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## Section 1: DEF 14A (DEF 14A)

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**AMPLIFY SNACK BRANDS, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid: \_\_\_\_\_  
\_\_\_\_\_

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.: \_\_\_\_\_

(3) Filing Party: \_\_\_\_\_

(4) Date Filed: \_\_\_\_\_  
\_\_\_\_\_

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500 West 5<sup>th</sup> Street, Suite 1350  
Austin, Texas 78701

Dear Amplify Snack Brands Stockholder:

I am pleased to invite you to attend the 2017 Annual Meeting of Stockholders (the "Annual Meeting") of Amplify Snack Brands, Inc. ("Amplify Snack Brands") to be held on Thursday, May 11, 2017 at 8:00 a.m. Central Time at the JW Marriott Austin located at 110 E 2<sup>nd</sup> Street, Austin, Texas 78701.

Details regarding the meeting and the business to be conducted are more fully described in the accompanying Notice of 2017 Annual Meeting of Stockholders and Proxy Statement.

Thank you for your ongoing support of and continued interest in Amplify Snack Brands. We look forward to seeing you at our Annual Meeting.

Sincerely,

A handwritten signature in black ink, appearing to read "Thomas Ennis", is written over a light blue horizontal line.

Thomas Ennis  
*Chief Executive Officer*

**YOUR VOTE IS IMPORTANT**

On or about March 31, 2017, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our proxy statement for our 2017 Annual Meeting of Stockholders (the "Proxy Statement") and our 2016 Annual Report to Shareholders ("2016 Annual Report"). The Notice provides instructions on how to vote online or by telephone and includes instructions on how to receive a paper copy of proxy materials by mail. This Proxy Statement and our 2016 Annual Report can be accessed directly at the Internet address <http://www.astproxyportal.com/ast/20266> using the control number located on your proxy card.

In order to ensure your representation at the meeting, whether or not you plan to attend the meeting, please vote your shares as promptly as possible. Your participation will help to ensure the presence of a quorum at the meeting and save Amplify Snack Brands the extra expense associated with additional solicitation. If you hold your shares through a broker, your broker is not permitted to vote on your behalf in the election of directors unless you provide specific instructions to the broker by completing and returning any voting instruction form that the broker provides (or following any instructions that allow you to vote your broker-held shares via telephone or the Internet). For your vote to be counted, you will need to communicate your voting decision before the date of the Annual Meeting. Voting your shares in advance will not prevent you from attending the Annual Meeting, revoking your earlier submitted proxy or voting your stock in person.



500 West 5<sup>th</sup> Street, Suite 1350  
Austin, Texas 78701

**NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS**

Notice is hereby given that Amplify Snack Brands, Inc. will hold its 2017 Annual Meeting of Stockholders (the "Annual Meeting") on Thursday, May 11, 2017 at 8:00 a.m. Central Time at the JW Marriott Austin located at 110 E 2nd Street, Austin, Texas 78701 for the following purposes:

- To elect two Class II directors, Andrew Friedman and Dawn Hudson to hold office until the 2020 annual meeting of stockholders or until their successors are duly elected and qualified, subject to their earlier resignation or removal;
- To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2017; and
- To transact any other business that properly comes before the Annual Meeting (including adjournments, continuations and postponements thereof).

On or about March 31, 2017, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice"), containing instructions on how to access our proxy statement for our 2017 Annual Meeting of Stockholders (the "Proxy Statement") and our 2016 Annual Report to Shareholders ("2016 Annual Report"). The Notice provides instructions on how to vote online or by telephone and includes instructions on how to receive a paper copy of proxy materials by mail. This Proxy Statement and our 2016 Annual Report can be accessed directly at the Internet address <http://www.astproxyportal.com/ast/20266> using the control number located on your proxy card.

Only stockholders of record at the close of business on March 15, 2017 (the "Record Date") are entitled to notice of and to vote at the Annual Meeting as set forth in the Proxy Statement. If you plan to attend the Annual Meeting in person, you should be prepared to present photo identification such as a valid driver's license and verification of stock ownership for admittance. You are entitled to attend the Annual Meeting only if you were a stockholder as of the close of business on the Record Date or hold a valid proxy for the Annual Meeting. If you are a stockholder of record, your ownership as of the Record Date will be verified prior to admittance into the meeting. If you are not a stockholder of record but hold shares through a broker, trustee or nominee, you must provide proof of beneficial ownership as of the Record Date, such as an account statement or similar evidence of ownership. Please allow ample time for the admittance process.

If you have any questions regarding this information or the proxy materials, please contact our investor relations department at <http://investors.amplifysnackbrands.com>.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read "T. Ennis", is written over a horizontal line.

Thomas Ennis  
*Chief Executive Officer*

Austin, Texas  
March 31, 2017

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AMPLIFY SNACK BRANDS, INC.  
2017 ANNUAL MEETING OF STOCKHOLDERS  
PROXY STATEMENT

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500 West 5<sup>th</sup> Street, Suite 1350  
Austin, Texas 78701

**PROXY STATEMENT**

**FOR THE 2017 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD MAY 11, 2017**

**GENERAL INFORMATION**

Our Board of Directors (the "Board") solicits your proxy on our behalf for the 2017 Annual Meeting of Stockholders (the "Annual Meeting") and at any adjournment, continuation or postponement of the Annual Meeting for the purposes set forth in this proxy statement for our 2017 Annual Meeting of Stockholders (the "Proxy Statement") and the accompanying Notice of 2017 Annual Meeting of Stockholders. The Annual Meeting will be held at 8:00 a.m. Central Time on Thursday, May 11, 2017 at the JW Marriott Austin located at 110 E 2nd Street, Austin, Texas 78701. On or about March 31, 2017, we mailed our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our Proxy Statement and our 2016 Annual Report to Shareholders ("2016 Annual Report").

In this Proxy Statement the terms "Amplify Snack Brands," "the company," "we," "us," and "our" refer to Amplify Snack Brands, Inc. and its subsidiaries. The mailing address of our principal executive offices is Amplify Snack Brands, Inc., 500 West 5<sup>th</sup> Street, Suite 1350, Austin, Texas 78701.

<b>Record Date</b>	March 15, 2017.
<b>Quorum</b>	A majority of the shares of all issued and outstanding stock entitled to vote on the Record Date must be present in person or represented by proxy to constitute a quorum.
<b>Shares Outstanding</b>	76,770,629 shares of common stock outstanding as of March 15, 2017.
<b>Voting</b>	<p>There are four ways a stockholder of record can vote:</p> <ol style="list-style-type: none"><li>(1) by Internet at <a href="http://www.voteproxy.com">http://www.voteproxy.com</a> 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on May 10, 2017 (have your proxy card in hand when you visit the website); <i>We encourage you to vote this way as it is the most cost-effective method;</i></li><li>(2) by toll-free telephone at 1-800-PROXIES (1-800-776-9437) or 1-718-921-8500 from outside the United States, until 11:59 p.m. Eastern Time on May 10, 2017 (have your proxy card in hand when you call);</li><li>(3) by completing and mailing your proxy card; or</li><li>(4) by written ballot at the Annual Meeting.</li></ol> <p>To be counted, proxies submitted by telephone or Internet must be received by 11:59 p.m. Eastern Time on May 10, 2017. Proxies submitted by U.S. mail must be received before the start of the Annual Meeting.</p>

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If you hold your shares through a bank or broker, please follow their instructions.

### **Revoking Your Proxy**

Stockholders of record may revoke their proxies by attending the Annual Meeting and voting in person, by filing an instrument in writing revoking the proxy or by filing another duly executed proxy bearing a later date with our Secretary before the vote is counted or by voting again using the telephone or Internet before the cutoff time (your latest telephone or Internet proxy is the one that will be counted). If you hold shares through a bank or broker, you may revoke any prior voting instructions by contacting that firm.

### **Votes Required to Adopt Proposals**

Each share of our common stock outstanding on the Record Date is entitled to one vote on any proposal presented at the Annual Meeting:

For Proposal One, the election of directors, the two nominees receiving the greatest number of votes will be elected as directors.

For Proposal Two, a majority of the votes properly cast is required to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2017.

### **Effect of Abstentions and Broker Non-Votes**

Votes withheld from any nominee, abstentions and “broker nonvotes” (i.e., where a broker has not received voting instructions from the beneficial owner and for which the broker does not have discretionary power to vote on a particular matter) are counted as present for purposes of determining the presence of a quorum. Shares voting “withheld” have no effect on the election of directors. Abstentions have no effect on the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2017.

Under the rules that govern brokers holding shares for their customers, brokers who do not receive voting instructions from their customers have the discretion to vote uninstructed shares on routine matters, but do not have discretion to vote such uninstructed shares on non-routine matters. Only Proposal Two, the ratification of the appointment of Deloitte & Touche LLP, is considered a routine matter where brokers are permitted to vote shares held by them without instruction. If your shares are held through a broker, those shares will not be voted in the election of directors unless you affirmatively provide the broker instructions on how to vote. Proposal One is not considered a routine matter and brokers are not permitted to vote shares held by them and broker nonvotes will have no effect.

### **Voting Instructions**

If you complete and submit your proxy voting instructions, the persons named as proxies will follow your instructions. If you submit proxy voting instructions but do not direct how your shares should be voted on each item, the persons named as proxies will vote “**FOR**” the election of the nominees for director and “**FOR**” the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm. The persons named as proxies will vote on any other matters properly presented at the Annual Meeting in accordance with their best judgment, although we have not received timely notice of any other matters that may be properly presented for voting at the Annual Meeting.

### **Voting Results**

We will announce preliminary results at the Annual Meeting. We will report final results by filing a Form 8-K within four business days after the Annual Meeting. If final results are not available at that time, we will provide preliminary voting results in the Form 8-K and will provide the final results in an amendment to the Form 8-K as soon as they become available.

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### **Notice of Internet Availability of Proxy Materials**

In accordance with the rules of the Securities and Exchange Commission (the “SEC”), we have elected to furnish our proxy materials, including this Proxy Statement and our 2016 Annual Report, primarily via the Internet. On or about March 31, 2017, we mailed to our stockholders a “Notice of Internet Availability of Proxy Materials” (the “Notice”) that contains instructions on how to access our proxy materials on the Internet, how to vote at the meeting, and how to request printed copies of the proxy materials and 2016 Annual Report. Stockholders may request to receive all future proxy materials in printed form by mail or electronically by e-mail by following the instructions contained in the Notice. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact of our annual meetings.

### **Householding**

We have adopted a procedure approved by the SEC called “householding.” Under this procedure, stockholders of record who have the same address and last name and receive hard copies of the Annual Meeting materials will receive only one copy of the Notice, Proxy Statement and 2016 Annual Report, unless we are notified that one or more of these stockholders wishes to receive individual copies. If you and other stockholders living in your household do not have the same last name, you may also request to receive only one copy of future proxy materials.

Householding conserves natural resources and reduces our printing and mailing costs. Stockholders who participate in householding will continue to receive separate proxy cards.

If you are eligible for householding, but you and other stockholders of record with whom you share an address currently receive multiple copies of our proxy materials, or if you hold Amplify Snack Brands stock in more than one account, and in either case you wish to receive only a single copy of each document for your household, please contact our investor relations department via e-mail at [investor@amplifysnackbrands.com](mailto:investor@amplifysnackbrands.com), via postal mail at Broadridge Financial Solutions, Inc., ATN: House Holding Department, 51 Mercedes Way, Edgewood, New York 11717, or by telephone at 866-540-7095. Alternatively, if you participate in householding and wish to receive separate copies of our proxy materials or prefer to discontinue your participation in householding, please contact our investor relations department as indicated above, and separate copies of each document will be sent to you promptly.

If you are a beneficial owner, you can request information about householding from your broker, bank or other holder of record.

### **Additional Solicitation/Costs**

We are paying for the distribution of the proxy materials and solicitation of the proxies. As part of this process, we reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to our stockholders. Proxy solicitation expenses that we will pay include those for preparation, mailing, returning and tabulating the Notice and proxies. Our directors, officers and employees may also solicit proxies on our behalf in person, by telephone, email or facsimile, but they do not receive additional compensation for providing those services.

### **Emerging Growth Company**

As a company with less than \$1.0 billion in revenue during our last fiscal year, we qualify as an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. An emerging growth company may take advantage of specified reduced reporting requirements that are otherwise applicable generally to public companies. These provisions include:

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- (1) an exemption from compliance with the auditor attestation requirement on the effectiveness of our internal control over financial reporting;
- (2) an exemption from compliance with any requirement that the Public Company Accounting Oversight Board may adopt regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements;
- (3) reduced disclosure about our executive compensation arrangements; and
- (4) exemptions from the requirements to obtain a non-binding advisory vote on executive compensation or a stockholder approval of any golden parachute arrangements.

We will remain an emerging growth company until the earliest to occur of: the last day of the fiscal year in which we have more than \$1.0 billion in annual revenue; the end of the fiscal year in which the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the end of the second quarter of that fiscal year; the issuance, in any three-year period, by us of more than \$1.0 billion in non-convertible debt securities; and the last day of the fiscal year ending after the fifth anniversary of our initial public offering. We may choose to take advantage of some, but not all, of the available benefits under the JOBS Act. We have chosen to irrevocably "opt out" of the extended transition periods available under the JOBS Act for complying with new or revised accounting standards, but we intend to take advantage of certain of the other exemptions discussed above. Accordingly, the information contained herein may be different than the information you receive from other public companies in which you hold stock.

**PROPOSAL ONE:**

**ELECTION OF DIRECTORS**

**Number of Directors; Board Structure**

Our Board is divided into three staggered classes of directors. One class is elected each year at the annual meeting of stockholders for a term of three years. The term of the Class II directors expires at the Annual Meeting. The term of the Class III directors expires at the 2018 annual meeting and the term of the Class I directors expires at the 2019 annual meeting. After the initial terms expire, directors are expected to be elected to hold office for a three-year term or until the election and qualification of their successors in office.

**Nominees**

Our Board has nominated Andrew Friedman and Dawn Hudson for election as Class II directors to hold office until the 2020 annual meeting of stockholders or until their successors are duly elected and qualified, subject to their earlier resignation or removal. Each of the nominees is a current member of our Board and has consented to serve if elected.

Unless you direct otherwise through your proxy voting instructions, the persons named as proxies will vote all proxies received “FOR” the election of each nominee. If any nominee is unable or unwilling to serve at the time of the Annual Meeting, the persons named as proxies may vote for a substitute nominee chosen by the present Board. In the alternative, the proxies may vote only for the remaining nominees, leaving a vacancy on the Board. The Board may fill such vacancy at a later date or reduce the size of the Board. We have no reason to believe that any of the nominees will be unwilling or unable to serve if elected as a director.

**Recommendation of the Board**

**THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF EACH OF THE NOMINEES.**

The biographies of each of the nominees, continuing directors and executive officers below contain information regarding each such person’s service as a director, business experience, director positions held currently or at any time during the last five years and the experiences, qualifications, attributes or skills that caused our Board to determine that the person should serve as a director of the company. In addition to the information presented below regarding each nominee’s and continuing director’s specific experience, qualifications, attributes and skills that led the Board to the conclusion that he or she should serve as a director, we also believe that each of our directors has a reputation for integrity, honesty and adherence to high ethical standards. Each of our directors has demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment of service to our company and our Board. Finally, we value our directors’ experience in relevant areas of business management and on other boards of directors and board committees.

Our corporate governance guidelines also dictate that a majority of the Board be comprised of independent directors whom the Board has determined have no material relationship with the company and who are otherwise “independent” directors under the published listing requirements of the New York Stock Exchange (the “NYSE”).

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### **Executive Officers and Directors**

The following table sets forth information regarding our directors and executive officers, including their ages, as of February 28, 2017:

<b>Name</b>	<b>Age</b>	<b>Position</b>
<i>Executive Officers:</i>		
Thomas C. Ennis	50	Chief Executive Officer, President and Director
Brian Goldberg	43	Chief Financial Officer, Treasurer and Secretary
David Milner	54	International President, Executive Vice President
Jason Shiver	44	North America President, Executive Vice President*
<i>Non-Employee Directors:</i>		
Jeffrey S. Barber <sup>(2)(3)</sup>	44	Chairman of the Board
William David Christ II <sup>(3)</sup>	37	Director
Chris Elshaw <sup>(1)(2)(3)</sup>	56	Director
John K. Haley <sup>(1)(3)</sup>	65	Director
Dawn Hudson <sup>(1)(2)(3)</sup>	59	Director
<i>Founders and Directors:</i>		
Andrew S. Friedman	48	Director
Pamela L. Netzky	42	Director

(1) Member of our audit committee.

(2) Member of our compensation committee.

(3) Member of our nominating and corporate governance committee.

\* Mr. Shiver will transition into an executive advisory role at Amplify, effective beginning April 1, 2017.

### **Information Concerning Nominees for Election for a Three-Year Term Ending at the 2020 Annual Meeting**

**Dawn Hudson.** Ms. Hudson has served on our Board since October 2014. Since September 2014, Ms. Hudson has been the Chief Marketing Officer of the National Football League, a professional sports league. From March 2009 to September 2014, Ms. Hudson was a Vice-Chairman at The Parthenon Group, a global boutique consulting firm, serving as head of its consumer practice. Between 2002 and 2007, Ms. Hudson held several roles at Pepsi-Cola North America, a multi-national beverage company and division of PepsiCo, Inc., including President and Chief Executive Officer of Pepsi-Cola North America and PepsiCo Food Service from 2005 to 2007. Ms. Hudson also served as Executive Vice President of Sales and Marketing at Frito-Lay North America, Inc., an international snack food company, from 1996 to 1998. Ms. Hudson currently serves as a member of the board of directors, audit committee, and compensation committee of Nvidia Corp., a visual computing company; and as a member of the board of directors and compensation committee of Interpublic Group of Companies, Inc., a marketing solutions company. Ms. Hudson served on the board of directors of Lowe's Companies, Inc., a retail home improvement company from 2001 to May 2015. Ms. Hudson served on the board of directors of Allergan Inc., a pharmaceutical company from May 2008 to March 2014; served on the board of directors of PF Chang's China Bistro, Inc. a restaurant chain from 2010 to 2012; and served as Chairman of the board of directors of the Ladies Professional Golf Association, a professional golfing organization, from 2008 to 2010. Ms. Hudson holds a Bachelor of Arts from Dartmouth College.

Ms. Hudson was selected to serve on our Board because of her extensive experience as a current and former director of many companies, including public companies, her experience as a chief executive officer and her knowledge of the snack food industry.

**Andrew S. Friedman.** Mr. Friedman is our founder and has served on our Board since July 2014. From July 2014 to December 2015, Mr. Friedman also served as our Senior Advisor. From August 2010 to July 2014, Mr. Friedman served as the Chief Executive Officer of SkinnyPop Popcorn LLC, the predecessor to our Company, ("SkinnyPop"). From 2008 to 2010, Mr. Friedman co-founded and served as Chief Executive Officer of Wells Street Popcorn, LLC, a retail popcorn company. Mr. Friedman holds a Bachelor of Arts in Organizational Management from the University of Michigan and a Master of Business Administration with a major in Finance from The Wharton School of the University of Pennsylvania.

Mr. Friedman was selected to serve on our Board because of his experience and perspective as our founder and former Chief Executive Officer of the predecessor to our Company.

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### **Information Concerning Directors Continuing in Office Until the 2018 Annual Meeting**

**Thomas C. Ennis.** Mr. Ennis has served as our Chief Executive Officer, President, and has been a member of our Board since July 2014. From June 2009 to July 2014, Mr. Ennis served as the President and Chief Executive Officer of Oberto Sausage Co., Inc., a company manufacturing meat snacks, doing business as Oberto Brands. From August 2007 to June 2009, Mr. Ennis served as the Vice President of Marketing at Oberto Brands. From 2005 to 2007, Mr. Ennis served as the Vice President of Marketing at Maggiano's, a Brinker International, Inc. national restaurant chain. From 2003 to 2005, Mr. Ennis was Marketing Director at The Dial Corporation, a personal care and household cleaning product company. From July 1996 to August 1997 and from April 1998 to 2003, Mr. Ennis served in various brand management roles at Unilever United States, Inc. From August 1997 to April 1998, Mr. Ennis worked at Nestle S.A., a food and beverage company. From 2012 to 2014, Mr. Ennis served as a member of the board of directors of Toosum Healthy Foods LLC, a private company manufacturing BFY, all-natural snack bars. Mr. Ennis holds a Bachelor of Arts in History and minor in English from Fordham University and a Master of Business Administration with a concentration in marketing from the University of Texas at Austin.

Mr. Ennis was selected to serve on our Board because of his previous experience as Chief Executive Officer of a major snack food company and his deep experience and knowledge of the snack food industry.

**Jeffrey S. Barber.** Mr. Barber has served as a member of our Board since July 2014, and chairman of the Board since April 2015. Mr. Barber joined TA Associates, a leading growth private equity firm, in 2001 and has served as a Managing Director since 2007. Currently, Mr. Barber co-heads TA Associates' North American Consumer and Healthcare Group and serves or has served on the boards of several public and private companies including, Marc Anthony Cosmetics, Inc., a haircare and bodycare company, since 2016; Paula's Choice, LLC, a health and wellness company, since 2016; Truck Hero, Inc., a vehicle products company, since 2014; the Los Angeles Film School, since 2011; Vatterott College, an educational services company, since 2009; Full Sail University, from 2011 to 2017; Cath Kidston Ltd, a fashion company, from 2010 to 2015; Dymatize Enterprises LLC, a nutritional supplements company, from December 2010 to February 2014 and Tempur Sealy International, Inc., a publicly-traded mattress company, from 2002 to 2009. Mr. Barber also serves as a Trustee of The Johns Hopkins University, The Buckingham, Brown and Nichols School and the US Lacrosse Foundation. Mr. Barber holds a Bachelor of Arts from Johns Hopkins University and a Masters of Business Administration from Columbia School of Business.

Mr. Barber was selected to serve on our Board because of his experience as a seasoned investor, a current and former director of many companies, including a public company, and his financial expertise.

**John K. Haley.** Mr. Haley has served on our Board since April 2015. Mr. Haley currently serves as a member of the board of directors, a member of the compensation committee and chair of the audit committee at GGP, Inc., a publicly-traded real estate investment trust, and a member of the board of directors at Truck Hero, Inc., a vehicle products company. Mr. Haley also acts as a consultant, assisting with financial due diligence for private equity firms. From October 2010 to February 2014, Mr. Haley served as a member of the board of directors and chair of the audit committee at Body Central, Corp., a fashion apparel and accessories retailer. From November 2010 to September 2012, Mr. Haley served as a member of the board of directors at JW Childs Acquisition Corporation, a special purpose acquisition company. From 1978 to 2009, Mr. Haley held various positions, including Partner, at Ernst & Young LLP. Mr. Haley has a Bachelor of Science in Business Administration with a concentration in Accounting from Northeastern University.

Mr. Haley was selected to serve on our Board because of his experience as a current and former director of many companies and his accounting expertise including significant experience in SEC registrations, restructurings, special investigations, forensic investigations, and public company requirements which allow him to provide key contributions to the Board on financial, accounting and corporate governance.

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### **Information Concerning Directors Continuing in Office Until the 2019 Annual Meeting**

**William David Christ II.** Mr. Christ has served as a member of our Board since July 2014. Mr. Christ joined TA Associates in 2003, where he now serves as a Director, and is primarily focused on investments in the consumer products, retail and restaurant industries. Mr. Christ currently serves or has served on the boards of several private companies including PepperJax Development, Inc. a restaurant chain, since 2016; Towne Park, LLC, a hospitality services company from December 2013 to December 2014; Dymatize Enterprises LLC, a nutritional supplements company, from December 2010 to February 2014; Vatterott College, an educational services company, from November 2009 to June 2014; and Microban International Ltd., a branded ingredient company, from October 2008 to December 2011. Mr. Christ holds a Bachelor of Science in Business Administration from Washington and Lee University and a Master of Business Administration from the Tuck School of Business at Dartmouth College.

Mr. Christ was selected to serve on our Board because of his experience as a current and former director of many companies and his financial expertise.

**Chris Elshaw.** Mr. Elshaw has served on our Board since May 2015. Mr. Elshaw has acted as a business advisor to private companies as well as assisting with due diligence for private equity firms since March 2014. Between July 2002 and February 2014, Mr. Elshaw held several roles at Revlon Inc. and its affiliates, a global cosmetics company, including serving as Executive Vice President and Chief Operating Officer from May 2009 to February 2014; serving as Revlon's Executive Vice President and General Manager, U.S. Region, from October 2007 to April 2009; and holding other leadership roles within Revlon, including Senior Vice President and Managing Director, Europe, Middle East and Canada, from July 2002 to September 2007. Mr. Elshaw served as a board member of the Personal Care Products Council, a cosmetic and personal care products industry association, from November 2007 to February 2014 and also served as its Vice Chairman from February 2012 to February 2014. From 1996 to 2002, Mr. Elshaw held several senior general management positions at Bristol-Myers Squibb Company (Clairol Division), a global pharmaceuticals company with a consumer goods business, including serving as General Manager of the U.K. and Ireland division. Mr. Elshaw is a National Association of Corporate Directors Board Leadership Fellow.

Mr. Elshaw was selected to serve on our Board because of his experience serving in leadership roles at various public companies.

**Pamela L. Netzky.** Ms. Netzky is our founder and served on our Board since July 2014. From July 2014 to December 2015, Ms. Netzky also served as our Senior Advisor. From August 2010 to July 2014, Mr. Netzky also served as the President of SkinnyPop. From 2008 to 2010, Ms. Netzky co-founded and served as the Chief Operating Officer of Wells Street Popcorn, LLC, a retail popcorn company. Ms. Netzky holds a Bachelor of Arts in Communications from DePaul University.

Ms. Netzky was selected to serve on our Board because of her experience and perspective as our founder and former President of the predecessor to our Company.

### **Information Concerning Executive Officers**

In addition to Mr. Thomas Ennis, our Chief Executive Officer who also serves as a director, our executive officers as of March 31, 2017 consisted of the following:

**Brian Goldberg.** Mr. Goldberg has served as our Chief Financial Officer, Secretary and Treasurer since September 2014. From January 2013 to September 2014, Mr. Goldberg served as the Chief Financial Officer at Enersciences Holdings, LLC, a company focused on developing technology solutions for the energy industry, and Mr. Goldberg continue to serve on its board of directors since 2016. From January 2012 until December 2012, Mr. Goldberg served as the Chief Financial Officer at Badlands Power Fuels, LLC, an environmental services provider. From 2005 to December 2011, Mr. Goldberg served as the Chief Financial Officer and Chief Operating Officer at Sweet Leaf Tea Company, a beverage company. After Sweet Leaf Tea Company was sold to Nestle S.A., Mr. Goldberg was retained by Nestle to manage the integration. From 2004 to 2005, Mr. Goldberg served as Vice President of New Capital Partners, a private equity firm. Mr. Goldberg also serves, and has served on the boards of several private companies, including Rumble Drinks, a company manufacturing pre-packaged shakes, since September 2013; Runa LLC, a beverage company, from October 2012 to September 2014; and Freed Foods, Inc., an organic baby foods company doing business as NurtureMe since June 2011. Mr. Goldberg holds a Bachelor of Science in Management with a major in accounting from Tulane University, a Master of Accountancy with an emphasis in taxation from the University of Georgia, and a Master of Business Administration from The Darden School at The University of Virginia.

**David Milner.** Mr. Milner has served as our International President, Executive Vice President since August 2016, in connection with the Company's acquisition of Crisps Topco Limited, where he was Chief Executive Officer. Mr. Milner served as Chief Executive Officer of Crisps Topco Limited from March 2010 to August 2016. From September 2008 to September 2010, he served as Group Commercial Director for Baxters Food Group Ltd, a manufacturer of soup and other non-perishable foods. From June 2005 to August 2008, Mr. Milner served as Strategic Business Development Director for Young's Seafood Ltd, a seafood production and distribution company. Mr. Milner holds a Bachelor of Arts in Law with Honors from Nottingham University.

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**Jason Shiver.** Mr. Shiver has served as our North American President, Executive Vice President, from October 2016 to April 1, 2017. Effective April 1, 2017, and continuing through December 31, 2017, Mr. Shiver will serve in an executive advisory role. Mr. Shiver served as our Senior Vice President of Sales from July 2014 to October 2016. From May 2013 until July 2014, Mr. Shiver was employed by Precision Capital Group, LLC and served as Vice President of Sales at SkinnyPop. From April 2012 to December 2013, Mr. Shiver served as the General Manager and Senior Vice President of Sales for Rickland Orchards, LLC, a yogurt snack company. From February 2008 to March 2012, Mr. Shiver served as the Senior Vice President of Sales and Marketing at Glutino USA, Inc., a gluten-free snack food company, which was acquired by Boulder Brands, Inc., a diversified food company. From May 2003 to January 2008, Mr. Shiver held several roles at Atkins Nutritionals, Inc., the leader in low-carb foods and beverages, including Vice President of Sales. From September 2001 to May 2003, Mr. Shiver was a Southeast Regional Sales Manager at Acirca, Inc., an organic foods and beverages company. From August 2000 to September 2001, Mr. Shiver was a National Account Manager at Arizona Beverages USA LLC. Mr. Shiver holds a Bachelor of Science in Marketing from University of South Florida.

## CORPORATE GOVERNANCE

Our Board, which is elected by our stockholders, is responsible for directing and overseeing our business and affairs. In carrying out its responsibilities, the Board selects and monitors our top management, provides oversight of our financial reporting processes and determines and implements our corporate governance policies. A copy of our corporate governance guidelines can be found on our website at <http://investors.amplifysnackbrands.com>.

Our Board and management are committed to good corporate governance to ensure that we are managed for the long-term benefit of our stockholders, and we have a variety of policies and procedures to promote such goals. To that end, during the past year, our management periodically reviewed our corporate governance policies and practices to ensure that they remain consistent with the requirements of the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”), SEC rules and the listing standards of NYSE.

Besides verifying the independence of the members of our Board and committees (which is discussed in the section titled “Independence of the Board of Directors” below), at the direction of our Board, we also:

- Periodically review and make necessary changes to the charters for our audit, compensation and nominating and corporate governance committees;
- Have established disclosures control policies and procedures in accordance with the requirements of the Sarbanes-Oxley Act and the rules and regulations of the SEC;
- Have a procedure for receipt and treatment of anonymous and confidential complaints or concerns regarding audit or accounting matters in place; and
- Have a code of business conduct and ethics that applies to our officers, directors and employees.

In addition, we have adopted a set of corporate governance guidelines. The nominating and corporate governance committee is responsible for reviewing our corporate governance guidelines from time to time and reporting and making recommendations to the Board concerning corporate governance matters. Our corporate governance guidelines address such matters as:

- Director Independence—Independent directors must constitute at least a majority of our Board;
- Monitoring Board Effectiveness—The Board must conduct an annual self-evaluation of the Board and its committees;
- Board Access to Independent Advisors—Our Board as a whole, and each of its committees separately, have authority to retain independent experts, advisors or professionals as each deems necessary or appropriate; and

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- Board Committees—All members of the audit, compensation and nominating and corporate governance committees are independent in accordance with applicable SEC and NYSE criteria.

### **Meetings of the Board of Directors**

Our Board held sixteen meetings in fiscal year 2016. Each director attended at least 75% of all meetings of the Board and the committees on which they served that were held during fiscal year 2016. Under our corporate governance guidelines, directors are expected to spend the time needed and meet as frequently as our Board deems necessary or appropriate to discharge their responsibilities. Directors are also expected to make efforts to attend our annual meeting of stockholders, all meetings of the Board and all meetings of the committees on which they serve.

### **Code of Business Conduct and Ethics**

Our Board has adopted a code of business conduct and ethics that applies to all of our employees, officers and directors, including our Chief Executive Officer, Chief Financial Officer, and other executive and senior financial officers. A copy of our code of business conduct and ethics is available on our Internet website at <http://investors.amplifysnackbrands.com> and may also be obtained without charge by contacting our Secretary at Amplify Snack Brands, Inc., 500 West 5<sup>th</sup> Street, Suite 1350, Austin, Texas 78701. We intend to disclose any amendments to our code of business conduct and ethics, or waivers of its requirements, on our website or in filings under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as required by the applicable rules and exchange requirements. During fiscal year 2016, no waivers were granted from any provision of the code of business conduct and ethics.

### **Independence of the Board of Directors**

Our Board has undertaken a review of the independence of each director. Based on information provided by each director concerning his or her background, employment, and affiliations, our Board has determined that Ms. Hudson and Messrs. Christ, Barber, Elshaw and Haley do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is “independent” as that term is defined under the applicable rules and regulations of the SEC, and the listing standards of the NYSE. In making these determinations, our Board considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our Board deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director, and the transactions involving them described in the section titled “Related Party Transactions.”

In our Company, the Chief Executive Officer and Chairman are not the same person. Mr. Barber serves as our Chairman, and as such may be deemed to be a lead independent director for purposes of NYSE regulations. Mr. Barber presides over periodic executive sessions of the independent directors.

### **Board’s Role in Risk Oversight**

Our Board’s role in overseeing the management of our risks is conducted primarily through committees of our Board, as disclosed in the descriptions of each of the committees below and in the charters of each of the committees. Our full Board (or the appropriate board committee in the case of risks that are under the purview of a particular committee) discusses with management our major risk exposures, their potential impact on our company, and the steps we take to manage them. When a board committee is responsible for evaluating and overseeing the management of a particular risk or risks, the chairperson of the relevant committee reports on the discussion to the full Board during the committee reports portion of the next Board meeting. This enables the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships.

### **Risks Related to Compensation Policies and Practices**

As part of its oversight function, our Board, and our compensation committee in particular, along with our management team, considers potential risks when reviewing and approving various compensation plans, including executive compensation. Based on this review, our Board has concluded that such compensation plans, including executive compensation, do not encourage risk taking to a degree that is reasonably likely to have a materially adverse impact on us or our operations.

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### **Board Leadership Structure**

We believe that the structure of our Board and its committees provides strong overall management of our company. Our Chairman of our Board and our Chief Executive Officer roles are separate. This structure enables each person to focus on different aspects of company leadership. Our Chief Executive Officer is responsible for setting the strategic direction of our company, the general management and operation of the business and the guidance and oversight of senior management. The Chairman of our Board monitors the content, quality and timeliness of information sent to our Board and is available for consultation with our Board regarding the oversight of our business affairs.

We believe this structure of a separate Chairman of our Board and Chief Executive Officer, reinforces the independence of our Board as a whole and results in an effective balancing of responsibilities, experience and independent perspective that meets the current corporate governance needs and oversight responsibilities of our Board.

### **Committees of the Board of Directors**

Our Board has established an audit committee, a compensation committee, and a nominating and corporate governance committee. The composition and responsibilities of each committee are described below. Members serve on these committees until their resignation or until otherwise determined by our Board. Each of the audit, compensation, and nominating and corporate governance committees operates pursuant to a separate written charter adopted by our Board that is available to stockholders on our Internet website at <http://investors.amplifysnackbrands.com>.

### **Audit Committee**

Our audit committee consists of Ms. Hudson and Messrs. Elshaw, and Haley, with Mr. Haley serving as Chair. Our audit committee held twelve meetings during fiscal year 2016. Under the NYSE listing standards and applicable SEC rules, we are required to have three members of the audit committee. Subject to phase-in rules, the NYSE and Rule 10A-3 of the Exchange Act requires that the audit committee of a listed company be comprised solely of independent directors. Each of members named in this committee are independent. Each member of our audit committee meets the financial literacy requirements of the listing standards of the NYSE. Mr. Haley is an audit committee financial expert within the meaning of Item 407(d) of Regulation S-K under the 1933 Securities Act, as amended, (the "Securities Act"). Our audit committee, among other things:

- selects a qualified firm to serve as the independent registered public accounting firm to audit our consolidated financial statements;
- helps to ensure the independence and performance of the independent registered public accounting firm;
- discusses the scope and results of the audit with the independent registered public accounting firm, and reviews, with management and the independent registered public accounting firm, our interim and year-end results of operations;
- develops procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviews our policies on risk assessment and risk management;
- reviews related party transactions;

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- obtains and reviews a report by our internal audit team at least annually, that describes our internal control procedures, any material issues with such procedures and any steps taken to deal with such issues; and
- approves (or, as permitted, pre-approves) all audit and all permissible non-audit services to be performed by the independent registered public accounting firm.

Our audit committee operates under a written charter that satisfies the applicable rules of the SEC and the listing standards of the NYSE.

### **Compensation Committee**

Our compensation committee consists of Messrs. Barber, Elshaw, and Ms. Hudson, with Ms. Hudson serving as Chairperson. Our compensation committee held five meetings during fiscal year 2016. The composition of our compensation committee meets the requirements for independence under the listing standards of the NYSE and SEC rules and regulations. Each member of the compensation committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act, and an outside director, as defined pursuant to Section 162(m) of the Code. The purpose of our compensation committee is to discharge the responsibilities of our Board relating to compensation of our executive officers. Our compensation committee, among other things:

- reviews, approves and determines, or make recommendations to our Board regarding, the compensation of our executive officers;
- administers our stock and equity incentive plans, including approval of all equity grants;
- reviews and approves and makes recommendations to our Board regarding incentive compensation and equity plans; and
- establishes and reviews general policies relating to compensation and benefits of our employees.

Our compensation committee operates under a written charter that satisfies the applicable rules of the SEC and the listing standards of the NYSE.

### **Nominating and Corporate Governance Committee**

Our nominating and corporate governance committee consists of Messrs. Barber, Christ, Elshaw and Haley and Ms. Hudson, with Mr. Christ serving as Chairman. Our nominating and corporate governance committee held four meetings during fiscal year 2016. The composition of our nominating and corporate governance committee meets the requirements for independence under the listing standards of the NYSE and SEC rules and regulations. Our nominating and corporate governance committee, among other things:

- identifies, evaluates and selects, or makes recommendations to our Board regarding, nominees for election to our Board and its committees;
- evaluates the performance of our Board and of individual directors;
- considers and makes recommendations to our Board regarding the composition of our Board and its committees;
- reviews developments in corporate governance practices;
- evaluates the adequacy of our corporate governance practices and reporting; and
- develops and makes recommendations to our Board regarding corporate governance guidelines and governance matters.

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The nominating and corporate governance committee operates under a written charter that satisfies the applicable listing requirements and rules of the NYSE.

### **Identifying and Evaluating Director Nominees**

The Board has delegated to the nominating and corporate governance committee the responsibility of identifying suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these corporate governance guidelines and the committee's charter. The nominating and corporate governance committee may gather information about the candidates through interviews, detailed questionnaires, comprehensive background checks or any other means that the nominating and corporate governance committee deems to be appropriate in the evaluation process. The nominating and corporate governance committee then meets as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the Board. Based on the results of the evaluation process, the nominating and corporate governance committee recommends candidates for the Board's approval as director nominees for election to the Board.

### **Minimum Qualifications**

Our nominating and corporate governance committee uses a variety of methods for identifying and evaluating director nominees and will consider all facts and circumstances that it deems appropriate or advisable. In its identification and evaluation of director candidates, our nominating and corporate governance committee will consider the current size and composition of our Board and the needs of our Board and the respective committees of our Board. Some of the qualifications that our nominating and corporate governance committee considers include, without limitation, issues of character, ethics, integrity, judgment, diversity of experience, independence, skills, education, expertise, business acumen, length of service, understanding of our business and industry, potential conflicts of interest and other commitments. Nominees must also have proven achievement and competence in their field, the ability to offer advice and guidance to our management team, the ability to make significant contributions to our success, and an understanding of the fiduciary responsibilities that are required of a director. Director candidates must have sufficient time available in the judgment of our nominating and corporate governance committee to perform all board of director and committee responsibilities. Members of our Board are expected to prepare for, attend, and participate in all board of director and applicable committee meetings. Other than the foregoing, there are no stated minimum criteria for director nominees, although our nominating and corporate governance committee may also consider such other factors as it may deem, from time to time, are in our and our stockholders' best interests.

Although our Board does not maintain a specific policy with respect to board diversity, our Board believes that our Board should be a diverse body, and our nominating and corporate governance committee considers a broad range of backgrounds and experiences. In making determinations regarding nominations of directors, our nominating and corporate governance committee may take into account the benefits of diverse viewpoints. Our nominating and corporate governance committee also considers these and other factors as it oversees the annual Board and committee evaluations. After completing its review and evaluation of director candidates, our nominating and corporate governance committee recommends to our full Board the director nominees for selection.

The Board does not believe that arbitrary limits on the number of consecutive terms a director may serve or on the directors' ages are appropriate in light of the substantial benefits resulting from sustained focus on the Company's business, strategy and industry over a significant period of time.

### **Stockholder Recommendations**

Stockholders may submit recommendations for director candidates to the nominating and corporate governance committee by sending the individual's name and qualifications to our Secretary at Amplify Snack Brands, Inc., 500 West 5<sup>th</sup> Street, Suite 1350, Austin, Texas 78701, who will forward all recommendations to the nominating and corporate governance committee. The nominating and corporate governance committee will evaluate any candidates recommended by stockholders against the same criteria and pursuant to the same policies and procedures applicable to the evaluation of candidates proposed by directors or management.

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### **Stockholder Communications**

The Board provides to every stockholder the ability to communicate with the Board as a whole, the non-employee directors as a group and with individual directors on the Board through an established process for stockholder communication. For a stockholder communication directed to the Board as a whole, stockholders and other interested parties may send such communication to our Secretary at [secretary@amplifysnackbrands.com](mailto:secretary@amplifysnackbrands.com) or via U.S. Mail or Expedited Delivery Service to: Amplify Snack Brands, Inc., 500 West 5<sup>th</sup> Street, Suite 1350, Austin, Texas 78701, Attn: Board of Directors c/o Secretary.

For a stockholder communication directed to an individual director in his or her capacity as a member of the Board, stockholders and other interested parties may send such communication to the attention of the individual director at [secretary@amplifysnackbrands.com](mailto:secretary@amplifysnackbrands.com) or via U.S. Mail or Expedited Delivery Service to: Amplify Snack Brands, Inc., 500 West 5<sup>th</sup> Street, Suite 1350, Austin, Texas 78701, Attn: [Name of Individual Director].

The Secretary shall review all incoming communications and forward such communications to the appropriate member(s) of the Board. The Secretary will generally not forward communications that are unrelated to the duties and responsibilities of the Board, including communications that the Secretary determines to be primarily commercial in nature, product complaints or inquires, and materials that are patently offensive or otherwise inappropriate.

### **Compensation Committee Interlocks and Insider Participation**

During 2016, there were no compensation committee interlocks and no insider participation in compensation committee decisions that were required to be reported under the rules and regulations of the Exchange Act.

## **PROPOSAL TWO:**

### **RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have appointed Deloitte & Touche LLP as our independent registered public accounting firm to perform the audit of our consolidated financial statements for the fiscal year ending December 30, 2017, and we are asking you and other stockholders to ratify this appointment. During our fiscal year ended December 31, 2016, Deloitte & Touche LLP served as our independent registered public accounting firm.

The audit committee annually reviews the independent registered public accounting firm's independence, including reviewing all relationships between the independent registered public accounting firm and us and any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm, and the independent registered public accounting firm's performance. As a matter of good corporate governance, the Board is submitting the appointment of Deloitte & Touche LLP to stockholders for ratification. A majority of the votes properly cast is required to ratify the appointment of Deloitte & Touche LLP. In the event that a majority of the votes properly cast do not ratify this appointment of Deloitte & Touche LLP, we will review our future appointment of Deloitte & Touche LLP.

We expect that a representative of Deloitte & Touche LLP will attend the Annual Meeting and the representative will have an opportunity to make a statement if he or she so chooses. The representative will also be available to respond to appropriate questions from stockholders.

### **Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

We have adopted a policy under which the audit committee must pre-approve all audit and permissible non-audit services to be provided by the independent registered public accounting firm. As part of its review, the audit committee also considers whether the categories of pre-approved services are consistent with the rules on accountant independence of the SEC and the Public Company Accounting Oversight Board. The audit committee pre-approved all services performed since the pre-approval policy was adopted. This policy is set forth in our audit committee's charter, which is available at <http://investors.amplifysnackbrands.com/govdocs>.

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### **Audit Fees**

The following table sets forth the fees billed or expected to be billed by Deloitte & Touche LLP for audit, audit-related, tax and all other services rendered for 2015 and 2016 (in thousands):

<u>Fee Category</u>	<u>2015</u>	<u>2016</u>
Audit Fees	\$1,855	\$1,144
Audit-Related Fees	18	708
Tax Fees	205	410
All Other Fees	—	—
<b>Total Fees</b>	<b><u>\$2,078</u></b>	<b><u>\$2,262</u></b>

*Audit Fees.* Consist of professional services rendered in connection with the audit of our annual consolidated financial statements, including audited financial statements presented in our 2016 Annual Report and services that are normally provided by the independent registered public accountants in connection with statutory and regulatory filings or engagements for those fiscal years.

*Audit-Related Fees.* Consist of aggregate fees for accounting consultations and other services that were reasonably related to the performance of audits or reviews of our consolidated financial statements and were not reported above under “Audit Fees.” These services include accounting consultations concerning financial accounting and reporting standards.

*Tax Fees.* Consist of aggregate fees for tax compliance, tax advice and tax planning services including the review and preparation of our federal and state income tax returns.

*All Other Fees.* Consist of aggregate fees billed for products and services provided by the independent registered public accounting firm other than those disclosed above, which include subscription fees paid for access to online accounting research software applications and data.

### **Recommendation of the Board**

**THE BOARD RECOMMENDS THAT YOU VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 30, 2017.**

### **Report of the Audit Committee of the Board of Directors**

The information contained in this audit committee report shall not be deemed to be (1) “soliciting material,” (2) “filed” with the SEC, (3) subject to Regulations 14A or 14C of the Exchange Act, or (4) subject to the liabilities of Section 18 of the Exchange Act. No portion of this audit committee report shall be deemed to be incorporated by reference into any filing under the Securities Act, or the Exchange Act, through any general statement incorporating by reference in its entirety the proxy statement in which this report appears, except to the extent that Amplify Snack Brands specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed filed under either the Securities Act or the Exchange Act.

This report is submitted by the audit committee of the Board. The audit committee consists of the three directors whose names appear below. None of the members of the audit committee is an officer or employee of Amplify Snack Brands, and the Board has determined that each of Messrs. Elshaw and Haley and Ms. Hudson are “independent” for audit committee purposes as that term is defined under Rule 10A-3 of the Exchange Act and the applicable NYSE rules. Each member of the audit committee meets the requirements for financial literacy under the applicable rules and regulations of the SEC and NYSE.

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The audit committee's general role is to assist the Board in monitoring our financial reporting process and related matters. Its specific responsibilities are set forth in its charter.

The audit committee has reviewed the company's consolidated financial statements for 2016 and met with management, as well as with representatives of Deloitte & Touche LLP, the company's independent registered public accounting firm, to discuss the consolidated financial statements. The audit committee also discussed with members of Deloitte & Touche LLP the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA Performance Standards Vol. 1. AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

In addition, the audit committee received the written disclosures and the letter from Deloitte & Touche LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and discussed with members of Deloitte & Touche LLP its independence.

Based on these discussions, the financial statement review and other matters it deemed relevant, the audit committee recommended to the Board that the company's audited consolidated financial statements for 2016 be included in its Annual Report on Form 10-K for 2016.

Audit Committee

Dawn Hudson  
Chris Elshaw  
John K. Haley

## EXECUTIVE COMPENSATION

### Overview

Our compensation programs are designed to:

- attract, motivate and retain employees at the executive level who contribute to our long-term success;
- provide compensation packages to our executives that are competitive, reward the achievement of our business objectives and effectively align their interests with those of our stockholders; and
- increase the incentive to achieve key strategic performance measures by linking incentive award opportunities to the achievement of performance objectives and by providing a portion of total compensation for executive officers in the form of ownership in the company.

Our compensation committee is primarily responsible for developing and implementing our compensation policies and establishing and approving the compensation for all of our executive officers. The compensation committee oversees our compensation and benefit plans and policies, administers our equity incentive plans and reviews and approves annually all compensation decisions relating to all of our executive officers, including our Chief Executive Officer. The compensation committee considers recommendations from our Chief Executive Officer regarding the compensation of our executive officers other than himself. Pursuant to our 2015 Stock Option and Incentive Plan, our compensation committee may delegate to our Chief Executive Officer the authority to approve grants of equity awards to certain individuals, subject to certain limitations including the amount of awards that can be granted pursuant to such delegated authority. To date, our compensation committee has not delegated such authority. Our compensation committee also has the authority under its charter to engage the services of a consulting firm or other outside advisor to assist it in designing our compensation programs and in making compensation decisions. In 2016, the compensation committee retained Aon Hewitt as its independent compensation consultant. We do not believe the retention of, and the work performed by, Aon Hewitt creates any conflict of interest.

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### Executive Compensation Components

Our executive compensation consists of base salary, cash incentive bonuses, long-term incentive compensation, and broad-based benefits programs. We have not adopted any formal guidelines for allocating total compensation between long-term and short-term compensation, cash compensation and non-cash compensation, or among different forms of non-cash compensation. The compensation committee considers a number of factors in setting compensation for our executive officers, including Company performance, as well as the executive's performance, experience, responsibilities and the compensation of executive officers in similar positions at comparable companies.

### Summary Compensation Table

The following table presents information regarding the compensation awarded to, earned by, and paid to each individual who served as our principal executive officer and the two most highly-compensated executive officers (other than the principal executive officer) as of the last day of the fiscal year ended December 31, 2016 (such individuals collectively referred to as our "Named Executive Officers"). The following table also presents information regarding the compensation awarded to, earned by, and paid to each of our Named Executive Officer during the fiscal year ended December 31, 2015.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Bonus (\$)</u>	<u>Stock Awards (\$)(1)</u>	<u>Option Awards (\$)(1)</u>	<u>Non-Equity Incentive Plan Compensation (\$)(2)</u>	<u>All Other Compensation (\$)(3)</u>	<u>Total (\$)</u>
<b>Current Named Executive Officers:</b>								
Thomas Ennis <i>Chief Executive Officer</i>	2016	500,000	—	—	—	331,500	13,800	845,300
	2015	500,000	915,000(7)	—	—	378,294	13,200	1,806,494
David Milner(4)(5) <i>Executive Vice President, President International</i>	2016	112,204(6)	—	7,729,200	—	—	4,356	7,845,760
Jason Shiver <i>Executive Vice President, President North America</i>	2016	300,000	—	—	536,510	140,400	13,800	990,710
	2015	250,000	300,000(7)	—	—	189,147	13,200	752,347

- (1) The amounts reported in the Stock Awards column represent the aggregate grant date fair value of the equity-based compensation granted to the Named Executive Officers as computed in accordance with FASB ASC Topic 718. Pursuant to SEC rules, these amounts exclude the impact of estimated forfeitures related to service-based vesting conditions. The assumptions used in calculating the aggregate grant date fair value of the shares reported in the Stock Awards column are set forth in our financial statements included in our 2016 Annual Report for the fiscal year ended December 31, 2016. The amounts reported in this column reflect the accounting cost for these shares and do not correspond to the actual economic value that may be received by the Named Executive Officers for the shares.
- (2) Represents the annual performance bonus earned by Messrs. Ennis and Shiver under the Company's bonus plan, based on the Company's achievement of net revenue and EBITDA targets. Mr. Milner joined the Company on September 2, 2016, in connection with the Company's acquisition of Crisps Topco Limited, and did not receive a performance bonus from the Company.
- (3) Amounts include reimbursements for automobile-related expenses and mobile telephone charges. In addition, amounts for Mr. Milner include payments by the Company for private medical insurance, group income protection and life assurance premiums.
- (4) Mr. Milner was not a Named Executive Officer for the fiscal year ended December 31, 2015, but is a Named Executive Officer for the fiscal year ended December 31, 2016.

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- (5) The amounts for Mr. Milner have been converted from GBP to USD based on an exchange rate of 1 GBP: 1.23363 USD, which was the rate in effect on December 31, 2016.
- (6) Mr. Milner joined the Company on September 2, 2016, in connection with the Company's acquisition of Crisps Topco Limited, and his annual salary is pro-rated accordingly.
- (7) Messrs. Ennis and Shiver each received a one-time lump sum performance bonus equal to \$500,000 and \$300,000, respectively, for exceptional performance during the fiscal year ended December 31, 2015. In addition, in July 2015, Mr. Ennis received a one-time retention bonus equal to \$415,000 for completing one year of employment with the Company.

### ***Bonuses***

With respect to the fiscal year ended December 31, 2016, Messrs. Ennis and Shiver each earned an annual performance bonus under the Company's bonus plan, based on the Company's achievement of net revenue and EBITDA targets. Based on the Company's achievement of the relevant performance goals for fiscal year 2016, our Board determined that the bonuses would be paid at 78% of target for each of Messrs. Ennis and Shiver. Since Mr. Milner joined the Company on September 2, 2016, in connection with the Company's acquisition of Crisps Topco Limited, he did not receive a performance bonus from the Company for the fiscal year ended December 31, 2016.

### ***Employment Agreements and Termination of Employment and Change in Control Arrangements***

In July 2015, we entered into an employment agreement with Mr. Ennis (the "Ennis Agreement") and Mr. Shiver (the "Shiver Agreement"), our current Chief Executive Officer and Executive Vice President, President North America, respectively. The terms of the Ennis Agreement and Shiver Agreement are substantially similar to each other and both provide for at-will employment. The agreements also set forth each applicable Named Executive Officer's initial annual base salary and initial annual target bonus, as well as each applicable Named Executive Officer's eligibility to participate in benefit plans generally and reimbursements of up to \$1,100 per month for automobile-related expenses and mobile telephone charges. The annual base salaries for Messrs. Ennis and Shiver in fiscal year 2016 were \$500,000 and \$300,000, respectively, and the annual target bonuses for Messrs. Ennis and Shiver in fiscal year 2016 were equal to 85% and 60% of base salary, respectively. Effective as of January 1, 2017, Mr. Ennis' annual base salary was increased to \$665,000 and his annual target bonus was increased to 90% of his base salary.

In connection with the Company's acquisition of Crisps Topco Limited, we amended Mr. Milner's then-existing employment agreement with Crisps Topco Limited, dated June 24, 2010 and as amended August 1, 2013 (as amended, the "Milner Agreement"). Mr. Milner is currently our Executive Vice President, President International. The Milner Agreement, effective September 2, 2016, provides for (i) an initial annual base salary, (ii) eligibility for Mr. Milner to participate in an annual discretionary bonus plan with an initial target bonus, (iii) reimbursement for certain relocation expenses associated with any change of office location, (iv) allowance for the use of a car, (v) eligibility to participate in Crisps Topco Limited's group personal pension scheme, and (vi) life assurance coverage for Mr. Milner equal to two times his salary and private medical insurance for Mr. Milner, his spouse and dependent children up to the age of 18. Mr. Milner's current annual base salary is £276,000 and his current annual target bonus is equal to 65% of his base salary.

### ***Involuntary Termination of Employment Not in Connection with a Change in Control***

Pursuant to the Ennis Agreement and the Shiver Agreement, in the event Mr. Ennis or Mr. Shiver is terminated by us without "cause" (as defined in the Ennis Agreement or Shiver Agreement, as applicable) or he resigns for "good reason" (as defined in the Ennis Agreement or Shiver Agreement, as applicable), subject to the delivery of a fully effective release of claims and continued compliance with applicable restrictive covenants, the applicable Named Executive Officer will be entitled to (i) a cash severance equal to 100% of his annual base salary (payable in 12 equal installments) and (ii) up to 12 monthly cash payments equal to our monthly contribution for health insurance for the Named Executive Officer.

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Pursuant to the Milner Agreement, Mr. Milner's employment will continue until either party to such agreement gives the other not less than 12 months' written notice of termination. Crisps Topco Limited has the right to pay in lieu of providing notice in a lump sum payment or, alternatively, can make payments in monthly instalments until the expiration of the notice period. In the event that Mr. Milner obtains alternative employment, the monthly instalments will be reduced by the amount of salary received from the new employer. The notice payments are subject to Mr. Milner's duty to mitigate his losses by attempting to find new employment. In addition, the Milner Agreement provides for the ability to place Mr. Milner on garden leave for the duration of the notice period. If Mr. Milner becomes physically or mentally unable to perform his duties due to ill health or injury, he shall be entitled to salary continuation for any period of incapacity of up to 90 days (whether consecutive or not) in any period of 52 consecutive weeks.

### *Involuntary Termination of Employment in Connection with a Change in Control*

Pursuant to the Ennis Agreement and the Shiver Agreement, in the event the applicable Named Executive Officer is terminated by us without cause or he resigns for good reason, each within 24 months following a "change in control" (as defined in the Ennis Agreement or Shiver Agreement, as applicable), subject to the delivery of a fully effective release of claims and continued compliance with applicable restrictive covenants, the Named Executive Officer will not be entitled to the severance benefits described above, but will instead be entitled to the following: (i) a cash severance equal to 200% of his annual base salary (payable in 24 equal installments), (ii) up to 24 monthly cash payments equal to our monthly contribution for health insurance for the Named Executive Officer and (iii) full accelerated vesting of all outstanding and unvested equity awards of the Company held by the Named Executive Officer.

In the event that Mr. Milner's employment is terminated without "cause" (as defined in the Milner Agreement) or he resigns for "good reason" (as defined in the Milner Agreement), each within 24 months following a "change in control" (as defined in the Milner Agreement), subject to the delivery of a release of claims which is fully effective as a binding settlement agreement under the laws of England & Wales and continued compliance with applicable restrictive covenants, (i) Mr. Milner will be entitled to the payment of an amount equal to 100% of his annual base salary (subject to tax and national insurance deductions) payable in substantially equal instalments over 24 months commencing within 60 days after the date of such termination, and (ii) all stock options and other stock-based awards which are outstanding and held by Mr. Milner will immediately become fully vested and exercisable or non-forfeitable as of the date of such termination.

The payments and benefits provided under the Ennis Agreement and the Shiver Agreement in connection with a change in control may not be eligible for federal income tax deduction for the Company pursuant to Section 280G of the Internal Revenue Code. These payments and benefits may also be subject to an excise tax under Section 4999 of the Internal Revenue Code. If the payments or benefits payable to each applicable Named Executive Officer in connection with a change in control would be subject to the excise tax imposed under Section 4999 of the Internal Revenue Code, then those payments or benefits will be reduced if such reduction would result in a higher net after-tax benefit to him.

Pursuant to the Ennis Agreement and the Shiver Agreement, Messrs. Ennis and Shiver will each be subject to standard perpetual confidentiality and nondisclosure, assignment of IP work product and 18-month post-termination noncompetition and non-solicitation of employees, independent contractors and customers covenants. Pursuant to the Milner Agreement, Mr. Milner will be subject to certain 12-month post-termination non-competition and non-solicitation of employees and customers covenants.

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### *Change in Control*

The Ennis Agreement and the Shiver Agreement also provide that in the event of a change in control where the parties thereto do not provide for the assumption, continuation or substitution of equity awards of the Company, any and all outstanding and unvested equity awards held by the applicable Named Executive Officer with vesting, conditions or restrictions that are solely time-based, will become fully vested as of the effective time of the change in control and all other outstanding and unvested equity awards (including any restricted stock awards) held with vesting, conditions or restrictions that are solely time-based shall become fully vested and non-forfeitable as of the effective time of the change in control.

### **Outstanding Equity Awards at Fiscal Year-End Table**

The following table summarizes, for each of the Named Executive Officers, the outstanding shares of restricted stock held by our Named Executive Officers as of December 31, 2016.

Name	Option Awards(1)				Stock Awards(1)	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested(#)	Market Value of Shares or Units of Stock that Have Not Vested\$(2)
<b>Current Named Executive Officers:</b>						
Thomas Ennis	—	—	—	—	1,200,593(4)	10,577,224
David Milner	—	—	—	—	456,000(5)	4,017,360
Jason Shiver	—	150,000(3)	11.92	3/9/2026	466,544(4)	4,110,253

- (1) Each equity award was granted pursuant to our 2015 Stock Option and Incentive Plan.
- (2) Based on the Company's closing market price of \$8.81 per share on December 30, 2016.
- (3) The shares subject to the option vest 33.333% on March 10, 2017 and thereafter, 2.778% on each of the following 24 months, subject to Mr. Shiver's continued employment with the Company through each applicable vesting date.
- (4) The shares of restricted stock vest 25% on the first anniversary of the vesting reference date (July 7, 2014 for Mr. Ennis and July 17, 2014 for Mr. Shiver), and thereafter, 2.0833% on the final day of each of the following 36 months, subject to the applicable Named Executive Officer's continued employment with the Company through each applicable vesting date. For Mr. Ennis only, in the event of a sale of the Company, all unvested shares will be fully vested.
- (5) On the last day of the month of the first anniversary of the vesting commencement date (September 2, 2016), 1/4<sup>th</sup> of the restricted stock units will vest and thereafter 1/48<sup>th</sup> of the restricted stock units will vest on the last day of each monthly anniversary thereafter, provided that Mr. Milner continues to have a service relationship with the Company as of each applicable vesting date.

### **Section 401(k) Plan**

We maintain a tax-qualified retirement plan that provides eligible U.S. employees with an opportunity to save for retirement on a tax-advantaged basis. Plan participants are able to defer eligible compensation subject to applicable annual Code limits. We have the ability to make discretionary contributions to the 401(k) plan but have not done so to date. The 401(k) plan is intended to be qualified under Section 401(a) of the Code with the 401(k) plan's related trust intended to be tax exempt under Section 501(a) of the Code. As a tax-qualified retirement plan, contributions to the 401(k) plan and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan.

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### Equity Compensation Plan Information

The table below presents information as of December 31, 2016 for our equity compensation plans approved by our stockholders. We do not have any equity compensation plans that have not been approved by our stockholders.

<b>Plan Category</b>	<b>(a) Number of common stock to be issued upon exercise of outstanding options, warrants and rights(1)</b>	<b>(b) Weighted-average exercise price of outstanding options, warrants and rights(2)</b>	<b>(c) Number of shares of common stock remaining available for future issuance under equity compensation plans (excluding shares reflected in column (a))</b>
Equity compensation plans approved by stockholders(3)	4,931,963	\$ 12.64	3,953,458
Equity compensation plans not approved by stockholders	—	—	—
<b>Total</b>	<b>4,931,963</b>	<b>\$ 12.64</b>	<b>3,953,458</b>

- (1) Consists of restricted stock awards, restricted stock units, and stock options granted as of December 31, 2016 that were issued under our 2015 Stock Option and Incentive Plan (“2015 Plan”).
- (2) Reflects the weighted-average exercise price of 342,667 stock options outstanding as of December 31, 2016, under the 2015 Plan. Restricted stock awards and restricted stock units do not have an exercise price and are not included in the calculation of the weighted-average exercise price set forth in column (b).
- (3) Includes our 2015 Plan.

### Director Compensation

In July 2015, our Board adopted a non-employee director compensation policy, effective as of the date of our initial public offering, which is designed to provide a total compensation package that enables us to attract and retain, on a long-term basis, high-caliber non-employee directors. Under this policy, all non-employee directors will be paid cash compensation as set forth below:

<b>Board of Directors</b>	<b>Annual Retainer</b>
All non-employee members	\$ 55,000
	<b>Additional Annual Retainers</b>
Chairperson of the board of directors	\$ 35,000
Audit Committee Chairperson	\$ 15,000
Audit Committee member	\$ 2,500
Compensation Committee Chairperson	\$ 10,000
Compensation Committee member	\$ 2,500
Nominating and Corporate Governance Committee Chairperson	\$ 5,000
Nominating and Corporate Governance Committee member	\$ 2,500

In addition, under the policy, we will reimburse all reasonable out-of-pocket expenses incurred by non-employee directors in attending Board or committee meetings.

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### Director Compensation Table

The following table presents the total compensation for each person who served as a member of our Board during the year ended December 31, 2016. Thomas Ennis, who is our Chief Executive Officer, was an employee during fiscal year 2016 and received no additional compensation for his service as a member of our Board. The compensation received by Mr. Ennis, as a Named Executive Officer of the Company, is presented in “Executive Compensation—Summary Compensation Table”.

<b>Director Name(1)</b>	<b>Fees Earned or Paid in Cash (\$)(2)</b>	<b>Total (\$)</b>
Jeffrey S. Barber	95,000	95,000
William D. Christ	61,250	61,250
Chris Elshaw	62,500	62,500
Andrew Friedman	55,000	55,000
John K. Haley	72,500	72,500
Dawn Hudson	68,750	68,750
Pamela Netzky	55,000	55,000

- (1) As of December 31, 2016, Messrs. Elshaw and Haley and Ms. Hudson had 66,731, 62,129, and 90,224 shares of restricted stock, respectively, outstanding and Messrs. Barber, Christ and Friedman and Ms. Netzky each had no shares of restricted stock outstanding.
- (2) Messrs. Barber and Christ were affiliated with TA Associates, and their annual retainers were paid to TA Associates.

### Compensation Committee Interlocks and Insider Participation

None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or compensation committee.

Jeffrey S. Barber, member of our compensation committee, is affiliated with TA Associates. In July 2014, investment funds managed by TA Associates acquired a controlling interest in our parent company. Certain of our stockholders, including TA Associates, are parties to our registration rights agreement and are entitled to specified registration rights thereunder. We have also entered into a stockholders agreement with TA Associates.

### Report of the Compensation Committee of the Board of Directors

The information contained in this compensation committee report shall not be deemed to be (1) “soliciting material,” (2) “filed” with the SEC, (3) subject to Regulations 14A or 14C of the Exchange Act, or (4) subject to the liabilities of Section 18 of the Exchange Act. No portion of this compensation committee report shall be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, through any general statement incorporating by reference in its entirety the proxy statement in which this report appears, except to the extent that Amplify Snack Brands specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed filed under either the Securities Act or the Exchange Act.

The compensation committee has reviewed and discussed the section captioned “Executive Compensation” with management. Based on such review and discussions, the compensation committee recommended to the Board that this “Executive Compensation” section be included in this proxy statement for the year ended December 31, 2016.

#### Compensation Committee

Jeffrey S. Barber  
Chris Elshaw  
Dawn Hudson

### Insider Trading Policy and Rule 10b5-1 Sales Plans

We have an insider trading policy that prohibits our officers, directors, employees, and certain other persons from engaging in, among other things, short sales, hedging of stock ownership positions, and transactions involving derivative securities relating to the company’s common stock. Our insider trading policy permits our officers, directors and employees to enter into trading plans complying with Rule 10b5-1 under the Exchange Act.

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**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of February 28, 2017 for:

- each of our named executive officers;
- each of our directors;
- all of our directors and executive officers as a group;
- each person known by us to be the beneficial owner of more than five percent of any class of our voting securities; and
- each of the selling stockholders in our Public Offering.

We have determined beneficial ownership in accordance with the rules of the SEC, and therefore it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable. We have deemed shares of our common stock subject to options and restricted stock units outstanding as of February 28, 2017 that were exercisable or issuable or will become exercisable or issuable within 60 days of February 28, 2017 to be outstanding and to be beneficially owned by the person holding the option or restricted stock unit for the purpose of computing the percentage ownership of that person but have not treated them as outstanding for the purpose of computing the percentage ownership of any other person.

We have based percentage ownership of our common stock on 76,751,874 shares of our common stock outstanding as of February 28, 2017. Options to purchase shares of our common stock that are exercisable within 60 days of the Record Date are deemed to be beneficially owned by the persons holding these options for the purpose of computing percentage ownership of that person, but are not treated as outstanding for the purpose of computing any other person's ownership percentage.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Amplify Snack Brands, Inc., 500 West 5<sup>th</sup> Street, Suite 1350, Austin, Texas 78701.

	<b>Number of Shares Beneficially Owned</b>	<b>Percentage of Shares Beneficially Owned</b>
<b>Executive Officers, Directors, and Nominees:</b>		
Thomas C. Ennis(1)	2,825,327	3.7%
Brian Goldberg(2)	1,455,616	1.9%
David Milner(3)	121,820	*
Jason Shiver(4)	1,131,785	1.5%
Jeffrey S. Barber(5)	33,150,892	43.2%
William D. Christ II(5)	33,150,892	43.2%
Chris Elshaw(6)	110,451	*
Andrew S. Friedman(7)	2,576,323	3.4%
John K. Haley(8)	110,451	*
Dawn Hudson(9)	218,487	*
Pamela L. Netzky(10)	2,348,223	3.1%
All directors and executive officers as a group (eleven persons)(11)	44,049,375	57.4%

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	<b>Number of Shares Beneficially Owned</b>	<b>Percentage of Shares Beneficially Owned</b>
<b>5% Stockholders:</b>		
Investment funds and entities affiliated with		
TA Associates(5)	33,150,892	43.2%
FMR LLC (12)	11,493,063	15.0%

\* Less than one percent (1%).

- (1) Consists of (i) 1,751,114 shares of common stock and (ii) 1,074,213 shares of restricted stock subject to continued vesting as of February 28, 2017.
- (2) Consists of (i) 872,440 shares of common stock and (ii) 583,176 shares of restricted stock subject to continued vesting as of February 28, 2017.
- (3) Consists of 121,820 shares of common stock. None of Mr. Milner's restricted stock units will vest within 60 days of February 28, 2017.
- (4) Consists of (i) 660,184 shares of common stock, (ii) 417,434 shares of restricted stock subject to continued vesting as of February 28, 2017 and (iii) 54,167 options exercisable for shares of the Company's common stock vesting within 60 days of February 28, 2017.
- (5) Based on information reported by TA XI, L.P. on Schedule 13G filed with the SEC on February 14, 2017, consists of (i) 24,053,120 shares held by TA XI L.P., (ii) 3,130,392 shares held by TA Atlantic and Pacific VII-A L.P., (iii) 5,317,363 shares held by TA Atlantic and Pacific VII-B L.P. and (iv) 650,017 shares held by TA Investors IV L.P. (the "TA Associates Funds"). TA Associates, L.P. is the ultimate general partner or manager of each of such entity. Investment and voting control of the TA Associates Funds is held by TA Associates, L.P. as of February 14, 2017. No stockholder, director or officer of TA Associates, L.P. has voting or investment power with respect to our shares of common stock held by the TA Associates Funds. Voting and investment power with respect to such shares is vested in a four-person investment committee consisting of the following employees of TA Associates, L.P.: Jeffrey S. Barber, William D. Christ II, Roger B. Kafker and Richard Tadler. The address of each TA Associates Fund is 200 Clarendon Street, 56th floor, Boston, Massachusetts 02116.
- (6) Consists of (i) 48,322 shares of common stock and (ii) 62,129 shares of restricted stock subject to continued vesting as of the date of February 28, 2017.
- (7) Consists of (i) 1,555,465 shares of common stock held by A&J Popcorn Holdings, LLC in which Mr. Friedman has sole voting and dispositive power, (ii) 179,671 shares of common stock held by Andrew S. Friedman 2015 Gift Trust in which Mr. Friedman has sole voting and dispositive power, (iii) 322,164 shares of common stock held by Andrew S. Friedman 2016 GRAT in which Mr. Friedman has sole voting and dispositive power, and (iv) 519,023 shares of common stock held by Andrew S. Friedman 2016-2 GRAT in which Mr. Friedman has sole voting and dispositive power.
- (8) Consists of (i) 52,924 shares of common stock and (ii) 57,527 shares of restricted stock subject to continued vesting as of the date of February 28, 2017.
- (9) Consists of (i) 135,781 shares of common stock and (ii) 82,706 shares of restricted stock subject to continued vesting as of the date of February 28, 2017.
- (10) Consists of (i) 2,348,223 shares of common stock held by P&A Capital LLC in which Ms. Netzky has sole voting and dispositive power.
- (11) Consists of (i) 41,718,023 shares of common stock, (ii) 2,277,185 shares of restricted stock subject to continued vesting as of the date of February 28, 2017, and (iii) 54,167 options exercisable for shares of the Company's common stock vesting within 60 days of February 28, 2017.
- (12) Based on information reported by FMR LLC on Schedule 13G filed with the SEC on February 14, 2017, consists of 11,493,063 shares of common stock held by FMR LLC. The address of FMR LLC is 245 Summer Street, Boston, Massachusetts 02210.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who own more than 10% of our common stock, to file with the SEC initial reports of beneficial ownership and reports of changes in beneficial ownership. Officers, directors and greater than 10% stockholders are required by SEC regulations to furnish us with copies of all such reports.

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To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations that no other reports were required, we believe that for 2016, except for one late filings (one Form 4) for one of our directors due to an error with the filing software, all required reports were filed on a timely basis under Section 16(a).

## **RELATED PARTY TRANSACTIONS**

### **Certain Relationships and Transactions**

Other than the transactions discussed below and the compensation agreements, equity compensation policies, grants of certain equity awards and other arrangements which are discussed above in “Executive Compensation,” in 2016, there was not, and there is not currently proposed, any transaction or series of similar transactions to which we were or will be a party for which the amount involved exceeds or will exceed \$120,000 and in which any director, executive officer, holder of 5% or more of any class of our capital stock or any member of their immediate family had or will have a direct or indirect material interest.

### ***Registration Rights Agreement***

We have entered into a Registration Rights Agreement with certain holders of our common stock. The Registration Rights Agreement provides such stockholders with rights with respect to the registration of their shares under the Securities Act. The registration rights set forth in the Registration Rights Agreement will terminate, with respect to any particular stockholder, with the prior written consent of TA Associates in connection with a Change of Control (as defined in the Registration Rights Agreement), on the date such stockholder does not beneficially own any shares subject to the agreement, or, if earlier, when such stockholder is able to freely trade its shares without restriction on the basis of the volume limitations under Rule 144 of the Securities Act. We will pay the registration expenses (other than underwriting discounts, selling commissions and stock transfer taxes) of the holders of the shares registered pursuant to the registrations described below. In an underwritten offering, the managing underwriter, if any, has the right, subject to specified conditions, to limit the number of shares such holders may include.

### ***Stockholders Agreement***

We and entities affiliated with TA Associates have entered into a stockholders agreement which we refer to as our stockholders agreement. Under our stockholders agreement, TA Associates has the right to designate three of the members of our Board if TA Associates owns at least 50% or more of the shares they held immediately following the Public Offering regardless of the percentage such shares represent of our total outstanding shares, two members of our Board if TA Associates owns between 25% and 50% of the shares they held immediately following the Public Offering regardless of the percentage such shares represent of our total outstanding shares and one member of our Board if TA Associates owns between 12.5% and 25% of the shares they held immediately following the Public Offering regardless of the percentage such shares represent of our total outstanding shares.

Our stockholders agreement provides that so long as the entities affiliated with TA Associates hold at least 25% of the shares they held immediately following our Public Offering regardless of the percentage such shares represent of our total outstanding shares, we, and our subsidiaries, shall not take the following actions (or enter into an agreement to take such actions) without the approval of at least one director designated by TA Associates:

- increase or decrease the authorized number of members of our Board;
- amend our amended and restated certificate of incorporation or amended and restated bylaws or the organizational documents of any of our subsidiaries;
- issue, create or assume any debt or equity security or debt obligation, or refinance, repurchase or prepay any security (other than repurchases of our common stock in accordance with agreements previously approved by our Board, including at least one director designated by TA Associates) or debt obligation;

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- pay or declare any dividend or make any distribution on, or repurchase or redeem shares of our common stock (other than repurchases of our common stock in accordance with agreements previously approved by our Board, including at least one director designated by TA Associates);
- effect any sale, liquidation or dissolution of the Company, or sell, transfer or otherwise dispose of any of the material assets or properties of the Company or any of its subsidiaries, or merge with or into, or consolidate with, another entity or effect any recapitalization, reorganization, change of form of organization, forward or reverse split, dividend or similar transaction;
- acquire any business, material assets or property for consideration in excess of \$15,000,000, whether by acquisition of assets, capital stock or otherwise, and whether in consideration of the payment of cash, the issuance of capital stock or otherwise or make any investment in any person or entity in an amount in excess of \$15,000,000;
- hire or terminate any our executive officers, or enter into, amend or modify or waive any material term of any employment agreement or material term of employment with any of our executive officers; or
- take any action to initiate, to cause or that would result in, the voluntary bankruptcy, insolvency, dissolution, liquidation or winding up of the Company or any of its subsidiaries.

### ***Tax Receivable Agreement***

The former holders of existing units in our previous parent company entered into a tax receivable agreement giving them the right to receive future payments. In 2015, all of the former holders of existing units in our previous parent company collectively assigned their interests to a new counterparty. This tax receivable agreement provides that we will be obligated to make annual payments to the counterparty equal to 85% of the U.S. federal, state and local tax benefits realized by us and our subsidiaries from the utilization of certain tax attributes that were generated when we were acquired by affiliates of TA Associates in July 2014. We will retain approximately 15% of the U.S. federal, state and local tax benefits realized from the utilization of such tax attributes. Unless earlier terminated in accordance with its terms, the tax receivable agreement will continue in force and effect until there is no further potential for tax benefit payments to be made by us to the counterparty in respect of the historical U.S. federal, state and local tax benefits that are the subject of the agreement. Based on current tax rules and regulations as of the date of this prospectus, we would expect the potential for tax benefit payments to cease no later than 2030 (or approximately fifteen years after the date of our initial public offering).

The amount payable to the holders of existing units in the previous parent company under the tax receivable agreement will be based on an annual calculation of the reduction in our U.S. federal, state and local taxes resulting from the utilization of these tax attributes. For purposes of determining the reduction in taxes resulting from the utilization of pre-IPO tax attributes, we are required to assume that pre-IPO tax attributes are utilized before any other attributes. We expect that the payments that we may make under the tax receivable agreement may be substantial. Assuming no material changes in the relevant tax law and that we earn sufficient taxable income to realize all tax benefits that are subject to the tax receivable agreement, we expect that the reduction in tax payments for us associated with the federal, state and local tax benefits described above would aggregate to approximately \$113.1 million through 2030. Under such scenario we would be required to pay the holders of existing units in our previous parent company 85% of such amount, or \$96.1 million through 2030. The actual amounts may materially differ from these hypothetical amounts, as potential future reductions in tax payments for us and tax receivable agreement payments by us will be calculated using prevailing tax rates applicable to us over the life of the tax receivable agreement and will be dependent on us generating sufficient future taxable income to realize the benefit. Payments will be made by us on an annual basis (assuming we earn sufficient taxable income in a given fiscal year so as to realize tax benefits) and generally within 60 days following the filing by us of our U.S. federal income tax return for the preceding fiscal year. In addition, if the IRS were to successfully challenge the tax benefits that give rise to any payments under the tax receivable agreement, our future payments under the tax receivable agreement to the counterparty would be reduced by the amount of such payments, but the tax receivable agreement does not require the counterparty to reimburse us for the amount of such payments to the extent they exceed any future amounts payable under the tax receivable agreement.

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Payment under the tax receivable agreement may be accelerated in the event of certain mergers, stock or asset sales, other forms of combinations or other changes of control or upon a breach by us of our material obligations under the tax receivable agreement (such as by failing to make a payment within three months of the date on which such payment is due). Such accelerated payment would be based on the present value of projected future payments under the tax receivable agreement as of the date of the accelerating event. Such projected future payments could differ from the payments that would otherwise have resulted under the tax receivable agreement from our actual tax benefits realized from utilizing the pre-IPO tax attributes.

Our obligation to make timely payments under the tax receivable agreement is not conditioned upon, and will not be modified based upon, our historical net income for any previous period or our ability to generate net income in any future period. If, however, we fail to make any payments on a timely basis under the tax receivable agreement because we do not have sufficient funds to make such payment despite using reasonable best efforts to obtain funds to make such payment (including by causing our subsidiaries to distribute or lend funds to us for such payment and accessing any sources of available credit to fund such payment), such failure will not be deemed to be a breach of a material obligation under the tax receivable agreement that would give rise to an acceleration of our payment obligations under the agreement. To the extent that we are unable to make timely payments under the tax receivable agreement for this or any other reason, the unpaid amounts will be deferred and will accrue interest until paid by us.

### *Other Transactions*

We have granted stock options and other equity awards to our executive officers and certain of our directors. See the sections titled “Outstanding Equity Awards at Fiscal Year-End Table—2016” and “Director Compensation Table—2016” for a description of these options and equity awards.

We have entered into arrangements with certain of our executive officers that, among other things, provide for certain severance and change in control benefits.

We believe the terms of the transactions described above were comparable to terms we could have obtained in arm’s-length dealings with unrelated third parties.

### *Indemnification of Officers and Directors*

We have adopted an amended and restated certificate of incorporation which contains provisions that limit the liability of our directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, our directors are not personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

- any breach of their duty of loyalty to our company or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- any transaction from which they derived an improper personal benefit.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of our directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

Our amended and restated bylaws provide that we will indemnify, to the fullest extent permitted by law, any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of our directors or officers or is or was serving at our request as a director or officer of

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another corporation, partnership, joint venture, trust or other enterprise. Our amended and restated bylaws provide that we may indemnify to the fullest extent permitted by law any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of our employees or agents or is or was serving at our request as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Our amended and restated bylaws provide that we must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to very limited exceptions.

We have entered into indemnification agreements with each of our directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements require us, among other things, to indemnify our directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require us to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit or proceeding. We believe that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability and indemnification provisions that are included in our amended and restated certificate of incorporation, amended and restated bylaws and indemnification agreements that we enter into with our directors and executive officers may discourage stockholders from bringing a lawsuit against our directors and executive officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against our directors and executive officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder's investment may be harmed to the extent that we pay the costs of settlement and damage awards against directors and executive officers as required by these indemnification provisions. At present, we are not aware of any pending litigation or proceeding involving any person who is or was one of our directors, officers, employees or other agents or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, for which indemnification is sought, and we are not aware of any threatened litigation that may result in claims for indemnification.

We have obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to our directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including claims relating to public securities matters, and to us with respect to payments that may be made by us to these directors and executive officers pursuant to our indemnification obligations or otherwise as a matter of law.

Certain of our non-employee directors may, through their relationships with their employers, be insured and/or indemnified against certain liabilities incurred in their capacity as members of our Board.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

### **Procedures for Approval of Related Party Transactions**

The audit committee has the primary responsibility for reviewing and approving or disapproving "related party transactions", which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000 and in which a related person has or will have a direct or indirect material interest. For purposes of this policy, a related person is defined as a director, executive officer, nominee for director, or greater than 5% beneficial owner of our common stock, in each case since the beginning of the most recently completed year, and their immediate family members. Our audit committee charter provides that the audit committee shall review and approve or disapprove any related party transactions. In June 2015, we adopted formal standards, policies and procedures governing the review and approval of related party transactions.

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**TRANSACTION OF OTHER BUSINESS**

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, the persons appointed in the accompanying proxy intend to vote the shares represented thereby in accordance with their best judgment on such matters, under applicable laws.

**ADDITIONAL INFORMATION**

**Procedures for Submitting Stockholder Proposals**

*Requirements for Stockholder Proposals to be Brought Before the Annual Meeting.* Our amended and restated bylaws provide that, for nominations of persons for election to our Board or other proposals to be considered at an annual meeting of stockholders, a stockholder must give written notice to our Secretary at Amplify Snack Brands, Inc., 500 West 5<sup>th</sup> Street, Suite 1350, Austin, Texas 78701, not later than the close of business 90 days, nor earlier than the close of business 120 days, prior to the first anniversary of the date of the preceding year's annual meeting. Since our Annual Meeting is being held on May 11, 2017, stockholder proposals must be received by our Secretary at our principal executive offices no earlier than January 11, 2018 and no later than February 12, 2018, in order to be raised at our 2018 annual meeting of stockholders. However, the amended and restated bylaws also provide that in the event the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice must be delivered not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. Any nomination must include all information relating to the nominee that is required to be disclosed in solicitations of proxies for election of directors in election contests or is otherwise required under Regulation 14A of the Exchange Act, the person's written consent to be named in the proxy statement and to serve as a director if elected and such information as we might reasonably require to determine the eligibility of the person to serve as a director. As to other business, the notice must include a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting, and any material interest of such stockholder (and the beneficial owner) in the proposal. The proposal must be a proper subject for stockholder action. In addition, to make a nomination or proposal, the stockholder must be of record at the time the notice is made and must provide certain information regarding itself (and the beneficial owner), including the name and address, as they appear on our books, of the stockholder proposing such business, the number of shares of our capital stock which are, directly or indirectly, owned beneficially or of record by the stockholder proposing such business or its affiliates or associates (as defined in Rule 12b-2 promulgated under the Exchange Act) and certain additional information. You are also advised to review our amended and restated bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations.

*Requirements for Stockholder Proposals to be Considered for Inclusion in the Company's Proxy Materials.* In addition to the requirements stated above, any stockholder who wishes to submit a proposal for inclusion in our proxy materials must comply with Rule 14a-8 promulgated under the Exchange Act. For such proposals to be included in our proxy materials relating to our 2018 annual meeting of stockholders, all applicable requirements of Rule 14a-8 must be satisfied and we must receive such proposals no later than December 1, 2017. Such proposals must be delivered to our Secretary, c/o Amplify Snack Brands, Inc., 500 West 5<sup>th</sup> Street, Suite 1350, Austin, Texas 78701.

**Annual Report on Form 10-K**

A copy of our Annual Report will be sent without charge to any stockholder who requests a copy in writing, addressed to our investor relations department via e-mail to [info@amplifysnacks.com](mailto:info@amplifysnacks.com) or via postal mail to 500 W. 5<sup>th</sup> Street, Suite 1350, Austin, Texas 78701, ATN: Investor Relations. Our Annual Report may also be obtained from our website at <http://investors.amplifysnackbrands.com>.

**AMPLIFY SNACK BRANDS, INC.**

**THIS PROXY IS SOLICITED ON BEHALF OF  
THE BOARD OF DIRECTORS OF AMPLIFY SNACK BRANDS, INC.**

The undersigned hereby appoints Thomas Ennis and Brian Goldberg, as proxies and attorneys-in-fact of the undersigned, each with the power to act without the other and with the power of substitution, and hereby authorizes them to represent and vote all shares of common stock of Amplify Snack Brands, Inc. (the "Company") standing in the name of the undersigned on March 15, 2017, with all powers which the undersigned would possess if present at the 2017 Annual Meeting of Stockholders of the Company to be held on May 11, 2017 or at any adjournment or postponement thereof. Receipt of the Notice of the 2017 Annual Meeting of Stockholders and Proxy Statement and the 2016 Annual Report is hereby acknowledged.

**(Continued and to be signed on the reverse side.)**

# ANNUAL MEETING OF STOCKHOLDERS OF AMPLIFY SNACK BRANDS, INC.

May 11, 2017

**GO GREEN**

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.astfinancial.com](http://www.astfinancial.com) to enjoy online access.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held May 11, 2017**

The proxy statement and our Annual Report on Form 10-K are available at <http://www.astproxyportal.com/ast/20266/>

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE "FOR" ALL THE NOMINEES LISTED IN PROPOSAL 1 AND "FOR" PROPOSAL 2.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. To elect the following Class II Director Nominees (Term to expire in 2020)

FOR ALL NOMINEES

**NOMINEES:**

- Andrew Friedman
- Dawn Hudson

WITHHOLD AUTHORITY FOR ALL NOMINEES

FOR ALL EXCEPT (See instructions below)

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

2. To ratify the appointment of Deloitte & Touche LLP as Amplify Snack Brands Inc.'s independent registered public accounting firm for the fiscal year ending December 30, 2017

FOR  AGAINST  ABSTAIN

**NOTE:** The proxies are authorized to vote on such other business as may properly come before the meeting or any adjournment thereof.

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder \_\_\_\_\_

Date: \_\_\_\_\_

Signature of Stockholder \_\_\_\_\_

Date: \_\_\_\_\_

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.