

THE AZEK COMPANY INC.

POLICY AND PROCEDURES WITH RESPECT TO RELATED PERSON TRANSACTIONS

A. Policy Statement

The AZEK Company Inc. (together with its subsidiaries, the “Company”) has adopted this related person transaction policy to assist it in reviewing, approving and ratifying Related Person Transactions, as that term is defined in this policy. It is the Company's policy to enter into or ratify Related Person Transaction only when the Board of Directors (the “Board”), acting through the Audit Committee or as otherwise described herein, determines that the Related Person Transaction in question is in, or is not inconsistent with, the best interests of the Company. Therefore, the Company has adopted the procedures set forth below for the review, approval or ratification of Related Person Transactions.

This policy has been approved by the Audit Committee of our Board (the “Committee”). The Committee will review and may amend this policy from time to time.

B. Related Person Transactions

For the purposes of this policy, a "Related Person Transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000, and in which any Related Person had, has or will have a direct or indirect material interest.

For purposes of this Policy, a “Related Person” means any person who is, or at any time since the beginning of the Company’s last fiscal year was:

1. a director or executive officer of the Company or a nominee to become a director of the Company;
2. known to be the beneficial owner of more than 5% of any class of the Company's membership interests;
3. any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and
4. any firm, corporation or other entity in which any of the foregoing persons is employed or is a director, partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest.

C. Identification of Related Persons

1. Directors, Executive Officers and Nominees. On an annual basis, each director and executive officer shall submit to the legal department the following information: (a) a list of his or her immediate family members (as defined above); (b) for each person listed and, in the case of a director, for the director, the person's employer and job title or brief job description; (c) for each person listed and the director or executive officer, each firm, corporation or other entity in which such person is a director, partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest; and (d) for each person listed and the director or executive officer, each charitable or non-profit organization for which the person serves as a director, trustee, executive officer or in a similar capacity.

Any person nominated to stand for election as a director shall submit to the legal department the information described above prior to or simultaneously with such person's submission of the written questionnaire to be submitted to the Secretary of the Company in accordance with the Company's Bylaws.

Any person who is appointed as a director or an executive officer shall submit to the legal department the information described above prior to such person's appointment as a director or executive officer, except in the case of an executive officer where due to the circumstances it is not practicable to submit the information in advance, in which case the information shall be submitted as soon as reasonably practicable following the appointment.

Directors and executive officers are expected to promptly notify the legal department of any updates to the list of Related Persons, their employment and relationships with other entities or charitable organizations. Generally, this would include notification of the marriage of the director or executive officer, or the marriage of his or her sibling or child.

The legal department shall, if necessary, expand the lists provided by directors, executive officers and nominees by adding parent companies, subsidiaries and sibling companies, as applicable, of the firms, companies or entities set forth on the lists.

2. Five Percent Owners. At the time the Company becomes aware of a person's status as a beneficial owner of more than 5% of any class of the Company's equity interests, the legal department shall create a list, to the extent the information is readily available, of (a) if the person is an individual, the same information as is requested of directors and executive officers under this policy and (b) if the person is a firm, corporation or other entity, a list of principals or executive officers of the firm, corporation or entity, and shall update the list on an annual basis.

D. Dissemination of Related Person Master List

The legal department shall compile the information collected pursuant to the procedures described in Section C above and create a master list of Related Persons. The legal department shall distribute the master list (and quarterly updates thereof) to (a) business unit and function/department leaders responsible for purchasing goods or services for the Company or selling the Company's goods or services and (b) the Corporate Controller. In addition, the legal department shall distribute the portion of the master list containing the names of immediate family members of directors, executive officers and nominees to the Senior Vice President of Human Resources and the portion of the master list containing the names of charitable and non-profit organizations to the officers or their designees responsible for charitable contributions. The recipients of the master list shall utilize the information contained therein, in connection with their respective business units, departments and areas of responsibility, to effectuate this policy.

E. Approval Procedures

Related Person Transactions that are identified as such prior to the consummation thereof or amendment thereto shall be consummated or amended only if the following steps are taken:

1. Prior to entering into the Related Person Transaction (a) the Related Person, (b) the director, executive officer, nominee or beneficial owner who is an immediate family member of the Related Person, or (c) the business unit or function/department leader responsible for the potential Related Person Transaction shall provide notice to the legal department of the facts and circumstances of the proposed Related Person Transaction, including: (i) the Related Person's relationship to the Company and interest in the transaction; (ii) the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (iii) the benefits to the Company of the proposed Related Person Transaction; (iv) if applicable, the availability of other sources of comparable products or services; and (v) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally. In the event the notice is provided to the legal department by someone other than the business unit or function/department leader responsible for the potential Related Person Transaction, a member of the legal department shall meet with the relevant business unit or function/department leader to confirm and supplement the information provided in the original notice. The legal department will assess whether the proposed transaction is a Related Person Transaction for purposes of this policy.
2. If the legal department determines that the proposed transaction is a Related Person Transaction, the proposed Related Person Transaction shall be submitted to the Committee for consideration at the next Committee meeting. In those instances in which the legal department determines that it is not practicable or desirable for the Company to wait until the next Committee meeting and the aggregate amount involved is expected to be less than \$1 million, the proposed

Related Person Transaction may be submitted for consideration to the Chair of the Committee (who will possess delegated authority to act between Committee meetings). The Chair of the Committee shall report to the Committee at the next Committee meeting any approval under this policy pursuant to such delegated authority

3. The Committee, or where submitted to the Chair, the Chair, shall consider all of the relevant facts and circumstances available to the Committee or the Chair, including (if applicable) but not limited to: (a) the benefits to the Company; (b) the impact on a director's independence in the event the Related Person is a director, an immediately family member of a director or an entity in which a director is a partner, shareholder or executive officer; (c) the availability of other sources for comparable products or services; (d) the terms of the transaction; (e) the terms available to unrelated third parties or to employees generally; and (f) whether the transaction is consistent with the Company's Code of Business Conduct. No member of the Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The Committee (or the Chair) shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company and its equity holders, as the Committee (or the Chair, as the case may be) determines in good faith. The Committee or Chair, as applicable, shall convey the decision to the Chief Legal Officer, who shall convey the decision to the appropriate persons within the Company.
4. The Committee has reviewed the Related Person Transactions described in Section H below and determined that each of the Related Person Transactions described therein shall be deemed to be pre-approved or ratified (as applicable) by the Committee under the terms of this policy.

F. Ratification Procedures

The Corporate Controller, under the supervision of the Chief Financial Officer, shall produce quarterly reports of any amounts paid or payable to, or received or receivable from, any Related Person, and those reports shall be provided to the legal department to determine if there are any Related Person Transactions that were not previously approved or previously ratified under this policy.

In the event the Company's Chief Legal Officer becomes aware, as a result of the accounts payable/accounts receivable reports described above or otherwise, of a Related Person Transaction that has not been previously approved or previously ratified under this policy:

1. If the transaction is pending or ongoing, it will be submitted to the Committee or Chair of the Committee promptly, and the Committee or Chair shall consider all of the relevant facts and circumstances available to the Committee or the Chair, including (if applicable) but not limited to: (a) the benefits to the Company; (b) the impact on a director's independence in the event the Related Person is a director, an immediately family member of a director or an entity in which a

director is a partner, shareholder or executive officer; (c) the availability of other sources for comparable products or services; (d) the terms of the transaction; (e) the terms available to unrelated third parties or to employees generally; and (f) whether the transaction is consistent with the Company's Code of Business Conduct. Based on the conclusions reached, the Committee or the Chair shall evaluate all options, including but not limited to ratification, amendment or termination of the Related Person Transaction; and

2. If the transaction is completed, the Committee or Chair of the Committee shall evaluate the transaction, taking into account the same factors described above, to determine if rescission of the transaction is appropriate, and shall request that the Chief Legal Officer evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted to the Committee or Chair for prior approval and whether any changes to these procedures are recommended.

G. Review of Ongoing Transactions

If a Related Person Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Committee, on at least an annual basis, shall review and assess any such Related Person Transaction and ongoing relationships with the Related Person to see that they are in compliance with the Committee's guidelines and that the Related Person Transaction remains appropriate.

H. Standing Pre-Approval for Certain Related Person Transactions

The Committee has reviewed the types of Related Person Transactions described below and determined that each of the following Related Person Transactions shall be deemed to be preapproved by the Committee.

1. Employment of executive officers. Any employment by the Company of an executive officer of the Company if the executive officer is not an immediate family member of another executive officer or director of the Company, and any associated compensation arrangement if such compensation arrangement is or will be disclosed in the Company's proxy statement or has been approved (or recommended for Board approval) by the Company's Compensation Committee and would have been disclosed in the Company's proxy statement if the executive officer was a "named executive officer."
2. Director compensation. Any compensation paid to a director if the Company's Compensation Committee approved (or recommended that the Board approve) such compensation and such compensation is disclosed in the Company's proxy statement.
3. Certain transactions with other companies. Any transaction with another company at which a Related Person's only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's shares, if the aggregate amount involved does not exceed the greater of \$1,000,000, or 2 percent of that company's total annual revenues.

4. Certain Company charitable contributions. Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Person's only relationship is as an employee (other than an executive officer) or a director, if the aggregate amount involved does not exceed the lesser of \$100,000, or 2 percent of the charitable organization's total annual receipts.
5. Transactions where all ownership interests receive proportional benefits. Any transaction where the Related Person's interest arises solely from its equity interest in the Company and all holders of the Company's equity interests received the same benefit on a pro rata basis (e.g., dividends).
6. Regulated transactions. Any transaction with a Related Person in which the rates or charges involved are determined by competitive bids or involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.
7. Trustee or similar transactions. Transactions involving services as a bank, depository of funds, transfer agent, registrar, indenture trustee or similar services.

I. Disclosure

All Related Person Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations. Any material Related Person Transaction shall be disclosed to the full Board of Directors.