

LATHAM GROUP, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Latham Group, Inc., a Delaware corporation (the “Company”), shall:

1. Identify and evaluate individuals qualified to become members of the Board, consistent with criteria approved by the Board, and evaluate director succession planning matters;
2. Evaluate and recommend to the Board the determination of the independence of directors and director nominees;
3. Recommend to the Board the director nominees for election at a stockholders meeting, as well as directors to be appointed to fill vacancies and newly created directorships on the Board, each consistent with the Company’s director qualifications criteria and any obligations under the Company’s contractual arrangements;
4. Develop and recommend to the Board the Company’s Corporate Governance Guidelines (the “Corporate Governance Guidelines”) and other key governance principles and policies of the Company, and monitor and administer such policies as appropriate;
5. Oversee environmental, social and governance initiatives, reporting and related activities; and
6. Oversee the self-evaluation of the Board.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the Corporate Governance Guidelines, the applicable independence requirements of the Nasdaq Stock Market (the “Exchange”) and any other applicable regulatory requirements, subject to any exceptions or cure periods that are applicable pursuant to the foregoing requirements. However, the members of the Committee shall not be required to meet the independence requirements of the Exchange during any period in which the Company is a “controlled company” within the meaning of the Exchange’s listing standards, unless the Board otherwise determines not to rely on the Exchange’s “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on the Exchange’s “controlled company” exemption, the members of the Committee shall meet the independence requirements of the Exchange within the periods required by the Exchange’s phase-in rules applicable to companies who cease to be “controlled companies.”

Members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve until resignation or removal (whether from the Committee or the Board) or death, and may be removed by the Board at any time with or without cause. The Committee's chairperson shall be designated by the Board on the recommendation of the Nominating and Corporate Governance Committee or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee. In the absence of the chairperson from a meeting, the chairperson shall select another member of the Committee to preside at such meeting.

The Committee may, in its discretion, make recommendations to the Board and seek Board approval, to the extent permitted under applicable law and Exchange rules.

The Committee may form and delegate authority to subcommittees from time to time as it sees fit, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company's Corporate Governance Guidelines and the Exchange.

III. Meetings

The Committee shall meet at least three times per year, or more frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's governing documents and applicable law. The chairperson shall be responsible for setting the agenda for Committee meetings, with input from management, other members of the Committee and the Board, as appropriate. A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. Committee actions may be taken by unanimous written consent.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board for approval the criteria for Board membership, including as to director independence and diversity, which criteria generally shall be set forth in the Corporate Governance Guidelines, and periodically review these qualifications with the Board.
2. Identify individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board, including whether directors should stand for re-election, and recommend to the Board the director nominees for the next annual meeting or any special meeting of stockholders, or persons to be appointed to the Board to fill vacancies on the Board resulting from death, disability, removal, resignation or an increase in Board size, provided that the Nominating and Corporate Governance Committee shall act in accordance with any obligations under the Company's contractual arrangements regarding the foregoing matters. As part of this process, the Committee shall formally review each director's continuation on the Board, including

the performance of such director, before such person's re-nomination upon the expiration of their term or as needed from time to time under any policies adopted by the Board. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems appropriate, including the requirements of the Company's by-laws, Corporate Governance Guidelines, applicable law, the requirements of the Exchange and any other criteria approved by the Board. In the case of a director to be appointed to fill a vacancy on the Board, the Committee shall recommend to the Board the class of directors for such person to serve.

3. Develop and periodically assess the Company's policies and procedures with respect to the consideration of director candidates or nominees submitted by stockholders of the Company and review the qualifications of such candidates or nominees pursuant to these policies and procedures.
4. Evaluate, and make recommendations to the Board, regarding the independence of directors and director nominees, and assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, each as provided under the requirements of the Corporate Governance Guidelines, the Exchange or any other applicable regulatory requirements.
5. Evaluate and make recommendations to the Board regarding director succession planning matters, including a director's change in primary job responsibilities and exceptions to the director retirement age policy as set forth in the Corporate Governance Guidelines.
6. Review and make recommendations to the Board regarding the directors to serve as members and chairs of the committees of the Board, in a manner consistent with the criteria approved by the Board and the Exchange, and periodically review such membership and chairs, including upon a new director being elected to or appointed by the Board.
7. Review and make recommendations to the Board with respect to the size, composition, leadership, organization and responsibilities of the Board and committees of the Board, subject to the Company's governing documents and any contractual obligations of the Company.
8. Review and make recommendations to the Board with respect to Board process, including the calendar, agenda and information requirements for meetings of the Board and its committees, executive sessions of non-management directors and executive sessions of independent directors.
9. Oversee the annual evaluation of the Board and its committees and present findings to the Board.
10. Develop, review and periodically assess, and make recommendations to the Board regarding, the Company's governing documents, the Corporate Governance Guidelines,

the Securities Trading Policy and any other corporate governance policies, practices and procedures, and monitor and administer such policies, as appropriate.

11. Develop and maintain the Company's orientation programs for new directors and continuing education programs for directors.
12. Review and discuss with management the Company's governance and director-related disclosures in its annual proxy statement and its Annual Report on Form 10-K with the U.S. Securities and Exchange Commission (the "SEC").
13. Review and make recommendations to the Board regarding any governance- or director-related proposals made by the Company or proposed by a stockholder to be included in the Company's proxy statement filed with the SEC.
14. Discuss with any Advisors and management the governance ratings and voting recommendations for stockholder meetings by key proxy advisory firms, and the underlying voting policies of such firms as well as significant stockholders. The chairperson or members of the Committee shall be available from time to time for stockholder engagement on governance and director-related matters.
15. Oversight of the Company's environmental, social and governance strategy, initiatives, policies, reporting, and related activities.
16. Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
17. Review its own performance annually.
18. Maintain minutes and records of meetings and activities of the Committee (including any unanimous written consents) in sufficient detail to convey the substance of all discussions held and actions taken and report regularly to the Board. Committee minutes and unanimous consents may be circulated to the members of the Board as the Board deems appropriate, or the chairperson of the Committee may report orally on any matter in such person's view requiring the attention of the Board as the Board deems appropriate.
19. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate in the efficient and lawful discharge of the Committee's responsibilities, including in light of changing business, legislative, regulatory and legal conditions.

V. Resources

The Committee shall have in its sole discretion, the authority to retain, obtain the advice of, or terminate director search firms, consultants, legal counsel and any other advisors (the "Advisors") to assist the Committee in its responsibilities. The Committee shall have the sole authority to determine the terms of engagement and oversee the work of any Advisors, and the extent of funding necessary (and to be provided by the Company) for payment of reasonable compensation to any Advisor or other third parties retained to advise or assist the

Committee and ordinary administrative expenses of the Committee and its Advisors that are necessary or appropriate in carrying out the Committee's duties.

The chairperson of the Committee, at the request of any member of the Committee, may request that any officer, employee or Advisor of the Company attend a meeting of the Committee or otherwise respond to Committee requests.