

THE AZEK COMPANY INC.

CORPORATE GOVERNANCE GUIDELINES

These Corporate Governance Guidelines (these “Guidelines”) describe certain principles and practices that The AZEK Company Inc.’s Board of Directors (the “Board”) will follow in carrying out its responsibilities. In these Guidelines, The AZEK Company, Inc. is referred to as the “Company.” These Guidelines supplement the Company’s Bylaws (the “Bylaws”) and the charters of the Board’s committees and, in the event of a conflict, will be controlled by such documents.

Board Composition

Size of the Board. The size of the Board will be determined in accordance with the Bylaws. The size of the Board should facilitate substantive discussions of the whole Board in which each director can participate meaningfully.

Independent Directors. The Company shall have a board consisting of a majority of independent directors, and its Compensation Committee, Nominating and Corporate Governance Committee and Audit 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”). In addition, Audit Committee members shall be affirmatively determined by the Board to be independent pursuant to Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Further, each member of the Compensation Committee shall qualify as a “non-employee” director within the meaning of Section 16(b) of the Exchange Act.

On at least an annual basis (and whenever an individual is considered by the Nominating and Corporate Governance Committee for election as a director), management will collect information from the Company’s records and, as appropriate, from the individual directors and nominees to become directors, to conduct an analysis of each current or prospective director’s eligibility to be classified as independent. This analysis shall address each individual’s eligibility to be classified as independent for purposes of serving on the Board and on each of the Board’s committees. This analysis shall be submitted to the Nominating and Corporate Governance Committee, which shall make a recommendation regarding each individual’s independence to the full Board, which in turn shall make the final determination of each individual’s independence.

The Board has adopted the following categorical standards, in addition to the standards for independence established under the listing standards of the NYSE and the applicable rules and regulations issued by the SEC, which it may amend or supplement from time to time. A director will not be independent if:

- (i) the director is, or has been within the last three years, an employee of the Company and its consolidated subsidiaries, or an immediate family member of the director is, or has been within the last three years, an executive officer of the Company; or

- (ii) the director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director and committee fees and pensions or other forms of deferred compensation for prior service with the Company (provided such compensation is not contingent in any way on continued service); or
- (iii) (A) the director is a current partner or employee of a firm that is the Company's internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and personally works on the Company's audit, or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time; or
- (iv) the director or an immediate family member is, or has been with the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee; or
- (v) the director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues; or
- (vi) the Nominating and Corporate Governance Committee so decides in light of fees and emoluments that exceed what are customary, charitable contributions by the Company to organizations with which the director is affiliated, consulting contracts with the director or other indirect forms of compensation to the director.

To supplement the annual process described above, it shall be the responsibility of each director to inform promptly the Chief Legal Officer of any development that may affect the director's independence in that director's judgment.

Director Qualifications and Diversity of Board Members. In addition to the size and independence considerations described above, the composition of the Board should also encompass a broad range of skills, expertise, industry knowledge, diversity of opinion and perspectives, including diversity of age, gender, ethnicity/race, education other attributes and experiences relevant to the Company's business.

Selection and Election of Directors. The Nominating and Corporate Governance Committee shall identify, review and recommend candidates for the Board. The Board believes in policies of diversity and inclusiveness. Board member candidates are identified and considered based upon diversity of skills, expertise, industry knowledge, diversity of opinion and perspectives, and other attributes. The Nominating and Corporate Governance Committee shall ensure that candidates with a diversity of age, gender, ethnicity/race and education are included

in any pool of candidates from which the Board nominees are chosen. The Board also confirms that the Company's policy of non-discrimination applies in the selection of directors. In addition to assuring that the Board has directors who meet the applicable criteria for committee or board membership established by regulatory entities, including the NYSE and the SEC, the Board will take into consideration the factors set forth in the Bylaws.

Director Compensation. The Compensation Committee will review and establish the compensation for directors. As part of its review, the Committee will receive information on compensation provided to non-employee directors at a peer group or groups of companies. The Committee will also evaluate questions raised as to directors' independence when determining the form and amount of compensation.

Continuation as Director

Election Term. The Board believes that, in order to promote diversity of thought, board members shall serve for a maximum of 14 years.

Retirement. The Board has established a target retirement age of 75 for our directors.

Change in Job Responsibilities. If a director's principal occupation or business association changes substantially, the director shall tender his or her proposed resignation from the Board to the Chairperson of the Board or the chairperson of the Nominating and Corporate Governance Committee (or, in the case of the chairperson of the Nominating and Corporate Governance Committee's occupation or association changing, to the Chairperson of the Board). The independent directors of the Nominating and Corporate Governance Committee shall review the director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation or request that the director continue to serve.

Board Responsibilities and Expectations of Directors

The Board's responsibility in discharging its duties is to consider the effects of its actions on the Company's shareholders, employees, suppliers and customers, the communities in which the Company has operations, the environment and any other factors that the Board considers pertinent. The Board selects the senior management of the Company, monitors senior management and the Company's performance, and provides advice and counsel to senior management.

Specific Responsibilities. The Board's responsibilities include, but are not limited to, the following:

- **Strategy, Business Plan & Budget.** The Board shall review the Company's long-term strategy at least annually. It shall also approve a business plan, operating budget and capital plan annually. The Board shall review the Company's strategy on corporate responsibility and sustainability at least annually and as may be recommended by the Nominating and Corporate Governance Committee.

- **Management Performance.** The Compensation Committee will review the performance and determine, or recommend to the Board to determine, and approve the compensation of the CEO at least annually. The Compensation Committee will review, determine, or recommend to the Board to determine, and approve the compensation provided to the officers of the Company.
- **CEO Succession.** The full Board will be responsible for selecting the CEO. The Nominating and Corporate Governance Committee will review succession plans for the CEO position, including emergency succession plans, and will report on this subject to the Board. The CEO will propose to the Nominating and Corporate Governance Committee an emergency succession plan to provide for one or more individuals to fulfill the CEO's responsibilities on an interim basis in the event that the CEO retires or is disabled or otherwise incapacitated, which the Nominating and Corporate Governance Committee will review and, as appropriate, recommend to the full Board for its approval.
- **Board and Committee Performance Evaluations.** Under the auspices of the Nominating and Corporate Governance Committee, the Board and each committee shall conduct a self-evaluation of its performance at least annually, which will address its composition, responsibilities, structure, processes and effectiveness.
- **Risk Oversight.** The Board shall have general oversight of the management of the Company's risks.
- **Communication with Stockholders and Third Parties.** The Board believes that it is, in general, the responsibility of management to speak for the Company in communications with outside parties, e.g., investors, the press, and industry associations. Directors should only engage in such communications at the request of management.

Directors are encouraged and expected to attend the Company's annual shareholders meeting.

Board Meetings

Schedule and Agendas for Board Meetings. The Board shall hold, and to the extent possible each director shall attend, regularly scheduled quarterly meetings and such other special meetings as are necessary to attend to the Company's business and as are called by or at the request of the Chairman of the Board or the CEO, including a meeting at which the Company's strategy is addressed. The schedules of meetings will normally be established well in advance of such meetings.

Briefing Materials and Presentations. To the extent possible and appropriate, management should provide directors with an agenda and written briefing materials in advance of the Board meetings, including financial reports in advance of any regularly scheduled Board meeting, which each director should review in preparation therefor.

Access to Management & Advisors. Directors shall have full access to any member of management for the purpose of understanding issues facing the Company. Directors who contact subordinate levels of management should, if appropriate, inform the Chairman of the Board and the CEO of such interactions. Each committee established by the Board shall have the authority to retain independent advisors; further, by a majority vote of the Board, the Board, non-employee directors, or independent directors may also retain independent advisors; the cost of such advisors shall be paid by the Company. Directors, especially those on the Audit Committee, shall have complete access to the Company's independent auditors and internal auditor. In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors.

Executive Sessions with Non-Management Directors. Unless the non-management directors determine otherwise, non-management directors will meet by themselves, without non-independent directors and management present, at every regularly scheduled Board meeting. Non-management directors may hold other such sessions at the request of any non-management director and shall notify the Chairman if they would like to hold such a session, and the Chairman shall facilitate the scheduling of such session. In any event, the independent directors shall meet in at least two regularly scheduled executive sessions each year.

Board Committees

Required Committees. The Company shall have at least an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each of these committees must have a written charter satisfying NYSE rules, and the Board shall review proposed modifications to such charters as recommended to the Board by each committee from time to time and in accordance with its respective charter and shall approve such modifications in its sole discretion. The Audit Committee must also satisfy the requirements of SEC Rule 10A-3.

Committee Membership. The Nominating and Corporate Governance Committee will, after consultation with the Chairman of the Board and the CEO (and others as the Committee may see fit), recommend to the Board for its approval committee assignments and chairmanships for each committee, including the creation of new, or the elimination of existing, committees of the Board.

Only directors who satisfy the requirements of applicable law and, subject to any applicable exceptions thereto, the NYSE rules, may serve on the Audit Committee and the Compensation Committee. A director may serve on more than one committee for which he or she qualifies.

Director Orientation and Education

Director Orientation. The Chief Legal Officer and Corporate Secretary shall assure that each individual, upon joining the Board, is provided with an orientation regarding the Board and the Company's operations. As part of this orientation, each new director shall have an opportunity to meet with members of senior management of the Company.

Ongoing Education. The Board shall, from time to time, receive presentations by corporate executives and the heads of its businesses regarding their respective areas. In addition, the Company shall reimburse directors for reasonable expenses relating to ongoing director education.

Use of Public Accounting Firm

Any registered public accounting firm may not provide audit services to the Company if the Chief Executive Officer, Controller, Chief Financial Officer, Chief Accounting Officer or any person serving in an equivalent capacity for the Company was employed by such accounting firm and participated in any capacity in the audit of the Company during the one-year period preceding the date of the initiation of the audit.

Related Person Transaction Policy

The Board has adopted The AZEK Company Inc. Policy and Procedures with Respect to Related Person Transactions attached as Annex I to these Guidelines.

Corporate Governance Guidelines Review and Disclosure

The Nominating and Corporate Governance Committee shall review these Guidelines no less than annually and shall recommend any changes to the Board for its approval. As part of its review, the Nominating and Corporate Governance Committee will consider whether the principles and practices have been, and are likely to continue to be, effective in enabling the Board to fulfill its responsibilities. The Nominating and Corporate Governance Committee may also compare current practices to the expectations of shareholders, changes in the law or regulations and the practices of boards of other leading companies. These Guidelines shall be posted on the Company's website.