

TREX COMPANY, INC.

NOMINATING / CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating / Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Trex Company, Inc. (the “Company”) to (1) recommend director nominees for election or appointment to the Board consistent with criteria approved by the Board; (2) develop and recommend to the Board corporate governance principles applicable to the Company; (3) lead the Board in its annual review of the Board’s performance; (4) recommend to the Board director nominees for each Board committee; and (5) recommend to the Board appropriate compensation for non-employee directors for their service on the Board and committees of the Board.

Committee Membership and Operations

The Committee shall consist of no fewer than three members of the Board, all of whom shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee shall be appointed by the Board on the recommendation of the Committee. Committee members may be removed and replaced by the Board. Committee members may designate a Chairman of the Committee by majority vote of the Committee members, if a Chairman is not appointed by the full Board.

A quorum at any Committee meeting shall be a majority of its members present. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The Committee may adopt such procedures relating to the conduct of its proceedings as are consistent with the Company’s corporate governance principles and as the Committee otherwise deems appropriate.

Committee Powers, Authority, Duties and Responsibilities

1. Recommendation of Candidates. The Committee shall recommend to the Board for its approval criteria for the selection of new directors; evaluate the qualifications of potential candidates for director, including any candidates recommended by stockholders in accordance with the provisions of the Company’s Bylaws and applicable law, consistent with the criteria for selection of new directors approved by the Board; and recommend to the Board the 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 resulting from death, disability, removal, resignation or an increase in Board size.

2. Director Membership and Succession. The Committee shall annually review the advisability of any changes in policies relating to Board and committee membership and succession, including the number, composition, qualifications, independence, and term of service of directors, and make recommendations to the Board regarding such policies.
3. New Director Orientation. The Committee shall oversee the orientation and training of newly elected or appointed directors.
4. Committee Structure and Membership. The Committee shall advise the Board with respect to the structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board. The Committee shall also make recommendations to the Board with consideration to the preferences of Management and the individual directors regarding which directors should serve as members and chairmen of the various committees of the Board.
5. Non-Employee Director Compensation. The Committee shall annually review and advise the Board with respect to proposed changes in compensation of non-employee directors for Board or Committee service, including the terms of any equity compensation awards and benefit arrangements for such directors.
6. Management Development. The Chief Executive Officer shall report at least annually to the Committee on the development of members of senior management (senior and executive officers).
7. Succession Planning. The Chief Executive Officer shall report at least annually to the 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 Committee shall make recommendations to the Board with respect to matters relating to training and development of the Company's senior management personnel.
8. Evaluation of Management. The Committee shall annually conduct an evaluation of senior management, including the Chief Executive Officer, which shall be communicated to the Chief Executive Officer by the Chairman of the Committee. The evaluation shall be based on objective criteria, including performance of the business, accomplishment of long-term strategic objectives, development of management, and other pertinent matters. The Committee shall report the results of the evaluation of senior management to the Board.
9. Communications with the Board. The Committee shall establish procedures for communications by stockholders and other interested parties to the Company's directors and oversee public disclosure concerning such procedures and whether material actions have been taken as a result of such communications.

10. Code of Conduct and Ethics. The Committee shall consider and act upon any amendments to the Company's Code of Conduct and Ethics and upon any requests by executive officers for waivers under the Code of Conduct and Ethics.
11. Corporate Governance Principles. The Committee shall develop and recommend to the Board for its approval a set of corporate governance principles and shall assist the Board in implementing those principles. The Committee shall annually review the corporate governance principles and recommend proposed changes to the Board for its approval.
12. Board, Committee and Management Evaluations. The Committee shall develop and recommend to the Board for its approval an annual process for self-evaluations of the Board, its committees and management. The Committee shall oversee the annual self-evaluations.
13. Stockholder Proposals. The Committee shall review and make recommendations regarding stockholder proposals that relate to corporate governance matters.
14. Delegation of Authority. The Committee may form and delegate authority to subcommittees of the Committee as determined by the Committee to be necessary or advisable.
15. Engagement of Search Firms and Other Advisors. The Committee shall have the sole authority to retain and terminate any search firm engaged to identify director candidates, and may retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve fees and other terms relating to the retention of any such search firm or other advisor.
16. Report to the Board. The Committee shall report its actions and recommendations to the Board at its next regularly scheduled Board meeting following any meeting of the Committee.
17. Committee Charter. The Committee shall annually reassess the adequacy of this charter and recommend any proposed changes to this charter to the Board for its approval.
18. Committee Performance Evaluation. The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.
19. Other Duties. The Committee shall perform such other duties as are delegated to it by the Board from time to time.

Adopted by the Board of Directors on May 7, 2003, and amended on February 20, 2004, February 10, 2005 and February 8, 2006.