

# THE AZEK COMPANY INC.

## AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

### CHARTER

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#### **PURPOSE**

The primary function of The AZEK Company Inc. Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of The AZEK Company Inc. (the “Company”) in fulfilling its oversight responsibilities related to (1) the quality and integrity of the financial statements of the Company, (2) the Company’s compliance with legal and regulatory requirements, (3) oversight of internal controls, (4) the qualifications, performance and independence of the Company’s independent registered public accounting firm, and (5) the performance of the Company’s internal audit function. In addition, the Committee shall prepare the audit committee disclosure to be included in the Company’s annual proxy statement.

#### **AUTHORITY; RESOURCES**

The Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to and shall:

- Be directly responsible for the appointment, determination of compensation, retention, oversight and termination of any registered public accounting firm employed by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (such accounting firm retained to perform the work of an independent auditor, an “external auditor” or “independent auditor”).
- Resolve any disagreements between management and the external auditors regarding financial reporting.
- Pre-approve, and adopt appropriate procedures for pre-approval of, all auditing and non-audit services of the external auditor.
- When appropriate and as needed, review, approve and recommend material financial transactions affecting the Company.
- Develop and recommend to the Board for approval a Company policy for the review and approval of related person transactions, and review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis and in accordance with the Company’s related person transaction approval policy.
- Engage and determine the compensation of any independent counsel, accountants, or others to advise the Committee, assist in the conduct of investigations or as otherwise deemed necessary by the Committee to carry out its duties.
- Seek any information it requires from employees – all of whom are directed to cooperate with the Committee’s requests – or external parties.

- Meet privately and on a periodic basis with Company officers, external auditors, internal auditors and, as necessary, outside counsel.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:

- Compensation to the independent auditors and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; The Audit Committee chairperson or an Audit Committee designee shall have the discretion to approve for payment any such non-audit services in excess of the annual budget so long as such services are considered de minimis as provided by law and the lesser of \$75,000 per fiscal year or as provided by law.
- Compensation of any advisers employed by the Committee.
- Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **COMPOSITION**

The Committee shall consist of not less than three directors, each of whom must meet the qualification and independence requirements of the NYSE listing rules and the independence standards set forth in Rule 10A-3 of the Securities Exchange Act of 1934. Each member of the Committee must be financially literate, as determined by the Board. At least one member of the Committee must have accounting or related financial management expertise, as determined by the Board. At least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise. The Board shall designate one member of the Committee as its chairperson. No member of the Committee may serve simultaneously on the audit committee of more than two other public companies without prior approval of the Board.

## **OUTSIDE ADVISORS**

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel or other advisors.

## **MEETINGS**

The Committee will meet at least four times a year and, in any event, at least quarterly, with authority to convene additional meetings, as circumstances require. All Committee members are expected to attend each meeting, in person or via tele- or video-conference. 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. The Committee will invite members of

management, auditors or others to attend meetings and provide pertinent information, as necessary. Each regular Committee meeting will be concluded with an executive session of the Committee, without members of management. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

## **RESPONSIBILITIES**

The Committee will carry out the following responsibilities:

### **Financial Statements:**

- Meet with the Company’s external auditors and management to review and discuss the annual audited financial statements and quarterly financial statements, including reviewing the Company’s disclosures within the footnotes to the financial statements.
- In connection with review of the annual financial statements, consider and discuss with the Company’s external auditors and management:
  - Significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
  - The results of the audit, including any audit problems or difficulties and management’s response thereto, including (1) any restrictions on the scope of the external auditors’ activities or access to required information, (2) any significant disagreements with management, (3) any accounting adjustments that were noted or proposed by the external auditors but were “passed” (as immaterial or otherwise), (4) any communications between management and the external auditors’ national office with regard to significant auditing or accounting issues presented by the engagement, and (5) any “management” or “internal control” letter issued, or proposed to be issued, by the Company’s external auditors.
  - Whether the financial statements are complete, consistent with information known to Committee members, and reflect appropriate accounting principles (including such principles as are promulgated by the Financial Accounting Standards Board (“FASB”)) Any appropriate matters regarding accounting principles, practices and judgments and the external auditors’ opinion as to the quality thereof and any items the external auditors are required to communicate to the Committee in accordance with standards established and amended from time to time by the FASB.
  - Any other material written communications between the external auditor and the Company’s management, such as any management letter or schedule of unadjusted differences.
  - The form of audit opinion the independent auditors propose to render.
- Understand how management develops interim financial information, and the nature and extent of internal and external audit involvement.
- Review and discuss earnings press releases and generally discuss the type and presentation of (1) information to be included in earnings press releases (in particular any use of “pro forma” or “adjusted” non-GAAP information) and (2) financial

information and earnings guidance provided to analysts and rating agencies.

- Review and discuss the annual audited financial statements, and quarterly financial statements and related reports including “Management’s Discussion and Analysis of Financial Condition and Results of Operations” to be included in the Company’s periodic reports.
- Based on such review of the audited financial statements and of the independence of the external auditors, as further described below, provide the Board with a recommendation as to the inclusion of the Company’s financial statements in the Company’s annual report on Form 10-K and produce the audit committee report required to be included in the Company’s proxy statement.

### **Finance Activities:**

- Provide oversight with respect to the capital structure, and key financial ratios of the Company, and make recommendations with respect to the Company’s treasury policies.
- Review the Company’s liquidity position, including the Company’s credit facilities.
- Review and recommend, if needed, to the Board any issuance of debt securities or engaging in other forms of material financing (other than any financing calling for the issuance of common stock) on the part of the Company or any of its subsidiaries or affiliates.
- Oversee compliance with financial covenants and authorize the prepayment, redemption, repurchase or defeasance of material indebtedness of the Company.
- Review the Company’s credit ratings and monitor its activities with respect to credit rating agencies.
- Annually review the Company’s insurance programs.
- Annually review the Company’s delegations of financial authority, including the thresholds for which management must seek Board approval, and recommend any changes to the full Board.

### **Internal Control:**

- Understand and assess the processes and controls management has put in place and understand whether those processes and controls are designed and operating effectively. Assess the scope of internal and external auditors’ review of internal controls over financial reporting, and obtain reports of significant findings and recommendations, together with management’s responses.
- Consider and discuss with the Company’s external auditors and management any major issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies.
- Advise management, the internal audit department and the independent auditors of requirement that they are expected to provide to the committee a timely analysis of significant issues and practices relating to accounting principles and policies financial reporting and internal control over financial reporting.
- Annually review the process for communicating and monitoring compliance with the code of conduct. Regularly review reports of code violations.

- Establish and maintain procedures for receipt, retention, and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters, and the confidential anonymous submissions by employees of concerns regarding these matters.
- Review scope and staffing of the annual audit.
- Review and discuss estimates made by management having a material impact on the financial statement
- Review the form of opinion, the independent auditors propose to render to the Board and shareholders
- Review and discuss with the CEO and CFO the existence of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are likely to adversely affect the Company's ability to record, process summarize and report financial information, and the existence of any fraud whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting and any issues arising under their certifications of the Company's quarterly and annual reports filed with the SEC
- Review and discuss with management and the independent auditors any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
- Review and discuss significant changes to the Company's auditing and accounting policies, controls, procedures and practices proposed or contemplated by the independent auditors, the internal audit department, or management.

#### **Internal Audit:**

- Review the regular internal reports to management prepared by the internal audit function and managements' response.
- Review with management the charter, plans, activities, budget, staffing, and organizational structure of the internal audit function.
- Approve the internal audit charter and risk-based audit plan on no less than an annual basis.
- Review the annual enterprise risk assessment plan.
- Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the Director or Vice President of Internal Audit.
- Review the effectiveness of the internal audit function.
- On a regular basis, meet separately with the head of the internal audit department.
- Ensure that the internal audit function has adequate resources.

#### **External Audit:**

- Committee shall be responsible for the appointment, compensation, retention and oversight of the independent auditor in preparing or issuing an audit report or

performing other audit, review or attest services for the Company.

- Communicate with the external auditors, who will report directly to the Committee.
- Review the external auditors' proposed audit scope and approach.
- Review and discuss with the external auditors and with management the results of the annual audit of the Company's consolidated financial statements and the Company's unaudited interim financial statements.
- Review with management and the Company's independent auditors: any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.
- Review and discuss with the independent auditor any problems or difficulties encountered in the course of the audit and management's response. Oversee the resolution of disagreements between management and the independent auditor if they arise.
- Review and discuss with the Company's independent auditors (1) all critical accounting policies and practices to be used in the audit; (2) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (3) other material written communications between the auditors and management.
- Direct the independent auditor to prepare and deliver annually a statement as to independence consistent with PCAOB's Independence Rule 3526, Communicating with Audit Committees Concerning Independence (it being understood that the independent auditor is responsible for the accuracy and completeness of this statement).
- Review and confirm the independence of the external auditors by obtaining statements from the auditors on a regular basis, not less than once per year, describing (1) the external auditors' internal quality-control procedures; (2) any material issues raised by (a) the most recent internal quality-control review or peer review of the auditing firm, or (b) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues; and (3) all relationships between the external auditors and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the auditors' independence.
- Establish clear policies for the Company's hiring of current or former employees of the external auditors.
- On a regular basis, meet separately with the external auditors.
- Discuss with the independent auditors any significant issues arising from the most recent PCAOB inspection of the independent auditors, to the extent relevant to the Company, including the independent auditor's response to any identified accounting deficiencies.
- Review and evaluate the qualifications, performance and independence of the

independent auditor and the lead partner of the independent auditors.

- Discuss with management and independent auditors the timing and process for implementing the rotation of the lead audit partner, the concurring partner and any other active audit engagement team member.
- Obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act.
- Discuss with the independent auditors material issues on which the national office of the independent auditor was consulted by the Company's audit team.

### **Compliance and Risk Management:**

- Review guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company assess and manage the Company's exposure to risk, and discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
- Review the findings of any examinations by regulatory agencies, and any auditor observations.
- Review the process for communicating the code of conduct to company personnel, and for monitoring compliance therewith.
- Obtain regular updates from management and company legal counsel regarding legal, compliance or regulatory matters, in particular those that may have a material effect on the financial statements or the Company's business.

### **Reporting Responsibilities:**

- Regularly report to the Board about Committee activities, issues, and related recommendations.
- Provide an open avenue for communication between internal audit, the external auditors, and the Board.
- Review any other reports the Company issues that relate to Committee responsibilities.

### **Other Responsibilities:**

- Review and assess the adequacy of the Committee charter and recommend proposed changes to the Board at least annually and ensure appropriate disclosure as may be required by law or regulation.
- Evaluate the Committee's and individual members' performance on a regular basis, not less than once per year.
- Annually review and address Committee membership composition to ensure that members possess the independence, knowledge and experience to be effective. Consider and plan for succession of Committee members.
- Determine the appropriate funding to be provided by the Company for payment of those ordinary administrative expenses which are necessary or appropriate to carry out

the Committee's duties and responsibilities.

- Perform other activities related to this charter as requested by the Board.
- Confirm annually that all responsibilities outlined in this charter have been carried out.