

THE AZEK COMPANY INC.

**COMPENSATION COMMITTEE OF THE BOARD OF
DIRECTORS**

CHARTER

PURPOSE, DUTIES AND RESPONSIBILITIES

The purpose, duties and responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of The AZEK Company Inc. (the “Company”) are as follows:

1. Annually review and approve corporate goals and objectives relevant to Chief Executive Officer (“CEO”) compensation, evaluate, at least annually, the CEO’s performance in light of those goals and objectives and determine, or recommend to the Board to determine, and approve the CEO’s compensation. The Compensation Committee Chair and the Non-executive Chair of the Board shall review the performance of the CEO on at least an annual basis. In determining the CEO’s compensation, the Committee may consider, among other things, the Company’s performance and shareholder returns relative to comparable companies, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years. Compensation shall include salary, bonuses, equity, benefits and perquisites, if any, in each case as the Committee may determine or recommend.
2. Review, determine, or recommend to the Board to determine, and approve the compensation of the Company’s other executive officers, including, but not limited to, any direct report of the CEO.
3. Review and approve, or recommend to the Board to approve, the Company’s compensation and benefits plans and policies, including those with respect to incentive compensation plans and equity-based plans, policies and programs.
4. Approve grants and/or awards of restricted stock, stock options and other forms of equity-based compensation, and otherwise administer the Company’s equity incentive plans.
5. Review and approve, or recommend to the Board to approve, for the CEO and other executive officers of the Company, when and if appropriate, employment agreements, severance agreements and change in control provisions/agreements, and any amendments to or terminations of such agreements.
6. Review and, whenever necessary or appropriate, recommend that the Board approve or include executive compensation disclosures, including any Compensation Committee Reports, in the public filings of the Company with the Securities and Exchange

Commission, the listing exchange and any other regulatory bodies.

7. Review and make recommendations, as necessary or appropriate, to the Company's Board and Nominating and Corporate Governance Committee regarding (i) the Company's responses to shareholder proposals related to compensation matters, and (ii) other proposals by the Company relating to executive compensation and incentive compensation plans for inclusion in the Company's annual proxy statement.
8. Determine executive officer stock ownership guidelines and oversee compliance with such guidelines.
9. Establish and periodically review the compensation of the Board, including expense reimbursement policies, and establish any policies regarding ownership by Directors of the Company's common stock.
10. Oversee and administer any compensation recovery or recoupment policy applicable to the Company's executive officers that may be adopted by the Company from time to time.
11. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

COMMITTEE ADVISORS AND FUNDING

The Committee will have the authority, in its sole discretion, to obtain the advice of, retain, oversee, and/or terminate, any compensation consultant, independent legal counsel or other advisers to the Committee and to approve their terms of engagement, including compensation, as it determines necessary to carry out its duties and responsibilities. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such compensation consultant, independent legal counsel or other advisor and to pay any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The majority of Committee members must be present to constitute a quorum, and the majority of members present are required to pass a vote. The majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

COMPENSATION ADVISOR INDEPENDENCE EVALUATION

The Committee may select a compensation consultant, legal counsel or other adviser (excluding in-house legal counsel) only after taking into consideration all factors relevant to that person's independence from management, including the following factors as well as any other factors that may be required under the rules of the listing exchange, and the Securities Exchange Act of 1934, as amended (the "Exchange Act") (and the applicable rules thereunder), as they may be amended or promulgated from time to time: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the

amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

INDEPENDENCE

The Committee shall be composed entirely of “independent” directors in accordance with, and subject to any exemptions and cure periods under, the listing standards of the New York Stock Exchange (the “NYSE”) and the rules and regulations issued by the Securities and Exchange Commission (“SEC”). Further, as part of its determination of the independence of any director who will serve on the Committee as set forth in the Company’s Corporate Governance Guidelines, the Board will consider all factors specifically relevant to determining whether any such director has a relationship to the Company which is material to that director’s ability to be independent from management of the Company in connection with the duties of a Committee member, including, but not limited to (a) the source of compensation of such director, including any such consulting, advisory or other compensatory fee paid by the Company to such director, and (b) whether such director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company.

QUALIFICATIONS, MEETINGS, OPERATIONS & PROCEDURES

Reference is made to the Company’s Bylaws and the Corporate Governance Guidelines for Committee member qualifications; procedures for Committee member appointment and removal; and reports to the Board. The Board shall designate one member of the Committee as its chairperson.

The Committee shall hold, and to the extent possible each Committee member shall attend, regularly scheduled meetings and such other special meetings as are necessary to attend to the Committee’s duties and responsibilities. The schedules of meetings will, to the extent possible, be established well in advance of such meetings. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

To the extent possible and appropriate, management and Committee advisors should provide

Committee members with an agenda and written briefing materials in advance of Committee meetings, which Committee members should review in preparation therefor. Minutes and other records of meetings and activities of the Committee shall be maintained.

DELEGATION

The Committee may delegate authority to act upon specific matters within defined parameters to a subcommittee consisting of one or more members of the Committee, consistent with applicable law. Any such subcommittee shall have a charter and shall report any action to the full Committee at the next meeting. In addition, to the extent permitted by applicable law, as appropriate, the Committee may, if and to the extent determined by the Committee, delegate to management or management committees certain of its duties and responsibilities, including the authority to determine the individual amounts of grants to employees of the Company other than executive officers as defined by Rule 3b-7 under the Exchange Act.

PERFORMANCE EVALUATION AND REVIEW OF CHARTER

The Committee will conduct and review with the Board an evaluation of the Committee's performance at least annually. The evaluation will address subjects including the Committee's composition, responsibilities, structure, process and effectiveness and will compare the performance of the Committee with the requirements of this Charter.

The Committee will also review the Committee's Charter at least annually. The Committee will, as necessary or appropriate, make recommendations to the Company's management, the Nominating and Corporate Governance Committee or the Board, as a result of its performance evaluation and review of its charter.

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee may adopt such additional procedures and standards as it deems necessary or advisable from time to time to fulfill its responsibilities or comply with applicable laws, rules or regulations. In addition, the Committee may amend any procedures or standards set forth in this Charter as it deems necessary from time to time to comply with applicable laws, rules or regulations. This Charter, and any amendments thereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any shareholder of the Company who requests it.