

THE CORPORATE GOVERNANCE GUIDELINES OF
PERELLA WEINBERG PARTNERS
AS ADOPTED AS OF JUNE 24, 2021

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “**Board**”) of Perella Weinberg Partners, a Delaware corporation (the “**Corporation**”), to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any Federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Certificate of Incorporation, as amended and restated from time to time (the “**Charter**”), or Amended and Restated Bylaws of the Corporation or the Agreement of Limited Partnership by and between the Corporation and the general partner. These Corporate Governance Guidelines are subject to modification from time to time by the Board.

I. THE BOARD’S ROLE AND RESPONSIBILITIES

A. Role of Directors

The business and affairs of the Corporation shall be managed by or under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairperson of the Board (the “**Chairperson**”) or the chairperson of the appropriate committee in advance of such meeting.

In addition, the Board acknowledges that effective directors maintain an attitude of constructive skepticism; they ask incisive, probing questions and require accurate, honest answers; they act with integrity and diligence; and they demonstrate a commitment to the Corporation, its business plans and long-term stockholder value.

B. The Board’s Goals

The Board’s goal is to build long-term value for the Corporation’s stockholders and to ensure the vitality of the Corporation for its members, employees and the other individuals and organizations who depend on the Corporation. To achieve these goals, the Board will monitor both the performance of the Corporation (in relation to its goals, strategy and competitors) and the performance of the Chief Executive Officer of the Corporation (the “**Chief Executive Officer**”), and offer him or her constructive advice and feedback.

II. BOARD LEADERSHIP

The Board does not require the separation of the offices of the Chairperson and the Chief Executive Officer. The Board shall be free to choose its Chairperson in any way that it deems best for the Corporation at any given point in time.

III. BOARD COMPOSITION

A. Size of the Board

The Board believes that it should generally have no fewer than 3 and no more than 15 directors. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability. The size of the Board could, however, be increased or decreased if determined to be appropriate by the Board in accordance with the stockholders agreement, dated June 24, 2021, by and between the Corporation and PWP Professional Partners LP (the “*Stockholders Agreement*”). For example, it may be desirable to increase the size of the Board in order to accommodate the availability of an outstanding candidate for director.

B. Independence of the Board

Pursuant to the exemption provided to “controlled companies” under the rules of the Nasdaq Stock Market LLC (the “*Nasdaq*”), for such time that the Corporation qualifies as a “controlled company,” the Corporation will not be required to have a majority of directors who qualify as independent directors (“*Independent Directors*”) under the listing standards of the Nasdaq. Once the Corporation ceases to qualify as a “controlled company,” and after any permissible phase-in period, the Board will be required to have a majority of Independent Directors. Once the Board has a majority of Independent Directors, the Board shall review annually the relationships that each director has with the Corporation (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Corporation). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Corporation (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Corporation) will be considered Independent Directors, subject to additional qualifications prescribed under the Nasdaq listing standards or under applicable law. The Board may adopt and disclose categorical standards to assist it in determining director independence. In the event that a director becomes aware of any change in circumstances that may result in such director no longer being considered independent under the Nasdaq listing standards or under applicable law, the director shall promptly inform the Chairperson.

C. Selection of New Directors

The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders, in each case in accordance with the Corporation’s Charter and Amended and Restated Bylaws and the Stockholders Agreement.

The Board will consider candidates recommended by stockholders. In considering candidates submitted by stockholders, the Board will take into consideration the needs of the

Board and the qualifications of the candidate. The Board may establish procedures, from time to time, regarding stockholder submission of candidates.

D. Board Membership Criteria

The Board shall be responsible for assessing the appropriate balance of criteria required of Board members and may apply several criteria in selecting nominees. At a minimum, the Board shall consider (a) whether each such nominee has demonstrated, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Corporation and (b) the nominee's reputation for honesty and ethical conduct in his or her personal and professional activities. Additional factors which the Board may consider include a candidate's specific experiences and skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, potential conflicts of interest and such other relevant factors that the Board consider appropriate in the context of the Board's needs.

E. Other Public Company Directorships

The Corporation does not have a policy limiting the number of other public company boards of directors upon which a director may sit, in general. However, the Board shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee or a director is a member. Directors shall provide prior written notice to the Chairperson of any proposed service on the board of directors of a public or private company.

Although the Corporation does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to Board membership and expects that the members of its Board be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at, meetings.

F. Directors Who Change Their Primary Job Responsibility

Directors who are also employees of the Corporation are expected to resign from the Board at the same time they leave employment with the Corporation. Directors shall tender their resignation from the Board in the event of any significant change in their primary job responsibilities. The Board does not believe that a director in this circumstance should necessarily leave the Board, but that the director's continued service should be re-evaluated. Accordingly, the Board (other than the director tendering his or her resignation if such director is on the committee), shall review the director's continuation on the Board in light of all the circumstances when considering whether to accept such proposed resignation or request that the director continue to serve on the Board.

G. Director Tenure

In connection with each director nomination recommendation, the Board shall consider the issue of continuing director tenure and take steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status

quo. The Board shall consider each director's performance and suitability in connection with each director nomination recommendation. The Board does not believe that term limits or a mandatory retirement age are necessary.

IV. BOARD MEETINGS

A. Frequency of Meetings and Attendance

There shall be at least one regularly scheduled meeting of the Board shall be held quarterly. All directors are expected to attend the annual meeting of stockholders, Board meetings and meetings of the Board committees on which they serve.

B. Selection of Agenda Items for Board Meetings

The Chairperson, in consultation with the Chief Executive Officer, shall prepare the agenda for each Board meeting. Board members are encouraged to suggest inclusion of items on the agenda or raise at any Board meeting topics that are not specifically on the agenda for that meeting.

C. Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

V. BOARD COMPENSATION

A director who is also an officer of the Corporation shall not receive additional compensation for such service as a director. The Corporation believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Corporation's stock through the payment of a portion of director compensation in Corporation stock, options to purchase Corporation stock or similar compensation. The Board will determine the form and amount of non-employee director compensation upon the recommendation of the Compensation Committee, which will periodically review the level and form of the Corporation's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Corporation's directors, including any charitable contributions by the Corporation to organizations in which a director is affiliated and consulting or other similar arrangements between the Corporation and a director. Changes to director compensation will be proposed to the full Board for consideration.

Director's fees (including any additional amounts paid to chairs of committees and to members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Corporation; *provided, however*, that a member of the Audit Committee may also receive fixed amounts of compensation under a retirement plan (including

deferred compensation) from the Corporation for prior service with the Corporation so long as such compensation is not contingent in any way on continued service.

VI. SELF-EVALUATION BY THE BOARD

The Board will conduct an annual self-assessment of its performance, as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and each committee. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Corporation. The Board will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and with respect to assignments of Board members to various committees.

VII. BOARD ACCESS

A. Board Access to Management

Board members shall have access to the Corporation's management and, as appropriate, to the Corporation's outside advisors. Board members shall coordinate such access through the Chief Executive Officer or the Corporate Secretary, and Board members will use judgment to ensure that this access is not distracting to the business operation of the Corporation. Normally it is management's job to formalize, propose and implement strategic choices and the Board's role to approve strategic direction and evaluate strategic results. However, as a practical matter, the Board and management will be better able to carry out their respective strategic responsibilities if there is an ongoing dialogue among the Chief Executive Officer, other members of top management and other Board members. To facilitate such discussions, members of senior management who are not directors may be invited to participate in Board meetings or other Board functions when appropriate.

B. Attendance of Management Personnel at Board Meetings

The Board encourages the Chief Executive Officer to bring members of management from time to time into Board meetings or other Board functions to (a) provide insight into items being discussed by the Board that involve management; (b) make presentations to the Board on matters that involve management; and (c) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board. Should the Chief Executive Officer desire to add additional members of management as attendees on a regular basis, this should be suggested to the Board for its concurrence.

VIII. OTHER BOARD TOPICS

A. Board Orientation and Continuing Education

The Corporation shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Corporation's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal

officers, internal auditors and independent auditors. Each director is expected to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Corporation shall pay all reasonable expenses relating to continuing director education.

B. Board Interaction with Institutional Investors, Analysts, Press and Customers

The Board believes that management generally should speak for the Corporation. It is suggested that each director shall refer all inquiries from institutional investors, analysts, the press or customers to the Chief Executive Officer or his or her designee.

C. Separate Sessions of Independent Directors

The Independent Directors of the Corporation shall meet in executive session without management on a regularly scheduled basis, but no less than four times a year. The Chairperson, if an Independent Director, shall preside at such executive sessions, or if the Chairperson is not an Independent Director or in such director's absence, an Independent Director designated by a majority of Independent Directors shall preside at such executive sessions.

IX. COMMITTEE MATTERS

A. Standing Board Committees

The Corporation shall have two standing committees: the Audit Committee and the Compensation Committee. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board. The Board may want, from time to time, to form a new committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

B. Independence of Board Committees

After any permissible phase-in period, the Audit Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to the Audit Committee, including the independence requirements under Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

Pursuant to the exemption provided to "controlled companies" under the Nasdaq listing standards, for such time that the Corporation qualifies as a "controlled company," the Compensation Committee will not be required to be composed entirely of Independent Directors. Once the Corporation ceases to qualify as a "controlled company," and after any permissible phase-in period, the Compensation Committee will be required to be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to the Compensation Committee.

C. Assignment and Rotation of Committee Members

The Board shall be responsible for assigning Board members to various committees and appointing the chairperson and members to the committees on an annual basis.

The Board shall annually review the committee assignments and shall consider the rotation of the committee chairperson and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

X. EXECUTIVE DEVELOPMENT

A. Selection of the Chief Executive Officer

The Board shall be responsible for identifying potential candidates for, and selecting the Corporation's Chief Executive Officer. In identifying potential candidates for, and selecting, the Corporation's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Corporation's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

B. Evaluation of Chief Executive Officer

The formal evaluation of the Chief Executive Officer shall be made in the context of the annual compensation review of the Compensation Committee, with input from the other non-management directors, and should be communicated to the Chief Executive Officer by the chairperson of the Compensation Committee. The evaluation shall be based on such criteria as the Compensation Committee, with input from the other non-management directors, shall determine, including performance of the business and accomplishment of long-term strategic objectives.

C. Succession Planning

The Board is responsible for planning for succession to the position of Chief Executive Officer, as well as certain other senior management positions. To assist the Board, the Chief Executive Officer shall periodically provide the Board with an assessment of persons considered potential successors to certain senior management positions and annually provide the Board with an assessment of other senior managers and their potential to succeed to the Chief Executive Officer position.

D. Management Development

The Board, led by the Compensation Committee, shall determine that a satisfactory system is in effect for education, development, and orderly succession of senior and mid-level managers throughout the Corporation.

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