HAYWARD HOLDINGS, INC.

CORPORATE GOVERNANCE GUIDELINES

1. Selection and Composition of Board of Directors.

1.1. Size of the Board. The charter and by-laws of Hayward Holdings, Inc. (the "Company") provide that the Company's board of directors (the "Board") shall consist of not less than three (3) nor more than fifteen (15) directors, with the exact number determined from time to time by resolution of the Board. The Board should neither be too small to maintain the needed expertise and independence nor too large to be efficiently functional. The general expectation is that the Board will consist of approximately twelve (12) directors, although the Board will periodically review the appropriate size and mix of the Board in light of the stated objectives below.

1.2. Selection of New Directors. The Board should be responsible for selecting its own members for election by the stockholders. The Board, however, delegates the process for identifying and reviewing candidates for director positions to the Nominating and Corporate Governance Committee, which will review recommendations put forward by the Chief Executive Officer.

1.3. Board Membership Criteria. The Nominating and Corporate Governance Committee is responsible for developing and recommending to the Board criteria for Board membership. It is the policy of the Board that directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Company's stakeholders. It is also the policy of the Board that the composition of the Board at all times adhere to the standards of independence promulgated by the New York Stock Exchange (the "NYSE") and as further described below under "*Director Independence*," subject to the "controlled company" exemption under Section 303A of the New York Stock Exchange Listed Company Compliance Manual. The Board believes that each director should possess a combination of skills, professional experience and diversity of viewpoints necessary to oversee the Company's business. In addition, it believes that there are certain attributes that every director should possess, as reflected in its membership criteria. Accordingly, the Board considers the qualifications of directors and director candidates individually and in the broader context of its overall composition and the Company's current and future needs. The Board must also consider diverse characteristics, including but not limited to, gender, age, ethnicity, disability, and sexual orientation, in any pool of candidates from which the Board nominees are chosen. Among other things, the Board has determined that it is important to have directors with the following skills and experiences: leadership experience, as directors with experience in significant leadership positions possess strong abilities to motivate and manage others and to identify and develop leadership qualities in others; knowledge of the Company's industry, which is relevant to understanding the Company's business and strategy; operations experience, as it gives directors a practical understanding of developing, implementing and assessing the Company's business strategy and operating plan; risk management experience, which is relevant to oversight of the risks facing the Company's business; financial/accounting experience, particularly knowledge of finance and financial reporting processes, which is relevant to understanding and evaluating the Company's capital structure, financial statements and reporting requirements; strategic planning experience, which is relevant to the Board's review of the Company's strategies and monitoring their implementation and results; climate change experience, as directors with experience measuring, managing and mitigating climate-related risk and capitalizing on the investment opportunities that climate change presents is increasingly relevant to the company's business; diversity, equity and inclusion experience, as the company's ability to attract and retain talent and maintain strong relationships with its local communities is increasingly dependent upon strong commitments, transparency, and progress; and supply chain experience, as the company is increasingly reliant upon the availability, quality, and responsible nature of the materials which it sources from around the globe to deliver its core products and services.

The Board also requires that each director be able to dedicate sufficient time and resources to ensure the diligent performance of his or her duties on the Company's behalf, including attending all Board and applicable committee meetings. In general, the Board does not have a policy limiting the number of other public company boards of directors upon which a non-employee director may sit. However, the Nominating and Corporate Governance Committee shall consider the number of other boards of directors (or comparable governing bodies), particularly with respect to public companies, on which a prospective nominee is a member. Although the Board does not impose a limit on outside directorships for non-employee directors, it does recognize the substantial time commitments attendant to membership on the Board and expects that directors devote all such time as is necessary to fulfill their accompanying responsibilities, both in terms of preparation for, and attendance and participation at, meetings.

1.4. Director Independence. An "independent" director shall be one who meets the qualification requirements for being an independent director under applicable laws and the corporate governance listing standards of the New York Stock Exchange, including the requirement that the Board must have affirmatively determined that the director has no material relationships with the Company, either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company. To guide its determination as to whether or not a business or charitable relationship between the Company and an organization with which a director is so affiliated is material, the Board, or a designated committee of the Board, may from time to time adopt categorical standards of independence.

The Board shall consist of such number of directors who are independent as is required and determined in accordance with applicable laws and regulations and requirements of the New York Stock Exchange and Securities and Exchange Commission rules.

The Board is willing to have members of senior management, in addition to the Chief Executive Officer, and other individuals who may not meet the above definition of independence, as directors. In addition, the Board believes that it may be beneficial for managers that do not serve on the Board to nonetheless attend Board meetings on a regular basis.

1.5. Majority Voting Policy for Uncontested Director Elections. In accordance with the Company's certificate of incorporation and bylaws, all directors are elected by a plurality of the votes cast in the election of directors. In the event of an uncontested director election (an election in which the number of nominees for election does not exceed the number of directors to be elected) where the votes "withheld" from a director nominee's election exceed the votes cast "for" that nominee's election, such nominee shall be required to submit his or her resignation to the

Board for its consideration. The Board will then have the opportunity to determine whether to accept or reject such tendered resignation. The Board, in making its decision, may consider any factors or other information that it considers appropriate or relevant.

The Board must act within 120 days following certification of the stockholder vote. Thereafter, the Board must promptly disclose, in a report furnished to the Securities and Exchange Commission, its decision regarding the tendered resignation, including its rationale for accepting or rejecting the tendered resignation. The Board may accept or reject a director's resignation. If the Board accepts a director's resignation, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board, in each case pursuant to the Company's bylaws. If a director's resignation is not accepted by the Board, such director will continue to serve until the next annual meeting of stockholders when such director's class is up for re-election and until his or her successor is duly elected, or until his or her earlier resignation or removal.

1.6. Chairperson of the Board. From time to time, the Board may appoint a standing Chairperson, who will preside at all meetings of the stockholders and of the Board, and is responsible for management of the Board's affairs, including enabling the Board to organize properly, functioning effectively, and fulfilling its responsibilities. However, the Board recognizes that there may be circumstances where no Chairperson will have been designated, in which case the Chief Executive Officer shall preside over each Board meeting at which the Chief Executive Officer is present, and if the Chief Executive Officer is not present, the Board will select a director to preside over each Board meeting. The Board will make such selections at such times that it believes are in the best interest of the Company.

The Board believes that it is in the best interests of the Company for the Board to periodically make a determination regarding whether or not to separate or keep separate, as the case may be, the roles of Chairperson and the Chief Executive Officer based on the then-current circumstances.

1.7. Directors Who Change Their Present Job Responsibility. It is the belief of the Board that directors who retire or otherwise change the principal occupation or background association they held when they were originally invited to join the Board should provide notice of the change to the Nominating and Corporate Governance Committee or the Board and offer to resign from the Board. The Board does not believe that directors who retire or otherwise change the principal occupation or background association they held when they were originally invited to join the Board should necessarily leave the Board. There should, however, be an opportunity for the Board to review the continued appropriateness of that director's membership under the circumstances. The Board also believes that each non-employee director should advise the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve as a member on another board of directors.

It is assumed that when the Chief Executive Officer resigns from that position that he or she should also offer his or her resignation from the Board to the Nominating and Corporate Governance Committee. Whether that individual continues to serve on the Board is a matter for discussion at that time between the Board and the new Chief Executive Officer.

A director, other than the Chief Executive Officer, who is also an employee of the Company, shall offer his or her resignation from the Board to the Nominating and Corporate Governance Committee contemporaneously with his or her retirement/resignation from the management of the Company. The Board should have an opportunity to review the continued appropriateness of that director's membership under the circumstances.

1.8. Director Term Limits. The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of potentially resulting in loss of the contribution of directors who over time have developed increasing insight into the Company and its operations and the special regulatory environment, and who therefore provide an increasing contribution to the Board.

The Board, in consultation with the Chief Executive Officer, should review each director's continuation on the Board prior to such director's re-nomination as a director. This will also allow each director the opportunity to confirm his or her desire to continue as a member of the Board.

2. Selection and Composition of Board of Directors.

2.1. Board Compensation Policy and Stock Ownership. The Compensation Committee shall have the responsibility for recommending to the entire Board the compensation and benefits for non-employee directors. It is appropriate for the Compensation Committee to report from time to time to the entire Board on the status of director compensation in relation to other U.S. publicly-held companies of comparable size operating in comparable industries. An executive officer of the Company serving as a member of the Board shall not receive additional compensation for their service as director.

The proposed changes in director compensation, if any, should come at the suggestion of the Compensation Committee, but with full discussion and concurrence by the entire Board. It is the policy of the Board that a portion of director compensation should be in the form of stock or stock-based instruments in order to align their interest with those of stockholders.

2.2. Evaluation of Board Performance. The Nominating and Corporate Governance Committee is responsible for reporting annually to the Board an evaluation of the overall performance of the Board. If the Nominating and Corporate Governance Committee so desires, it may be assisted by an outside consultant in making its assessment of the overall performance of the Board. The report should be delivered following the end of each fiscal year and should be discussed with the full Board at the same time, if applicable, as Board membership criteria is discussed.

The report will include an evaluation of, among other things: (i) composition and independence of the Board, (ii) access to and review of information from management; (iii) responsiveness of the Board to stockholder concerns; and (iv) maintenance and implementation of these corporate governance guidelines.

The Nominating and Corporate Governance Committee should evaluate the contribution of the Board as a whole and should specifically review areas in which the Board and/or management believes it could make a better contribution. The purpose of the evaluation is to increase the effectiveness of the Board, not to target individual directors.

2.3. Ongoing and Continuing Education. Under the direction of the Nominating and Corporate Governance Committee, each new director shall be provided an orientation program that includes appropriate materials, meetings with key management and visits to Company facilities. The Board may provide continuing education for directors, either individually, as a committee or as the entire Board, when circumstances suggest such education would confer a significant benefit.

2.4. Interaction with Institutional Investors, Press, Customers, Etc. The Board believes that management speaks for the Company. Individual non-employee Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that these members shall only do this with the knowledge of management, in accordance with Company policies, and, in most instances, at the request of management.

3. Meetings of the Board of Directors

3.1. Scheduling and Selection of Agenda Items for Board Meetings. The Board will determine the frequency and length of its meetings. It is the view of the Board that regular meetings at appropriate intervals are in general desirable for the performance of their responsibilities. In addition to regularly scheduled meetings, additional special meetings may be called upon appropriate notice at any time to address any special needs.

The Board will establish the agenda for each Board meeting, generally in consultation with and the assistance of management, and distribute it in advance to Board members. Each director is free to suggest the inclusion of items on an agenda, to raise at any Board meeting subjects that are not on the agenda for that meeting or to request the presence of or a report by any member of management. If the Chief Executive Officer is also Chairperson of the Board, a contact director should be specified for directors wishing to discuss issues or add agenda items that are not appropriately or best forwarded to the Chief Executive Officer. During at least one Board meeting each year, management will present to the Board the long-term strategic plan for the Company and the principal issues that it expects to face in the future.

3.2. Board Material and Presentations. Information and data that is important to the understanding of the business and matters to be considered at the Board meeting should be distributed in writing and in advance to directors. As a general rule, materials on specific subjects should be sent to directors sufficiently in advance so directors will be prepared to discuss questions they may have about the material.

The Board encourages management to schedule employees to present at Board meetings who (i) can provide additional insight into the specific matters being discussed because of personal involvement in these areas or (ii) have future potential that management believes should be given exposure to the Board.

3.3. Participation in Board Meetings. The Board expects directors to rigorously prepare for, attend and participate in all Board and applicable committee meetings. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee considers the director's past attendance at Board and committee meetings and participation in and contributions to the activities of the Board and the committees. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with his or her service as a director.

3.4. Access to Management and Employees. Each director is encouraged to keep himself or herself informed of the affairs of the Company between Board meetings through direct contact with employees and members of senior management, to whom each director will have complete access. It is expected that any such contact will be coordinated through the Chief Executive Officer and that each director will use judgment to assure that such access is not distracting to the business operation of the Company.

3.5. Access to Independent Advisors. The Board and its committees shall have the right at any time to retain independent outside accounting, financial, legal or other advisors, and the Company shall provide appropriate funding, as determined by the Board or the applicable committee, to compensate such independent outside advisers, as well as to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out his or her duties.

3.6. Meetings of the Non-Employee Directors. It is the policy of the Board to have separate meeting sessions for the non-employee directors periodically during regularly scheduled Board meetings to review matters concerning the relationship of the Board with the management directors and other members of senior management and such other matters as it deems appropriate. The non-employee directors shall not take any formal actions at these meetings, although they may subsequently recommend matters for full consideration by the Board.

The Board has not formally selected a director to preside at all meetings of non-employee directors. Instead, at meetings of the non-employee directors, the non-employee directors will designate a chairperson for each meeting. In order to allow interested parties the opportunity to make their concerns known to the non-employee directors, the Board may from time to time establish a procedure for these parties to communicate directly with the non-employee directors.

The independent directors should also hold an executive session at least once a year.

4. Committees of the Board of Directors

4.1. Number of Committees. The Board will establish committees from time to time to facilitate and assist in the execution of its responsibilities. These committees shall generally address issues that cannot be adequately addressed at larger Board meetings because of their complexity and technical nature, level of detail and time requirements or because of proper corporate governance principles.

The Board has three (3) standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. There may, from time to time, be occasions on which the Board deems it appropriate to form a new committee or disband a committee depending upon the circumstances. The Company shall comply with all rules and requirements of the New York Stock Exchange and the Securities and Exchange Commission relating to the constitution of key committees, including requirements relating to the independence of committee members.

Each committee shall have a written charter of responsibilities and authorities that shall be periodically reviewed by the Board. The Company has made the charters for the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee publicly available on the Company's website for review.

4.2. Assignment and Term of Service of Committee Members. The Board is responsible for the appointment of committee members and committee chairpersons, taking into account the desires and qualifications of individual members and the recommendations of the Nominating and Corporate Governance Committee. In making such appointments, the Board shall consider the rotation of committee membership and chairpersons at appropriate intervals, although the Board does not believe that rotation should be mandated as a policy.

4.3. Frequency and Length of Committee Meetings and Committee Agenda. The committee chairpersons, in consultation with the other committee members, will determine the frequency and length of committee meetings and, in consultation with and with the assistance of the appropriate members of senior management, develop the agenda for committee meetings. The agendas and meeting minutes of the committees will be shared with the full Board. Any director that is not a member of a particular committee may attend any committee meetings with the concurrence of the committee chairperson.

5. Leadership Development.

5.1. Formal Evaluation of Chief Executive Officer. The non-employee directors should evaluate the Chief Executive Officer annually, and the evaluation should be communicated to the Chief Executive Officer by the chairperson of the Compensation Committee. This evaluation should be based on clearly articulated criteria, including performance of the business, accomplishment of long-term strategic objectives and development of senior management. The evaluation will be used by the Compensation Committee in the course of its deliberations when considering the compensation of the Chief Executive Officer.

5.2. Succession Planning and Management Development. The Chief Executive Officer shall review succession planning and management development with the Board and the Nominating and Corporate Governance Committee on an annual basis. This succession planning includes the development of policies and principles for selection of the Chief Executive Officer, including succession in the event of an emergency or retirement.

Last updated October 17, 2022