

LATHAM GROUP, INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Latham Group, Inc., a Delaware corporation (the “Company”), shall have responsibility for the compensation of the Company’s officers (as defined by Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and referred to herein as “executive officers”), including the Company’s Chief Executive Officer (the “CEO”), and the non-employee directors of the Board, and for incentive compensation, equity-based and retirement plans as further provided in this Charter.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence and other compensation committee membership requirements of the Company’s Corporate Governance Guidelines, 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.”

If at any time the Committee includes a member who is not a “non-employee director” (“Non-Employee Director”) within the meaning of Rule 16b-3 under the Exchange Act and the rules and regulations promulgated thereunder, then either a subcommittee comprised entirely of individuals who are Non-Employee Directors or the Board shall approve any grants made to any individual who is subject to liability under Section 16 of the Exchange Act.

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 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

To fulfill its responsibilities, the Committee shall:

1. Review and approve, or make recommendations to the Board, with respect to the Company's compensation strategy to ensure it is appropriate to attract, retain and motivate senior management and other key employees.
2. Review and approve, or make recommendations to the Board, with respect to the executive compensation philosophy, policies and programs that in the Committee's judgment support the Company's overall business strategy.
3. Review and discuss, at least annually, the material risks associated with the Company's compensation structure, policies and programs for all employees to determine whether such structure, policies and programs encourage excessive risk-taking or are reasonably likely to have a material adverse effect on the Company, and to evaluate compensation policies, practices and programs that could mitigate compensation risks generally.
4. To the extent executive officer or non-employee director compensation is benchmarked, review and approve the Company's peer group for benchmarking for the applicable year.
5. On an annual basis, review and approve corporate goals and objectives relevant to the compensation of the Company's CEO and other executive officers, evaluate the CEO's and the executive officer's performance in light of those goals and objectives, and determine and approve CEO and other executive officer's compensation based on this evaluation. In evaluating, determining and approving the long-term incentive component of CEO and other executive officer compensation, the Committee may consider, among such other factors as it may deem relevant, the attraction, motivation and retention of executive officers, the Company's performance, stockholder returns, fostering an

ownership culture and focusing on long-term performance and long-term interests of stockholders, the target annual compensation (including the value of similar incentive awards) of other executive officers at the Company and at comparable companies, the results of the most recent stockholder advisory vote on named executive officer compensation required by Section 14A of the Exchange Act (the “Say-on-Pay Vote”) and the awards given to the executive officer in past years. No executive officer may be present during voting or deliberations relating to such person’s compensation.

6. Review and approve the Company’s incentive compensation, equity-based and retirement plans. With respect to each such plan, the Committee shall have responsibility for:
 - (a) administering the plan;
 - (b) setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate;
 - (c) approving that any and all performance targets used for any performance-based compensation plans have been met before payment of any bonus or compensation or vesting of any award granted under any such plans;
 - (d) approving all amendments to, and terminations of, all compensation plans and any awards under such plans;
 - (e) granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to executive officers; and
 - (f) exercising such other power and authority as may be delegated, permitted or required under a plan or as otherwise delegated by the Board.

In reviewing the Company’s incentive compensation, equity-based and retirement plans, the Committee may consider the plan’s administrative costs, current plan features relative to any proposed new features, the results of the most recent Say-on-Pay Vote and the performance of the plan’s internal and external administrators if any duties have been delegated. The Committee may delegate to management the power and authority to administer such plans for employees that are not executive officers, including the authority to make grants and awards of cash or options or other equity securities under the Company’s incentive-compensation or other equity-based plans and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the State of Delaware. In the event of such delegation, at each regular meeting of the Committee, the delegated officer(s) shall report to the Committee any equity awards made since the prior regular meeting.

Notwithstanding the foregoing, unless in its discretion it so elects, the Committee shall not oversee or administer any non-equity based incentive compensation plans for employees that are not executive officers.

7. Review and approve any employment, severance or similar agreement with an executive officer of the Company or any compensatory transaction with an executive officer of the Company, excluding de minimis matters consistent with past practice or provided to substantially all Company employees on a non-discriminatory basis.
8. Establish and periodically review policies and programs concerning perquisite benefits for executive officers.
9. Review and approve the Company's policy with respect to change-of-control or "parachute" payments. In reviewing the Company's policy with respect to change of control or "parachute" payments, the Committee may consider, among such other factors as it may deem relevant, the results of the most recent Say-on-Pay Vote on "parachute" payments, if any.
10. Review and make recommendation to the Board for approval the compensation of non-employee directors for their service to the Board, including taking into consideration any principles set forth in the Company's Corporate Governance Guidelines, and reviewing peer company and survey compensation practices and trends, from time to time in the Committee's discretion, to assess the propriety, adequacy and competitiveness of the Company's non-employee director compensation programs.
11. Approve compensation awards, including individual awards, as may be required to comply with applicable tax and state corporate laws.
12. Review and discuss with management the Company's compensation and human capital management disclosures in its annual proxy statement and its Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC"). Review and discuss the Company's Compensation Discussion and Analysis ("CD&A") with management and approve the Committee report to be filed with the SEC, which shall state based on its review and discussion of CD&A, its recommendation to the Board that CD&A be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
13. Review and make recommendations to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and make recommendations to the Board for approval the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote, as well as any other compensation-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 its Advisors and management the compensation 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 compensation matters.

15. Review and approve any Stock Ownership Guidelines for members of the Board and executive officers, and monitor compliance with such guidelines.
16. Review and recommend to the Board for approval one or more policies for the recovery of erroneously paid compensation (i.e., a clawback policy), including as required under applicable law or Exchange listing standards, and monitor compliance with such policies, including determining the extent, if any, to which the Company shall take action to recover or forfeit the compensation of any current or former employees.
17. Oversee the development and effectiveness of the Company's human capital management practices, policies and strategies.
18. Review and assess the adequacy of this Charter annually and make recommendations to the Board regarding any changes deemed appropriate by the Committee.
19. Review its own performance annually.
20. 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.
21. 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 or legal conditions.

V. Resources

The Committee shall have, in its sole discretion, the authority to retain, obtain the advice of, or terminate compensation consultants, independent legal counsel or other advisors (collectively, "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 Advisors 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.

Before retaining an Advisor for an applicable year (other than in-house legal counsel and any Advisor whose role is limited to consulting on broad-based, non-discriminatory plans or providing information that is not customized in particular for the Company (as described in Item 407(e)(3)(iii) of Regulation S-K)), the Committee shall consider the independence of such Advisor, including the independence factors relevant to the Advisor's independence from management specified in Exchange Listing Rule 5605(d)(3) and any other independence factors that it is required to consider by law or the Exchange rules. The Committee shall evaluate, on at least an annual basis, any conflicts of interest raised by the work provided by the

compensation consultant to the Committee having a role in determining or recommending the amount or form of executive officer or non-employee director compensation.

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.