

COMPENSATION COMMITTEE CHARTER

1. PURPOSE

The purpose of the compensation committee (the “Committee”) of the Board of Directors (the “Board”) of APi Group Corporation (the “Company”) is to discharge the Board’s responsibility relating to compensation of the Company’s executive officers in accordance with applicable rules and regulations.

2. COMPOSITION

The Committee shall consist of a minimum of three directors. The members and the Chair of the Committee shall be appointed and may be removed by the Board. All members of the Committee shall satisfy the applicable standards for independence of the New York Stock Exchange and any other applicable regulatory requirements.

3. RESPONSIBILITIES

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

- To assist the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer (the “CEO”).
- To review and approve corporate goals and objectives with respect to compensation for the Company’s CEO, evaluate the CEO’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors, determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of the CEO’s compensation, the Committee should consider the Company’s performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the Company’s CEO in past years.
- To determine and approve the compensation of, and awards granted to, non-CEO Company executive officers. The Committee shall be responsible for determining and approving all equity awards to non-CEO Company executive officers and other employees. The Committee may delegate to one or more officers of the Company the authority to make grants and awards of share rights or options to any persons other than the CEO under such of the Company’s incentive compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans and as permitted under applicable law. Any amendments to the terms of awards granted to employees under the Company’s plans shall be subject to approval by the Committee or, in the case of the CEO, by the Board.
- To review and approve the Company’s equity-based compensation plans, and review the Company’s incentive compensation plans. In particular, the Committee shall review and approve the target performance benchmarks, if any, and range of aggregate value of the Company’s annual incentive program for senior management. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
- To review on a periodic basis the form and amount of director compensation and recommend such compensation to the Board for approval.
- To ensure appropriate succession planning for the CEO and other key executive officers as determined by the Committee.
- To review and approve the annual Compensation Committee Report for inclusion in the Company’s proxy statement and to review and approve an annual report on executive compensation for inclusion in the Company’s proxy statement, or if the Company does not file a

proxy statement, in the Company's Annual Report on Form 10-K in compliance with the rules and regulations promulgated by the Securities and Exchange Commission.

4. RESOURCES, AUTHORITY AND EVALUATION

Subject to applicable law and listing requirements, the Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have authority to retain, at the Company's expense, independent counsel, compensation consultants and other advisors as the Committee may deem appropriate in its sole discretion to advise it with regard to any of its functions, duties, responsibilities and processes. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any counsel or advisor retained by the Committee, shall have sole authority to approve related fees and retention terms, and shall be provided with appropriate funding, as determined by the Committee, for payment of compensation to such counsel, consultants or advisors. In retaining advisors, the Committee shall take into consideration all factors relevant to the independence of such advisors including the following: (i) the provision of other services to the Company by the person that employs the advisor; (ii) the amount of fees received from the Company by the person that employs the advisor, as a percentage of the total revenue of the person that employs the advisor; (iii) the policies and procedures of the person that employs the advisor that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the advisor with a member of the Committee; (v) any securities of the Company owned by the advisor; and (vi) any business or personal relationship of the advisor with an executive officer of the Company.

The Committee shall regularly report its actions and any recommendations to the Board.

The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board. The Committee shall conduct an annual performance evaluation of the Committee.

Unless otherwise required by law or as provided by the organizational documents of the Company: (i) any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of the members of the Committee consent thereto (a) in writing or (b) by electronic transmission and such writings or transmissions are filed with the minutes of the Committee; and (ii) members of the Committee may participate in a meeting by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence at such a meeting.

Approved by the Board of Directors as of October 1, 2019