

TREX COMPANY, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Trex Company, Inc. (the "Company") to discharge the Board's responsibilities relating to compensation of the Company's Chief Executive Officer ("CEO") and other executive officers, and to consider, recommend, administer and implement the Company's incentive-compensation plans and equity-based plans.

The Committee is also responsible for preparing a report on executive compensation for inclusion in the Company's annual meeting proxy statement in accordance with applicable rules and regulations.

Committee Membership and Operations

The Committee shall consist of no fewer than three members of the Board. The members of the Committee shall meet the independence requirements of the New York Stock Exchange and any legal requirements relevant to the proper administration of the Company's executive compensation program, including requirements under the federal securities laws and the Internal Revenue Code of 1986.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating / Corporate Governance Committee. Committee members may be removed and replaced by the Board, but all replacements shall be made on the recommendation of the Nominating / Corporate Governance Committee. 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. CEO Compensation and Benefits. The Committee shall annually, and at the time of any new hire, review, determine and approve, for the Chief Executive Officer (the “CEO”), (a) the annual base salary, (b) the annual bonus arrangements, if any, (c) any long-term incentive compensation, (d) any employment agreements, severance arrangements, and change in control and similar agreements or provisions, and any amendments, supplements or waivers to or of the foregoing arrangements, agreements or provisions, in each case as, when and if deemed necessary or advisable, and (e) any perquisites and special or supplemental benefits. In connection with the foregoing, the Committee shall review and approve corporate goals and objectives relevant to the CEO’s compensation and evaluate the CEO’s performance and determine the CEO’s compensation level in light of those goals and objectives. In determining the long-term incentive component of the CEO’s compensation, the Committee shall consider, among other matters, the Company’s performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and awards given to the Company’s CEO in past years.

2. Compensation and Benefits of Other Executive Officers. The Committee shall annually, and at the time of any new hire, review, determine and approve, for the executive officers of the Company other than the CEO, (a) the annual base salary, (b) the annual bonus arrangements, if any, (c) any long-term incentive compensation, (d) any employment agreements, severance arrangements, and change in control and similar agreements or provisions, and any amendments, supplements or waivers to or of the foregoing agreements, arrangements or provisions, in each case as, when and if deemed necessary or advisable, and (e) any perquisites and special or supplemental benefits.

“Executive officers”, for the purposes of this section of the charter, shall refer to (1) those employees designated by the Company as “executive officers” under Section 16 of the Securities Exchange Act of 1934 (other than the CEO, who is covered under Section 1 above), and (2) employees at a vice president level or above who report to the CEO.

3. Administration of Compensation, Benefits and Equity Plans. The Committee shall consider, recommend, administer and implement the Company’s 2005 Stock Incentive Plan, Profit Allocation Plan, 1999 Employee Stock Purchase Plan, Bonus Plan, and other incentive compensation plans, benefits plans and equity-based plans in which directors, the CEO, other executive officers and other employees of the Company and its subsidiaries may be participants, including, but not

limited to, (a) approving option grants and restricted stock or other awards, (b) interpreting the plans, (c) determining rules and regulations relating to the plans, (d) approving the forms of agreements for awards under the plans, (e) modifying or canceling existing grants or awards and (f) imposing limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or advisable. With respect to any employee benefit plan covering employees of the Company subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974, the Committee shall have the authority to appoint and terminate the named fiduciary or named fiduciaries of such plan and shall monitor their performance, unless such fiduciaries are specified in the constituent plan documents.

4. Recommendations Regarding Compensation and Equity Plans. The Committee shall annually assess the desirability of proposing, and shall make recommendations to the Board with respect to, the adoption of any new incentive-compensation plans and equity-based plans and any amendment or termination of existing incentive-compensation plans and equity based plans.
5. Other Requirements. To the extent appropriate or necessary to comply with any federal securities or tax law requirements, such as Rule 16b-3 under the Securities Exchange Act of 1934 or Section 162 (m) of the Internal Revenue Code of 1986, the Board may delegate exclusive authority to the Committee to approve or ratify elements of compensation of the CEO and the other executive officers.
6. Engagement of Consultants. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or other executive officer compensation, including the sole authority to approve the fees and other terms relating to the retention of any such compensation consultant. The Committee shall also have authority to obtain advice and assistance from internal or outside legal, accounting or other advisors. The Committee shall also have the authority to select or receive advice from a compensation consultant (other than a consultant whose role is limited to consulting on broad-based, nondiscriminatory plans, or who provides only non-customized data, each as described in Item 407(e)(3)(iii) of Regulation S-K under the Securities Exchange Act of 1934), legal counsel or other adviser (each, a “compensation adviser”) only after having taken into consideration the following factors:
 - The provision of other services to the Company by the person that employs the compensation adviser;

- The amount of fees received from the Company by the person that employs the compensation adviser, as a percentage of the total revenue of the person that employs the compensation adviser;
- The policies and procedures of the person that employs the compensation adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation adviser with a member of the Committee;
- Any stock of the Company owned by the compensation adviser; and
- Any business or personal relationship of the compensation adviser or the person employing the adviser with an executive officer of the Company.

However, nothing in this Charter requires a compensation adviser to be independent, and the Committee may select or receive advice from any compensation adviser it prefers, including one that is not independent, after considering the factors set forth above. The Committee shall periodically (at least once per year) reconsider the factors set forth above with respect to an adviser whom it has previously selected or from whom it continues to receive advice.

7. Report on Executive Compensation. The Committee shall meet to review and discuss with Management the Compensation Discussion and Analysis (the “CD&A”) required by the Securities and Exchange Commission’s (the “SEC”) rules and regulations. The Committee will recommend to the Board whether the CD&A should be included in the Company’s proxy statement or other applicable SEC filings. The Committee will prepare a Compensation Committee Report for inclusion in the Company’s applicable filings with the SEC. The report will state whether the Committee reviewed and discussed with Management the CD&A, and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company’s proxy statement or other applicable SEC filings.
8. 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.
9. Report to the Board. The Committee shall make reports to the Board at the next regularly scheduled Board meeting following any meeting of the Committee.

10. Committee Charter. The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to this charter to the Board for approval.
11. Committee Performance Evaluation. The Committee shall annually review its own performance.
12. Other Duties. The Committee shall have such other duties as may be delegated to it from time to time by the Board.

Adopted by the Board of Directors on May 7, 2003, and amended on February 20, 2004, April 21, 2005, November 19, 2005, February 8, 2006, April 19, 2006, February 22, 2007, and February 19, 2014.