

## ADVANSIX INC.

### CORPORATE GOVERNANCE GUIDELINES

(Effective June 1, 2017)

The board of directors (the “Board”) of AdvanSix Inc. (the “Company”) has adopted the following guidelines to frame the Company’s governance. The Board will review these guidelines at least annually and will amend these guidelines as necessary and appropriate.

On behalf of the Company’s stockholders, the Board is responsible for overseeing the activities of the Company so as to build long-term stockholder value. The Board acts as the ultimate decision-making body of the Company, except on those matters reserved to or shared with the stockholders of the Company. The Board selects the Chief Executive Officer, appoints executive officers and oversees senior management, which is charged with conducting the Company’s business. The Board reviews and oversees implementation of the Company’s strategic and annual operating plans and corporate policies. In addition, the Company’s Code of Business Conduct and Ethics (“Code of Conduct”) governs the conduct of all employees, officers and members of the Board.

The Board has authority to hire independent legal, financial or other advisors as necessary.

#### **1. Director Qualifications**

In choosing directors, the Company seeks individuals of the highest personal and professional ethics, integrity and business acumen, who are committed to representing the long-term interests of its stockholders. The Company gives consideration to diversity and necessary skills and experience, as well as the ability to devote sufficient time to performing duties effectively. Directors are expected to challenge management constructively through active participation and questioning.

The majority of directors shall meet the criteria for independence established by Section 303A of the New York Stock Exchange Listed Company Manual (the NYSE Manual). The Board shall annually select one of its members who meets the NYSE Manual’s criteria for independence to be Chair and shall fill any vacancy in the Chair’s position at such time and in such manner as the Board shall determine.

The Board’s Nominating and Governance Committee is responsible for reviewing with the Board annually the size of the Board, requisite skills and characteristics of Board members, and the Board’s composition.

#### **2. Board Committees**

The Board has the following standing committees: (i) Audit, (ii) Compensation and (iii) Nominating and Governance. The Board may establish additional committees as necessary or appropriate. Each Board committee has its own charter which sets forth its purposes,

membership, organization, authority and responsibilities.

The Nominating and Governance Committee recommends committee assignments (including chairs) to the Board for approval.

Members of each of the standing committees must be “independent” and may not directly or indirectly accept any consulting, advisory or other compensatory fee (other than pension or other forms of deferred compensation for prior service which is not contingent in any way on continued service) from the Company or its subsidiaries and none of the members of the standing committees may have a material relationship with the Company. In addition, committee members shall meet applicable requirements set forth by relevant regulatory entities, including the New York Stock Exchange, Securities and Exchange Commission and Internal Revenue Service.

Each committee chair, in consultation with committee members, determines committee meeting frequency and agendas. Generally, directors who are not members of a particular committee are welcome to attend the committee’s meetings.

Each committee has the authority to hire at the expense of the Company independent legal, accounting, financial or other advisors as necessary or appropriate.

### **3. Board Size**

The Board presently has seven members (one management and six non-management). Under the certificate of incorporation and By-laws of the Company, the Board has the authority to change its size from time to time.

### **4. Occupations and Memberships on Other Boards**

Board members should not sit on more than five public company boards (including service on the Company’s Board). A Board member who serves as a chief executive officer of a publicly traded company should not serve on the boards of more than two other public companies. In selecting nominees for membership and reelection, the Board takes into account a candidate’s other responsibilities and, with respect to current Board members, their attendance, preparation and participation in Board and committee meetings. Directors should advise the Board’s Chair before accepting an invitation to serve on another public company board or audit committee. Service on boards and committees of other organizations must comply with the Company’s conflict of interest policies.

### **5. Election of Directors**

The Board proposes to the Company’s stockholders a slate of nominees for election to the Board at the annual meeting of the Company’s stockholders. The Board may also fill vacancies which arise between annual stockholder meetings.

The Company’s By-laws provide that in any uncontested election of directors, each person

receiving a majority of the votes cast shall be deemed elected. An uncontested election is one in which the number of individuals who have been nominated for election is equal to, or less than, the number of directors constituting the total number of authorized directors, whether or not there are any vacancies or unfilled previously authorized directorships. For purposes of this paragraph, a “majority of the votes cast” means that the number of votes cast “for” a director must exceed the number of votes cast “against” that director (with “abstentions” and “broker non-votes” not counted as a vote cast with respect to that director). In any contested election of directors, the persons receiving a plurality of the votes cast, up to the number of directors to be elected in such election, is elected. A contested election is one in which the number of persons nominated as of 10 days prior to when the Company first mails its notice for the meeting of shareholders exceeds the number of directors to be elected.

Any incumbent director who fails to receive a majority of the votes cast in an uncontested election must submit an offer to resign from the Board no later than two weeks after the Company certifies the voting results. The Company’s By-laws provide that the Board shall consider the resignation offer and may either (i) accept the offer or (ii) reject the offer and seek to address the underlying cause(s) of the majority-withheld vote. While the Board may delegate to a committee the authority to assist the Board in its review of the matter, the Board shall decide whether to accept or reject the resignation offer within 90 days following the certification of the stockholder vote. Once the Board makes this decision, the Company will promptly make a public announcement of the Board’s decision in the manner described in the By-laws. If the Board rejects the offer of resignation, the public announcement will include a statement regarding the reasons for its decision.

The chair of the Nominating and Governance Committee will have the authority to manage the Board’s review of the resignation offer. If the chair of the Nominating and Governance Committee received a majority-withheld vote, the independent directors who did not receive majority-withheld votes shall select a director to manage the process, and that director shall have the authority otherwise delegated to the chair of the Nominating and Governance Committee. Any director who tenders his or her offer of resignation as a result of a majority-withheld vote shall neither participate in the deliberations nor vote on whether to accept or reject the resignation offer.

## **6. Term Limits**

The Board has not established limits on the number of terms a director may serve prior to his or her 72nd birthday. No director may be nominated to a new term if he or she would be age 72 or older at the time of the election.

## **7. Attendance at Meetings**

Directors are expected to attend Board and committee meetings regularly, stay informed about the Company and its businesses, participate in the discussions of the Board and its committees, and comply with applicable company policies.

## **8. Board Meetings**

The Board meets as necessary to attend to the Company's business, with in-person meetings being supplemented by teleconference meetings as applicable.

The Board's Chair is responsible for establishing the agenda for each Board meeting in consultation with the Chief Executive Officer and other directors. Each director is free to suggest items for inclusion on the agenda and to raise at any Board meeting subjects that are not on the agenda for that meeting. At least once a year, the Board reviews the Company's long-term plans and the principal issues that the Company will face in the future.

Information and data that are important to a director's understanding of the business to be conducted at a Board or committee meeting are generally distributed in writing for review by directors before a meeting. In addition to meeting-related materials, directors receive other regular and special reports throughout the year.

## **9. Executive Session**

The non-management directors meet in executive session (i.e., without directors who are members of management) periodically.

## **10. Communicating with Directors**

The Company discloses in its annual proxy statement the means by which stockholders, employees and other interested parties can communicate with directors.

## **11. Access to Officers, Employees and Independent Advisors**

The Board has full and free access to officers, employees and independent advisors of the Company.

## **12. Director Compensation**

Only non-employee directors receive payment for serving on the Board. Changes in the form and amount of director compensation are determined by the full Board, taking into account the amount of work and responsibility assumed by directors, the need for independence and other considerations including peer group and industry data.

Director stock ownership guidelines have been adopted under which each non-employee director, while serving as a director of the Company, must hold Company common stock (including restricted stock, restricted stock units, common stock equivalents and/or units held under a deferred compensation plan) with a market value of at least five times the annual base cash retainer (currently \$400,000). Until a director has met the applicable

ownership requirement, he or she is required to hold 100% of the shares (net of taxes) received upon the vesting of RSUs. Directors have five years from appointment or election to the Board to attain the prescribed ownership threshold.

### **13. Orientation and Continuing Education**

All new directors are invited to participate in an orientation program, including presentations by senior management to familiarize new directors with the Company's plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct, its principal officers and its internal and independent auditors. The directors receive materials or briefing sessions either before or during each Board and committee meeting. Between meetings, the directors are encouraged to communicate regularly with the executive officers of the Company on matters relating to major aspects of the Company's business.

Members of the Board may attend, at the Company's expense, seminars, conferences and other continuing education programs designed for directors of public companies.

### **14. Management Review and Succession**

Assuring that the Company has appropriate executive management is one of the Board's primary responsibilities. The Nominating and Governance Committee shall ensure that the performance evaluation of the Company's management, including the chief executive officer, occurs at least annually. The Compensation Committee is responsible for reviewing the performance of management, including the chief executive officer, for compensation purposes. The evaluation of the chief executive officer is based on objective criteria, including, without limitation, performance of the business, accomplishment of long-term strategic objectives and development of management. The Compensation Committee also reviews and approves the goals and objectives of the other executive officers of the Company, and sets Company officer compensation.

The Board oversees and annually reviews leadership development, as well as short- and long-term succession plans for the chief executive officer and other executive officers. Generally, the Nominating and Governance Committee considers leadership development, assessment and succession planning in preparation for a discussion by the full Board. The chief executive officer reports annually to the Nominating and Governance Committee on executive management succession planning and makes available, on a continuing basis, his or her recommendation on succession in the event he or she were unexpectedly disabled or unable to perform his or her duties.

The Board is responsible for the selection of the chief executive officer. In assessing possible chief executive officer candidates as part of its annual review of succession plans, the independent directors identify and periodically update the skills, experience and attributes required to be an effective chief executive officer in light of the Company's business strategy, prospects and challenges. The independent directors also consider the incumbent chief executive officer's perspectives on the performance of internal candidates.

## **15. Annual Performance Evaluation**

The Board conducts an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The Nominating and Governance Committee solicits comments from each member of the Board on the Board's effectiveness and reports to the full Board on the Board's performance at least annually. In addition, each committee conducts a self-evaluation of its performance on an annual basis.

## **16. Strategic Plan Review**

The Board reviews and approves the Company's strategic plan as well as related significant capital expenditures.

## **17. Public Disclosure of Corporate Governance Policies**

The Company website contains the current version of these guidelines, the Company's Code of Conduct and the charters of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee. This information is also available in print to any stockholder that requests it.

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