

AMPLIFY SNACK BRANDS STOCK OWNERSHIP GUIDELINES

The Board believes that it is a responsibility of all executive officers and nonemployee directors of the Company to achieve long-term stockholder value creation. In furtherance of this goal and the Board's objective of adopting relevant corporate governance best practices, the Company expects each executive officer and non-employee director to demonstrate a long-term commitment to the Company and to the Company's stockholders by acquiring and holding a meaningful investment in the Company's common stock. Therefore, the Board has established specific ownership and retention guidelines for the Company's executive officers and non-employee directors, summarized below.

Over time each executive officer and non-employee director is expected to build his or her ownership of the Company's common stock. The targeted ownership levels are expected to be achieved over 5 years from the time the individual is named an executive officer and maintained thereafter. The targeted ownership levels are as follows: CEO: 5 times annual salary; CFO/executive officers: 3 times annual salary; senior vice presidents: 2 times annual salary; vice presidents: 1 times annual salary; non-employee directors: 3 times annual cash compensation. Compliance with the targeted ownership levels will be determined by dividing the multiple of base salary, as applicable, by the Average Share Price. For the purposes of these guidelines, "Average Share Price" shall mean the average closing price of the Company's common stock, as reported by NYSE for each trading day during the last 30 calendar days of the preceding fiscal year and the first 30 calendar days of the fiscal year in which the calculation is performed. Calculations to determine compliance with these guidelines shall be made by the Committee during the first quarter of each fiscal year.

Each executive officer or non-employee director who has not yet achieved the targeted ownership levels is expected to retain certain shares of common stock acquired upon exercise of stock options or from restricted stock grant pursuant to the Company's equity plans as follows:

- i. Executive officers or non-employee directors who have not achieved the targeted ownership requirements are expected to hold no less than 75% of the net number of shares acquired upon option exercises (net of exercise price and tax withholdings).
- ii. In the case of restricted stock, executive officers or non-employee directors are expected to hold, after each vesting date of the award, at least 75% of the net vested shares (net of tax withholdings).

The ownership guidelines may be achieved in any combination of the following manners: purchases on the open market; shares owned jointly with or separately by spouse and/or children, or held in trust for one of the foregoing persons; shares held through current or future employee stock purchase or other retirement, profit sharing or pension plans adopted by the Company; shares obtained through stock option exercises; and vested restricted stock shares.

The Board of Directors is authorized to make temporary exemptions to the foregoing ownership guidelines in its discretion where compliance would impose a severe economic hardship or otherwise prevent the executive officer or non-employee director from complying with a court order.

Effective: February 24, 2016