



Beacon Roofing Supply

Code of Ethics

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CODE OF ETHICS

This Code of Ethics is a guide to help employees live up to the Company's high ethical standards -- and their own. It summarizes many of the laws with which the Company and employees are required to comply. The Code goes beyond the legal minimums by describing the ethical values that we share as Company employees.

This Code is not a comprehensive manual that covers every situation. It is a guide that highlights key issues and identifies policies and resources to help employees reach decisions that will make the Company proud.

Each employee is expected to read the entire Code of Ethics and its Code of Conduct posted on our Website:

<http://www.beaconroofingsupply.com/invcode.html>. No code can guarantee ethical behavior. Only we can.

RESPONSIBILITY

As Company employees, each of us has the personal responsibility to make sure that our actions abide by this Code of Ethics and the laws that apply to our work. If you have any questions or concerns about illegal or unethical acts, check with management or the Beacon Roofing Supply's Executive Management Team. Keep in mind that failure to abide by this Code and the law may lead to disciplinary measures, up to and including dismissal.

We respect the dignity of each and every employee.

Constant Respect: We are committed to providing equal employment and advancement opportunities for all individuals without distinction or discrimination based upon an individual's race, color, sex, national origin, age, religious creed, disability, pregnancy, veteran status, citizenship or any other characteristic protected by law. We evaluate all of our employees on the basis of their performance and provide them with feedback in this regard.

Based on our values and commitment, we aim to resolve problems and pursue solutions in a way that is respectful to the individual and which, to the extent possible, takes into account the interests and requirements of the individuals concerned.

The Company exists to satisfy its customers.

Product Quality and Safety: To maintain the Company's valuable reputation, compliance with our quality processes and safety requirements is essential. We damage our good name when we ship products or deliver services that fail to live up to Company standards.

Sales and Marketing: We will build long-term relationships with our customers by demonstrating honesty and integrity. All of our marketing and advertising will be accurate and truthful. Deliberately misleading messages, omissions of important fact, or false claims about our competitors' offerings never are acceptable. We will only obtain business legally and ethically. Bribes or kickbacks are not acceptable.

Customer Information: We must protect customer information that is sensitive, private or confidential just as carefully as our own. Only those who have a need to know should have access to confidential information.

Building quality relationships with other companies gives the Company a competitive advantage.

Doing Business with Others: We will not do business with others who are likely to harm the Company's reputation. All arrangements with third parties must comply with the Company policy and the law. We will not use a third party to perform any act prohibited by law or by the Company's Code of Ethics.

Agents and Consultants: Commission rates or fees paid to dealers, distributors, agents, finders or consultants must be reasonable in relation to the value of the product or work that is actually being done. We will not make any payments that may be considered bribes.

Subcontractors: Subcontractors play a vital role in the fulfillment of many of our contracts. In some cases, the subcontractor is highly visible to our customers. It is therefore very important to ensure that our subcontractors preserve and strengthen the Company's reputation by acting consistently with our Code of Ethics.

Purchasing Practices: Purchasing decisions must be made based solely on the Company's best interests. Suppliers win Company business based on product or service suitability, price, delivery and quality. Purchasing agreements should be documented and clearly identify the services or products to be provided, the basis for earning payment, and the applicable rate or fee. The amount of payment must be commensurate with the services or products provided.

We will treat the investment of our stockholders as if it was our own.

Protecting Company Assets: We have a responsibility to protect the Company's assets entrusted to us from loss, damage, misuse or theft. These assets include funds, products, or computers and may only be used for business purposes and other purposes approved by management. Company assets may never be used for illegal purposes.

Corporate Opportunities: Employees are prohibited from using corporate property, information or position for personal gain and competing with the Company. Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Confidential Information: We will safeguard all confidential information by keeping it secure, and limiting access to those who have a need to know in order to do their jobs. Confidential information includes any information that is not generally known to the public and is helpful to the Company, or would be helpful to competitors. It also includes information that suppliers and customers have entrusted to us. The obligation to

preserve confidential information continues even after employment ends.

Accuracy of Company Records: We require honest and accurate recording and reporting of information in order to make responsible business decisions. This includes such data as quality, safety and personnel records, as well as all financial records.

All financial books, records and accounts must accurately reflect transactions and events, and conform both to required accounting principles and to the Company's system of internal controls. No false or artificial entries may be made, and no undisclosed or unrecorded funds or assets may be maintained for any purpose. When a payment is made, it can only be used for the purpose spelled out on the supporting document.

Recording and Retaining Business Communications: All business records and communications should be clear, truthful and accurate. Business records and communications often become public through litigation, government investigations and the media. We will avoid exaggeration, colorful language, guesswork, derogatory remarks or characterizations of people

and companies. This applies to communications of all kinds, including e-mail and “informal” notes or memos. Records should always be retained and destroyed according to the Company’s record retention policies.

Inquiries for Information: The Company must be made aware of any inquiries from the government, the financial community or the media so that it can properly and thoroughly respond. If a representative of a governmental agency or the media contacts an employee seeking an interview or making a request for documents, that employee should immediately contact the Corporate General Counsel at 1-301-272-2123 or another member of the Company’s Executive Management Team. Even if you believe you can respond to questions, no employee is authorized to speak with members of any government agency or the media unless specifically authorized. All inquiries from the financial community should be referred specifically to the Chief Financial Officer at 571-323-3940. However, this policy does not prohibit employees from discussing their wages, benefits and terms and conditions of employment with others, including coworkers and the media, without specific notice to

and preapproval by the Company and/or exercising their rights under the National Labor Relations Act to cooperate with the National Labor Relations Board, without specific notice to and preapproval by the Company.

Intellectual Property: Confidential information is critical to the Company's competitive advantage. This includes technical know-how and data, trade secrets, business plans, marketing and sales programs, and sales figures, as well as information relating to mergers and acquisitions, divestitures, licensing activities and changes in senior management. Confidential information also includes personal information about the Company's employees and information contained in personnel files. Confidential information must not be shared with others outside the Company except pursuant to approved business relationships; nor may the Company's employees accept confidential information from third parties, including competitors, without the authorization of the Company's General Counsel. However, this policy does not prohibit employees from discussing their wages, benefits and terms and conditions of employment with others, including coworkers and

the media, without specific notice to and preapproval by the Company and/or exercising their rights under the National Labor Relations Act to cooperate with the National Labor Relations Board, without specific notice to and preapproval by the Company.

We compete aggressively and with integrity at the same time.

Competitive Information: Competitive information is a valuable tool that allows us to understand and manage our markets, products and services so we can better meet our customers' needs.

However, we must gather and use that information ethically and in accordance with the law. Any information that has been obtained improperly should not be used and notice should be provided to the Company's General Counsel.

We will also respect the confidentiality of our suppliers' information. We will not use information another company has marked "proprietary" or "confidential" regardless of how it was obtained, unless the owner gives us the material for a specific purpose, the privilege has been waived (as determined by the Company's General Counsel) or the material has become public information. Before disclosing company confidential information to a third party, we should have a non-disclosure agreement signed with that party.

Any material we have reason to think may violate these standards or that may give the appearance of impropriety

should be discussed with or turned over to the Company's Executive Management Team.

Fair Competition and Antitrust: The Company and all our employees are required to comply with the antitrust and unfair competition laws of the countries in which we do business. These laws are complex and vary considerably from country to country. They generally concern:

- Agreements with competitors that harm customers, including price fixing and allocations of customers or contracts.
- Agreements that unduly limit a customer's ability to sell a product, including establishing the resale price of a product or service, or conditioning the sale of products on an agreement to buy other Company products and services.
- Attempts to monopolize, including pricing a product below cost in order to eliminate competition.

Employees who question whether an action may violate competition laws should talk to the Company's General Counsel.

As a responsible citizen, it is our obligation to obey the law.

Compliance with the Law: Company employees are required to comply with all applicable laws and regulations wherever we do business. Perceived pressures from supervisors or demands due to business conditions are not excuses for violating the law.

When you have any questions or concerns about the legality of an action, you are responsible for checking with the Company's General Counsel.

Company Political Activities: No employee may make any political contribution for the Company or use the Company's name, funds, property, equipment or services for the support of political parties, initiatives, committees or candidates. This includes any contribution of value. Additionally, lobbying activities or government contacts on behalf of the Company, other than sales activities, should be coordinated with the Company's General Counsel.

Anti-Corruption Laws: The Company will comply with the anti-corruption laws of the countries in which it does business, including the U.S. Foreign Corrupt Practices Act (FCPA),

which applies to its global business. Employees will not directly or indirectly offer or make a corrupt payment to government officials, including employees of state-owned enterprises. These requirements apply both to Company employees and agents, such as third party sales representatives, no matter where they are doing business. If you are authorized to engage agents, make sure that they are reputable and require them to agree in writing to Company's standards in this area.

We will make business decisions based on the best interests of the Company.

General Guidance: Business decisions and actions must be based on the best interests of the Company, and must not be motivated by personal considerations or relationships. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect independent and sound judgment on behalf of the Company. General guidelines to help employees better understand several of the most common examples of situations that may cause a conflict of interest are listed below. However, employees are required to disclose to local or executive management any situation that may be, or appear to be, a conflict of interest. When in doubt, it is best to disclose.

Outside Employment: Employees may not work for or receive payments for services from any competitor, customer, distributor or supplier of the Company without approval of local or executive management. Any outside activity must be strictly separated from the Company employment and should not harm job performance at the Company. We must make sure

that the skills we learn and use at Company are not used in such a way that could hurt the business or Company. On occasion, employees of Beacon Roofing Supply may decide to seek employment outside their regular working hours. The Company has no objection to this type of work when it does not interfere with employee performance or attendance at Beacon Roofing Supply and when the employee is not in the employ of a vendor, client or competitor so as to create a conflict of interest in employment. All employees engaged in outside employment must immediately inform their supervisors in writing. Failure to disclose or misrepresent outside employment may result in disciplinary action, up to and including termination.

Board Memberships: Serving on the Board of Directors or a similar body for an outside for profit business requires the advance approval of the Company's General Counsel. Helping the community by serving on boards of non-profit or community organizations is encouraged, and does not require prior approval.

Family Members and Close Personal Relationships: We may not use personal influence to get the Company to do business with a

company in which our family members or friends have an interest. Beacon Roofing Supply discourages romantic relationships between managers and their direct reports or any subordinate. 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. Employees should disclose any relationship that could potentially violate this policy to their Human Resources Leader. Undisclosed relationships that violate this policy will be addressed through progressive disciplinary action which could include, but is not limited to, termination of employment.

Investments: Company employees may not allow their investments to influence, or appear to influence, their independent judgment on behalf of Company. This could happen in many ways, but it is most likely to create the

appearance of a conflict of interest if an employee has an investment in a competitor, supplier, customer, or distributor and his decisions may have a business impact on this outside party. If there is any doubt about how an investment might be perceived, it should be disclosed to management.

Personal Benefits: In order to safeguard integrity and reflect the highest ethical standards, our employees do not request, accept, or allow themselves to be promised loans, gifts (unless minor), other benefits (trips, etc.) or favors from any persons with whom they come into professional contact. Exceptions are permissible in special cases with prior consent from the executive in charge of your department.

There are no easy answers to many of the ethical issues we face in our daily business activities. In some cases the right thing to do will be obvious, but in other more complex situations, it may be difficult for an employee to decide what to do. When an employee is faced with a tough ethical decision or whenever they have any doubts as to the right thing to do, they should talk to their supervisor, another manager, or a member of the Company's Executive Management Team. The Company has also established a system below that is available to you at all times. The Company will not tolerate any retaliation against any person who provides information in good faith through the hotline concerning employee misconduct or violation of any law, regulation, or company policy.

Hotline: 1-866-574-1199, or

www.openboard.info/becn/index.cfm

I acknowledge that I have received the Beacon Roofing Supply, Inc. “Code of Ethics Policy.” I understand that every employee is required to comply with the policies described in the document. When I have a concern about a possible violation of the Beacon policy, I will raise the concern to a Beacon manager, company legal counsel, auditor, human resources, the hotline or any other leadership member of the organization.

Date

Employee Signature

Printed Name

(Return to Human Resources)