

TREX COMPANY, INC.

CORPORATE GOVERNANCE PRINCIPLES

Board Composition, Selection and Role

1. Board Membership Qualifications. The Board of Directors (the “Board”) of Trex Company, Inc. (the “Company”) shall consist of a majority of directors who qualify as independent under rules of the New York Stock Exchange (the “NYSE”).

The Nominating / Corporate Governance Committee of the Board is responsible for recommending to the Board, on an annual basis, any changes in policies relating to Board membership in the context of the composition and needs of the Board at that time. The review of such policies by the Nominating / Corporate Governance Committee will include an assessment of director independence under NYSE rules and a consideration of the skills, knowledge, perspective, broad business judgment and leadership, relevant specific industry or regulatory affairs knowledge, business creativity and vision, experience, age and diversity-of directors, which is desirable to enhance the Board’s effectiveness.

2. Selection of Chairman. Annually, the Board shall choose the Chairman of the Board from among its members. The Board has no policy with respect to the separation of the offices of Chairman and Chief Executive Officer, or if such offices are to be separate, whether the Chairman should be selected from the non-employee directors or be an employee of the Company. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination when it annually elects a Chief Executive Officer.
3. Lead Independent Director. When the Chairman of the Board is not an independent Director, the independent Directors shall elect one of the independent Directors to serve as the Board’s Lead Independent Director (the “Lead Independent Director”). The responsibilities of the Lead Independent Director may include presiding at executive sessions of the independent directors; presiding at Board meetings in the absence of the Chairman; making recommendations and consulting with management with regard to Board meeting agendas, materials and schedules; and serving as a liaison between the independent directors and members of senior management.
4. Director Responsibilities. The basic responsibilities of the directors are to exercise their business judgment in a manner that they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors are entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors.

5. Director Selection. The Board has delegated to the Nominating / Corporate Governance Committee the power, authority, duty and responsibility to recommend to the Board the director nominees for election at the next annual meeting or any special meeting of stockholders and any person to be considered to fill a Board vacancy or a newly created directorship resulting from any increase in the authorized number of directors. The Board itself, however, is ultimately responsible for selecting its own members and in recommending them for election by the stockholders.
6. Extending the Invitation to a Potential Director to Join the Board. The invitation to join the Board shall be extended by the Chairman of the Board of the Company, together with the Chairman of the Nominating / Corporate Governance Committee or another non-employee director, when appropriate.
7. New Director Orientation. The Nominating / Corporate Governance Committee is responsible for oversight of the orientation and training of newly elected directors. All new directors must participate in an orientation program, which should be conducted during the first six months following the appointment of a new director. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting, legal and risk management issues, its regulatory compliance programs, its Code of Conduct and Ethics, its principal officers, and its internal and independent auditors.
8. Continuing Education. The Chairman of the Nominating / Corporate Governance Committee will recommend continuing education programs for individual directors based on the needs of the Board and the role of each director.
9. Size of Board. The Board has determined that the size of the Board should be in the range of seven to nine members. The precise size of the Board shall be fixed from time to time by the Board.
10. Change in Director Responsibility. Any director who experiences a significant change in responsibilities or assignment will review and consult with the Chairman of the Board and the Chairman of the Nominating / Corporate Governance Committee on the potential impact, if any, the change may have on continued Board service.
11. Service on Other Boards. Non-employee directors should advise the Chairman of the Board and the Chairman of the Nominating / Corporate Governance Committee in advance of accepting an invitation to serve on another board (excluding non-profit boards).
12. Term Limits and Retirement Age. The Board does not believe it should establish term limits. While such limits could help ensure that there are fresh

As an alternative to term limits, the Nominating / Corporate Governance Committee will review each director's continuation on the Board in the last year of each director's then-current term. This will allow each director the opportunity to conveniently confirm his or her desire to stand for re-election as a member of the Board. The Board does not believe that directors should expect to continue to be nominated following expiration of their current term.

The Board does not believe that it should establish a strict retirement age. However, the Board does believe that once a director attains a certain age, the Board should carefully consider whether such director's continued service on the Board is in the best interests of the Company. Accordingly, at the adjournment of each annual meeting of shareholders, any director who is then age 75 or older shall tender his or her resignation to the Board, at which time the Board may elect to either accept such resignation or request that such director continue to serve on the Board.

13. Board Compensation. Only non-employee directors shall receive compensation, in the form of stock appreciation rights, stock option grants and/or restricted stock, as determined by the Board, and cash, for their Board and committee service. The Nominating / Corporate Governance Committee shall annually review director compensation and recommend any proposed changes to the Board for its approval.

No Audit Committee member may accept any consulting, advisory, or other compensatory fees from the Company, other than director and committee fees.

The Company will not make any personal loans or extensions of credit to directors or executive officers.

14. Board Interaction with Institutional Investors, the Press, Customers, Etc. The Board believes that management speaks for the Company. Individual directors may, from time to time, at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman.
15. Board Access to Senior Management. Board members have complete access to the Company's management. It is assumed that Board members will take into account the importance of ensuring that this contact does not distract management from its full attention to the business operations of the Company

16. Board and Committee Access to Non-employee Advisors. The Board and each committee have the power to hire independent legal, financial or other advisors, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.
17. Executive Sessions of Non-Management Directors. The non-management directors shall meet at least quarterly in executive session without management participation. The rule of presiding director for each executive session shall rotate among members in succession, as determined by the members, provided that if there is a Lead Independent Director, such director shall act as presiding director. The presiding director shall be responsible for advising the Chairman of the Board of decisions reached, and recommendations for Board action made, at these meetings. If the group of non-management directors includes any director who is not independent under NYSE rules, the Company will schedule at least once each year an executive session including only independent directors.

Committee Matters

18. Board Committees. The Board will have at all times a standing Audit Committee, Compensation Committee, and Nominating / Corporate Governance Committee. All members of these committees will be independent directors under rules of the NYSE and, to the extent applicable, other laws, rules and regulations. At least one member of the Audit Committee will be an audit committee financial expert as defined in SEC rules. No member of the Audit Committee may simultaneously serve on the audit committees of more than three public companies unless the Board determines that such simultaneous service would not impair the ability of such member to serve effectively on the Company's Audit Committee. Committee members and chairmen will be appointed by the Board upon recommendation of the Nominating / Corporate Governance Committee, which will give consideration to the preferences of Management and the individual directors. Committee members may designate a Chairman of their committee by majority vote of the committee members, if a Chairman is not appointed by the full Board.

The Board believes that consideration should be given to rotating committee members periodically to the extent practicable, but does not believe that rotation should be mandated as a policy.

19. Committee Charters. Each of the Audit Committee, Compensation Committee and Nominating / Corporate Governance Committee shall have its own charter that is intended to meet NYSE listing standards. The charters will set forth the purposes, membership, powers, authority, duties and responsibilities of the committees, as well as certain qualifications for committee membership. The

20. Additional Committees. The Board may, from time to time, designate additional committees as deemed necessary or advisable in accordance with Delaware law and the Company's Bylaws. If and when the Board designates any such additional committee, the Board shall, by resolution or otherwise, clearly define in writing the responsibilities of such committee.

Board and Committee Meetings

21. Attendance at Meetings and Board Schedule. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Non-employee directors are welcome at meetings of committees of which they are not members. At least six months prior to the start of the year, the Chairman of the Board will establish the schedule for the upcoming year's regular Board meetings and the Chairman of each committee will establish the schedule for the upcoming year's regular committee meetings.
22. Regular Attendance of Non-directors at Board Meetings. The Board welcomes regular attendance at each Board meeting of those employees who are in the most senior management positions of the Company. If the Chairman wishes to have additional Company personnel attend Board meetings on a regular basis, this proposal will be brought before the Board for its concurrence.
23. Selection of Agenda Items for Board Meetings. The Chairman of the Board will establish the agenda for each Board meeting. At the beginning of each year, the Chairman of the Board will establish a schedule of agenda subjects to be discussed during such year (to the extent such subjects can be reasonably foreseen). Each Board member is free and encouraged to suggest the inclusion of items on the agenda. The Board will review the Company's long-term strategic plan during at least one Board meeting each year.
24. Selection of Agenda Items for Committee Meetings. The Chairman of each committee, in consultation with the other members of the committee and management, will develop the committee's agenda. At the beginning of each year, each committee will establish a schedule of agenda subjects to be discussed during such year (to the extent such subjects can be reasonably foreseen). The schedule for each committee will be furnished to all directors. The agenda for each committee meeting shall be distributed to other members of the Board at the same time that it is distributed to committee members.
25. Board and Committee Materials Distributed in Advance. Information and data that are important to an understanding by directors of the business to be conducted at a Board or committee meeting should generally be distributed in

26. Board and Committee Presentations. Presentations to the Board or a committee on specific subjects should generally be distributed to the directors in advance of the meeting so that Board and committee meeting time may be conserved and discussion time focused on questions from Board members arising from the presentation. On those occasions when confidentiality or other concerns make it inadvisable to document a presentation in advance of a meeting, the presentation will be discussed at the meeting.
27. Frequency and Length of Committee Meetings. The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter and as circumstances may require. The Chairman of each committee and a majority of the committee members each have the right to call a special meeting of the committee.

Evaluations

28. Evaluation of Management. There shall be an annual report to the Nominating / Corporate Governance Committee by the Chief Executive Officer on the development of members of senior management (senior and executive officers).

The Nominating / Corporate Governance Committee shall oversee the annual evaluation of management, including the Chief Executive Officer, which shall be communicated to the Chief Executive Officer by the Chairman of the Nominating / Corporate Governance Committee. The evaluation should be based on objective criteria, including performance of the business, accomplishment of long-term strategic objectives, development of management and other pertinent matters. The Nominating / Corporate Governance Committee shall annually conduct and report the results of the evaluation of management to the Board of Directors.

The Compensation Committee will review the Nominating / Corporate Governance Committee's report in making its annual determinations with respect to the compensation of executive officers.

The Board should also consider the evaluations of management when appointing or reappointing officers of the Company.

29. Self-evaluations of the Board and Committees. The Nominating / Corporate Governance Committee will oversee annual self-evaluations of the Board and its committees and will report to the Board on an assessment of their

Miscellaneous

30. Succession Planning. The Chief Executive Officer shall report at least annually to the Nominating / Corporate Governance Committee on succession planning for senior executive positions. The report shall address candidate readiness, management development initiatives and recruitment needs and objectives. In consultation with the CEO, the Nominating / Corporate Governance Committee shall make recommendations to the Board with respect to matters relating to training and development of the Company's senior management personnel. There should also be available on a continuing basis the Chief Executive Officer's recommendation for a successor in the event of an unexpected disability.
31. Reporting Concerns Regarding Company Practices. Anyone who has a concern about the Company's conduct, accounting practices, internal accounting controls or auditing matters, may express their concerns directly to the Chairman of the Audit Committee. Such communications may be confidential or anonymous, and may be submitted in writing or reported by phone to the address or toll-free phone number, which shall be published on the Company's website. The Company will not tolerate retaliation against any individual who in good faith makes a report or participates in any investigation conducted as a result of such a report.
32. Disclosure of this Policy. The Company's committee charters, Code of Conduct and Ethics, and these Corporate Governance Principles shall be posted on the Company's website and shall be available in printed form without charge to any stockholder requesting any of these documents. The availability of these documents on the Company's website and in print will be disclosed in the Company's annual report to stockholders.

Adopted by the Board of Directors on October 24, 2003 and amended on February 20, 2004, February 10, 2005, February 8, 2006, October 20, 2010, February 16, 2011 and December 5, 2012.