

ADVANSIX INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(Effective October 26, 2016)

Purpose

The primary function of the nominating and governance committee (the "Committee") of the board of directors (the "Board") of AdvanSix Inc. (the "Company") is to (i) identify and evaluate individuals qualified to become Board members, consistent with criteria approved by the Board, (ii) recommend to the Board the director nominees for each annual meeting of the Company's stockholders and from time to time fill vacancies on the Board and its committees, (iii) recommend to the Board the corporate governance guidelines applicable to the Company, (iv) oversee the evaluation of the Board and management, (v) oversee matters related to management development or succession, (vi) review the Company's policies and programs relating to compliance with its Code of Business Conduct and Ethics, health, safety and environmental matters, equal employment opportunity and such other matters as may be brought to the attention of the Committee regarding the Company's role as a responsible corporate citizen and (vii) perform such other duties or responsibilities as may be delegated to the Committee from time to time by the Board.

Membership

The Committee shall consist of at least three directors, who shall be appointed by the Board from among its members in accordance with the by-laws of the Company and any other applicable laws or regulations and shall be subject to removal by the Board. Each director who serves on the Committee must meet the criteria for independence established by Section 303A of the New York Stock Exchange Listed Company Manual ("the NYSE Manual"). In addition to the foregoing, the determination of any member's qualifications to serve on the Committee shall be made by the Board in keeping with the applicable requirements of the NYSE Manual and other applicable rules and regulations.

Advisors

The Committee may obtain advice, assistance and investigative support from outside legal or other advisors as it deems appropriate to perform its duties and the Company shall provide appropriate funding, as determined by the Committee, for any such advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall have the power to conduct or authorize examinations into matters within the Committee's powers and responsibilities with full access to all books, records, facilities of the Company and its subsidiaries, and may request any officer or employee of the Company, including its subsidiaries, or the Company's outside advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. However, the Committee shall meet regularly without any members or management present.

Duties and Responsibilities

The Committee shall undertake the following activities in carrying out its responsibilities (in addition to any other duty or responsibility which the Board may from time to time delegate to the Committee):

Governance

- Oversee the Company's corporate governance practices and reputation, including, as appropriate, the legal standards, industry practices, investor views and potential benefits and risks associated with such governance practices and reputation.
- Review and recommend to the Board amendments to the Company's by-laws, certificate of incorporation, committee charters and Corporate Governance Guidelines.
- Periodically review and make recommendations regarding the structure and composition of the Board and its committees, including size and composition and retirement from the Board.
- Recommend directors for appointment or removal by the Board as the chairperson and members of the Board's committees.
- Oversee developments in law and practice relating to corporate governance and the Company's response thereto, including those related to communications with stockholders and regulatory developments.
- Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflicts of interest on an ongoing basis, in accordance with the Company's policies and procedures.
- Review and report to the Board on the Company's policies and programs relating to health, safety and environmental matters, equal employment opportunity and such other matters, including the Company's Code of Business Conduct and Ethics, as may be brought to the attention of the Committee regarding the Company's role as a responsible corporate citizen.

Director Nominations and Stockholder Communications

- Identify, review and recommend individuals for election or re-election to the Board, including candidates proposed by a stockholder or employee of the Company.
- Take into consideration criteria established by the Board as set forth in the Company's Corporate Governance Guidelines or established by the Committee in the Policy Statement Regarding Director Nominations and Stockholder Communications. In advance of, and at the time of, recommending candidates to the Board, the Committee shall inform the Board of the criteria used in making the recommendation.
- Adopt and review the Policy Statement Regarding Director Nominations and Stockholder Communications.

- Review and make recommendations to the Board regarding the Company's response to stockholder proposals for inclusion in the Company's annual proxy statement.

Leadership Performance

- Develop and periodically review the management development program, including the Company's executive succession plans (including in the event of emergency) and make recommendations to the Board relating to the election of the Company's officers.
- Ensure that the performance evaluation of the Company's management, including the Chief Executive Officer, occur at least annually. The Compensation Committee is responsible for reviewing the performance of management, including the Chief Executive Officer, for compensation purposes.

Board Leadership and Performance

- Oversee the Board's self-evaluation of its performance, which shall take place no less than annually. The Committee shall, as appropriate, solicit comments from each member of the Board on the effectiveness of the Board and at least once a year report to the full Board on the Board's performance.
- Conduct a self-evaluation of its performance no less than annually. The Committee shall also review the Committee's charter at least annually.
- While each of the other committees of the Board is primarily responsible for conducting its own self-evaluation, the Committee shall be responsible for developing the overall framework for such committee evaluations.

Structure and Operations

The Board shall designate one member of the Committee to act as its chairperson. If no chairperson is designated or present, the members of the Committee may designate a chairperson by majority vote. The Committee shall meet in person or telephonically at least quarterly at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. A majority of members present in person or by telephone at any meeting shall constitute a quorum. The Committee shall maintain minutes or other records of its meetings. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

The Committee may, in its discretion, except as prohibited by law or the regulations of the New York Stock Exchange, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.