

**THE AZEK COMPANY INC.**

**NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS**

**CHARTER**

---

**QUALIFICATIONS, MEETINGS, OPERATIONS & PROCEDURES**

The membership of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company will be determined in accordance with the requirements of and procedures set forth in the Bylaws and the Corporate Governance Guidelines.

The Board will appoint the initial members of the Committee meeting such requirements and designate the Committee’s Chairperson in accordance with the Bylaws. Candidates to fill subsequent vacancies in the Committee shall be appointed by the Board based on nominations by the Committee. The Board may determine Committee members’ term or terms and may remove any Committee member at any time.

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.

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.

**INDEPENDENT COUNSEL AND ADVISERS**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority, in its sole discretion, to engage, retain, approve reasonable fees and other retention terms of, and terminate independent counsel and advisers, including any search firm to assist the Committee in identifying Director candidates, and any compensation consultant to assist in connection with director compensation matters, in each case as it determines necessary or appropriate, without seeking approval of the Board or management, to carry out its duties and responsibilities. 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.

## **PURPOSE AND RESPONSIBILITIES**

The purpose and responsibilities of the Committee are as follows:

1. Identify and select the individuals that the Committee recommends to become Directors (as may be defined in the Bylaws), in accordance with the Company's Bylaws and criteria approved by the Board.
2. Recommend to the Board for nomination such selected individuals, including individuals proposed as shareholder nominees for Director, for election as Directors in accordance with the Bylaws of the Company, including, for the avoidance of doubt, at the annual meeting of stockholders, or, if applicable, at a special meeting of stockholders. Subject to the Bylaws and the Stockholders Agreement (as defined in the Bylaws), in the case of a vacancy in the office of a Director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In the case of a Director nominee to fill a Board vacancy created by an increase in the size of the Board, the Committee shall make a recommendation to the Board as to the class of Directors in which the individual should serve. The Committee shall consider all candidates recommended by the Company's shareholders in accordance with the procedures set forth in the Company's annual proxy statement.
3. Review the committee structure of the Board and the composition of each committee, and, after consultation with the Chairman of the Board and the Chief Executive Officer (the "CEO") (and others as the Committee may see fit), periodically make recommendations to the Board regarding the appointment of Directors to serve as members of each committee and as chairperson of each committee, including with respect to any vacancies on any committee.
4. Review the performance and qualifications of Directors and periodically evaluate the performance of the Board of the Company and the committees of the Board and management, including annual evaluations of the performance of the Committee. The evaluation of the Committee 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 shall also review the Committee's Charter at least annually. The Committee shall, at least once a year, report to the Board on its performance.
5. Review and recommend policies of the Board. This includes policies included in the Bylaws of the Company, the Charters of the committees of the Board, meeting administration matters, and any other policies of the Board.
6. Evaluate and recommend appropriate levels and terms for the Company's insurance for Directors and officers.
7. Review and make recommendations with respect to any shareholder proposal. To the

extent that a shareholder proposal relates to a matter that is overseen by another committee of the Board, then the input of such other committee shall be solicited.

8. Develop and recommend to the Board a set of Corporate Governance Guidelines, and periodically review and make recommendations with respect to such Corporate Governance Guidelines, the Company's Bylaws, its Code of Conduct and Ethics, its Disclosure Controls and Procedures and its Insider Trading Policy.
9. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
10. Oversee the Company's strategy on corporate social responsibility and sustainability and to develop and recommend to the Board for approval strategies, policies, related disclosures in public documents and other communications to stakeholders. The Committee shall, at least once a year, report to the Board on such strategies.
11. Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
12. Review and resolve potential conflicts of interest involving directors and executive officers.
13. Develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan"); review the Succession Plan periodically with the CEO, as may be needed; develop and evaluate potential candidates for CEO and recommend to the Board any changes to and any candidates for succession under the Succession Plan.
14. Perform such other duties as are delegated to the Committee under the Bylaws, the Charter of this Committee adopted by the Board, the Corporate Governance Guidelines or by resolution of the Board.

### **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, unless prohibited by applicable law, regulation or exchange listing standard. Any such subcommittee shall have a charter and shall report any action to the full Committee at the next meeting.

**As adopted by the Board of Directors Effective on June 12, 2020.**