBITDA for our Specialty Products segment for the year ended December 31, 2024 increased by \$19.6 million to \$40.2 million compared to 2023. The increase was primarily due to higher net sales. The growth in Specialty Products sales reflects an increase in purchases by our specialty chemicals customers following inventory de-stocking activity during 2023. Costs grew at a slower pace than revenues due to fixed costs leverage and strong cost control.

Most importantly, we significantly contributed to combating the devastating wildfires in Los Angeles earlier this year. We opened six airtanker bases to pump retardant, deployed three fully crewed Mobile Retardant Bases (“MRBs”) to support close range helicopter operations, two at the Palisades fire and one at the Eaton fire, as well as several ground-applied retardant units. All six of our tanker bases, all three of our MRBs, and all of our ground applied units remained fully inventoried and active during the wildfires.

This effort highlights the breadth and depth of our operational preparedness, which includes product, infrastructure, equipment, and personnel to respond and react with reliability in any wildfire scenario. This incident also illustrates our highly distributed and localized manufacturing footprint and the importance in maintaining a competitive retardant program.

Finally, we closed on our first acquisition since going public, on December 24, 2024, when we acquired Intelligent Manufacturing Solutions (“IMS”) for approximately \$33 million. Based in Manchester, New Hampshire, IMS is a manufacturer of electronic or electro-mechanical components of larger solutions. IMS has a flexible, vertically integrated production facility centered on its printed circuit board (“PCB”) line that allows it to acquire and produce a variety of product lines across a range of end markets, including large medical systems, communications infrastructure, energy infrastructure, defense systems, and industrial systems, with a substantial focus on aftermarket repair and replacement. IMS differentiates itself from a contract PCB manufacturer through its unique model of acquiring the intellectual property in niche product lines which have continued relevance and value to the existing installed base. Substantial runway exists for IMS to continue to acquire or license intellectual property at attractive multiples and drive profitability improvements via the implementation of our operational value drivers strategy, which we expect will generate strong free cash flow margins and returns on capital that exceed our “private-equity like returns” threshold.

For more information, please see our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 and our audited financial statements included therein.

Compensation Governance Practices

Our executive compensation program is based on the following best practices:

What We Do	What We Don't Do
Equity compensation is based on performance-based options.	Our option program is driven by specific performance criteria. We do not issue time-vested options or any other types of time-vested equity awards.
Regular review of compensation, especially incentive compensation to ensure, continued alignment with our strategy.	We do not provide any post-employment retirement or pension benefits to our executive officers that are not available to our employees generally.
Compensation Committee consisting entirely of independent directors.	We do not provide tax gross-ups for payments or benefits paid in connection with a change in control.
The Compensation Committee directly retains an independent compensation consultant.	We do not permit short sales or hedging of share ownership positions involving derivatives of our Common Stock.
Robust share ownership and share retention guidelines.	We do not permit re-pricing or backdating of equity awards.

Executive Compensation Setting Process

Compensation Committee Review and Discretion

Pursuant to its charter, the Compensation Committee reviews and approves the compensation of the Company’s NEOs in accordance with the Company’s executive compensation philosophy. Our Compensation Committee is comprised entirely of independent directors who are informed by the experience of their members and advised by the Compensation Committee’s independent compensation consultant, other directors, the CEO and other members of our management team.

In its evaluation of the annual performance of the CEO in light of our goals and objectives, the Compensation Committee considers all relevant factors, including our performance and relative stockholder return, execution on our operational value drivers, the value of similar awards to chief executive officers of comparable companies and the awards given to our CEO in past years. The Compensation Committee also reviews and approves option grants to executive officers and any other participants under our equity-based compensation plan. The Compensation Committee has 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.

The Role of the Chief Executive Officer

The CEO provides compensation recommendations for the NEOs (other than himself) to the Compensation Committee, which considers these recommendations as part of its evaluation. However, the review, analysis, and final approval of compensation actions are made solely by the Compensation Committee. Recommendations for the annual incentive payments are made based on our financial performance for the relevant year, and the CEO’s personal review of each NEOs performance, job responsibilities, execution against our value drivers and our overall business strategy, as well as our compensation philosophy. At the Compensation Committee’s request, for 2024, Mr. Khouri provided an assessment of each NEO’s job performance against the company value drivers, execution on key business strategies and any performance highlights that provided additional value to the Company.

The Role of the Compensation Consultant

During 2024, the Compensation Committee continued to engage F.W. Cook & Co., Inc. (“FW Cook”) to serve as the Company’s compensation consultant and to provide independent advice, research, and analytical services on a variety of subjects, including compensation of executive officers and executive compensation trends. FW Cook evaluated executive compensation policies and guidelines and provided analysis of policies and guidelines compared to best practices in the industry. The Compensation Committee has reviewed the independence of FW Cook in light of SEC rules and NYSE Listing Standards regarding compensation consultants and has concluded that

FW Cook’s work for the Compensation Committee during 2024 did not raise any conflict of interest and that FW Cook is independent.

Consideration of the Stockholder Advisory Vote on Executive Compensation

We held an advisory vote on executive compensation in the 2024 fiscal year, which received the support of approximately 91% of our stockholders at our 2024 Annual Meeting of Shareholders, excluding abstentions and broker non-votes. Both our Compensation Committee and our Board periodically reevaluate our executive compensation philosophy and practices in light of our performance, needs and development, and will take into account the outcome of future non-binding advisory votes by our stockholders.

Peer Group and Market Benchmarking

We benchmark NEO compensation levels using a peer group of companies. The peer group identified by FW Cook, our compensation consultant, consisted of 17 publicly traded companies in the industrial and chemical industries:

Arcadium Lithium PLC (ALTM)	Core Molding Technologies, Inc. (CMT)	Flotek Industrials, Inc. (FTK)	MP Materials Corp. (MP)
Aspen Aerogels, Inc. (ASPN)	Ecovyst, Inc. (ECVT)	Hawkins, Inc. (HWKN)	Mueller Water Products, Inc. (MWA)
Balchem Corporation (BCPC)	Enerpac Tool Group Corp. (EPAC)	Ingevity Corporation (NGVT)	Rayonier Advanced Materials Inc. (RYAM)
Compass Minerals International, Inc. (CMP)	Enpro Industries, Inc. (NPO)	Innospec Inc. (IOSP)	Sensient Technologies Corporation (SXT)
Zurn Elkway Water Solutions Corporation (ZWS)			

The peer group was selected by evaluating size, analogous industries, annual revenues, statistical reliability, and market capitalization as well as those companies that are perceived competitors for talent. Overall, our cash compensation levels are generally below a competitive range of the market median, while the total direct compensation is above market which reflects the risk premium associated with the performance-based options.

Components of the Executive Compensation Program

Component	Fixed or Variable	Component Goal(s)	Key Features and Considerations
Base Salary	Fixed	Employee Retention	<ul style="list-style-type: none"> Salary paid in cash. Stable source of income and standard for executive compensation plans. Provides compensation for day-to-day contributions. We support equitable pay practices and consider benchmarks based on geography, industry, and other relevant factors.
Annual Cash Incentive Compensation	Variable	Employee Retention	<ul style="list-style-type: none"> Cash incentive earned and awarded annually based on annual Company performance (75%) and individual performance (25%)
		Performance Expectations	<ul style="list-style-type: none"> Quantitative metric based on Adjusted EBITDA targets. Creates a variable incentive opportunity as a portion of the executive compensation package. Reinforces and rewards executives for delivering key business goals which are short term in nature. Pays only when minimum performance criteria are met and pays above market when target performance criteria are exceeded. Split between quantitative metric and qualitative individual performance assessment to ensure alignment with stockholders while rewarding executive for key individual contributions.
Equity Compensation	Variable	Performance Expectations and Stockholder Alignment	<ul style="list-style-type: none"> Long-term equity-based incentives awarded periodically in the form of performance-based options.
		Focus on long-term performance	<ul style="list-style-type: none"> Create a compensation opportunity aligned with the interests of stockholders. Provides incentive to achieve sustained performance and growth over a longer term. Rewards executives for delivering stockholder return.

Base Salaries

Each of our NEOs receives a base salary which has been established by our Compensation Committee, taking into account each individual's role, responsibilities, skills, and experience. Base salaries for our NEOs are reviewed annually by our Compensation Committee or Board, as applicable, and adjusted from time to time to realign salaries with market levels after taking into account individual responsibilities, performance and experience.

For the year ended December 31, 2024, the annual base salaries for each of Messrs. Khouri, Goldberg, Sable, Bowman, and Emery were \$615,000, \$615,000, \$330,000, \$280,000, and \$341,542, respectively. This represents an increase in annual base salary of approximately of 17%, 15% and 3% for Messrs. Khouri, Sable and Emery, respectively. Mr. Goldberg's annual base salary remained flat for the year ended December 31, 2024.

Annual Cash Incentive Compensation

Consistent with our pay-for-performance philosophy, and to promote alignment with stockholders' interests, we expect that each NEO's compensation will be based, at the discretion of the Compensation Committee,

on both Company and individual performance. For 2024, payouts under our annual cash incentive plan were based on the combination of our Adjusted EBITDA performance and each executive's individual performance.

Target Opportunity. For 2024, all of our NEOs were eligible for an annual cash incentive opportunity calculated as a percent of their base salaries, as outlined below, based on the achievement of performance criteria tied to (i) our annual Adjusted EBITDA performance and (ii) the NEOs individual achievement targets that were tied to Company level financial, operational value driver and business strategies.

Each NEO's incentive opportunity is driven by 75% Adjusted EBITDA performance of consolidated or platform level performance and 25% NEOs individual achievement targets. By emphasizing achievement of financial performance and attaching financial targets to consolidated or platform level performance, each NEO's performance is closely aligned to his or her areas of responsibilities.

Mr. Khouri and Mr. Sable's Adjusted EBITDA component was tied to the Company's consolidated Adjusted EBITDA performance. Mr. Goldberg's Adjusted EBITDA component was tied to the Adjusted EBITDA performance of the Americas Retardant business unit, which is within the Fire Safety Platform. Mr. Emery's Adjusted EBITDA component is tied to the Adjusted EBITDA performance of the Fire Safety platform, and Mr. Bowman's Adjusted EBITDA component is tied to the Adjusted EBITDA performance of the Specialty Products platform.

Named Executive Officer	Target Annual Incentive as a Percentage of Salary	Adjusted EBITDA Component	Individual Performance Component
Haitham Khouri	100%	75%	25%
Edward Goldberg	100%	75%	25%
Kyle Sable	50%	75%	25%
Jeffrey Emery	50%	75%	25%
Grant Bowman	40%	75%	25%

Adjusted EBITDA Performance

2024 Performance and Payout. For 2024, when considering Adjusted EBITDA targets for the consolidated business or platform, the Compensation Committee considered many factors, including (i) the implementation of our key operational value drivers of (A) profitable new business, (B) productivity, (C) pricing our products to the value they provide, (ii) fluctuations in the severity of the North American fire season, and (iii) any other materially impactful external factors.

The 2024 Adjusted EBITDA goals and corresponding performance levels are noted below (in millions).

	Threshold	Target	Maximum	Fiscal Year 2024 Results
Adjusted EBITDA Consolidated	\$98.6	\$197.1	\$295.7	\$280.3
Adjusted EBITDA Fire Safety Platform	\$92.1	\$184.1	\$276.2	\$255.9
Adjusted EBITDA Specialty Products Platform	\$18.7	\$37.3	\$56.0	\$47.8

For 2024, actual Consolidated Adjusted EBITDA was 142.2% of the 2024 target for Adjusted EBITDA Consolidated, 139.0% of the 2024 target for the Adjusted EBITDA Fire Safety platform and 128.2% of the 2024 target for the Adjusted EBITDA Specialty Products platform. The Adjusted EBITDA Fire Safety platform includes certain adjustment factors, including adjustment for costs and expenses allocable to the platform as well as an adjustment factor based on ex-Alaska acres burned, as published by the National Interagency Fire Center. A portion of the budget for the Adjusted EBITDA Fire Safety platform is adjusted upwards or downwards up to 25% based on the severity of the fire season. Specifically, the Fire Safety platform Adjusted EBITDA budget is revised by a linear adjustment of a portion of the budget downwards to 75% between 3 million and 6 million acres ex-Alaska burned, or upwards to 125% between 7 million and 10 million acres ex-Alaska burned. For 2024, the Adjusted EBITDA budget

for the Fire Safety platform was adjusted upwards by 8%, based on 8.2 million acres burned ex-Alaska. The Adjusted EBITDA Fire Safety platform is calculated against the budgets of three business units: Fire Safety Americas Suppressants, Fire Safety Americas Retardant and International Fire Safety, and the Adjusted EBITDA Fire Safety platform achievements is the sum of the achievement of all three business units subject to adjustments as described above. The Adjusted EBITDA Specialty Products platform is calculated against the budget of the Specialty Products business unit.

The 2024 cash incentive opportunity threshold, target and maximum, actual performance as a percentage of the Adjusted EBITDA target, and the actual payouts as a percentage of target for such performance were as follows:

Named Executive Officer	Threshold	Target	Maximum	Actual	Payout
Haitham Khouri	38%	75%	113%	107%	107%
Edward Goldberg	38%	75%	113%	106%	106%
Kyle Sable	19%	38%	57%	53%	53%
Jeffrey Emery	19%	38%	57%	52%	52%
Grant Bowman	15%	30%	45%	38%	38%

Individual Performance

A portion of each NEO's annual incentive payment is comprised of such NEO's individual performance. Such individual performance is based on the NEO's performance against a set of annual targets that are determined at the beginning of each year. Each NEO's annual targets are set against each NEO's contribution to and execution on, corporate value drivers and our overall business strategy.

The 2024 individual performance targets and actual performance for 2024, and the payouts as a percentage of target for such performance were as follows:

Named Executive Officer	Threshold	Target	Maximum	Payout
Haitham Khouri	13%	25%	38%	34%
Edward Goldberg	13%	25%	38%	34%
Kyle Sable	6%	13%	20%	17%
Jeffrey Emery	6%	13%	20%	15%
Grant Bowman	5%	10%	15%	13%

Combined Adjusted EBITDA and Individual Performance

The following table shows the 2024 annual cash incentive awards, including the threshold, target and maximum potential payouts under those awards, and the actual payout amount based on the payouts described above for Adjusted EBITDA and individual performance, for each of our named executive officers.

Named Executive Officer	2024 Annual Cash Incentive Awards			
	Threshold	Target	Maximum	Payout
Haitham Khouri	\$307,500	\$615,000	\$922,500	\$862,071
Edward Goldberg	\$307,500	\$615,000	\$922,500	\$855,868
Kyle Sable	\$82,500	\$165,000	\$247,500	\$231,287
Jeffrey Emery	\$85,386	\$170,771	\$256,157	\$228,000
Grant Bowman	\$56,000	\$112,000	\$168,000	\$145,221

2024 Equity Compensation

On February 14, 2024, we granted 900,000, 240,000, 220,000, 500,000 and 400,000 performance-based nonqualified stock options to Messrs. Khouri, Goldberg, Sable, Bowman and Emery, respectively. On September 27, 2024, we granted an additional 250,000 performance-based nonqualified stock options to Mr. Sable. Each grant is subject to the terms and conditions set forth in the 2021 Equity Plan and a stock option agreement entered into between the Company and the applicable recipient.

For the year ended December 31, 2024, 3,190,000 performance-based options granted to our NEOs vested as the achievement of annual operating performance per diluted share ("AOP"), based on Adjusted EBITDA compounded annual growth rate criteria, was achieved for 2024.

Performance-Based Non-Qualified Stock Option Program

Overview

The equity component of our management's compensation emphasizes long-term stockholder value creation through performance-based options. This is a substantial, at-risk component of our management's compensation that is tied to performance. We believe that performance-based non-qualified stock option grants motivate and incentivize management to focus on long-term performance and align the interests of our management with the interests of stockholders by reinforcing the long-term goal of increasing stockholder value and yielding returns comparable to or higher than well-performing private equity funds and promoting the stability and retention of our high-performing executive team over the long-term. Each of our NEOs are recipients of option awards under our stock option program.

We typically grant options that are eligible to vest over a five-year period to employees in connection with new hires, promotions or as otherwise determined by the Compensation Committee (each, a "5-Year Option"). Thereafter, we generally expect plan participants to receive extension awards in connection with assumption of increased responsibilities and execution on the company's long term business strategy.

In February 2024, the Compensation Committee approved annual extension awards that are eligible to vest based on performance in the fifth year following the awards (each, an "Annual Extension") and biennial extension awards that are eligible to vest in the fourth and fifth year following such extension awards (each, a "Biennial Extension"). Biennial Extensions were granted to certain recipients who previously received a 5-Year Option covering the performance years of 2022 through 2026 (the options covered by these Biennial Extensions will be eligible to vest based on performance goals for 2027 and 2028); and Annual Extensions to certain recipients who previously received a 5-Year Option covering the performance years of 2023 through 2027 (the options covered by these Annual Extensions will be eligible to vest based on performance goals for 2028).

Performance-Based Option Vesting at Specific Targets

Option vesting is subject to specific performance criteria. The 5-Year Options had been eligible to vest over a five-year period in equal annual tranches based on the AOP targets. The AOP targets are based on a minimum and maximum compounded annual growth rate from a baseline AOP. For the initial 5-Year Options granted in connection with our initial public offering in November 2021, we used a baseline AOP of \$10 to set the annual AOP targets. For the subsequent 5-Year Options granted to our newly hired or promoted executives in 2022 and 2023, we continued to use the same AOP targets to ensure that the initial short- and long-term performance goals for our executive management team were aligned. The Company intends to use the actual or estimated AOP for a recently completed performance year as the baseline AOP to establish the AOP targets for new grants. This was the approach taken in establishing the future performance goals for the Biennial Extensions and Annual Extensions granted in February 2024. Resetting the baseline AOP means that the growth targets will appropriately reflect the then-current goals of the Company and ensures that the performance-based options will be more likely to continue to serve as a meaningful incentive to the participants.

The actual AOP achieved for any given year is calculated in accordance with a formula set forth in the award agreements. For each yearly tranche, the 5-Year Options had required 13.5% compounded annual growth for minimum vesting (resulting in 25% of that tranche vesting) and 23.5% compounded annual growth for maximum vesting (resulting in 100% of that tranche vesting).

However, in May 2023, we amended all our outstanding 5-Year Option agreements to better promote sustained growth and value creation over time, while also accounting for seasonal fluctuations outside the

Company's control, to ensure that its employees remain motivated and incentivized to achieve short- and long-term goals. In furtherance of these objectives, these amendments:

- adjusted the minimum and maximum AOP compound annual growth targets from 13.5% and 23.5% to 10% and 20%, respectively;
- adjusted and simplified the manner in which the option may vest after each performance year by eliminating the two-year look-back and look-forward provisions for excess AOP, and replacing it with the cumulative vesting provision described below under "Cumulative Vesting"; and
- added an alternative vesting provision based on the market price of the Company's Common Stock exceeding a certain price threshold for a sustained period commencing in the third fiscal year after grant, as described in more detail below under "Equity Sweep Provision."

The amendments also made certain clarifying and other changes. The exercise price and the number of the options granted by the original stock option agreements did not change. The Biennial Extensions and the Annual Extensions contained the same substantive terms and conditions as the as-amended option agreements.

For any given performance year, the AOP for such year will be an amount equal to: (1) the difference of (a) the product of (i) Adjusted EBITDA and (ii) a weighted Adjusted EBITDA multiple of future acquisitions as determined by the Compensation Committee, less (b) net debt; divided by (2) the number of fully diluted shares, excluding Common Stock issuable pursuant to the Founder Advisory Agreement (as determined in accordance with GAAP) as of the last day of the applicable fiscal year. The targets and definitions tied to the AOP calculation may be adjusted, in the sole discretion of the Compensation Committee, for, among other things, any acquisition or disposition of any business by the Company or any dividend or other distribution, merger or share repurchase.

2024 AOP met the 10% growth rate, so 3,190,000 options were earned by our NEOs based on 2024 performance.

AOP takes into consideration:

- growth in Adjusted EBITDA,
- management of capital structure;
- cash generation;
- acquisition performance, including the acquisition price paid; and
- the impact of option dilution on common stock outstanding.

We use AOP as the performance-based metric because it focuses management on the fundamentals of stockholder value creation.

Cumulative Vesting

We view our performance on a long-term basis and set our targets to achieve long-term compound annual and cumulative growth. The original option agreements provided that if the actual AOP achieved for any given year had exceeded the maximum target, such excess could have been treated as having been achieved in the following two fiscal years and/or the prior two fiscal years (without duplication) if less than the full amount of options would otherwise have vested for such years. However, in May 2023, we amended our option agreements to eliminate this two-year look-back and look-forward provision, replacing it with a cumulative vesting mechanism whereby the unvested portion from each annual tranche is added to the eligible amount of options that may vest based on performance the following year. By allowing the unvested portions to carry forward in this manner, the vesting at the end of each year will be no less than representative of the cumulative AOP performance through such year. This cumulative vesting approach is intended to reward performance over time, while also continuing to provide the employees the opportunity to earn yearly tranches prior to the completion of the full performance period. We believe this will ensure that our employees remain incentivized throughout the full performance period to meet the cumulative performance goals. It also creates a simpler process that is more intuitive for participants to understand than the two-year look-back and look-forward provision.

In addition, if any options remain unvested at the end of the fifth performance year covered by the option agreement, such unvested options may still vest based on the AOP achieved for the sixth and seventh performance years. The minimum and maximum AOP targets for these final two years will continue to reflect the same 10% and 20% cumulative growth, respectively, compared to the then-prior year. Therefore, if there is a seasonal fluctuation outside the Company's control in the fifth performance year covered by a 5-Year Option or any Biennial Extension or Annual Extension, this provides our employees with a meaningful opportunity to still obtain full vesting of their options by meeting the cumulative growth targets in the following two performance years.

Equity Sweep Provision

The as-amended option agreements also added an equity sweep provision whereby if the market price of the Company's Common Stock exceeds an amount equal to (i) two times the exercise price less (b) any dividends per share paid after the applicable grant date, on any 60 trading days within any 12-month period commencing on or after the first day of the third performance year covered by the 5-Year Option and ending on the last day of the fifth performance year covered by the 5-Year Option (the 60th day on which such price threshold is met during such period, the "Trigger Date"), then all options that remain unvested as of the Trigger Date will no longer be subject to the AOP performance-based conditions. If the Trigger Date is prior to the first day of the fifth performance year, then 50% of such unvested options will vest on the last day of the fourth performance year and the remaining 50% will vest on the last day of the fifth performance year. If the Trigger Date is during the fifth performance year, then 100% of the unvested options will vest on the last day of the fifth performance year. In each case, such vesting will remain subject to the participant's continuous service through the applicable vesting date.

Other Performance Vesting Criteria

In connection with Mr. Goldberg's appointment as Vice Chairman, we entered into an amendment to Mr. Goldberg's employment agreement (the "Goldberg Amendment"), pursuant to which Mr. Goldberg's option agreement was amended to adjust the performance terms and conditions of the outstanding 5-Year Options granted thereunder so that 50% of such outstanding options eligible to vest in each of fiscal years 2023 through 2026 will remain subject to the existing performance terms and conditions, and the remaining 50% of such outstanding options eligible to vest in such fiscal years based on the achievement of certain performance goals to be established annually by the Compensation Committee of the Board related to the Mr. Goldberg's position and duties as Vice Chairman. See "Employment Agreements—Edward Goldberg" for additional details. In February 2024, Mr. Goldberg received a Biennial Extension that provided for the same split of performance criteria.

Employee Benefit Plans

Our NEOs are eligible to participate in employee benefit plans, including medical, life and disability benefits on the same basis as other eligible employees. These benefits include:

- health, dental and vision insurance;
- vacation, paid holidays and sick days;
- group term life insurance, voluntary life insurance and supplemental accident and critical illness insurance; and
- short-term and long-term disability insurance.

The employment agreements and related severance payments available to our NEOs are described in more detail under the Sections entitled "*Employment Agreements*" and "*Potential Payments Upon Termination or Change in Control*" below.

401(k) Plan

Our NEOs are eligible to participate in an employee 401(k) plan, which consists of a match and an employer discretionary contribution. The plan allows both pre-tax and ROTH contribution options.

- The company match formula under the 401(k) safe harbor plan is 100% of the first 3% and 50% of the next 2%, which is vested when contributed.
- The employer discretionary amount for non-safe harbor employer contribution is 3% of eligible compensation, which has an initial 3-year cliff vesting schedule.

Other Compensation-Related Practices and Policies

Prohibition on Hedging, Pledging and Short Sales. No director, officer or employee is permitted to pledge our shares or engage in short sales or other transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of our shares. We allow for certain portfolio diversification transactions, such as investments in exchange funds. All of the directors and executive officers are in compliance with this policy.

Share Retention Guidelines. The majority of our executive officers, including our Chief Executive Officer and other NEOs are required to hold a minimum level of personal investment of \$2.2 million (for Chief Executive Officer and Vice Chairman), \$1.2 million (for President of Fire Safety), \$600,000 (Chief Financial Officer), \$400,000 (President of Specialty Products), and \$450,000 (General Counsel and Chief Administrative Officer), respectively, in our shares pursuant to share retention guidelines attached to their respective award agreement. The aggregate value may include the fair market value of shares associated with underlying options over the exercise price, but half of the value must be attributable to our shares held by each officer.

Equity Grant Practices. We grant most equity-based awards, including stock options, on a predetermined schedule aligned with the annual executive compensation review cycle, whereby the Compensation Committee approves grants to executive officers and other employees at least one week prior to the Board's Q4 meeting. For 2024, equity grants were generally approved approximately one week prior to our release of earnings for the prior year. The Compensation Committee does not take into account material non-public information when determining the timing and terms of equity-based awards, and the Company does not time the disclosure of material non-public information for the purpose of affecting the value of executive compensation.

Clawback Policy. In 2023, the Board of Directors adopted a clawback policy for the Company's executive officers (the "Executive Officer Clawback Policy") that authorized the Company to recover incentive-based compensation previously paid to its Section 16 officers and any other senior executives as determined by the Compensation Committee. The policy provides that, in the event of an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, the Board or, if so designated by the Board, the Compensation Committee of the Board, is authorized to take action to recoup all or part of any incentive-based compensation received by a Section 16 officer of the Company. For purposes of this policy, incentive-based compensation means any compensation that is granted, earned or vested wholly or in part upon the attainment of a Financial Reporting Measure, which may include stock price, total stockholder return (and any measures that are derived wholly or in part from stock price or total stockholder return, and AOP criteria.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the disclosure set forth above under the heading "Compensation Discussion and Analysis" with management and, based on such review and discussions, it has recommended to the Board that the "Compensation Discussion and Analysis" be included in this Proxy Statement.

THE COMPENSATION COMMITTEE

Bernt Iversen II, Chair

Vivek Raj

Sean Hennessy

Robert S. Henderson

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table summarizes the compensation awarded to, earned by or paid to our NEOs for the years ended December 31, 2024, 2023 and 2022.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Option Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	All Other Compensation (\$) ⁽³⁾	Total (\$)
Haitham Khouri ⁽⁴⁾ Chief Executive Officer	2024	615,000	—	2,580,000	862,071	46,956	4,104,027
	2023	524,992	—	8,440,000	411,342	45,907	9,422,241
Edward Goldberg ⁽⁵⁾ Vice Chairman	2024	615,000	—	350,400	855,868	50,998	1,872,266
	2023	614,349	—	—	429,135	49,948	1,093,432
	2022	582,500	651,034	—	514,800	47,764	1,796,098
Kyle Sable ⁽⁶⁾ Chief Financial Officer	2024	330,000	—	2,298,000	231,287	50,998	2,910,285
	2023	286,163	—	203,000	106,026	49,902	645,091
Jeffrey Emery President, Global Fire Safety	2024	341,542	—	1,168,000	228,000	50,998	1,788,540
	2023	329,992	—	—	151,940	45,123	527,055
Grant Bowman ⁽⁷⁾ President, Specialty Products	2024	280,000	—	1,400,000	145,221	44,740	1,869,961

(1) Represents the fair value of the stock option awards calculated using the Black-Scholes option-pricing model or Hull-White model, as applicable, on the date such option awards were granted. For a discussion of the valuation assumptions used in calculating the amounts for 2024, see Notes 2 and 10 to our historical consolidated financial statements for the year ended December 31, 2024 included in our Annual Report on Form 10-K for the year ended December 31, 2024.

(2) Represents the annual cash incentives earned by each of our Named Executive Officers pursuant to their respective employment agreements based on the achievement of the applicable performance conditions. See “*Compensation Discussion and Analysis*” and the “*Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table*” below for additional information.

(3) The following table shows the components of “All Other Compensation” earned in 2024 by the NEOs:

Name	401(k) Match (\$)	Health, Life & Disability Insurance Benefits (\$)	Group Term Life Insurance Benefits (\$)	Total (\$)
Haitham Khouri	24,150	21,078	1,728	46,956
Edward Goldberg	24,150	25,120	1,728	50,998
Kyle Sable	24,150	25,120	1,728	50,998
Jeffrey Emery	24,150	25,120	1,728	50,998
Grant Bowman	18,230	25,012	1,498	44,740

(4) Mr. Khouri was named CEO effective March 8, 2023.

(5) Mr. Goldberg was named Vice Chairman effective March 8, 2023. Prior to March 8, 2023, Mr. Goldberg was CEO of the Company. Compensation includes amounts paid to Mr. Goldberg prior to being named Vice Chairman.

(6) Mr. Sable was promoted to CFO on November 16, 2023. Prior to November 16, 2023, Mr. Sable was Vice President, Strategy and Corporate Development. Compensation includes amounts paid to Mr. Sable prior to being named CFO.

(7) Mr. Bowman was promoted to President, Specialty Products on October 31, 2024. Prior to October 31, 2024, Mr. Bowman was Vice President, Strategy and Business Development. Compensation includes amounts paid to Mr. Bowman prior to being named President, Specialty Products.

Grants of Plan-Based Awards

The following table provides information about cash (non-equity) and equity incentive compensation awarded to our NEOs in 2024 including: (1) the range of possible cash payouts under our annual incentive compensation program; (2) the date the equity awards were granted; (3) the number of performance-based option awards granted; and (4) the fair value of the performance-based option awards on the date such options were granted. The performance-based stock option awards were granted under our 2021 Equity Plan, which is discussed in greater detail in this Proxy Statement under the caption “Compensation Discussion and Analysis.”

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$)	Fair Value of Option Awards on the Date Granted (\$)
		Threshold (\$)	Target (\$) ⁽²⁾	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)			
Haitham Khouri	2/20/2024	307,500	615,000	922,500				500,000	5.23	1,400,000
	2/14/2024							400,000	5.23	1,180,000
	2/14/2024									
Edward Goldberg	2/20/2024	307,500	615,000	922,500				240,000	5.23	350,400
	2/14/2024									
Kyle Sable	9/27/2024							250,000	13.24	1,655,000
	2/20/2024	82,500	165,000	247,500						
	2/14/2024							200,000	5.23	584,000
	2/14/2024							20,000	5.23	59,000
Jeffrey Emery	2/20/2024	85,386	170,771	256,157						
	2/14/2024							400,000	5.23	1,168,000
Grant Bowman	2/20/2024	56,000	112,000	168,000						
	2/14/2024							500,000	5.23	1,400,000

(1) The amounts in these columns reflect potential payments of annual cash incentive compensation based on 2024 performance. The actual amounts paid under our annual cash incentive compensation program are the amounts reflected in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table.

(2) As described in the Compensation Discussion and Analysis section on pages 19 to 29, each performance metric in the annual incentive compensation program has a threshold, target and maximum level, entitling the officer to 50%, 100%, 150% of the amount of annual incentive compensation allocated to such metric. An executive would be entitled to receive 100% of his or her annual cash incentive bonus target if Perimeter and the individual met each of the performance metrics at the maximum level.

Outstanding Equity Awards at 2024 Fiscal Year End

The following tables provide information concerning unexercised options for each named executive officer outstanding as of the end of the fiscal year ended December 31, 2024.

Option Awards								
Name		Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	
Haitham Khouri	(1)	2/14/2024	—	—	400,000	\$5.23	2/14/2034	
	(2)	2/14/2024	100,000	—	400,000	\$5.23	2/14/2034	
	(2)	3/8/2023	800,000	—	1,200,000	\$8.26	3/8/2033	
Edward Goldberg	(3)	2/14/2024	—	—	240,000	\$5.23	2/14/2034	
	(2)	11/8/2021	1,287,500	—	1,500,000	\$10.00	11/8/2031	
Kyle Sable	(2)	9/27/2024	50,000	—	200,000	\$13.24	9/27/2034	
	(1)	2/14/2024	—	—	20,000	\$5.23	2/14/2034	
	(3)	2/14/2024	—	—	200,000	\$5.23	2/14/2034	
	(2)	11/16/2023	40,000	—	60,000	\$3.89	11/16/2033	
	(2)	5/6/2022	300,000	—	200,000	\$8.36	5/6/2032	
Jeffrey Emery	(3)	2/14/2024	—	—	400,000	\$5.23	2/14/2034	
	(2)	5/6/2022	600,000	—	400,000	\$8.36	5/6/2032	
Grant Bowman	(2)	2/14/2024	100,000	—	400,000	\$5.23	2/14/2034	

- (1) Such Annual Extension options vest and become exercisable on the fifth fiscal year following the grant date upon achieving certain performance criteria for the applicable fiscal year ended and remaining in continuous service through such fiscal years.
- (2) Such 5-Year Options vest and become exercisable in five equal annual installments upon achieving certain performance criteria for the applicable fiscal year ended and remaining in continuous service through such fiscal years.
- (3) Such Biennial Extension options vest and become exercisable in two equal annual installments on the fourth and fifth fiscal year following the grant date upon achieving certain performance criteria for the applicable fiscal year ended and remaining in continuous service through such fiscal years.

Employment Agreements

We have entered into employment agreements with each of our NEOs summarized below.

Haitham Khouri

On March 8, 2023, we entered into an employment agreement with Haitham Khouri. Pursuant to his employment agreement, Mr. Khouri will serve as Chief Executive Officer for an indefinite term of employment that continues until terminated. Mr. Khouri is entitled to receive an initial base salary of \$525,000 per year, subject to annual reviews and potential increases in the discretion of the Compensation Committee. Mr. Khouri is also entitled to a target annual bonus opportunity equal to 100% of his annual base salary.

Pursuant to his employment agreement, Mr. Khouri is also entitled to reimbursement of business expenses, participate in the 2021 Equity Plan, and any other employee benefits plans that are generally available to other senior officers.

Under his employment agreement, Mr. Khouri is entitled to severance payments upon a termination without “Cause”, resignation for “Good Reason”, or termination due to “Disability” (as such terms are defined in his employment agreement). In each case, Mr. Khouri will be entitled to a severance amount equal to: (i) 1.25 times his

annual base salary; (ii) 1.0 times his target bonus for the fiscal year in which the termination occurs; and (iii) 15.0 times the difference of: (a) the Monthly COBRA Continuation Coverage Rate (as defined in his employment agreement) as of the date of termination; less (b) the monthly cost that is being charged to Mr. Khouri for such coverage as of the date of termination. The severance amount will be payable in substantially equal installments over the 15-month period following the date of termination, subject to Mr. Khouri executing a release of claims.

Pursuant to his employment agreement, Mr. Khouri is subject to a customary confidentiality covenant which applies during and after the term of his employment. Mr. Khouri is also subject to non-competition and non-solicitation covenants which apply during his employment and for at least 15 months thereafter.

Edward Goldberg

On October 1, 2021, we entered into an employment agreement with Edward Goldberg. Pursuant to his employment agreement, Mr. Goldberg was serving as Chief Executive Officer for an indefinite term employment that continues until terminated. Mr. Goldberg was initially entitled to receive an initial base salary of \$575,000 per year, subject to annual reviews and potential increases in the discretion of the Compensation Committee. Mr. Goldberg is also entitled to a target annual bonus opportunity equal to 100% of his annual base salary.

Pursuant to his employment agreement, Mr. Goldberg is also entitled to reimbursement of business expenses, participate in the 2021 Equity Plan, and any other employee benefits plans that are generally available to other senior officers.

Under his employment agreement, Mr. Goldberg is entitled to severance payments upon a termination without "Cause", resignation for "Good Reason", or termination due to "Disability" (as such terms are defined in his employment agreement). In each case, Mr. Goldberg will be entitled to a severance amount equal to: (i) 1.25 times his annual salary; (ii) 1.0 times his target bonus for the fiscal year in which the termination occurs; and (iii) 15.0 times the difference of: (a) the Monthly COBRA Continuation Coverage Rate (as defined in his employment agreement) as of the date of termination; less (b) the monthly cost that is being charged to Mr. Goldberg for such coverage as of the date of termination. The severance amount will be payable in substantially equal installments over the 15-month period following the date of termination, subject to Mr. Goldberg executing a release of claims.

Pursuant to his employment agreement, Mr. Goldberg is subject to a customary confidentiality covenant which applies during and after the term of his employment. Mr. Goldberg is also subject to non-competition and non-solicitation covenants which apply during his employment and for at least 15 months thereafter.

On March 8, 2023, we entered into the Goldberg Amendment which amended Mr. Goldberg's existing employment agreement to reflect Mr. Goldberg's updated title and responsibilities, which include advising the Company on strategic matters relating to the Fire Safety business, and fostering relationships with key customers, governmental agencies, industry associations and trade groups and other constituencies important to the Company. Mr. Goldberg's compensation will not change except with respect to his options as described below. Additionally, Mr. Goldberg and the Company entered into an amendment to Mr. Goldberg's option agreement with respect to the options granted to Mr. Goldberg effective November 8, 2021 to amend the performance terms and conditions of the outstanding 5-Year Options granted thereunder so that 50% of such outstanding options eligible to vest in each of fiscal years 2023 through 2026 will remain subject to the existing performance terms and conditions, and the remaining 50% of such outstanding options eligible to vest in such fiscal years based on the achievement of certain performance goals to be established annually by the Compensation Committee of the Board related to the Mr. Goldberg's position and duties as Vice Chairman.

Kyle Sable

Mr. Sable was promoted to Chief Financial Officer of the Company on November 16, 2023. In connection with his appointment to Chief Financial Officer, Mr. Sable and the Company entered into an Employment Agreement, pursuant to which Mr. Sable will serve as Chief Financial Officer for an indefinite term of employment that continues until terminated. Mr. Sable is entitled to receive an annual base salary of \$330,000, subject to annual reviews and potential increases in the discretion of the Compensation Committee. Mr. Sable is also entitled to a target annual bonus opportunity equal to 50% of his annual base salary.

Pursuant to his employment agreement, Mr. Sable is also entitled to reimbursement of business expenses, participate in 2021 Equity Plan, any other employee benefit plans that are generally available to other senior officers and reasonable reimbursement associated with Mr. Sable commuting to the St. Louis metro area.

Under his employment agreement, Mr. Sable is entitled to severance payment upon a termination without “Cause” and resignation for “Good Reason”, or termination due to death or “Disability” (as such terms are defined in his employment agreement). In each case, Mr. Sable will be entitled to a severance amount equal to: (i) 1.25 times his annual base salary; (ii) 1.0 times his target bonus for the fiscal year in which the termination occurs; and (iii) 15.0 times the difference of: (a) the Monthly COBRA Continuation Coverage Rate (as defined in his employment agreement) as of the date of termination; less (b) the monthly cost that is being charged to Mr. Sable for such coverage as of the date of termination. The severance amount will be payable in substantially equal installments over the 18-month period following the date of termination, subject to Mr. Sable executing a release of claims.

Pursuant to his employment agreement, Mr. Sable is subject to a customary confidentiality covenant which applies during and after the term of his employment. Mr. Sable is also subject to non-competition and non-solicitation covenants which apply during his employment and for at least 18 months thereafter.

In connection with his promotion, Mr. Sable received an additional grant of 100,000 performance-based options under the 2021 Equity Plan, which shall be eligible to vest based on the same performance goals for fiscal years 2023 through 2027 as those set forth in the option agreements of the other executive officers covering the same performance period.

Jeffrey Emery

On April 29, 2022, we entered into an employment agreement with Jeffrey Emery. Pursuant to his employment agreement, Mr. Emery will serve as President of Global Fire Safety for an indefinite term of employment that continues until terminated. Mr. Emery is entitled to receive an annual base salary of \$315,000, subject to annual reviews and potential increases in the discretion of the Compensation Committee. Mr. Emery is also entitled to a target annual bonus opportunity equal to 50% of his annual base salary.

Pursuant to his employment agreement, Mr. Emery is also entitled to the reimbursement of business expenses, participate in the 2021 Equity Plan, and any other employee benefit plans that are generally available to other senior officers.

Under his employment agreement, Mr. Emery is entitled to severance payment upon a termination without “Cause” and resignation for “Good Reason”, or termination due to death or “Disability” (as such terms are defined in his employment agreement). In each case, Mr. Emery will be entitled to a severance amount equal to: (i) 1.25 times his annual base salary; (ii) 1.0 times his target bonus for the fiscal year in which the termination occurs; and (iii) 15.0 times the difference of: (a) the Monthly COBRA Continuation Coverage Rate (as defined in his employment agreement) as of the date of termination; less (b) the monthly cost that is being charged to Mr. Emery for such coverage as of the date of termination. The severance amount will be payable in substantially equal installments over the 18-month period following the date of termination, subject to Mr. Emery executing a release of claims.

Pursuant to his employment agreement, Mr. Emery is subject to a customary confidentiality covenant which applies during and after the term of his employment. Mr. Emery is also subject to non-competition and non-solicitation covenants which apply during his employment and for at least 18 months thereafter.

Grant Bowman

On September 30, 2024, we entered into an employment agreement with Grant Bowman. Pursuant to his employment agreement, Mr. Bowman will serve as President of Specialty Products for an indefinite term of employment that continues until terminated. Mr. Bowman is entitled to receive an annual base salary of \$280,000, subject to annual reviews and potential increases in the discretion of the Compensation Committee. Mr. Bowman is also entitled to a target annual bonus opportunity equal to 40% of his annual base salary.

Pursuant to his employment agreement, Mr. Bowman is also entitled to the reimbursement of business expenses, participate in the 2021 Equity Plan, and any other employee benefit plans that are generally available to other senior officers.

Under his employment agreement, Mr. Bowman is entitled to severance payment upon a termination without “Cause” and resignation for “Good Reason”, or termination due to death or “Disability” (as such terms are defined in his employment agreement). In each case, Mr. Bowman will be entitled to a severance amount equal to: (i) 1.25 times his annual base salary; (ii) 1.0 times his target bonus for the fiscal year in which the termination occurs; and (iii) 15.0 times the difference of: (a) the Monthly COBRA Continuation Coverage Rate (as defined in

his employment agreement) as of the date of termination; less (b) the monthly cost that is being charged to Mr. Bowman for such coverage as of the date of termination. The severance amount will be payable in substantially equal installments over the 18-month period following the date of termination, subject to Mr. Bowman executing a release of claims.

Pursuant to his employment agreement, Mr. Bowman is subject to a customary confidentiality covenant which applies during and after the term of his employment. Mr. Bowman is also subject to non-competition and non-solicitation covenants which apply during his employment and for at least 24 months thereafter.

Option Exercises and Stock Vested During 2024

In 2024, none of our NEOs exercised their vested options for shares and therefore, no value was realized to report during the fiscal year ended December 31, 2024.

Potential Payments Upon Termination or Change in Control

The following table shows the estimated benefits payable to each NEO in the event of termination of employment and/or change in control of the Company. The amounts shown assume that a termination of employment or a change in control occurs on December 31, 2024. The amounts do not include payments or benefits provided under insurance or other plans that are generally available to all full-time employees.

Name	Termination without Cause or for Good Reason not in connection with a Change in Control (\$)	Death or Disability (\$)	Termination without Cause or for Good Reason in connection with a Change in Control (\$)	Change in Control (\$)
Haitham Khouri				
Cash Severance ⁽¹⁾	1,630,821	1,630,821	1,630,821	1,630,821
Insurance Benefits ⁽²⁾	29,971	29,971	29,971	29,971
Accelerated Vesting of Equity ⁽³⁾	—	—	15,924,000	15,924,000
Total	1,660,792	1,660,792	17,584,792	17,584,792
Edward Goldberg				
Cash Severance ⁽¹⁾	1,624,618	1,624,618	1,624,618	1,624,618
Insurance Benefits ⁽²⁾	32,406	32,406	32,406	32,406
Accelerated Vesting of Equity ⁽³⁾	—	—	4,933,200	4,933,200
Total	1,657,024	1,657,024	6,590,224	6,590,224
Kyle Sable				
Cash Severance ⁽¹⁾	643,787	643,787	643,787	643,787
Insurance Benefits ⁽²⁾	32,406	32,406	32,406	32,406
Accelerated Vesting of Equity ⁽³⁾	—	—	5,233,800	5,233,800
Total	676,193	676,193	5,909,993	5,909,993
Jeffrey Emery				
Cash Severance ⁽¹⁾	654,928	654,928	654,928	654,928
Insurance Benefits ⁽²⁾	32,722	32,722	32,722	32,722
Accelerated Vesting of Equity ⁽³⁾	—	—	6,434,000	6,434,000
Total	687,650	687,650	7,121,650	7,121,650
Grant Bowman				
Cash Severance ⁽¹⁾	495,221	495,221	495,221	495,221
Insurance Benefits ⁽²⁾	32,406	32,406	32,406	32,406
Accelerated Vesting of Equity ⁽³⁾	—	—	3,508,000	3,508,000
Total	527,627	527,627	4,035,627	4,035,627

- (1) Each of our NEOs is entitled to a cash severance amount equal to: (i) 1.25 times his or her annual salary and (ii) 1.0 times his or her target bonus for the fiscal year in which the termination occurs.
- (2) Insurance benefits are calculated by multiplying by 15.0 the difference of: (a) the Monthly COBRA Continuation Coverage Rate (as defined in the applicable employment agreement) as of the date of termination; less (b) the monthly cost that is being charged to the NEO for such coverage as of the date of termination.
- (3) Represents the Hull-White option-pricing model “fair value” as of December 31, 2024.

Possible Acceleration of Vesting Upon a Change of Control

In the event of a change of control, a percentage of the unvested options that remain eligible for vesting with respect to the then-current performance year and each remaining performance year will vest in an amount equal to the greater of (i) the average vesting percentage of the prior two performance years and (ii) the amount that would have vested for each applicable remaining year if such determination had been based on the price per share paid at the closing of such change of control transaction instead of AOP.

Treatment of Options Upon Termination

Option agreements for certain officers, including all of the NEOs, provide that upon any termination of employment for any reason other than death or disability, no portion of the options that remain unvested at the time of such termination may thereafter become vested, unless otherwise determined by the Compensation Committee.

If the officer's employment terminates by reason of death or disability, then a portion of the then-remaining options may continue to vest following such termination. The applicable portion that will remain eligible to vest is based on a percentage that is tied to the fiscal year in which the termination occurs, with the possible percentage increasing by 20% increments for each such fiscal year (beginning in the year the option is granted). The applicable percentage of the then-remaining options permitted to vest will then be spread ratably over the remaining vesting schedule and will remain subject to the performance-based vesting conditions set forth in the award agreement.

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the median annual total compensation of our employees and the annual total compensation of our CEO, Haitham Khouri.

As of December 31, 2024, our employee population consisted of approximately 330 individuals working at Perimeter and its subsidiaries, of which approximately 229 are located in the United States and approximately 101 are located outside the United States.

In determining our pay ratio for 2024, we identified our median employee as of December 31, 2024, the last day of our 2024 fiscal year, by calculating the amount of annual total cash compensation paid to all of our employees (other than our CEO). We did not make any cost-of-living or other adjustments in identifying the median employee. We calculated the 2024 total annual compensation of the median employee in accordance with the requirements of the executive compensation rules for the Summary Compensation Table (Item 402(c)(2)(x) of Regulation S-K). Under this calculation, the median employee's annual total compensation was \$70,720.

Utilizing the same executive compensation rules, and calculating the compensation provided to our CEO during 2024, the total compensation of our CEO was \$4,104,027. The resulting ratio of the annual total compensation of our CEO under this calculation to the annual total compensation of the median employee was 58 to 1. This ratio represents a reasonable estimate calculated in a manner consistent with SEC rules based on the methodology described above. Because the SEC rules for identifying the median employee and calculating the pay ratio permit companies to use various methodologies and assumptions, to apply certain exclusions and to make reasonable estimates that reflect their employee populations and compensation practices, the pay ratio reported by other companies may not be comparable with the pay ratio that we have reported.

Pay Versus Performance

We are providing the following information about the relationship between executive compensation actually paid (“CAP”) and certain financial performance of the Company as required by SEC rules. Please see “Compensation Discussion and Analysis” for discussion of our compensation philosophy and how the Compensation Committee structures our compensation program to motivate and reward the achievement of performance-based financial and other goals that align with our operational and strategic objectives. The SEC-defined CAP data set forth in the table below does not reflect amounts actually realized by our NEOs, and the Compensation Committee has not used or considered CAP previously in establishing the NEO compensation program. A significant portion of the CAP amounts shown relate to changes in values of unvested awards over the course of the reporting year. The fair value as of December 31, 2024 for the equity awards adjustment shown below was calculated using the Hull-White model as this model considers the future movement in the price of Common Stock and option holders’ behavior with respect to option exercises. The Hull-White model requires us to make assumptions and judgments about the variables used in the calculation, including the sub-optimal exercise factor, drift rate, the blended volatility based on the Company’s short trading history of its Common Stock and on the trading history of the common stock of a set of comparable publicly listed companies, risk-free interest rate, and expected dividends. These unvested awards remain subject to significant risk from forfeiture conditions and possible future declines in value based on changes in the price of our Common Stock. The ultimate values actually realized by our NEOs from unvested equity awards, if any, will not be determined until the awards fully vest.

Year	Summary compensation table total for Current PEO (\$) ⁽¹⁾	Compensation actually paid to Current PEO (\$) ⁽²⁾	Summary compensation table total for Former PEO (\$) ⁽¹⁾	Compensation actually paid to Former PEO (\$) ⁽²⁾	Average summary compensation table total for non-PEO NEOs (\$) ⁽³⁾	Average compensation actually paid to non-PEO NEOs (\$) ⁽⁴⁾	Value of initial fixed \$100 investment based on:		Net (loss) income (\$ millions) ⁽⁷⁾	Company selected measure Adjusted EBITDA (\$ millions) ⁽⁸⁾
							TSR (\$) ⁽⁵⁾	Line of Business Index (\$) ⁽⁶⁾		
2024	4,104,027	21,856,327	N/A	N/A	2,110,263	9,321,753	106.50	110.66	(5.9)	280.3
2023	9,422,241	4,722,241	1,093,432	(5,729,362)	511,969	(111,428)	38.33	109.55	67.5	96.8
2022	N/A	N/A	1,796,098	(7,811,044)	1,410,613	(4,958,666)	76.17	91.30	91.8	125.4
2021	N/A	N/A	19,707,358	22,167,685	7,728,776	8,195,588	115.75	97.22	(661.5)	141.4

- (1) The Current PEO and the Former PEO in the table represent Haitham Khouri and Edward Goldberg, respectively. The dollar amounts reported are the amounts of total compensation reported for Mr. Khouri and Mr. Goldberg for each corresponding year in the “Total” column of the Summary Compensation Table (“SCT”). Refer to “Executive Compensation — Summary Compensation Table.”
- (2) The dollar amounts reported represent the amount of CAP to Mr. Khouri and Mr. Goldberg, as applicable, as computed in accordance with Item 402(v) of Regulation S-K. The dollar amounts do not reflect the actual amount of compensation earned by or paid to Mr. Khouri and Mr. Goldberg during the applicable year. The adjustments below were made to Mr. Khouri’s total compensation for each year to determine the CAP for such year in accordance with the requirements of Item 402(v) of Regulation S-K. No amounts were reported in the “Change in Pension and Nonqualified Deferred Compensation” column of the Summary Compensation Table for any applicable year, so no defined benefit and actuarial pension plan adjustments were made for any applicable year.

Year	Summary compensation table total for PEO (\$)	Reported Value of Equity Awards (\$) ^(a)		Plus	Equity Awards Adjustment (\$) ^(b)	Equals	CAP for PEO (\$)
		Less					
2024 (Current PEO)	4,104,027	-	2,580,000	+	20,332,300	=	21,856,327
2023 (Current PEO)	9,422,241	-	8,440,000	+	3,740,000	=	4,722,241
2023 (Former PEO)	1,093,432	-	—	+	(6,822,794)	=	(5,729,362)
2022 (Former PEO)	1,796,098	-	—	+	(9,607,142)	=	(7,811,044)
2021 (Former PEO)	19,707,358	-	18,990,125	+	21,450,452	=	22,167,685

- (a) The dollar amounts reported represent the grant date fair value of equity awards as reported in the “Option Awards” column of the SCT in each applicable year.
- (b) The equity award adjustments were calculated in accordance with Item 402(v) of Regulation S-K and include: (i) the year-end fair value of any equity awards granted in the applicable year that are outstanding and unvested as of the end of the year; (ii) the amount of change as of the end of the applicable year (from the end of the prior year) in fair value of any awards granted in prior years that are outstanding and unvested as of the end of the applicable year; and (iii) for awards granted in prior years that vest in the applicable year, the amount equal to the change as of the vesting date (from the end of the prior year) in fair value. No awards were granted and vested in same year for any applicable year and no dividends or other

earnings were paid on awards in any applicable year. The amounts deducted or added in calculating the equity award adjustments for Mr. Khouri and Mr. Goldberg, respectively, are as follows:

Year	Year End Fair Value of Equity Awards Granted in the Year and Outstanding and Unvested at Year End (\$)	Year End Fair Value of Equity Awards Granted in the Year that Vested in the Year (\$)	Year over Year Change in Fair Value of Outstanding and Unvested Equity Awards (\$)	Change in Fair Value as of the Vesting date of Equity Awards Granted in Prior Years that Vested in the Year (\$)	Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Year (\$)	Total Equity Award Adjustments (\$)
2024 (Current PEO)	7,164,000	1,017,900	6,516,000	5,634,400	—	20,332,300
2023 (Current PEO)	3,740,000	—	—	—	—	3,740,000
2023 (Former PEO)	—	—	(6,822,794)	—	—	(6,822,794)
2022 (Former PEO)	—	—	(9,368,938)	(238,204)	—	(9,607,142)
2021 (Former PEO)	21,450,452	—	—	—	—	21,450,452

- (3) The dollar amounts reported represent the average of the amounts reported for the Company's NEOs as a group (excluding Mr. Goldberg or Mr. Khouri, as applicable) in the "Total" column of the SCT in each applicable year. The names of each of the NEOs (excluding Mr. Goldberg and Mr. Khouri, as applicable) included for purposes of calculating the average amounts in each applicable year are as follows: (i) for 2024, Kyle Sable, Edward Goldberg, Jeffrey Emery and Grant Bowman; (ii) for 2023, Kyle Sable, Charles Kropp, Jeffrey Emery, Shannon Horn, and Noriko Yokozuka; (iii) for 2022, Charles Kropp, Barry Lederman, Noriko Yokozuka, Shannon Horn, and Ernest Kremling; and (iv) for 2021, Barry Lederman, Noriko Yokozuka, Shannon Horn, and Ernest Kremling.
- (4) The dollar amounts reported represent the amount of CAP for the Company's NEOs as a group (excluding Mr. Goldberg or Mr. Khouri, as applicable) as computed in accordance with Item 402(v) of Regulation S-K. The dollar amounts do not reflect an average of the actual amount of compensation earned by or paid the Company's NEOs as a group (excluding Mr. Goldberg or Mr. Khouri, as applicable) during the applicable year. The adjustments below were made to the average total compensation for the Company's NEOs as a group (excluding Mr. Goldberg or Mr. Khouri, as applicable) for each year to determine the CAP for such year in accordance with the requirements of Item 402(v) of Regulation S-K. No amounts were reported in the "Change in Pension and Nonqualified Deferred Compensation" column of the Summary Compensation Table for any applicable year, so no defined benefit and actuarial pension plan adjustments were made for any applicable year.

Year	Average Reported Summary compensation table total for Non-PEO NEOs (\$)	Less	Average Reported Value of Equity Awards (\$) ^(a)	Plus	Average Equity Awards Adjustment (\$) ^(b)	Equals	Average CAP for Non-PEO NEOs (\$)
2024	2,110,263	-	1,304,100	+	8,515,590	=	9,321,753
2023	511,969	-	40,600	+	(582,797)	=	(111,428)
2022	1,410,613	-	384,000	+	(5,985,279)	=	(4,958,666)
2021	7,728,776	-	7,151,274	+	7,618,086	=	8,195,588

- (a) The dollar amounts reported represent the grant date fair value of equity awards as reported in the "Option Awards" column of the SCT in each applicable year.
- (b) The equity award adjustments for the Company's NEOs as a group (excluding Mr. Goldberg or Mr. Khouri, as applicable) were calculated in accordance with Item 402(v) of Regulation S-K and include: (i) the average year-end fair value of any equity awards granted in the applicable year that are outstanding and unvested as of the end of the year; (ii) the average year-end fair value of any equity awards granted in the applicable year that are vested in the year; (iii) the average amount of change as of the end of the applicable year (from the end of the prior year) in fair value of any awards granted in prior years that are outstanding and unvested as of the end of the applicable year; (iv) for awards granted in prior years that vest in the applicable year, the average amount equal to the change as of the vesting date (from the end of the prior year) in fair value; and (v) for awards granted in prior years that are determined to fail to meet the applicable vesting conditions during the applicable year, a deduction for the average amount equal to the fair value at the end of the prior year. No awards were granted and vested in same year for any applicable year and no dividends or other earnings were paid on awards in any applicable year. The amounts deducted or added in calculating the equity award adjustments for the Company's NEOs as a group (excluding Mr. Goldberg or Mr. Khouri, as applicable) are as follows:

Year	Average Year End Fair Value of Equity Awards Granted in the Year and Outstanding and Unvested at Year End (\$)	Average Year End Fair Value of Equity Awards Granted in the Year that Vested in the Year (\$)	Year over Year Average Change in Fair Value of Outstanding and Unvested Equity Awards (\$)	Average Change in Fair Value as of the Vesting date of Equity Awards Granted in Prior Years that Vested in the Year (\$)	Average Fair Value at the End of the Prior Year of Equity Awards that Failed to Meet Vesting Conditions in the Year (\$)	Total Average Equity Award Adjustments (\$)
2024	2,865,000	357,113	1,629,000	3,664,477	—	8,515,590
2023	49,000	—	(324,969)	—	306,828	(582,797)
2022	—	—	(3,122,979)	(79,402)	2,782,898	(5,985,279)
2021	7,150,153	—	—	467,933	—	7,618,086

- (5) TSR is calculated by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between the Company's share price at the end and the beginning of the measurement period by the Company's share price at the beginning of the measurement period.
- (6) Represents the TSR for S&P SmallCap 600 Materials Index, weighted according to the respective companies' stock market capitalization at the beginning of each period for which a return is indicated.
- (7) The dollar amounts reported represent the amount of net income reflected in the Company's audited financial statements for the applicable year.
- (8) The computation of Adjusted EBITDA is defined as net income (loss) plus income tax expense, net interest and other financing expenses, and depreciation and amortization, adjusted on a consistent basis for certain non-recurring, unusual or non-operational items. These items include (i) restructuring and transaction related costs (ii) founder advisory fee expenses, (iii) stock compensation expense and (iv) foreign currency loss (gain).

Company Selected Measure

We have presented Adjusted EBITDA as the Company-selected measure in the table above in accordance with Item 402(v) of Regulation S-K. While the Company uses financial and non-financial performance measures for the purpose of evaluating performance for the Company's compensation programs, the Company has determined that Adjusted EBITDA is the financial performance measure that, in the Company's assessment, represents the most important performance measure used by the Company to link CAP for the Company's NEOs to Company performance for the most recently completed year that is not otherwise required to be disclosed in the pay versus performance table above.

Financial Performance Measures

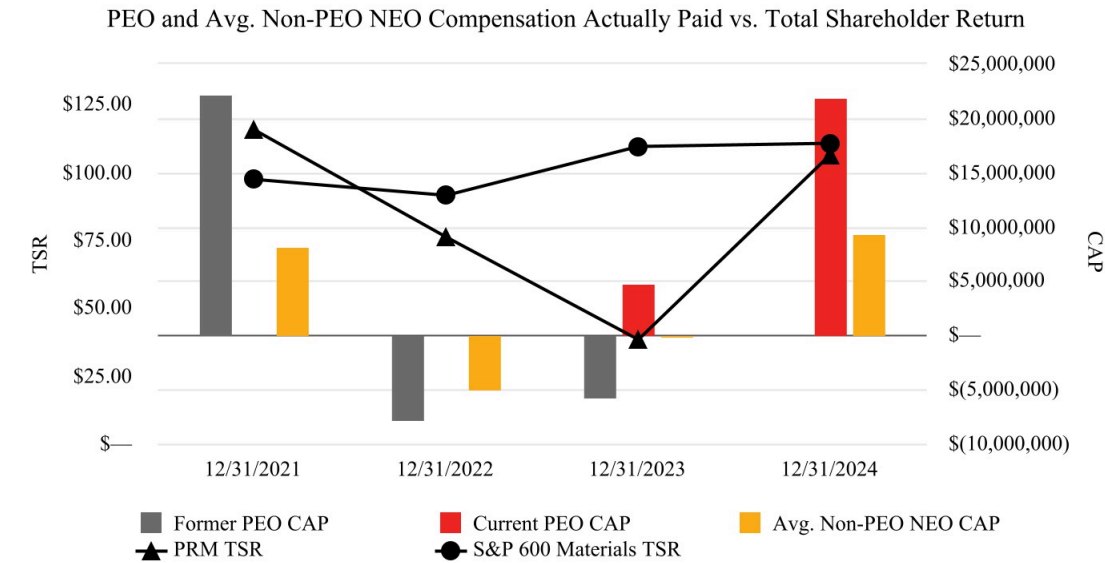
As described in "Compensation Discussion and Analysis," a significant portion of the NEO pay is performance-based and at-risk, consistent with the compensation philosophy established by the Compensation Committee. Our NEO compensation program rewards the achievement of specific short-term (annual) and long-term financial and other goals, which are aligned with our operational and strategic goals. The most important financial performance measures used by the Company to link CAP for the Company's NEOs to the Company's performance for the most recently completed year is Adjusted EBITDA.

Analysis of Information Presented in the Pay Versus Performance Table

The Company is providing the following graphs regarding the relationships between information presented in the Pay versus Performance table, including CAP, as required by Item 402(v) of Regulation S-K. The Compensation Committee utilizes several performance measures to align executive compensation with Company performance, and only some of those Company measures are presented in the pay versus performance table above and the graphs below. The Compensation Committee has not used or considered CAP previously as computed in accordance with Item 402(v) of Regulation S-K to set target compensation amounts or align our NEO compensation to Company performance. See "Compensation Discussion and Analysis" for a discussion of how the Compensation designs our compensation program and sets target compensation amounts.

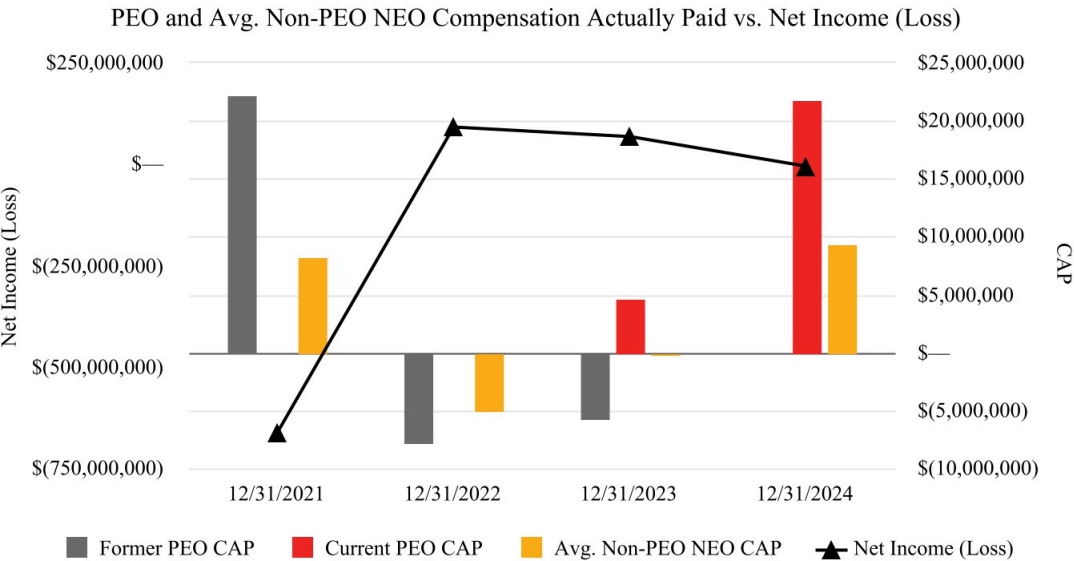
CAP and Cumulative TSR for the Company and S&P SmallCap 600 Materials Index

The CAP for Mr. Goldberg and Mr. Khouri (for 2024, excluding Mr. Goldberg as a PEO) and the average CAP for the Company’s other NEOs as a group (excluding Mr. Goldberg or Mr. Khouri, as applicable) for 2021, 2022, 2023 and 2024, is presented in comparison to the Company’s cumulative TSR and the S&P SmallCap 600 Materials Index (the peer group presented for this purpose) over such periods in the table below.



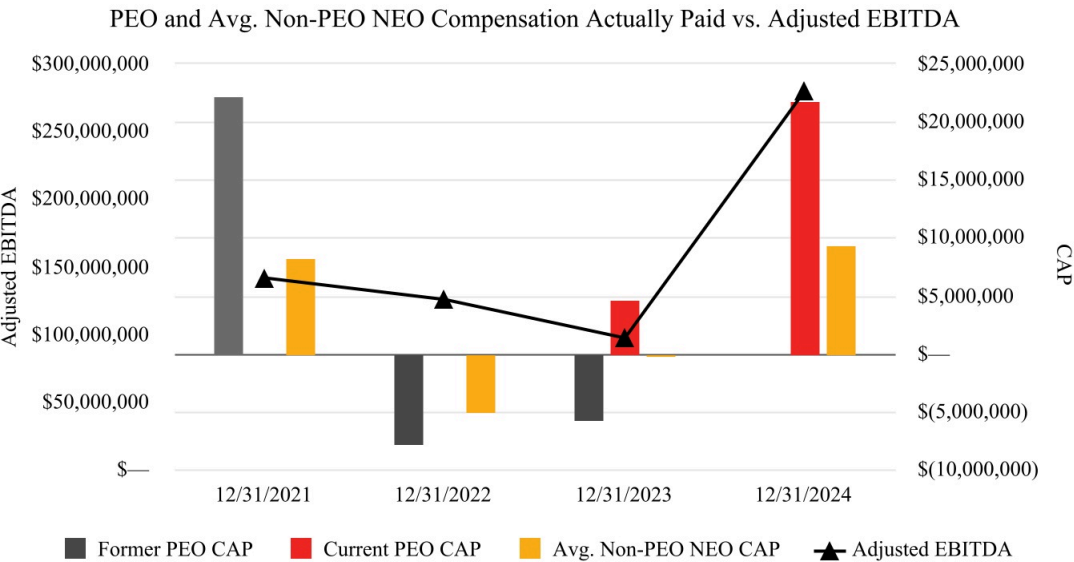
CAP and Net Income

The CAP for Mr. Goldberg and Mr. Khouri (for 2024, excluding Mr. Goldberg as a PEO) and the average CAP for the Company’s other NEOs as a group (excluding Mr. Goldberg or Mr. Khouri, as applicable) for 2021, 2022, 2023 and 2024 is presented in comparison to the Company’s net income over such periods in the table below. All of the fixed and variable founder advisory amounts vested on November 9, 2021, the date of the business combination, because the Company believes that, as a result of the consummation of the business combination, it has incurred an obligation equal to the present value of the fixed and variable founder advisory amounts. Share-based compensation expense related to the fixed and variable founder advisory amounts of \$653.0 million recognized by the Company resulted in a net loss of \$661.5 million as of December 31, 2021.



CAP and Adjusted EBITDA

The CAP for Mr. Goldberg and Mr. Khouri (for 2024, excluding Mr. Goldberg as a PEO) and the average CAP for the Company’s other NEOs as a group (excluding Mr. Goldberg or Mr. Khouri, as applicable) for 2021, 2022, 2023 and 2024 is presented in comparison to the Company’s Adjusted EBITDA over such periods in the table below.



This pay versus performance section is not “soliciting material,” is not deemed filed with the SEC and is not to be incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, whether made before or after the date of this proxy statement and irrespective of any general incorporation language therein.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding (i) all stockholders known by the Company to be the beneficial owners of more than 5% of the Company's issued and outstanding shares of Common Stock and (ii) each director, each named executive officer and all directors and executive officers as a group, together with the approximate percentages of issued and outstanding shares of Common Stock owned by each of them. Percentages are calculated based upon shares issued and outstanding plus shares which the holder has the right to acquire under stock options exercisable for or convertible into shares of Common Stock within 60 days. Unless otherwise indicated, amounts are as of March 31, 2025 and each of the stockholders has sole voting and investment power with respect to the Common Stock beneficially owned, subject to community property laws where applicable. As of March 31, 2025, we had 148,775,583 shares of Common Stock outstanding.

Unless otherwise indicated, the address of each person named in the table below is Perimeter Solutions, Inc., 8000 Maryland Avenue, Suite 350, Clayton, Missouri 63105.

Beneficial Owner	Shares Beneficially Owned	
	Number	%
More than 5% Stockholders:		
WindAcre Partnership Master Fund LP ⁽¹⁾	21,600,000	14.5%
Entities Affiliated with BlackRock, Inc. ⁽²⁾	11,606,564	7.8%
Principal Global Investors, LLC ⁽³⁾	10,997,907	7.4%
The Vanguard Group ⁽⁴⁾	8,211,593	5.5%
Named Executive Officers and Directors:		
W. Nicholas Howley ⁽⁵⁾	4,571,305	3.1%
William N. Thorndike, Jr.	3,530,082	2.4%
Haitham Khouri ⁽⁶⁾	2,375,218	1.6%
Edward Goldberg ⁽⁷⁾	1,510,457	1.0%
Jeffrey Emery ⁽⁸⁾	600,000	*
Vivek Raj ⁽⁹⁾	518,476	*
Kyle Sable ⁽¹⁰⁾	390,000	*
Robert S. Henderson ⁽¹¹⁾	389,666	*
Jorge L. Valladares III ⁽¹²⁾	286,000	*
Tracy Britt Cool ⁽¹³⁾	226,899	*
Bernt Iversen II ⁽¹⁴⁾	179,361	*
Sean Hennessy ⁽¹⁵⁾	161,250	*
Grant Bowman ⁽¹⁶⁾	100,000	*
All Executive Officers, Directors and Covered Persons as a group (14 persons):	15,263,371	10.0%

* Represents beneficial ownership of less than one percent (1%) of our outstanding shares of Common Stock.

- (1) Based on a Schedule 13G filed with the SEC on February 14, 2024. Consists of 21,600,000 shares of Common Stock 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.
- (2) Based on a Schedule 13G/A filed with the SEC on February 6, 2024. Consists of 11,606,564 shares of Common Stock 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 shares of Common Stock, but none have an interest in the shares of Common Stock of more than five percent of the total outstanding shares of Common Stock. BlackRock, Inc.'s principal business address is 55 East 52nd Street New York, NY 10055.
- (3) Based on a Schedule 13G/A filed with the SEC on February 13, 2024. Principal Global Investors, LLC has shared voting and shared dispositive power over 10,997,907 shares of Common Stock. The business address of Principal Global Investors, LLC is 801 Grand Avenue, Des Moines, IA 50392.
 - (4) Based on a Schedule 13G filed with the SEC on January 31, 2025. The Vanguard Group ("Vanguard") has shared power to vote or direct the vote of and dispose or direct the disposition of 8,211,593 shares of Common Stock. Vanguard's clients, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock. The business address for Vanguard is c/o 100 Vanguard Blvd., Malvern, PA 19355.
 - (5) Includes 3,965,105 shares of Common Stock held by the Cleveland Foundation in the Nick & Lorie Charitable Fund.
 - (6) Includes (i) 1,225,385 shares of Common Stock held in the Khouri Spousal Dynasty Trust 6/12/2024 of which Mr. Khouri is a trustee and (ii) 900,000 shares of Common Stock underlying options held by Mr. Khouri that are exercisable within 60 days of March 31, 2025.
 - (7) Includes 1,287,500 shares of Common Stock underlying options held by Mr. Goldberg that are exercisable within 60 days of March 31, 2025.
 - (8) Consists of 600,000 shares of Common Stock underlying options held by Mr. Emery that are exercisable within 60 days of March 31, 2025.
 - (9) Includes 47,250 shares of Common Stock underlying options held by Mr. Raj that are exercisable within 60 days of March 31, 2025.
 - (10) Consists of 390,000 shares of Common Stock underlying options held by Mr. Sable that are exercisable within 60 days of March 31, 2025.
 - (11) Includes 61,250 shares of Common Stock underlying options held by Mr. Henderson that are exercisable within 60 days of March 31, 2025.
 - (12) Includes 42,000 shares of Common Stock that are held in trust for the benefit of Mr. Valladares' children.
 - (13) Includes (i) 6,200 shares of Common Stock held by Ms. Cool's spouse and (ii) 47,250 shares of Common Stock underlying options held by Ms. Cool that are exercisable within 60 days of March 31, 2025.
 - (14) Includes 52,500 shares of Common Stock underlying options held by Mr. Iversen that are exercisable within 60 days of March 31, 2025.
 - (15) Includes 61,250 shares of Common Stock underlying options held by Mr. Hennessy that are exercisable within 60 days of March 31, 2025.
 - (16) Includes 100,000 shares of Common Stock underlying options held by Mr. Bowman that are exercisable within 60 days of March 31, 2025.

PROPOSAL 2 — ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (known as the Dodd-Frank Act) requires us to provide our stockholders with the opportunity to approve, on a nonbinding, advisory basis, the compensation of our NEOs.

We provide our stockholders with the opportunity to cast an annual advisory vote on the compensation of our NEOs as disclosed in the Compensation Discussion and Analysis, the compensation tables and the narrative disclosures that accompany those tables. At the Annual Meeting, we are asking our stockholders to approve, on an advisory basis, the compensation of our NEOs as disclosed in this Proxy Statement.

We encourage stockholders to review the Compensation Discussion and Analysis, the compensation tables and the related narrative disclosure on pages 19 to 29. As discussed in the Compensation Discussion and Analysis, we believe that our compensation policies and decisions are designed to incentivize and reward the creation of stockholder value.

We believe that our executive compensation program provides a fair and market competitive executive compensation that will attract, retain and reward high-performing employees and will incentivize our executives to meet short-term and long-term financial targets of the company and achieve individual performance goals.

Stockholder Vote Requirement

This proposal will be approved by a majority of the votes cast. Abstentions and broker non-votes will not be counted as votes “FOR” or “AGAINST” this proposal and will have no effect on the vote.

Proposal

On the basis of the Compensation Discussion and Analysis, the compensation tables and the related narrative disclosure on pages 19 to 29 of this Proxy Statement, we are requesting that our stockholders vote on the following resolution:

RESOLVED, that the compensation paid to the company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the CD&A, compensation tables and narrative discussion, is hereby APPROVED.

Non-Binding Vote

Although this Say on Pay vote on executive compensation is non-binding, the Board and the Compensation Committee will review the results of the vote and will take into account the outcome of the vote when determining future executive compensation arrangements.

Recommendation of the Board

The Board recommends that stockholders vote “FOR” adoption of the resolution approving the compensation of our named executive officers.

PROPOSAL 3 — RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2025 FISCAL YEAR

The Audit Committee has appointed KPMG LLP to continue to serve as the Company's independent registered public accounting firm for the year ending December 31, 2025. The Board has determined that it is in the best interest of the Company and its stockholders to request ratification of the appointment by the Company's stockholders. If the Company's stockholders do not ratify the appointment of KPMG LLP, the Audit Committee may reconsider the appointment of the registered public accounting firm for the 2025 fiscal year.

A representative from KPMG LLP is expected to attend the Annual Meeting virtually, and will have an opportunity to make a statement if they desire to do so and will be available to respond to questions from stockholders.

Change in Independent Registered Public Accounting Firm

On March 20, 2024, the Company disclosed in its Form 8-K that the Audit Committee (i) dismissed BDO USA, P.C. ("BDO"), its independent registered public accounting firm since 2021, effective as of March 18, 2024; and (ii) approved the appointment of KPMG LLP as its new independent registered public accounting firm.

The audit reports of BDO on the Company's consolidated financial statements as of and for the years ended December 31, 2023 and 2022 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the fiscal years ended December 31, 2023 and 2022, and the subsequent interim period through March 18, 2024, there were no "disagreements" within the meaning of Item 304(a)(1)(iv) of Regulation S-K and the related instructions between the Company and BDO on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to BDO's satisfaction, would have caused BDO to make reference thereto in its reports.

During the fiscal years ended December 31, 2023 and 2022, and the subsequent interim period through March 18, 2024, there were no "reportable events" within the meaning of Item 304(a)(1)(v) of Regulation S-K, except for the material weaknesses in the Company's internal controls over financial reporting for the fiscal year ended December 31, 2022, relating to (1) accounting for performance-based stock, (2) accounting and related disclosures related to business combinations and goodwill impairment assessment, specifically related to the determination of carrying value and review of valuation assumptions and (3) the business combination and its effects on the presentation of the statement of cash flows, equity issuance costs, and transaction costs and the judgments made in the determination of purchase consideration, all of which were reported in Part II, Item 9A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 and all of which were remediated as of December 31, 2023.

These reportable events were discussed among the Audit Committee and BDO. BDO was authorized by the Company to respond fully to the inquiries of KPMG LLP, the successor independent registered public accounting firm, concerning these reportable events.

BDO provided to the Company a letter stating that it agreed with the above statements, a copy of which was filed as Exhibit 16.1 to the Company's Form 8-K filed with the SEC on March 20, 2024.

Independent Registered Public Accounting Firm Fees

The following is a summary and description of fees incurred by the Company for the fiscal years ended December 31, 2024 and 2023.

Fees Paid to BDO

Fee Category	Year ended December 31, 2024	Year ended December 31, 2023
Audit Fees ⁽¹⁾	\$ 118,445	\$ 2,344,724
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total	\$ 118,445	\$ 2,344,724

(1) Audit fees for the year ended December 31, 2023 were for professional services rendered in connection with BDO's audit of our consolidated financial statements, quarterly reviews and statutory audits. Audit fees for the year ended December 31, 2024 were for professional services rendered in connection with BDO's audit of our consolidated financial statements for certain items pertaining to the years ended December 31, 2023 and 2022.

Fees Paid to KPMG LLP

Fee Category	Year ended December 31, 2024
Audit Fees ⁽¹⁾	\$ 1,865,002
Audit-Related Fees	—
Tax Fees	—
All Other Fees	—
Total	\$ 1,865,002

(1) Audit fees for the year ended December 31, 2024 were for professional services rendered in connection with KPMG LLP's audit of our consolidated financial statements, quarterly reviews and statutory audits.

Pre-Approval Policies and Procedures for Audit and Permitted Non-Audit Services

The Audit Committee requires that it preapprove all auditing services and permitted non-audit services, including the fees and retention terms thereof, to be performed for the Company by KPMG LLP, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act, which are approved by the Audit Committee prior to the completion of the audit.

Stockholder Vote Requirement

This proposal will be approved by a majority of the votes cast. Abstentions and broker non-votes will not be counted as votes "FOR" or "AGAINST" this proposal and will have no effect on the vote.

Recommendation of the Board

The Board believes the ratification of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2025 is in the best interest of the Company's stockholders and recommends that stockholders vote "FOR" the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2025.

Report of the Audit Committee

The Audit Committee is a committee of the Board comprised solely of financially literate independent directors as required by the listing standards of the New York Stock Exchange and the rules and regulations of the SEC. The Audit Committee is appointed by the Board to assist the Board in fulfilling its oversight responsibilities with respect to (i) the integrity of our financial statements and financial reporting process and systems of internal controls; (ii) the qualifications, independence, and performance of our independent registered public accounting firm; (iii) the performance of our internal audit function; and (iv) other matters as set forth in the charter of the Audit Committee approved by the Board.

Management is responsible for the preparation of our financial statements and the financial reporting process, including its system of internal control over financial reporting and its disclosure controls and procedures. The independent registered public accounting firm is responsible for performing an audit of our financial statements in accordance with the standards of the Public Company Accounting Oversight Board (“PCAOB”) and issuing a report thereon. The Audit Committee’s responsibility is to monitor and oversee these processes as more specifically set forth in its charter.

In connection with these responsibilities, the Audit Committee reviewed and discussed with management and the independent registered public accounting firm our audited consolidated financial statements for the fiscal year ended December 31, 2024. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the PCAOB. In addition, the Audit Committee received the written disclosures and the letter from the independent registered public accounting firm as required by the applicable requirements of the PCAOB regarding the independent registered public accounting firm’s communication with the Audit Committee concerning independence and has discussed with the independent registered public accounting firm their independence.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 that was filed with the SEC.

THE AUDIT COMMITTEE

Sean Hennessy, Chair

Robert S. Henderson

Bernt Iversen II

Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act or the Exchange Act that might incorporate future filings, including this proxy statement, in whole or in part, the Audit Committee Report above and the Compensation Committee Report above shall not be incorporated by reference into this proxy statement.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

ABOUT THIS PROXY STATEMENT

Why am I receiving these proxy materials?

You are receiving these proxy materials because you held shares of Common Stock of the Company on the Record Date for the Annual Meeting which will be held virtually on May 29, 2025, at 8:00 a.m., Central Time, or at any adjournment(s) or postponement(s) thereof.

The Company began furnishing the proxy materials to stockholders on or about April 18, 2025 and will bear the cost of soliciting proxies for the Annual Meeting. The proxy materials include our Notice of the Annual Meeting, Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2024. The proxy materials also include the proxy card for the Annual Meeting, which is being solicited on behalf of the Board. The proxy materials contain detailed information about the matters to be voted on at the Annual Meeting and provide updated information about the Company to assist you in making an informed decision when voting your shares.

GENERAL VOTING INFORMATION

Who is participating in this solicitation?

The Company has retained Georgeson LLC (the “Solicitor”) to aid in the solicitation of proxies and to verify certain records related to the solicitation subject to customary terms and conditions. The Company will bear the cost of soliciting proxies for the Annual Meeting. The Company will pay Solicitor a fee of \$12,500 as compensation for its services and will reimburse it for its reasonable out-of-pocket expenses. Our officers and certain of our employees may also solicit proxies by mail, telephone, e-mail or facsimile transmission. They will not be paid additional remuneration for their efforts. Upon request, we will reimburse brokers, dealers, banks and trustees, or their nominees, for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of shares of Common Stock.

What are my voting rights?

Each share of Common Stock is entitled to one vote on each matter. As of the Record Date, there were 148,775,583 shares of Common Stock outstanding and entitled to vote. There are no other outstanding voting securities of the Company entitled to vote at the Annual Meeting. A complete list of stockholders entitled to vote at the Annual Meeting will be open to the examination of any stockholder during normal business hours for ten days prior to and during the Annual Meeting at the Company’s offices at 8000 Maryland Avenue, Suite 350, Clayton, Missouri 63105.

I am a stockholder of record; how do I vote my shares?

If you are a stockholder of record as of the Record Date, you may vote by any of the following methods:

- Voting by Mail. If you choose to vote by mail, simply complete the enclosed proxy card, date and sign it, and return it in the postage-paid envelope provided. Your shares will be voted in accordance with the instructions on your proxy card.
- Voting by Internet. You may vote through the internet by visiting www.proxypush.com/PRM identified on your proxy card and following the procedures described on the website. Internet voting is available 24 hours a day, and the procedures are designed to authenticate votes cast by using a personal identification number located on your proxy card. The procedures permit you to give a proxy to vote your shares and to confirm that your instructions have been properly recorded. If you vote by internet, you should not return your proxy card.
- Voting by Telephone. You may vote your shares by telephone by calling the toll-free telephone number provided on your proxy card. Telephone voting is available 24 hours a day, and the procedures are designed to authenticate votes cast by using a personal identification number located on your proxy card. The

procedures permit you to give a proxy to vote your shares and to confirm that your instructions have been properly recorded. If you vote by telephone, you should not return your proxy card.

- Attending the Annual Meeting. You must register for and attend the 2025 Annual Meeting virtually as a stockholder to vote during the meeting. Please see the information below for how to attend the 2025 Annual Meeting. If you attend the 2025 Annual Meeting as a stockholder, you can follow the online instructions to vote your shares during the meeting.

What if I hold my shares in “street name”?

If your shares are held in street name, the Notice of Internet Availability of Proxy Materials (including a voting instruction form) are being forwarded to you by your bank, brokerage firm, or other nominee (the “bank or broker”). As the beneficial owner, you have the right to direct your bank or broker how to vote your shares by following the instructions on the Notice of Internet Availability of Proxy Materials or voting instruction form for voting on the internet or by telephone (if made available by your bank or broker with respect to any shares you hold in street name), or by completing and returning the voting instruction form, and the bank or broker is required to vote your shares in accordance with your instructions.

Can I revoke my proxy or change my vote?

Yes. You may revoke your proxy at any time prior to its exercise at the Annual Meeting. You may change your vote by either: (i) granting a new proxy bearing a later date (which automatically revokes the earlier proxy) whether made via the internet, by telephone or by mail; (ii) if you are a stockholder of record by (a) notifying the Secretary in writing at the Company’s offices at 8000 Maryland Avenue, Suite 350, Clayton, Missouri 63105, that you want to revoke your earlier proxy or (b) by attending the Annual Meeting and vote by ballot during the meeting. Your attendance at the Annual Meeting will not automatically revoke your proxy unless you vote by ballot during the Annual Meeting.

If you hold your shares in street name, you may change your vote by contacting your broker or other nominee and following their instructions.

How will my shares be voted if I submit a proxy card but do not specify how I want to vote?

If you sign your proxy card and return it without marking any voting instructions, your shares will be voted at the Annual Meeting or any adjournment(s) or postponement(s) thereof:

- “FOR” the election of all director nominees recommended by our Board (Proposal 1);
- “FOR” Proposals 2-3; and
- in the discretion of the persons named as proxies on all other matters that may properly come before the Annual Meeting or any adjournment or postponement thereof.

Despite this, our Board strongly urges you to mark your proxy card in accordance with our Board’s recommendations.

What constitutes a quorum at the Annual Meeting?

A majority in voting power of the Company’s shares of Common Stock issued and outstanding and entitled to vote at the Annual Meeting, present virtually or by proxy, will constitute a quorum, which is the minimum number of shares that must be present or represented by proxy at the meeting to transact business. All the shares of Common Stock present or represented will be counted as present to determine whether a quorum has been established.

What is the voting requirement to approve each of the proposals?

Proposal	Vote Required for Approval	Abstentions and Broker Non-Votes
1: Election of the seven director nominees;	Majority of votes cast	No impact
2: Say on Pay;	Majority of votes cast	No impact
3: Ratify the appointment of KPMG LLP as the independent registered public accountant for the year ended December 31, 2025;	Majority of votes cast	No impact

The affirmative vote of a majority of the votes cast is required to approve Proposals 1 through 3. You may vote “FOR” or “AGAINST” or “ABSTAIN” from voting for each of these proposals. Abstentions and broker non-votes will have no effect on the proposals.

What is a broker non-vote?

A broker non-vote occurs when a broker or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker or nominee does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

What happens if I hold shares in street name and do not submit voting instructions?

Under applicable rules that govern brokers who are voting with respect to shares held in street name, brokers ordinarily have the discretion to vote on “routine” matters (e.g., approval of the selection of independent public accountants) but not on non-routine matters (e.g., election of directors).

ATTENDING THE MEETING

How can I attend the Annual Meeting?

The Annual Meeting will be held in a virtual-only format via live webcast. No physical meeting will be held.

To register to attend the Annual Meeting, please visit www.proxydocs.com/PRM. You may begin logging into the Annual Meeting on the day of the meeting at 7:45 a.m., Central Time, which is 15 minutes in advance of the start of the meeting. We encourage you to register to attend the Annual Meeting prior to the 8:00 a.m., Central Time, start time to allow ample time to complete the check-in procedures.

You may log in using one of two options: (1) join as a guest or (2) join as a stockholder. To join as a guest, you will need to enter the information requested on www.proxydocs.com/PRM to register as a guest. If you enter the meeting as a guest, you will not be able to vote your shares or submit questions during the meeting.

If you were a registered holder or a beneficial owner as of the Record Date, you may join the Annual Meeting as a stockholder by entering the 12 or 16-digit control number found on the proxy card or voting instruction form previously received in connection with the Annual Meeting. If you are a beneficial owner as of the Record Date and you do not have a 16-digit control number, you should contact your bank, broker or other nominee (preferably at least 5 days before the meeting) and obtain a “legal proxy” in order to be able to attend and participate in the meeting. You must join the meeting as a stockholder to vote your shares or submit questions during the meeting.

If you were a participant in an employee benefit plan and you have a control number, you may join the Annual Meeting as a stockholder using that control number. Otherwise, you may join the meeting as a guest.

What if I need technical assistance accessing the virtual-only meeting?

The virtual meeting platform is fully supported across browsers (Internet Explorer, Firefox, Chrome and Safari) and devices (desktops, laptops, tablets and cell phones) running the most updated version of applicable software and plugins. Beginning 15 minutes prior to the meeting start, technicians will be available to assist you with any technical difficulties you may have in accessing the Annual Meeting webcast. If you encounter any

difficulties accessing the webcast, please call the technical support number that will be posted on the Annual Meeting website log-in page located at www.proxydocs.com/PRM.

May I ask questions at the Annual Meeting?

Stockholders will have the ability to submit questions prior to and during the Annual Meeting via the Annual Meeting website at www.proxydocs.com/PRM by following the instructions available on the Annual Meeting page. We intend to answer such questions during the Annual Meeting that are pertinent to the business of the meeting, as time permits. Rules of Conduct for the Annual Meeting, including the types of questions that the Company does not intend to address will be available on our website at www.perimeter-solutions.com prior to the meeting. Examples of questions that are not pertinent are questions related to general economic, political or other views that are not directly related to the business of the Annual Meeting, questions related to personal grievances and derogatory references to individuals.

If there are pertinent questions that cannot be answered during the Annual Meeting due to time constraints, we will post answers to a representative set of such questions (e.g., consolidating duplicative questions) on our website at www.perimeter-solutions.com. The questions and answers will be made available as soon as practicable after the Annual Meeting.

MORE INFORMATION

Where can I find voting results of the Annual Meeting?

We will announce the voting results for the proposals at the Annual Meeting and publish final detailed voting results in a Form 8-K filed with the SEC within four business days after the Annual Meeting.

Who should I contact if I have any questions or need assistance in voting my shares, or if I need additional copies of the proxy materials?

If you have any questions, please contact Solicitor toll-free at (888) 566-8006. Banks and brokers may call at (888) 566-8006.

OTHER MATTERS

Additional Meeting Matters

The Board knows of no additional matters that may come before the meeting other than those referred to in this Proxy Statement; however, if any additional matters should properly come before the meeting or any adjournment or postponement thereof, it is the intention of the persons named in the proxy to vote the proxy in accordance with their best judgment.

Delinquent Section 16(a) Reports

Compliance with Section 16(a) of the Exchange Act requires our executive officers, directors and persons who own 10% or more of a class of our equity securities to file ownership reports with the SEC. Based solely on a review of the reports filed with the SEC and written representations from our executive officers and directors, we believe that during 2024 all Section 16(a) filing requirements were complied with on a timely basis, except that one report for each of Messrs. Valladares, Khouri and Iversen were filed late due to inadvertent errors and promptly corrected.

Stockholder Proposals for the 2026 Annual Meeting of Stockholders

If any stockholder intends to present a proposal to be considered for inclusion in the Company's proxy materials in connection with the 2026 Annual Meeting of Stockholders pursuant to Rule 14a-8 under the Exchange Act, the proposal must be in proper form (per Regulation 14A, Rule 14a-8) and received by the Secretary of the Company on or before December 19, 2025. Stockholder proposals and director nominations pursuant to the advance notice provision of the Company's Bylaws to be presented at the 2026 Annual Meeting of Stockholders which are not to be included in the Company's proxy materials must be received by the Company no earlier than January 29, 2026, and no later than February 28, 2026, in accordance with the procedures in the Company's Bylaws.

Stockholders providing notice to the Company under Rule 14a-19 who intend to solicit proxies in support of nominees submitted under the advance notice provision of the Company's Bylaws for the 2026 Annual Meeting of Stockholders must comply with the advance notice deadline set forth above, the requirements of the Company's Bylaws and the additional requirements of Rule 14a-19(b).

Householding of Annual Meeting Materials

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of this Notice of the 2025 Annual Meeting of Stockholders, Proxy Statement and 2024 Annual Report may have been sent to multiple stockholders in your household, unless the Company has received contrary instructions from one or more stockholders. We will promptly deliver a separate copy of each document to you if you write the Company's Secretary at Perimeter Solutions, Inc., 8000 Maryland Avenue, Suite 350, Clayton, Missouri 63105, or call (314) 396-7343. If you want to receive separate copies of the notice of the annual meeting of stockholders, proxy statement and annual report in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker or other nominee record holder, or, if the shares are not held in "street name," you may contact the Company at the above address and phone number.

Stockholder Communications

Stockholders who wish to communicate with the Board, a Board committee or any such other individual director or directors, may do so by sending written communications addressed to the Board, a Board committee or such individual director or directors, c/o Secretary, Perimeter Solutions, Inc., 8000 Maryland Avenue, Suite 350, Clayton, Missouri 63105. The Company's General Counsel will open all stockholder communication for the sole purpose of determining whether the contents represent correspondence to any member of the Board or any group or committee of directors. Any stockholder communication that is not in the nature of advertising, promotions of product or service, or patently offensive material will be forwarded promptly to the member(s) of the Board to whom the stockholder communication is addressed. In the case of any stockholder communication to the Board or any group or committee of directors, the General Counsel's office will make sufficient copies of the contents to send to each director who is a member of the group or committee to which the envelope is addressed.

Miscellaneous

It is important that proxies be returned promptly to avoid unnecessary expense. Therefore, stockholders who do not expect to attend the Annual Meeting are urged, regardless of the number of shares of Common Stock owned, to please vote by submitting your proxy over the internet, by telephone or by completing, signing, dating and returning the enclosed proxy in the envelope provided as promptly as possible. If you attend the Annual Meeting and desire to vote by ballot, you may do so even though you have previously sent a proxy.

A copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2024, is included within the Annual Report provided with this Proxy Statement. The Annual Report does not constitute a part of the proxy solicitation material. Copies of exhibits filed with the Form 10-K are available, free of charge, upon written request. Requests should be made in writing to Noriko Yokozuka, Secretary of the Company, at the offices of Perimeter Solutions, Inc., 8000 Maryland Avenue, Suite 350, Clayton, Missouri 63105. The Company's filings with the SEC are also available, without charge, through the Investor Relations — SEC Filings link on the Company's website, www.perimeter-solutions.com, as soon as reasonably practical after filing. The Company's website and the information contained therein or connected thereto are not incorporated into this Proxy Statement.

By Order of the Board of Directors,



Noriko Yokozuka
General Counsel and Secretary

April 18, 2025

Annex A

Non-GAAP Financial Metrics

The Company provides non-GAAP financial measures for adjusted EBITDA, adjusted net income, and adjusted earnings per share data as supplemental information regarding the Company's business performance. The Company believes that these non-GAAP financial measures are useful to investors because they provide investors with a better understanding of the Company's past financial performance and future results. The Company's management uses these non-GAAP financial measures when it internally evaluates the performance of its business and makes operating decisions, including internal operating budgeting, performance measurement, and discretionary compensation.

Adjusted EBITDA

The computation of Adjusted EBITDA is defined as net income (loss) plus income tax expense, net interest and other financing expenses, and depreciation and amortization, adjusted on a consistent basis for certain non-recurring, unusual or non-operational items. These items include (i) restructuring and transaction related costs (ii) founder advisory fee expenses, (iii) stock compensation expense and (iv) foreign currency loss (gain). To supplement the Company's consolidated financial statements presented in accordance with U.S. GAAP, Perimeter is providing a summary to show the computations of adjusted EBITDA, which is a non-GAAP measure used by the Company's management and by external users of Perimeter's financial statements, such as debt and equity investors, commercial banks and others, to assess the Company's operating performance as compared to that of other companies, without regard to financing methods, capital structure or historical cost basis. Adjusted EBITDA should not be considered an alternative to net income (loss), operating income (loss), cash flows provided by (used in) operating activities or any other measure of financial performance or liquidity presented in accordance with U.S. GAAP (in thousands).

(Unaudited)	Year Ended December 31, 2024			Year Ended December 31, 2023		
	Fire Safety	Specialty Products	Total	Fire Safety	Specialty Products	Total
(Loss) income before income taxes	\$ (35,277)	\$ (11,586)	\$ (46,863)	\$ 36,073	\$ 25,510	\$ 61,583
Depreciation and amortization	51,365	14,353	65,718	51,178	13,677	64,855
Interest and financing expense	39,547	914	40,461	38,305	3,073	41,378
Founders advisory fees - related party	169,886	28,422	198,308	(85,422)	(23,059)	(108,481)
Intangible impairment	—	—	—	40,738	—	40,738
Non-recurring expenses ⁽¹⁾	5,559	1,819	7,378	2,687	1,359	4,046
Share-based compensation expense	8,545	4,304	12,849	592	1,004	1,596
Gain on contingent earn-out	—	—	—	(7,273)	—	(7,273)
Foreign currency loss (gain)	496	1,947	2,443	(664)	(991)	(1,655)
Adjusted EBITDA	\$ 240,121	\$ 40,173	\$ 280,294	\$ 76,214	\$ 20,573	\$ 96,787

(2) For the year ended December 31, 2024, \$6.6 million was related to the Redomiciliation Transaction and other non-recurring Luxembourg related costs, \$0.6 million was related to acquisition costs, and \$0.2 million was related to other non-recurring costs. For the year ended December 31, 2023, \$4.0 million was related to restructuring and other non-recurring costs.

Adjusted Earnings Per Share

The computation of Adjusted Earnings Per Share ("Adjusted EPS") is defined as adjusted net income divided by adjusted diluted shares. Adjusted net income is defined as net income plus amortization, certain non-recurring, unusual or non-operational items, and the tax impact of these non-GAAP adjustments. These adjustments include (i) restructuring and transaction related costs (ii) founder advisory fee expenses, (iii) stock compensation expense and (iv) foreign currency loss (gain). Adjusted diluted shares is the weighted average diluted shares outstanding, adjusted by adding dilution for options and warrants excluded under GAAP due to a net loss, less dilution related to Founders advisory fees. To supplement the Company's condensed consolidated financial statements presented in accordance with U.S. GAAP, Perimeter is providing a summary to show the computations of Adjusted EPS, which is a non-GAAP measure used by the Company's management and by external users of Perimeter's financial statements, such as debt and equity investors, commercial banks and others, to assess the Company's operating performance as compared to that of other companies, without regard to financing methods, capital structure or historical cost basis. Adjusted EPS and adjusted net income should not be considered alternatives to GAAP earnings per share ("GAAP EPS"), net income (loss), operating income (loss), cash flows provided by (used in) operating activities or any other measure of financial performance or liquidity presented in accordance with U.S. GAAP (in thousands, except share and per share data).

(Unaudited)	Year Ended December 31, 2024
GAAP net loss	\$ (5,905)
Adjustments:	
Amortization	55,032
Founders advisory fees - related party	198,308
Non-recurring expenses ⁽¹⁾	7,378
Share-based compensation expense	12,849
Foreign currency loss	2,443
Tax impact of non-GAAP adjustments ⁽²⁾	(106,715)
Adjusted net income	\$ 163,390
Shares used in computing GAAP Earnings Per Share (diluted)	145,713,439
Options ⁽³⁾	1,446,487
Warrants ⁽³⁾	49,876
Shares underlying Founders fixed advisory fees ⁽⁴⁾	—
Shares underlying Founders variable advisory fees ⁽⁵⁾	—
Shares used in computing Adjusted Earnings Per Share (diluted)	147,209,802
GAAP Loss Per Share (diluted)	\$ (0.04)
Adjusted Earnings Per Share (diluted)	\$ 1.11

- (1) For the year ended December 31, 2024, \$6.6 million was related to the Redomiciliation Transaction and other non-recurring Luxembourg related costs, \$0.6 million was related to acquisition costs, and \$0.2 million was related to other non-recurring costs.
- (2) The tax impact of non-GAAP adjustments reflects the total income tax expense commensurate with the non-GAAP measure of profitability.
- (3) The Company adds back the dilutive impact of options and warrants if amounts were excluded for purposes of GAAP EPS due to GAAP net loss during the period.
- (4) As of December 31, 2024, a maximum of 2.4 million shares were expected to be issued within 12 months under the Founders fixed advisory fee. On January 30, 2025, the founders elected to receive 1.8 million shares and \$6.7 million in cash to satisfy the 2024 Founders fixed advisory fee.
- (5) Based on period end market prices, no shares were issuable under the Founders variable advisory fee.

Your vote matters!



Have your ballot ready and please use one of the methods below for **easy voting**:

Your control number

Have the 12 digit control number located in the box above available when you access the website and follow the instructions.

Perimeter Solutions, Inc.

Annual Meeting of Stockholders

For Stockholders of record as of March 31, 2025
Thursday, May 29, 2025 8:00 AM, Central Time
Meeting to be held live via the Internet - please visit
<http://www.proxydocs.com/PRM> for more details.

YOUR VOTE IS IMPORTANT!

PLEASE VOTE BY: 8:00 AM, Central Time, May 29, 2025.



Internet:

www.proxypush.com/PRM

- Cast your vote online
- **Have your Proxy Card ready**
- Follow the simple instructions to record your vote



Phone:

1-866-977-4829

- Use any touch-tone telephone
- **Have your Proxy Card ready**
- Follow the simple recorded instructions



Mail:

- Mark, sign and date your Proxy Card
- Fold and return your Proxy Card in the postage-paid envelope provided



Virtual:

You must register to attend the meeting online and/or participate at www.proxydocs.com/PRM

This proxy is being solicited on behalf of the Board of Directors

The undersigned hereby appoints Haitham Khouri and Noriko Yokozuka (the "Named Proxies"), and each or either of them, as the true and lawful attorneys of the undersigned, with full power of substitution and revocation, and authorizes them to vote all the shares of common stock of Perimeter Solutions, Inc. which the undersigned is entitled to vote at said meeting and any adjournment thereof upon the matters specified and upon such other matters as may be properly brought before the meeting or any adjournment thereof, conferring authority upon such true and lawful attorneys to vote in their discretion on such other matters as may properly come before the meeting and revoking any proxy heretofore given.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED IDENTICAL TO THE BOARD OF DIRECTORS RECOMMENDATION. This proxy, when properly executed, will be voted in the manner directed herein. In their discretion, the Named Proxies are authorized to vote upon such other matters that may properly come before the meeting or any adjournment or postponement thereof.

You are encouraged to specify your choice by marking the appropriate box (SEE REVERSE SIDE), but you need not mark any box if you wish to vote in accordance with the Board of Directors' recommendation. The Named Proxies cannot vote your shares unless you sign (on the reverse side) and return this card.

PLEASE BE SURE TO SIGN AND DATE THIS PROXY CARD AND MARK ON THE REVERSE SIDE

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Please make your marks like this: ☒

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:

FOR ON PROPOSALS 1, 2 AND 3

PROPOSAL	YOUR VOTE			BOARD OF DIRECTORS RECOMMENDS
1. To elect as directors the seven nominees as set forth in the accompanying Proxy Statement with terms expiring at the 2026 Annual Meeting of Stockholders, or until their respective successors are elected and qualified.				
1.01 W. Nicholas Howley	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	FOR
1.02 William N. Thomdike, Jr.	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	FOR
1.03 Tracy Britt Cool	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	FOR
1.04 Sean Hennessy	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	FOR
1.05 Robert S. Henderson	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	FOR
1.06 Bernt Iversen II	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	FOR
1.07 Jorge L. Valladares III	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	FOR
2. To approve, on an advisory basis, the compensation of our named executive officers ("Say on Pay").	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	FOR
3. To ratify the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2025.	FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>	FOR
4. To transact such other business as may properly come before the Annual Meeting and at any adjournment or postponement thereof.				

Authorized Signatures - Must be completed for your instructions to be executed.

Please sign exactly as your name(s) appears on your account. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy/Vote Form.

Signature (and Title if applicable)

Date

Signature (if held jointly)

Date