



160 Exeter Drive
Winchester, VA 22603-8605

POLICY – CODE OF CONDUCT AND ETHICS

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1. Introduction

In addition to the policies and procedures discussed herein, this Code of Conduct and Ethics ("Code") requires that each Employee comply with all applicable laws, rules and regulations not addressed specifically herein.

This Code constitutes the code of ethics for Trex's senior financial officers and chief executive officer required by Section 406 of the Sarbanes-Oxley Act of 2002. Any waiver of this Code for any Director, Executive Officer, or Senior Financial Officer of Trex may be made only by the Board of Directors or a Board Committee and will be promptly disclosed to the public.

2. Applicability

This Code applies to all directors, officers and employees (collectively, "employees") of Trex Company, Inc. ("Trex" or the "Company").

This Code has been designed to assist employees in understanding the basic principles and standards that govern the conduct of Trex's business. It also provides clear procedures for resolving questions and problems involving Trex's standards of conduct.

Those who violate the policies in this Code will be subject to disciplinary action, up to and including termination.

3. Employee Relations

Each employee has genuine worth and deserves the respect and consideration of all of us.

In accordance with governmental regulations, it is forbidden to discriminate in recruiting, hiring, training, promotion and all other terms and conditions of employment on account of race, color, religion, national origin, gender, age, marital status, sexual orientation, disability or veteran status. Individuals will be considered for employment opportunities

on the basis of merit as measured against objective job requirements. Trex expects each employee to support its commitment and continuing efforts toward equal employment opportunity for all.

It is a strict Company policy to provide a work environment that is free of harassment or intimidation of all types. Avoidance of any such acts of harassment and intimidation is a continuing condition of employment for every Trex employee, whether committed by other employees, supervisors, and/or third parties—including customers.

Trex is committed to providing a work environment free of sexual harassment. Actions constituting sexual harassment of any employee by another employee are strictly prohibited, no matter where they occur. Sexual harassment generally includes any conduct by an employee relating to another employee's gender if it creates an intimidating, hostile or offensive work environment or unreasonably interferes with the employee's work performance. It can include unwelcome sexual advances, request for sexual favors, graphic comments about an individual's body, sexually degrading comments, sexually suggestive objects, pictures or other materials in the workplace, and unwelcome and offensive verbal or physical conduct of a sexual nature, particularly where:

- Submission by an employee to such conduct is made either explicitly or implicitly a term or condition of employment;
- submission to or rejection of such conduct is used as the basis for decisions affecting an individual's employment; or
- such conduct has the purpose or effect of creating an intimidating, hostile or offensive working environment.

Each Trex employee is personally responsible for ensuring that his or her conduct is free of any actions that constitute sexual harassment. Employees should be aware that certain actions may give the appearance of sexual harassment even if not so intended.

If an employee believes that he or she has been subjected to discrimination or harassment of any type, the employee should bring the matter promptly to the attention of Trex management for investigation and appropriate action. If such a situation arises, the employee may elect to advise his or her immediate supervisor, the next level of management, the Employee Relations Manager, the Vice President of Human Resources, or the General Counsel. Every effort will be made to promptly investigate all allegations of harassment in as confidential a manner as possible and appropriate corrective action taken if warranted.

Employees are expected to cooperate fully in Trex's investigation of complaints. After an investigation of a complaint of discrimination or harassment, the person filing the complaint will be advised of the results of the investigation. If it is determined that inappropriate conduct has occurred, Trex will act promptly to eliminate the offending conduct, and where it is appropriate, impose disciplinary action up to and including

termination. Trex prohibits any form of retaliation against an employee for making a bona fide complaint of harassment under this policy or for assisting in a complaint investigation.

It is inappropriate for members of management at any level to have a sexual, intimate, or romantic relationship with any other member of Trex when the member of management has, or appears to have, authority over the other employee as a result of their respective positions within Trex. This is a violation of this Code even if both individuals agree to the personal relationship.

4. Employee and Facility Safety

It is the policy of Trex to assure that the activities of Trex are conducted with full concern for the safety of its facilities in order to protect the safety and health of employees, communities adjacent to our operations, and the general public. Trex complies with all applicable laws and regulations pertaining to occupational safety, health, process safety, and fire protection. Trex guidelines, based upon scientific knowledge, established engineering practice and appropriate industry standards, are developed when existing laws and regulations do not provide for adequate protection.

Trex develops and maintains safety management systems that ensure that process safety and health considerations receive priority in design, operation and maintenance of facilities. Trex requires appropriate safety and health training and requires strict adherence to safety rules and procedures.

Trex holds each manager, supervisor, and employee accountable for the safe performance of their job and measures their achievement in preventing occupational injuries, illnesses and accidental losses. Trex provides qualified safety and health staff and appropriate equipment to support management in carrying out their objectives and goals in these areas.

5. Product Quality and Safety

The design, manufacture, and marketing of world class quality products is a fundamental Trex objective. This can be accomplished only if each employee develops and maintains a commitment to the quality of his or her performance. Meticulous and constant attention to quality enables Trex to meet and exceed customer expectations, has a direct and substantial effect on our operating costs and profitability, and ensures continued business essential to growth. Products below our standards damage Trex's reputation and weakens our competitive position.

Trex complies with all applicable laws and regulations on product safety. In addition, Trex evaluates its products, identifies reasonable, foreseeable, and potential hazards to health or the environment, provide procedures and controls to avoid unreasonable risk and assess the product safety compliance of its operations. Where appropriate, Trex informs employees, customers, users, government agencies, and the public concerning

product safety. We expect all Trex employees to have the same commitment to product quality and safety goals.

6. Business Entertainment and Gifts

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage. No gift or entertainment should be offered, given, provided or accepted by any employees or their family members if it (1) is a cash gift, (2) is not consistent with customary business practices, (3) is excessive in value under the circumstances, (4) can be construed as a bribe or payoff, or (5) violates any laws or regulations. If you have any questions about whether a gift or business entertainment fits within these criteria, you should discuss this matter with your supervisor.

7. Company Records

All of Trex's business records, reports and tax returns must be prepared accurately, truthfully, and completely. They are indispensable to discharging our financial, legal compliance, management, and tax obligations. All employees involved in creating, processing or recording such information are responsible to ensure that all transactions are promptly, accurately and completely recorded in Trex's books, and there is full, fair and timely and understandable disclosure in Trex's periodic reports. Supporting documentation for transactions, such as invoices, check requests, and travel expense reports must accurately and fully describe the actual transactions in terms both of purpose and amount. Costs and expenses must be charged or allocated to the proper contract or account.

As a public company, it is the special responsibility of all employees, including and in particular the senior financial officers and the chief executive officer, to ensure that there is full, fair, accurate, timely, and understandable disclosure in reports and documents filed with the Securities and Exchange Commission and in other public communications made by Trex.

8. Company Funds

Each employee is personally accountable for Trex funds committed to his or her charge. All invoices to customers and others must accurately reflect the services or products sold, the true price, and terms of sale. Payment received in excess of the invoiced amount must be rejected and promptly refunded.

Approving an expense report, invoice, or other payment mechanism requires the conduct of an appropriate review sufficient to establish a good faith belief that the purchases and amounts are proper, that they accurately reflect the products sold or services rendered, and that they are in strict compliance with the purchase order or other agreement between the parties. Loosely controlled cash or other funds could contribute to improper use of Trex assets by facilitating bribes, kickbacks, or other illegal

or improper payments. Therefore, all bank accounts containing Trex funds shall be established and maintained in Trex's name, and all transactions in accounts containing Trex funds shall be clearly identified in Trex's books and records. No funds shall be maintained in cash except those reasonably required for normal business operations.

Federal law prohibits contributions by Trex to political parties or candidates. No Trex funds or other assets are to be contributed or loaned directly or indirectly to any political party or for the campaign of any person for federal, state (except where authorized by state law), local or foreign political office or expended in support of, or in opposition to, such party or person.

9. Company Property

Trex property may not be used for personal benefit. It may not be loaned, given away or otherwise disposed of without proper authorization. Trex assets must be used only for legitimate business purposes. Improper uses include unauthorized personal appropriations; use or theft of Trex assets, data or resources, including computer equipment and software; modifications, destruction or disclosure of data; and bribes, kickbacks or illegal payments. Theft, carelessness and waste of Trex's assets have a direct impact on the Company's profitability.

Use and removal of Company property is subject to strict controls. Employees may not remove any Company property without the express approval of the Production Supervisor, Plant Manager or General Counsel. Violation of this policy is subject to disciplinary action. Employees who become aware of any unauthorized removal of Company property should report it to their supervisor or manager or Human Resources. Employees should have no expectation of privacy for any use of Company property, including the use of Company computer equipment or networks to send personal messages.

10. Proprietary Information

Some information at Trex is proprietary, meaning it is Company property. It is a valuable asset and must be protected. Unauthorized disclosure could not only eliminate its value to Trex but also give unfair advantage to others.

Proprietary information includes know-how and trade secrets as well as sensitive or private technical, financial and business information. It includes records, practices, letters, plans, drawings, and computer programs. It may concern product manufacturing information and data, new development projects, marketing plans, rate or cost data or customer negotiations. Employees may not disclose to third parties, or use for their own benefit, any proprietary information of Trex except as authorized or directed by Trex, or except if such information becomes publicly available, other than due to the fault of such employee. Any copyrightable works written by and inventions created by Trex employees within the scope of their employment are the sole and exclusive property of Trex.

Access to proprietary information is limited to those having a need to know. Any disclosure to others, as well as the receipt of proprietary information of others, must be in conformance with Trex's policies. Each employee has a continuing fiduciary duty to Trex to maintain the confidentiality of proprietary information both during and after employment. Trex will take all appropriate actions to protect its proprietary information from improper disclosure.

11. Intellectual Property Rights of Others

The policy of Trex is to recognize fully and respect the legal rights of others on matters involving the ownership, use and disclosure of intellectual property. This includes the avoidance of any act which would result in the improper use of any trademark or service mark belonging to another party, or the unauthorized disclosure or use by Trex of any knowledge, information, document, computer software, writing, diagram or picture which is subject to an obligation of confidentiality to another party, or which may be covered by a valid copyright or trade secret right belonging to another party. It also includes the avoidance of any act which would result in unauthorized use or appropriation of any design, formulation, product, process of manufacture or composition of matter which constitutes proprietary technology of, or is covered by a valid patent belonging to another party.

All questions related to Trex's rights and obligations with respect to intellectual property should be brought to the attention of the General Counsel, who is responsible for providing legal guidance with respect to any matters concerning copyrights, patents, trade secret rights, trademark rights and confidentiality obligations related to technology and intellectual property.

12. Disclosure of Public Information

Trex's prosperity depends not only on customers' acceptance of our products and services, but also on public acceptance of our conduct. Therefore, the public is entitled to a reasonable explanation of our activities, especially those operations that directly bear on the public interest.

It is Trex's policy to respond to public inquiries - especially those from the press, the financial community, or governments - promptly and courteously. Responses should be informative without compromising business interests or security obligations. However, it is Trex's policy not to comment or speculate concerning rumors about business developments, significant transactions, mergers, acquisitions and the like, except when necessary due to legal considerations or stock exchange requirements.

Questions about Trex from outside the Company should be answered by those authorized to do so. If you are not so authorized, refer the inquiry to the Chief Financial Officer or the General Counsel.

13. Whistleblower Policy

A whistleblower as defined by this policy is an employee of the Company who reports an activity that he or she considers to be illegal or dishonest to a governmental agency. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with those responsibilities. Examples of illegal or dishonest activities are violations of federal, state or local laws; billing for services not performed or for goods not delivered; misuse of credit card and/or payment information; and other fraudulent financial reporting.

Nothing in this Code shall be construed to prohibit an employee from communicating with, reporting any possible violation of federal law or regulations, or filing a charge with or participating in any investigation or proceeding conducted by any federal, state or local agency charged with enforcing any law.

If an employee has knowledge of, or a concern regarding illegal or dishonest fraudulent activity, the employee should contact his or her immediate supervisor, the Employee Relations Manager, or any member of management. An employee who intentionally files a false report of wrongdoing will be subject to disciplinary action up to and including termination. Whistleblower protections are provided in two important areas -- confidentiality and retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained; however, identity may have to be disclosed to conduct a thorough investigation, to comply with the law, and/or to provide accused individuals their legal rights of defense. The Company will not retaliate against a whistleblower. This retaliation prohibition includes, but is not limited to, protection from adverse employment action such as termination, compensation decreases or poor work assignments, and threats of physical harm. Any whistleblower who believes he or she is being retaliated against should contact management immediately. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing.

All reports of illegal and dishonest activities should be promptly submitted to management for investigation and coordination of corrective action.

An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that is made in confidence to a Federal, State, or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law. An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal; and does not disclose the trade secret, except pursuant to court order.

Employees with any questions regarding this policy should contact management.

14. Conflicts of Interest

A conflict of interest exists when your duty to give undivided loyalty to Trex can be prejudiced by actual or potential personal benefit from another source.

You are expected to avoid any investment, interest, or association that might impair or appear to impair your best exercise of judgment on Trex's behalf. Employees owe a duty to Trex to advance its legitimate interests when the opportunity to do so arises.

Disclosures of possible conflicts of interest should be reported promptly by employees to the General Counsel, who will work to resolve the conflict in a way best suited to the interests of Trex and its employees.

Conflicts of interest most commonly arise in the following situations (this is not exhaustive):

- When an employee or a relative has a significant direct or indirect financial interest in, or obligation to, an actual or potential competitor, supplier or customer of Trex. (Ownership of less than one percent (1%) of stock of a publicly traded Company would not be considered to be "significant".)
- When an employee or a relative acts as a director, officer, partner, consultant, employee or agent of an actual or potential competitor, supplier or customer of Trex.
- When an employee has a significant personal relationship (such as family or a romantic relationship) with an employee, agent or representative of an actual or potential competitor, supplier or customer of Trex.
- When an employee appropriates to himself or diverts to others, directly or indirectly, any business opportunity in which it is known or could reasonably be anticipated that Trex would be interested.
- When an employee or a relative accepts gifts of more than token value or excessive entertainment from an actual or potential competitor, supplier or customer of Trex. (See Section 5 hereof.)
- When an employee misuses information obtained in the course of his or her employment.

15. Antitrust Matters

Trex complies with antitrust laws and the public policies they represent.

All employees of Trex are expected to conduct their operations in a manner consistent with this policy and consistent with all applicable laws of any country pertaining to commercial competition.

The United States antitrust laws apply to business activities that affect commerce within the United States or which have an impact on United States import commerce or the export businesses of a United States person or entity. Advice of the General Counsel should be obtained whenever there is any doubt as to the legal propriety of any contemplated course of action or of a proposed transaction. Violations of the antitrust laws can involve Trex and individual employees in the gravest of difficulties including fines, civil damages, substantial litigation costs and the risk of imprisonment.

It is widely understood that agreements with competitors to fix prices, to allocate markets or customers, to refuse to deal or to exclude competitors are generally forbidden by the antitrust laws. These are but a few of the acts prohibited by those laws. Trex's policy of compliance with the antitrust laws places on each employee the responsibility to understand them in order to avoid violations and to seek an explanation of them from the General Counsel, if there is any uncertainty whatsoever, as to the propriety of any act or transaction.

Trade associations perform useful and legitimate functions. However, because they provide the opportunity for representatives of competitors to meet together or work together in cooperative efforts, they are susceptible to misinterpretations. Therefore, membership in any trade association should be carefully considered to ensure that its purposes and practices are proper and lawful. Furthermore, no Trex employee is authorized to participate in any meetings with representatives of competitors, whether held by a trade association, professional society, management association, government advisory committee, or otherwise, in which discussions range into improper areas. Any Trex employees finding themselves in such a situation must immediately disassociate themselves from such a discussion and leave the meeting.

Joint activity or joint projects with competitors or others should be closely monitored by senior management with the advice of the General Counsel to ensure legality of operation. Review by the General Counsel should be obtained at an early date in connection with any such project and frequently thereafter as it develops and functions.

16. Environmental Protection

Trex aims to conduct its activities with full concern for safeguarding public health and for protection of the physical environment and to comply with environmental laws and regulations. Trex's policy is to establish and implement effective compliance programs including procedures for informing employees of this policy and their continuing obligation to conduct Trex activities in compliance with the policy and all applicable legal requirements.

Where Trex becomes aware of a hazard, representing a risk not covered by existing laws or regulations, Trex, where appropriate, will develop its own environmental standards and practices to provide for adequate protection of public health and the environment.

Trex, in addition to complying with all applicable environmental laws and regulations, is committed to reduce overall emissions and waste generation from its operations wherever technically and economically feasible. This is part of Trex's commitment to safeguarding and protecting the physical environment.

Although proper management of wastes, including environmentally sound treatment, storage and disposal, is important in protecting the physical environment, eliminating their generation through source reduction and recycling is encouraged. Source reduction can be accomplished in many ways, including: input substitution, product reformulation, process modification, operating changes and improved housekeeping. Recycling includes the use, reuse and reclamation of residues both on-site and off-site. Such emphasis on source reduction and recycling is known as "pollution prevention."

To achieve these environmental objectives:

- Trex departments develop, implement and maintain programs at their facilities aimed at minimizing and preventing the generation of emissions discharges and wastes.
- Trex operates plants and facilities and handle raw materials and products in a manner that protects the environment.
- Trex employees are informed of this policy and directed to strive for the minimization and prevention of emissions, discharges and wastes in formulating plans, setting objectives and conducting their daily activities.

17. Reporting of Violations

All employees are responsible for strictly adhering to this Code. Supervisors are responsible for ensuring that employees under their charge adhere to the provisions of this Code. For clarification or guidance of any point in the Code, please consult with your supervisor, the Employee Relations Manager in your location, the Vice President of Human Resources, or the General Counsel.

You are expected to report any suspected violation or potential violation of this Code (including any suspected violation or potential violation of any applicable law, rule or regulation) to your supervisor, the Employee Relations Manager in your location, the Vice President of Human Resources, or the General Counsel. Any supervisor who receives such a report should immediately inform the General Counsel.

You may also report any suspected violation or potential violation of this Code via the Company's Corporate Governance Hotline (800-719-4916). An independent third-party vendor maintains this Governance Hotline, which is available 24 hours a day, 365 days a year, and all calls are e-mailed immediately to the General Counsel and Chief Financial Officer. Such individuals are responsible to investigate any reports.

No retaliation or retribution will be taken against employees reporting—in good faith—a suspected or potential violation of this Code. Any attempt to take such action is itself a violation of this Code.

To the extent possible and consistent with the need to take remedial action, Trex will protect the confidentiality of an employee's report concerning a possible Code violation and will advise the employee of the action taken on the report. Reports may be made anonymously, but employees should be aware that reporting alleged violations anonymously might be less effective as the anonymity may hinder the investigation necessary to address the violation. Nonetheless, Trex will do its best to deal with anonymous reports of suspected violations.

Unsubstantiated accusations can damage reputations unfairly; accordingly, employees must exercise care in making allegations. Employees are expected to act responsibly in reporting violations. Complaints should not be frivolous and should be as factually accurate as possible. Frivolous or bad faith complaints may result in disciplinary action up to and including termination.

If it is determined that a violation of this Code has occurred, Trex will act promptly to eliminate the offending conduct, and where it is appropriate, impose disciplinary action up to and including termination.