

**THE AZEK COMPANY INC.**

**ANTI-BRIBERY POLICY**

This Anti-Bribery Policy (this “Policy”) provides guidelines to all directors, officers, employees, representatives, consultants, agents and others (such individuals, “AZEK Associates”) acting on behalf of The AZEK Company Inc. and its subsidiaries (collectively, the “Company” or “AZEK”) with respect to compliance with the requirements of the U.S. Foreign Corrupt Practices Act (the “FCPA”) and the anti-bribery and anti-corruption laws of those other jurisdictions in which we do business. This Policy has been adopted by the Company’s Board of Directors (the “Board”) and may only be amended by the Board.

**I. Policy Statement.** AZEK maintains this Policy prohibiting any improper or unethical payment to government officials or a party to a private commercial transaction anywhere in the world by any AZEK Associate. This Policy is designed to comply with the requirements of the FCPA and the anti-bribery laws of those other jurisdictions in which we do business. These laws generally prohibit bribes, kickbacks, or illegal payments to influence business transactions and require us to maintain accurate books and records and a system of internal controls.

**II. Policy Purpose.** This Policy states:

- No AZEK Associate has the authority to offer payments of money or anything else of value, whether directly or indirectly, to a government official or a participant in a private commercial transaction to improperly induce that person to affect any act or decision in a manner that will assist AZEK or any AZEK Associates to obtain or retain business.
- *Every AZEK Associate has the obligation to record accurately and fairly all of their transactions involving any expense of AZEK or any other transaction involving the disposal or transfer of AZEK assets.*

In addition to direct payments of money, other examples of prohibited payments would include the following made at the direction, or for the benefit, of a government official or a commercial business partner:

- gifts, or travel, meals, entertainment or other hospitality expenses;
- contributions to any political party, campaign or party official; or
- charitable contributions and sponsorships.

Facilitating payments are not authorized by this Policy. These are payments of small amounts to a foreign government employee to expedite or secure performance of a routine,

non-discretionary governmental action, such as properly obtaining visas, permits and licenses, police protection or utility services in a foreign country.

**III. Policy Scope.** This Policy extends to AZEK's operations anywhere in the world, including all subsidiaries, divisions, agents, consultants or other representatives, as well as to any joint venture or other business enterprise in which AZEK is a participant. The Anti-Bribery Policy is applicable to activities of individual AZEK Associates, as well as corporate and business unit programs, events, campaigns and other initiatives.

**A. Penalties.**

Violations by any AZEK Associate of the anti-bribery laws or this Policy will result in progressive discipline, up to and including possible termination of such AZEK Associate's employment or other relationship with AZEK. Violations by any AZEK Associate can also result in severe penalties for both AZEK and such individual.

For example, individuals can receive five years of imprisonment and a \$100,000 fine for each violation of the anti-bribery provisions of the FCPA, and 20 years imprisonment and a \$5 million fine for each violation of the record keeping provisions of the FCPA. In addition, under the U.K. Bribery Act 2010, bribery and corruption is punishable for individuals by up to ten years imprisonment and companies could face an unlimited fine.

The FCPA specifically prohibits a company from reimbursing an officer, director, stockholder, employee, or agent for fines imposed for violations of the FCPA, so any fines for violations for which you are responsible will be paid from your personal assets. In addition, and in accordance with AZEK's general legal compliance policy, AZEK will cooperate fully with law enforcement authorities in the investigation and prosecution of alleged violations of anti-bribery laws.

**B. Gifts, Travel, Entertainment and Other Expenses**

*Government Officials*

AZEK permits AZEK logo items (such as AZEK logo pen and pencil sets, shirts, hats and other similar items) to be given to government officials as modest gifts in the ordinary course of business, provided that:

- such gifts do not exceed U.S. \$25 in value;
- only one such item per calendar year be given to any single government official;
- presenting any such gift will be in conformity with the written laws of the country in which the gift has been made; and

- the AZEK Associate presenting such gift makes an immediate written report to such AZEK Associate's immediate supervisor or the Chief Legal Officer.

AZEK also permits reasonable expenditures for travel, meals and entertainment expenses legitimately related to tours of AZEK's facilities, training in the use of AZEK's products and services, or otherwise related directly to AZEK's promotion of its products and services, provided such expenditures are not extravagant and otherwise conform to the limitations in this Policy and to the laws and customs (as recognized by the written local law or a published judicial decision) of the country in which the expenditures are incurred. Before providing, directly or indirectly, any such travel, meals or entertainment expenditure for a government official, you must first obtain written permission from the Chief Legal Officer.

It will never be acceptable to offer any gift or incur any expense in expectation of receiving something in return (quid pro quo).

The following persons are considered "government officials":

- officers and employees of any government, department, agency, bureau, authority, instrumentality or public international organization;
- persons acting in an official capacity on behalf of a government;
- employees of entities that are owned or controlled by a government; and
- candidates for political office.

The U.S. Department of Justice and the U.S. Securities and Exchange Commission have adopted a very broad interpretation of what constitutes an instrumentality of a foreign government. For purposes of this Policy, any entity with significant governmental ownership or influence shall be viewed as an instrumentality of a foreign government.

#### *Commercial Partners*

Other than for gifts with a value of no more than U.S. \$50 given or received in the normal course of business, neither you nor your relatives may give gifts to, or receive gifts from, AZEK's current or prospective customers, suppliers or any other commercial partners. Presenting or accepting any other gifts to or from private commercial parties requires prior written approval from the Chief Legal Officer.

AZEK permits accepting or incurring proportionate and reasonable expenditures for travel, meals and entertainment expenses legitimately designed to show

appreciation to existing business partners, present products and services, or establish cordial business relations, provided that such expenditures:

- are not excessive and always appropriate to the nature of business relationship with the recipient;
- conform to the laws and customs (as recognized by the written local law or a published judicial decision) of the country in which the expenditures are incurred, as well as the policies, rules or codes of conduct of the recipient;
- do not place the recipient under an obligation or expectation to confer any business advantage in return for such hospitality (quid pro quo), or create an impression that the recipient's independence will be affected; and
- occur only occasionally.

Before providing or accepting, directly or indirectly, any travel, meals or entertainment expenditure reasonably valued at more than U.S. \$250 for each guest, you must first obtain written permission from the Chief Legal Officer.

It is crucial that entertainment should not be given or received on such a scale that it forms an inducement to enter into a business transaction or arrangement which would not otherwise be undertaken. Moreover, in no event may any gift or hospitality cause any other provision of this Policy or any provision of the Code of Conduct & Ethics to be violated, or put AZEK or you in a position that may cause embarrassment.

#### *Recordkeeping*

Any gift, entertainment or hospitality given will be accurately recorded, and no expenditure may be made with the express or implied agreement that it is to be used for any purpose other than as described by the records reflecting the expenditure.

### **C. Third Parties' Compliance with AZEK's Anti-Bribery Policy.**

AZEK's obligation of ethical and legal behavior includes and encompasses the activities of AZEK's agents, representatives, consultants and business partners (including joint venture partners). AZEK may be held accountable for the actions of third parties doing business in any market on behalf of AZEK, so every AZEK Associate must remain vigilant to ensure such third party's actions are consistent with this Policy. Willful ignorance of facts or circumstances which make it likely that bribery could be occurring will be a violation of this Policy and may amount to a violation of anti-bribery laws.

Before establishing a relationship with any third party to represent AZEK in any marketplace, sufficient due diligence must be performed to determine that the third party's commitment to ethical business practices is consistent with AZEK's high standards, this Policy and the AZEK Code of Conduct and Ethics. Any arrangement with such third party should include proper contractual provisions and monitoring procedures to ensure compliance with anti-bribery laws and consistency with this Policy. Particular care should be taken in any instance where the third party has interactions with government officials in the performance of its services on behalf of AZEK. Areas of due diligence inquiry, as well as appropriate contractual provisions to include in any agreement with these third parties, are available here.

**D. Red Flags.**

Among many other situations, the following situations, whether or not involving a government official, could expose AZEK and the individuals involved to a risk of a violation, and in most cases need to be reported as set forth below:

- Requests or demands for a bribe.
- Requests from a third party for AZEK to make payments (or portion of a payment) on behalf of the third party to someone else.
- Requests or suggestions that AZEK make a charitable donation to a particular charity.
- Requests for employment either on his or her own behalf or on behalf of another.
- A person with whom AZEK is dealing has a reputation for receiving questionable payments.
- A demand or strong suggestion that a particular local representative should be retained for any purpose.
- A non-governmental person with whom AZEK is dealing has a known family or other significant relationship with government officials.
- A request for an unusual or excessive payment, such as a request for over-invoicing, unusual up-front payments, or a request for payments to be made to a third party (or to a third country), to a foreign bank account, in cash or otherwise untraceable funds.
- A proposed agent or representative has little or no expertise or experience in the area (whether geographic, professional or otherwise) in which it will represent AZEK.

- A proposed agent or representative refuses to provide written assurances that he or she will not make any improper payments.
- A proposed agent or representative requests an unusually high commission.
- A proposed agent or representative fails to provide standard invoices.
- A potential governmental customer requests an unusual credit or rebate with or from AZEK in return for its business.
- Unusual bonuses or other amounts paid to agents or representatives of AZEK.

**E. Reporting Violations.**

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of fellow AZEK Associates. If you are aware of or suspect misconduct, you should report it to the appropriate level of management.

If you are still concerned after speaking with your [*insert appropriate person*] or feel uncomfortable speaking with them, you should (anonymously, if you wish):

- Contact the AZEK Ethics Hotline by:
  - Calling the Ethics Hotline directly at 1-877-874-8416; or
  - Emailing the Ethics Hotline at [www.alertline.com](http://www.alertline.com).
- Contact the AZEK Legal Department by phone at [•] or by email at [•]; or

Any reports that involve the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer or Chief Legal Counsel of AZEK will be immediately communicated to the Chairman of the Board of Directors and the Chairman of the Audit Committee.

Your calls, detailed notes and/or emails will be dealt with confidentially, unless it is necessary to share such information in order to address the matter appropriately. Regardless, you have the commitment of AZEK that you will be protected from retaliation for any report made in good faith.

Nothing in this or any other AZEK policy prohibits you from providing information to the U.S. Securities and Exchange Commission or any government agency in a manner contemplated by relevant law or regulation.

*A failure to report known or suspected wrongdoing in connection with AZEK's business of which an AZEK Associate has knowledge may, by itself, subject that individual to disciplinary action.*

**F. Administration of Anti-Bribery Policy.**

This Policy will be administered by AZEK's Audit Committee. Any violations of this Policy will be reported to the Audit Committee. The Audit Committee will be supported by AZEK's Internal Audit, Corporate Finance and Legal Departments.

**G. Further Information**

Should you have any questions about this Policy, please contact the AZEK Legal Department or the AZEK Ethics Hotline at 877-874-8416 or at [www.alertline.com](http://www.alertline.com).