

LATHAM GROUP, INC.
AUDIT COMMITTEE CHARTER

I. Purpose

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Latham Group, Inc., a Delaware corporation (the “Company”), shall oversee:

- (a) The accounting and financial reporting processes of the Company and related internal control system;
- (b) The quality and integrity of the Company’s financial statements;
- (c) The independence, qualifications, retention, scope, performance and compensation of the Company’s independent registered public accounting firm (the “independent auditor”);
- (d) The performance, appointment and retention of the Company’s internal audit function;
- (e) The Company’s major financial risk exposures as well as its policies with respect to risk assessment and risk management;
- (f) The Company’s compliance with significant legal and regulatory requirements relevant to the Company’s financial reporting and internal controls, as well as the Company’s compliance and ethics programs;
- (g) The Committee’s report to be included in the Company’s annual proxy statement and other disclosures in the Company’s filings with the Securities and Exchange Commission (the “SEC”) related to the Committee’s activities; and
- (h) Such other matters as are assigned to the Committee by the Board pursuant to this Charter or as mandated under applicable laws, rules and regulations, including the Securities Exchange Act of 1934 and the rules promulgated thereunder, as amended (the “Exchange Act”), as well as the listing standards of the Nasdaq Stock Market (the “Exchange”) (collectively, the “Applicable Requirements”).

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. The members of the Committee are not full-time employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity for the Company. Management is responsible for the preparation, presentation and integrity of the Company’s financial statements (including that they are complete and accurate and are in accordance with Generally Accepted Accounting Principles (“GAAP”) and other Applicable Requirements), as well as the Company’s accounting and financial reporting principles, internal control over financial reporting, disclosure controls and procedures, and compliance with applicable laws and regulations. The Company’s independent auditor is responsible for performing audits of the Company’s consolidated financial statements and internal control over financial reporting in

accordance with the standards of the Public Company Accounting Oversight Board (U.S.) (“PCAOB”) and for expressing its opinions thereon. In fulfilling its duties and responsibilities hereunder, the Committee will be entitled to rely reasonably on (a) the integrity of those persons within the Company and the professionals and experts (such as the Company’s independent auditor) from whom it receives information, (b) the accuracy of the financial and other information provided to the Committee by such persons and (c) representations made by the Company’s independent auditor as to any services provided by such firm to the Company.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the independence, financial literacy and other qualifications required by the Company’s Corporate Governance Guidelines, Section 10A-3 of the Exchange Act and any other Applicable Requirements, subject to any exceptions or cure periods that are applicable pursuant to the foregoing requirements. At least one member of the Committee shall be an “audit committee financial expert” (as defined by the Securities and Exchange Commission (the “SEC)). Determinations of independence, financial literacy, experience and expertise shall be made by the Board as the Board interprets such qualifications in its business judgment.

No Committee member shall simultaneously serve on the audit committees of more than two other public companies unless the Board determines that such simultaneous service does not impair the ability of such member to effectively serve on the Committee and such determination is disclosed in accordance with the Applicable Requirements.

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 the Applicable Requirements.

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 Applicable Requirements.

III. Meetings

The Committee shall meet at least four times per year on a quarterly basis, or more frequently as required. 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

organizational 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

The Committee will be entitled to rely reasonably on (a) the integrity of those persons within the Company and the professionals and experts (such as) from whom it receives information, (b) the accuracy of the financial and other information provided to the Committee by such persons and (c) representations made by the Company's independent auditor as to any services provided by such firm to the Company.

To fulfill its responsibilities, the Committee shall:

With respect to the engagement of the Company's independent and other auditors:

1. Be directly responsible for (a) the appointment, compensation, retention, (including termination), scope and oversight of the work of the independent auditor, or other auditors as permitted by applicable law, engaged by the Company (including for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services or other work for the Company), and (b) the resolution of any disagreements between management and any such firm regarding financial reporting.
2. Have the sole authority to review in advance, and pre-approve (which may be pursuant to pre-approval policies and procedures) all audit or non-audit services to be provided by the Company's independent or other auditors as required by Section 10A of the Exchange Act, and to approve all related fees prior to payment by the Company and other terms of engagement; provided, that the Committee may delegate authority to one or more independent members to pre-approve such services, following which any such pre-approvals shall be presented to the full Committee at its next regularly scheduled meeting. The Committee shall also review and approve disclosures required to be included by the Company in periodic reports filed with the SEC under Section 13(a) of the Exchange Act with respect to audit and non-audit services.
3. At least annually, review and discuss with the Company's independent auditor, a formal written report from the Company's independent auditor (a) describing such firm's internal quality control procedures, (b) describing any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board (PCAOB review or inspection of such firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by such firm, and any steps taken to deal with any such issues (including any relevant matters to the Company) and (c) assessing such firm's independence, including delineating all relationships and

engagements that may reasonably be thought to bear on the independence of the auditor, including those between the auditor and the Company.

4. Confirm compliance with the “lead partner,” the “concurring partner” and the other “audit partner” rotation requirements under the Applicable Requirements, including Regulation S-X.
5. Review all reports and communications required to be submitted by the Company’s independent auditor to the Committee under Section 10A of the Exchange Act, the auditing standards of the PCAOB and other Applicable Requirements.
6. At least annually, evaluate the performance of the Company’s independent auditor, including the lead audit partner. In making its evaluation, the Committee should take into account the evaluation of the independent auditor by management and the internal audit function.
7. Review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the Company’s independent auditor.

With respect to the Company’s financial statements and other financial reporting:

8. Review and discuss the Company’s annual audited and quarterly unaudited financial statements with management (including the Company’s internal audit function) and the Company’s independent auditor, including disclosures made in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” to be included in the Company’s annual report on Form 10-K or quarterly reports on Form 10-Q.
9. Recommend to the Board whether the Company’s annual audited financial statements should be included in the Company’s annual report for filing with the SEC and timely prepare the report required by the SEC to be included in the Company’s annual proxy statement, if applicable, and any other reports of the Committee required by any Applicable Requirement.
10. Review and discuss with management and the Company’s independent auditor (a) major issues regarding, or significant changes in, the Company’s accounting principles and financial statement presentations, (b) analyses prepared by management or the Company’s independent auditor concerning significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including, among other things, the existence and substance of any significant accounting accruals, reserves or estimates that had a material impact on the financial statements and any significant litigation, contingencies or claims that had or may have a significant impact on the financial statements, and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.¹

11. Prior to the filing of any audited financial statements with the SEC, review with the Company's independent auditor (a) all critical accounting policies and practices used by the Company, (b) the critical audit matters determined by the independent auditor, (c) all alternative accounting treatments of financial information reported in GAAP related to material items that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the Company's independent auditor, (d) any reports or communications (and management's responses thereto) submitted to the Committee by the Company's independent auditor in accordance with PCAOB auditing standards, and (e) any other material written communications between the Company's independent auditor and management.
12. Periodically review separately with each of management, the Company's independent auditor and the internal audit function (a) any significant disagreement between management and the Company's independent auditor or the internal audit function in connection with the preparation of the financial statements, (b) any audit problems or difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information, and (c) management's response to each. The Committee shall discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.
14. Periodically discuss with the Company's independent auditor, without management being present, (a) their judgment about the quality, integrity and appropriateness of the Company's accounting principles and financial disclosure practices as applied in its financial reporting and (b) the completeness and accuracy of the Company's financial statements. Review and discuss with management and, if appropriate, the independent auditor, the Company's earnings press releases, including the use of non-GAAP financial measures and other "pro forma" or "adjusted" presentations, as well as financial information and earnings guidance provided to stockholders, analysts and rating agencies. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made), and each earnings release or each instance in which the Company provides earnings guidance need not be discussed in advance.
15. Review and discuss with management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons.
16. Review and discuss with management and the internal audit function the Company's major financial risk exposures and management's risk assessment and risk management policies

With respect to the internal audit function and internal controls:

17. Review, based on the person responsible for the Company's internal audit function and discussion with the independent auditor, the scope and plan of the work to be done by the internal audit function (which may be outsourced to a third party provider as deemed appropriate by the Company and the Committee), and the responsibilities, budget, audit

plan, activities, organizational structure and staffing of the internal audit function as needed.

18. Receive reports from the internal audit function on the status of significant findings and recommendations, and management's responses.
19. Review on an annual basis the performance of the internal audit function, including the leader of such function.
20. In consultation with the Company's management, independent auditor and the internal audit function, review the adequacy of the Company's internal control over financial reporting and disclosure controls and procedures designed to ensure compliance with laws and regulations, and any special audit steps adopted in light of material control deficiencies.
21. Review (a) the report prepared by management regarding management's assessment of the effectiveness of the Company's disclosure controls and procedures and, if applicable, internal control over financial reporting and (b) the Company's independent auditor's attestation and report on the assessment made by management, in each case, as and when required by Section 404 of the Sarbanes-Oxley Act of 2002, including any significant deficiencies or material weaknesses and remediation activities related thereto. Discuss with management, the internal audit function and the independent auditor any changes in internal control over financial reporting disclosed or considered for disclosure in the Company's periodic filings with the SEC.
22. Review with management and the Company's independent auditor any reports or disclosure submitted by management to the Committee as contemplated by the certifications required under Section 302 of the Sarbanes-Oxley Act of 2002. Review with management any management letters from the independent auditor and the steps management intends to take to address the issues raised by those letters.

With respect to the Company's compliance programs:

23. Monitor compliance with the Company's Code of Conduct and Business Ethics, and investigate or oversee the investigation regarding possible material violations of the Company's compliance and ethics programs. Oversee, review and discuss with management, at least annually, the implementation and effectiveness of the Company's compliance and ethics programs. Review and take appropriate action with respect to any reports to the Committee from legal counsel for the Company concerning any material violation of securities law or breach of fiduciary duty or similar violation by the Company, its subsidiaries or any person acting on their behalf. As appropriate, the Committee shall report and make recommendations to the Board with respect to these matters.
24. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of the Company or any

subsidiary or affiliate of the Company whose financial information is included in the Company's financial statements of concerns regarding questionable accounting or auditing matters.

25. Review and discuss with Company Counsel any legal and regulatory matters (including any investigations) that had or may have a significant impact on the Company's financial statements. Review and take appropriate action with respect to any reports to the Committee from legal counsel for the Company concerning any material violation of securities law or breach of fiduciary duty or similar violation by the Company, its subsidiaries or any person acting on their behalf.
26. Review and approve (a) any amendment to or waiver from the Company's Code of Conduct and Business Ethics for the chief executive officer and senior financial officers and (b) any public disclosure made regarding such change or waiver.
27. Develop and approve policies and procedures for the review, approval or ratification of related person transactions required to be disclosed pursuant to Item 404 of Regulation S-K, as may be amended from time to time, and any other applicable requirements (the "Related Person Transactions Policy"). Review the Related Person Transactions Policy at least annually and approve any changes to such policy. Oversee the implementation of and compliance with the Related Person Transactions Policy, including reviewing, approving or ratifying related person transactions, as appropriate, pursuant to such policy.
28. Review and discuss with management and the internal audit function the Company's major financial risk exposures, and management's risk assessment and risk management policies related to such exposures.
29. Review decisions by management to enter into derivative transactions and the related policies and processes of the Company, and oversee the use of such derivatives.
30. Periodically review the financial and risk mitigation aspects of the Company's significant insurance programs, including any significant self-insurance programs, if any.
31. Review and discuss with management and the independent auditor any SEC comment letter regarding the Company's SEC filings and the Company's responses.

With respect to the Committee's other authorities and responsibilities:

32. Review and assess the adequacy of this Charter annually and make recommendations to the Board regarding any changes deemed appropriate by the Committee.
33. Review its own performance annually.
34. 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 written 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.

35. Perform any other activities consistent with this Charter, the Company's organizational documents and the Applicable Requirements, as the Committee or the Board otherwise deems necessary or appropriate in the efficient and lawful discharge of the Committee's responsibilities, including in light of changing business, legislative, regulatory or legal conditions.

V. Resources

The Committee shall have the authority to conduct investigations into any matters within the scope of this Charter and to retain, obtain the advice of, or terminate independent legal, accounting and other advisors, consultants or professionals (collectively, "Advisors") to assist the Committee in its responsibilities and shall be directly responsible for overseeing the work of such Advisors. The chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or of the Company or the Company's independent auditor to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of (a) reasonable compensation to the Company's independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (b) reasonable compensation to any other Advisors retained to advise the Committee and (c) 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 any officer, employee or Advisor of the Company or the Company's independent auditor to attend a meeting of the Committee or otherwise respond to Committee requests.