

AdvanSix Inc.

Policy and Procedures Governing Related Person Transactions

Adopted by the Board of Directors

(Effective September 29, 2016)

I. PURPOSE

The Board of Directors of AdvanSix Inc. (the “Board”) has established this Policy and Procedures Governing Related Person Transactions (this “Policy”) for the identification, review and approval or ratification of Related Person Transactions (as defined below) in order to avoid potential conflicts of interest and harm to the Company.

II. DELEGATION OF AUTHORITY

The Board has delegated to the Board’s Nominating and Governance Committee (the “Committee”) the authority to review and approve or ratify any Related Person Transaction. The Board has also authorized the Committee to administer this Policy, including (i) reviewing and amending this Policy from time to time and (ii) developing additional procedures for gathering information regarding potential Related Person Transactions.

The Committee has delegated to its Chair the authority to review and approve or ratify any Related Person Transaction in which the aggregate amount involved is expected to be less than \$500,000, unless the Chair is directly or indirectly involved in such Related Person Transaction, in which case such authority shall be delegated to another Committee member. The Chair’s decision with respect to any such Related Person Transaction shall be reported to the full Committee at its next scheduled meeting.

AdvanSix Inc.’s other policies, including the Code of Business Conduct and Ethics, also address transactions with Related Persons. This Policy supplements those policies, and the procedures set forth in this Policy shall be applied in a manner consistent with those policies. References to “the Company” in this Policy shall mean AdvanSix Inc. and its subsidiaries.

III. RELATED PERSONS

The following persons shall be considered “Related Persons”:

- A. any person who is, or at any time since the beginning of AdvanSix Inc.’s last fiscal year was, a director or executive officer of AdvanSix Inc., or is a nominee to become a director of AdvanSix Inc.;
- B. any person or entity known to the Company to be the beneficial owner of more than five percent (5%) of any outstanding class of the voting securities of AdvanSix Inc. (a “Significant Stockholder”);

- C. any “immediate family member” of any of the foregoing persons. “Immediate family member” means (i) such person’s spouse, domestic partner, children and stepchildren (including any adopted children and a domestic partner’s children), parents, stepparents, siblings, sons-in-law, daughters-in-law, brothers-in-law or sisters-in-law, (ii) the parents, brothers and sisters, and sons-in-law and daughters-in-law of such person’s spouse or domestic partner, and (iii) anyone sharing the household of such person (other than a tenant or employee); and
- D. any entity in which any of the foregoing persons (i) is employed, (ii) is a general partner or principal or serves in a similar position, or (iii) has a ten percent (10%) or greater beneficial ownership interest (whether alone or aggregated with beneficial ownership interests of other Related Persons).

IV. COVERED TRANSACTIONS

Except with respect to transactions determined to constitute Excluded Transactions (as defined below), transactions covered by this Policy (a “Related Person Transaction”) consist of any financial transaction, arrangement or relationship (including an employment relationship, a charitable contribution or pledge, indebtedness or a guarantee of indebtedness) or series of similar transactions, arrangements or relationships in which:

- A. the aggregate amount involved will or may be expected to exceed \$100,000;
- B. the Company or any of its subsidiaries is, will or may be expected to be a participant; and
- C. any Related Person had, has or will have a direct or indirect material interest.

An “indirect interest” of a Related Person in a transaction is an interest that arises from a person’s position or relationship with a corporation or other entity that is involved in the transaction.

V. PROCEDURES

Each director, director nominee, executive officer and Significant Stockholder of AdvanSix Inc. must report at the earliest practicable time to the General Counsel or his or her designee any plan or proposal to engage in or continue any transaction in which any such person is directly involved (or, to the extent known to them, in which any of their immediate family members or affiliated entities is involved) that potentially could be a Related Person Transaction, and provide pertinent information including:

- A. the Related Person involved and his, her or its relationship to the Company;
- B. the Related Person’s interest and role in the proposed transaction;
- C. the proposed terms of the transaction (including aggregate value and value to be derived by the Related Person);

- D. the benefits to the Company of the proposed transaction;
- E. whether the transaction was initiated by the Company or its subsidiary or the Related Person;
- F. if applicable, the availability to the Company of alternative means or transactions to obtain like benefits;
- G. an assessment of whether the proposed transaction is on terms that are comparable to the terms that would exist in a similar transaction with an unaffiliated third party (or other information bearing on whether the proposed transaction is fair to the Company);
- H. an assessment of whether the proposed transaction presents an actual or an apparent conflict of interest, the nature and degree of such conflict and whether any mitigation is feasible;
- I. an assessment of whether the proposed transaction is consistent with other policies of AdvanSix Inc.; and
- J. any other information that would be material to investors in light of the circumstances of the particular transaction.

Any Company employees with knowledge of relevant circumstances may also be requested to provide information.

The General Counsel or designee shall then assess whether the proposed transaction is a Related Person Transaction. If so, the transaction will be presented to the Committee for review and consideration at its next meeting. If the General Counsel or designee determines that it is not practicable or desirable for the Company to wait until the next Committee meeting, the transaction will be presented to the Chair of the Committee (who possesses delegated authority to act between Committee meetings with respect to certain Related Person Transactions as described above).

If the General Counsel or designee potentially may be involved in a Related Person Transaction, such person shall inform the Chief Executive Officer and the Chair of the Committee.

VI. EXCLUDED TRANSACTIONS

The Committee has reviewed the categories of transactions described below and determined that any interest held by a Related Person in such transactions would not constitute a direct or indirect material interest with a potential to harm the Company (“Excluded Transactions”). If the General Counsel or designee determines that a proposed transaction is an Excluded Transaction, the transaction need not be presented to the Committee. If the General Counsel or designee potentially may hold an interest in a possible Excluded Transaction, the Committee Chair shall assess whether the proposed Transaction is an Excluded Transaction.

- A. *Ordinary course transactions with other entities.* One or more transactions between the Company and another entity with which a Related Person is affiliated or employed, if the transactions occur in the ordinary course of business and are consistent with other transactions in which the Company has engaged, unless:
1. The Related Person serves as an executive officer or beneficial owner of an equity interest of ten percent (10%) or more in the other entity; and
 2. the transaction or transactions, in the aggregate, represent either (i) more than five percent (5%) of AdvanSix Inc.'s consolidated gross revenues for the prior fiscal year or two percent (2%) of the other entity's gross revenues for the prior fiscal year or (ii) results in payments or other compensation in excess of \$100,000 to a person who is a Related Person.
- B. *Charitable contributions.* One more discretionary charitable contributions by the Company to an established non-profit entity with which a Related Person is affiliated or employed, if the contributions are consistent with the Company's philanthropic practices, unless:
1. the Related Person is an executive officer or director of the non-profit entity, or
 2. the Company's contributions represent (or are expected to represent), for the most recent fiscal year, the lesser of \$100,000 or ten percent (10%) of the individual non-profit entity's annual gross revenues.
- C. *Transactions with Significant Stockholders.* One or more transactions between the Company and a Significant Stockholder that is a corporation or other entity, if the transactions occur in the ordinary course of business and are consistent with other transactions in which the Company has engaged with third parties, unless the transaction or series of similar transactions, in the aggregate, represent more than five percent (5%) of AdvanSix Inc.'s consolidated gross revenues for the prior fiscal year or two percent (2%) of the Significant Stockholder's gross revenues for the prior fiscal year.
- D. *Non-employee position with other affiliated entities.* A transaction between the Company and another entity with which a Related Person is affiliated, if the Related Person is an individual and the Related Person's interest in the transaction is based solely on his or her position as (i) a non-employee director of the other entity or (ii) subject to the requirements of Paragraph VI.B above, a non-employee director or trustee, or unpaid volunteer at a non-profit organization.
- E. *Executive compensation.* Any compensation paid to an executive officer of AdvanSix Inc. if:
1. the compensation is required to be reported in the annual report on Form 10-K or the proxy statement of AdvanSix Inc.; or

2. (i) the executive officer is not an “immediate family member” otherwise covered by this Policy and the compensation would be reported in the annual report on Form 10-K or the proxy statement of AdvanSix Inc. if the executive officer was a “named executive officer” (as defined under SEC rules) and (ii) the Compensation Committee of the Board approved (or recommended that the Board approve) such compensation.
- F. *Director compensation.* Any compensation paid to a director of AdvanSix Inc. if the compensation is required to be reported in the annual report on Form 10-K or the proxy statement of AdvanSix Inc.
 - G. *Transactions where all stockholders receive proportional benefits.* Any transaction where the Related Person’s interest arises solely from the ownership of AdvanSix Inc.’s common stock and all holders of the common stock received the same benefit on a *pro rata* basis (e.g. dividends).
 - H. *Transactions involving competitive bids.* Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids.
 - I. *Regulated transactions.* Any transaction with a Related Person involving 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.
 - J. *Certain banking-related services.* Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.
 - K. *Indemnification Payments.* Any indemnification payments made to a Related Person pursuant to AdvanSix Inc.’s By-laws.
 - L. *Other.* Other categories of transactions that may be identified by the Committee from time to time as having no significant potential for an actual conflict of interest or the appearance of a conflict of interest.

VII. APPROVAL OF RELATED PERSON TRANSACTIONS

Except to the extent delegated to the Committee’s Chair, Related Person Transactions (other than Excluded Transactions) shall be reviewed and be subject to the Committee’s approval. The Chair or the Committee, as applicable, may approve a Related Party Transaction only if the Chair or the Committee, as applicable, determines that the transaction is in the best interests of the Company and its stockholders. If possible, such approval will be obtained before the Company enters into, commences or amends the transaction.

If Committee approval of a Related Person Transaction does not occur before commencement of the transaction, the Committee will consider, at its next scheduled meeting, all relevant facts and circumstances and will evaluate all options, including ratification, revision or termination and the Company will take such action as the Committee deems appropriate. A

Related Person Transaction entered into without preapproval does not violate this Policy as long as the Related Person Transaction is ratified by the Committee as soon as reasonably practicable.

The Committee should review pertinent facts and circumstances related to potential Related Person Transactions requiring the Committee's approval. The Committee should consider various factors including:

- A. the extent of the Related Person's interest in the transaction;
- B. whether the transaction would interfere with the objectivity and independence of any Related Person's judgment or conduct in fulfilling his or her duties and responsibilities to the Company;
- C. whether the transaction is fair to the Company and on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances;
- D. whether the transaction is in the best interests of the Company and its stockholders;
- E. whether the transaction is consistent with any conflicts of interest policies set forth in the Company's Code of Business Conduct and Ethics and other policies; and
- F. whether, in connection with any transaction involving a non-employee director or nominee for director, such transaction would compromise such director's status as: (i) an independent director under the New York Stock Exchange Listing Standards or AdvanSix Inc.'s standards for director independence included in its Corporate Governance Guidelines, (ii) an "outside director" under Section 162 (m) of the Internal Revenue Code or a "non-employee director" under Rule 16b-3 under the Securities Exchange Act of 1934 (the "Exchange Act"), if such non-employee director serves on the Compensation Committee of the Board, or (iii) an independent director under Rule 10A-3 of the Exchange Act, if such non-employee director serves on the Audit Committee of the Board.

No member of the Committee who potentially is a Related Person in connection with a given transaction shall participate in any discussion or approval of the transaction, other than to provide pertinent information.

The Committee may establish guidelines for the Company's management for ongoing Related Person Transactions and should review the Related Person Transaction at least annually.

The Committee may impose conditions on any approved Related Person Transaction, including: (i) reporting to the Committee and other internal reporting, (ii) limitations on the dollar amount of the transaction, (iii) limitations on the duration of the transaction, or (iv) other conditions for the protection of the Company or to avoid the appearance of a conflict of interest.

Approval or ratification of a Related Person Transaction or the designation of a transaction as an Excluded Transaction does not constitute final approval of the Company's participation in the transaction, arrangement or relationship if a separate approval by the Board, a committee of the Board or an executive officer of the Company is required. Prior approval by

the Committee does not relieve the Related Person from providing to the Board, a committee or an executive officer, as applicable, full disclosure of the material facts regarding the nature of the transaction, arrangement or relationship.

VIII. DISCLOSURE

All Related Person Transactions that are required under applicable securities laws, rules and regulations to be disclosed in AdvanSix Inc.'s filings with the SEC shall be so disclosed. If required, the material features of this Policy shall be described in the annual report on Form 10-K or the proxy statement of AdvanSix Inc.