



Beacon Roofing Supply, Inc.

Code of Conduct

I. Application and Purpose

This Code of Conduct ("Code") applies to all directors, officers and employees of Beacon Roofing Supply, Inc. and its subsidiaries (the "Company"). Every director, officer, and employee must be familiar with and understand the provisions of this Code. The purpose of this Code is to promote our standards of business conduct, including:

1. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. Full, fair, accurate, timely and understandable disclosures in reports and documents that the Company files with, or submits to, the United States Securities and Exchange Commission ("SEC") under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and in other public communications;
3. Compliance with applicable governmental laws, rules and regulations;
4. The prompt internal reporting of violations of this Code; and
5. Accountability for adherence to this Code.

This Code supplements the Company's Employee Guide and the Code of Ethics, which sets forth the key policies and procedures that govern the conduct of all of the Company's employees.

II. Honest and Ethical Conduct

All directors, officers, and employees shall perform their duties in an honest and ethical manner. This includes:

- Avoiding situations in which their personal, family or financial interests conflict with those of the Company;
- Refraining from accepting outside employment with a competitor, vendor, supplier, or any outside employer which conflicts with the interests of the Company or its performance and is not consistent with the Outside Employment provisions of the Employee Guide and Ethics Policy;
- Refraining from engaging in any activities that compete with the Company, or which may compromise its interests;
- Refraining from undisclosed romantic relationships between managers and their direct reports or subordinates that violate the Company's Employee Guide and Code of Ethics Policy. Each participant in such a relationship must, at the outset of the relationship, bring it to the attention of their Human Resources Leader, who will then, working with senior leadership team, determine appropriate action, including but not limited to moving the employees involved to different positions. Any romantic relationship between employees which conflicts with Beacon Roofing Supply's personal and business values, work environment, or productivity is prohibited and could lead to discipline up to and including termination;

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- Refraining from taking any business or investment opportunity discovered in the course of employment with or service to the Company that the director, officer, or employee knows, or should have or has reason to know, would benefit the Company; and
 - Complying with all applicable governmental laws, rules and regulations.
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The Company encourages directors, officers, and employees to avoid even the appearance of a conflict of interest and to raise ethical questions, concerns or suggestions with appropriate individuals within the Company, including supervisors, managers, executive management, or human resources.

III. Full, Fair, Accurate, Timely and Understandable Disclosures

The Company is committed to ensuring that all disclosures in reports and documents that the Company files with, or submits to the SEC, as well as other public communications made by the Company are full, fair, accurate, timely and understandable. The Company's Chief Executive Officer, President, Chief Financial Officer, Chief Accounting Officer and Corporate Controller ("Senior Officers") are ultimately responsible for taking all necessary steps to ensure that this occurs. All directors, officers, and employees shall take appropriate steps within their area of responsibility to ensure the same.

IV. Legal Compliance

Obeying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are built. The Company's policy is to comply with all applicable laws, rules and regulations, including, without limitation, all applicable state and federal securities laws and state and federal antitrust laws. It is the personal responsibility of each director, officer and employee to respect and obey the laws, rules and regulations of the cities, states, and countries in which the Company operates. Although not all employees are expected to know the details of all of these laws, it is important to know enough to determine when to seek advice from supervisors, managers, or other appropriate personnel.

V. Insider Trading

Directors, officers, and employees who have access to confidential information with respect to the Company are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of the Company's business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. In order to assist with compliance with laws against insider trading, the Company has adopted a specific policy governing trading by directors, officers, and employees in securities of the Company. This policy is distributed to every director and officer, and any employee who has access to material non-public information. If any director, officer, or employee has any questions, please consult Joseph Nowicki, the Chief Financial Officer.

VI. Internal Reporting of Code Violations

Any director, officer or employee who in good faith believes or suspects that any portion of this Code has been violated (including any violation of Section III of this Code) should report such violation to Joseph Nowicki, Chief Financial Officer, at Beacon Roofing Supply, Inc., 505 Huntmar Park Drive, Suite 300, Herndon, VA 20170. If the reporting person does not feel comfortable addressing the issue with Nowicki the Chief Financial Officer, the reporting person should report such violation to the Chair of the Audit Committee at Beacon Roofing Supply, Inc., 505 Huntmar Park Drive, Suite 300, Herndon, VA 20170. Any such report will be promptly evaluated and/or

investigated. While the Company prefers that any individual who wishes to make such a complaint identify him/herself (to assist in the understanding of the concerns expressed), the Company has created a "hotline", accessible by phone or via the Company's website at www.beaconroofingsupply.com, where directors, officers or employees may anonymously report known or suspected violations of this Code. To access the voicemail hotline, call 1-866-574-1199. Any person reporting such a violation should be prepared to provide as much detail as possible about the suspected violation, including the individuals involved, the nature of the violation, documentation of the violation, and any other information which may be helpful in the Company's evaluation and, if necessary, investigation of the complaint. Prompt disclosure to the appropriate parties is vital to ensure a thorough and timely evaluation and appropriate resolution. A violation of this Code is a serious matter and could have legal implications. Allegations of such behavior are not taken lightly and should not be made to embarrass someone or put him or her in a false light. Therefore, any reports of suspected violations should always be made in good faith.

VII. No Harassment or Retaliation

The Company is committed to treating our employees with dignity and respect. Accordingly, harassment of employees because of race, color, national origin, religion, age, sex (including pregnancy), physical or mental disability, genetic information, sexual orientation, or any other characteristic protected by law will not be tolerated. Although it is not easy to define precisely what harassment is, it certainly includes slurs, abusive words or phrases, threats, derogatory comments and unwelcome jokes. In particular, an atmosphere of tension created by sex-related remarks, unwelcome sexual advances, requests for sexual favors, or other conduct of a sexual nature will not be condoned or tolerated. The purpose of this policy is not to regulate our employees' personal morality. It is to assure that in the workplace, each employee is able to accomplish his or her job without being subjected to harassment or discrimination and to maintain a professional work atmosphere.

The Company will not tolerate any retaliation against any person who provides information in good faith to the Company or a law enforcement official concerning a possible violation of any law, regulation or this Code. Any director, officer, or employee who violates this rule may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment.

VIII. Consequences for Non-Compliance with this Code

Any violation of applicable law or any deviation from the standards embodied in this Code will result in appropriate corrective and/or disciplinary action, up to and including termination of employment.

IX. No Rights Created

This Code is a statement of certain fundamental principles, policies, and procedures that govern the Company's directors, officers, and employees in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, supplier, competitor, stockholder, or other.

X. Publication of this Code; Amendments and Waivers

1. This Code is posted and maintained on the Company's website and such posting is disclosed in the Company's Annual Report on Form 10-K, by reference to the Company's proxy statement, if permitted by SEC rules. The Company shall make such other disclosure as is required by law.
2. The Annual Report on Form 10-K, again by reference to the Company's proxy statement, if permitted by SEC rules, will also contain a statement that amendments to and waivers of this Code with respect to Senior Officers will be posted on the Company's website.

3. While waivers of this code are not anticipated, any amendment to or waiver of this Code with respect to a Senior Officer or director shall require approval of the Board of Directors. In addition, any amendment to or waiver of this Code with respect to a Senior Officer:

1. Shall be disclosed within four (4) business days of such action on the Company's website for a period of not less than twelve months, and/or in a filing on Form 8-K with the Securities and Exchange Commission.
 2. Shall be reported in the Company's next periodic report with the SEC if not previously reported on a Form 8-K.
 3. Shall be disclosed in any other manner required by the rules of the SEC or The NASDAQ Stock Market.
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4. Records of any disclosures relating to waivers of this Code shall be retained for no less than five years.
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