TREX COMPANY, INC.
160 Exeter Drive
Winchester, Virginia 22603-8605

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
May 6, 2015

To our stockholders:

Notice is hereby given that the 2015 annual meeting of stockholders of Trex Company, Inc. will be held at The George Washington Grand Hotel, 103 East Piccadilly Street, Winchester, Virginia, on Wednesday, May 6, 2015, at 9:00 a.m., local time, for the following purposes:

1. to elect two directors of Trex Company;
2. to approve, on a non-binding advisory basis, the compensation of our named executive officers;
3. to approve the material terms for payment of annual cash incentive compensation to permit the compensation paid pursuant to such material terms to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code;
4. to ratify the appointment of Ernst & Young LLP as Trex Company's independent registered public accounting firm for the 2015 fiscal year; and
5. to transact such other business as may properly come before the annual meeting or any adjournment or postponement thereof.

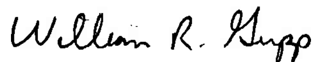
Only stockholders of record at the close of business on March 10, 2015 will be entitled to notice of and to vote at the annual meeting or any adjournment or postponement thereof.

All stockholders are cordially invited to attend this meeting.

We have elected to adopt the Securities and Exchange Commission rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing a Notice Regarding the Availability of Proxy Materials (the "Notice of Availability") to our stockholders instead of a paper copy of this proxy statement and our 2014 Annual Report. The Notice of Availability contains instructions on how to access and review those documents over the Internet. We believe that this process will allow us to provide our stockholders with the information they need in a more timely manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials. Stockholders who receive a Notice of Availability by mail and would like to receive a printed copy of our proxy materials, should follow the instructions for requesting such materials included on the Notice of Availability.

Your vote is very important to us. Whether or not you plan to attend the meeting in person, your shares should be represented and voted. To vote, please complete and return your proxy card, or vote by telephone or via the Internet by following the instructions on your Notice of Availability. Returning a proxy card or otherwise submitting your proxy does not deprive you of your right to attend the Annual Meeting and vote in person.

By Order of the Board of Directors,



William R. Gupp
Senior Vice President, General Counsel and Secretary

Dated: March 27, 2015

TREX COMPANY, INC.
160 Exeter Drive
Winchester, Virginia 22603-8605

Annual Meeting of Stockholders
May 6, 2015

PROXY STATEMENT

GENERAL INFORMATION

Proxy Solicitation

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors (the "Board") of Trex Company, Inc. (the "Company") for use at the Company's 2015 annual meeting of stockholders to be held at The George Washington Grand Hotel, 103 East Piccadilly Street, Winchester, Virginia, on Wednesday, May 6, 2015 at 9:00 a.m., local time. The purpose of the annual meeting and the matters to be acted upon are set forth in the accompanying notice of annual meeting.

Record Date and Voting Securities

Only stockholders of record at the close of business on March 10, 2015, the record date for the annual meeting (the "record date"), will be entitled to notice of and to vote at the annual meeting. As of the record date, we had 32,080,374 shares of common stock outstanding, which are our only securities entitled to vote at the annual meeting. Each share of common stock is entitled to one vote.

A list of stockholders entitled to vote at the annual meeting will be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours for a period of ten days before the meeting at the Company's offices at 160 Exeter Drive, Winchester, Virginia, and at the time and place of the meeting during the whole time of the meeting.

Electronic Notice and Mailing

Notice of the Company's annual meeting was mailed on or about March 27, 2015 to all stockholders as of the record date.

Those stockholders entitled to vote may vote their shares via the Proxy Card, or via the Internet, telephone or mail, following the instructions printed on the Notice of Availability.

Stockholders who receive a Notice of Availability and would like to receive a printed copy of our proxy materials should follow the instructions for requesting such materials included in the Notice of Availability.

From the date of the mailing of the Notice of Availability until the conclusion of the annual meeting, all of the proxy materials will be accessible on the Company's website at www.trex.com/2015proxy.

Revocability of Proxies

Stockholders who execute proxies may revoke them by giving written notice to our Corporate Secretary any time before such proxies are voted. Attendance at the annual meeting shall not have the effect of revoking a proxy unless the stockholder so attending shall, in writing, so notify the Secretary of the annual meeting at any time prior to the voting of the proxy at the annual meeting.

Other Matters

The Board does not know of any matter that is expected to be presented for consideration at the annual meeting, other than the election of directors, a non-binding advisory vote on the compensation of our named executive officers, approval of the material terms for payment of annual cash incentive compensation to permit the compensation paid pursuant to such material terms to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code, and ratification of the appointment of our independent registered public accounting firm for the current fiscal year. However, if other matters properly come before the annual meeting, the persons named in the accompanying proxy intend to vote thereon in accordance with their judgment.

Solicitation Expenses

We are not engaging any company for the purpose of proxy solicitation in conjunction with this proxy statement. We will bear the cost of the annual meeting and the cost of soliciting proxies, including the cost of mailing any proxy materials. In addition to solicitation by mail, our directors, officers and regular employees (who will not be specifically compensated for such services) may solicit proxies by telephone or otherwise. Arrangements will be made with brokerage houses and other custodians, nominees and fiduciaries to forward proxies and proxy material to their principals, and we will reimburse them for their expenses. In addition, we have retained Broadridge Financial Solutions, Inc., or Broadridge, to assist in the mailing, collection, and administration of the proxy.

The annual report to stockholders and the 2014 Annual Report on Form 10-K are not proxy soliciting materials.

Voting Procedures; Abstentions; Broker Voting

All proxies received pursuant to this solicitation will be voted except as to matters where authority to vote is specifically withheld. Where a choice is specified as to the proposal, proxies will be voted in accordance with such specification. If no instructions are given, the persons named in the proxy intend to vote:

- FOR election of the nominees listed herein as directors;
- FOR approval, on a non-binding advisory basis, of the compensation of our named executive officers;
- FOR approval of the material terms for payment of annual cash incentive compensation to permit the compensation paid pursuant to such material terms to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code; and
- FOR ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the 2015 fiscal year.

A majority of the outstanding shares of common stock entitled to vote on the record date, whether present in person or represented by proxy, will constitute a quorum for the transaction of business at the annual meeting and any adjournment or postponement thereof. Abstentions and broker non-votes (which occur with respect to any proposal when a broker holds shares of a customer in its name and is not permitted to vote on that proposal without instruction from the beneficial owner of the shares and no instruction is given) will be counted as present or represented for purposes of establishing a quorum for the transaction of business.

Abstentions and broker non-votes will have no effect on the election of directors, which is by plurality of the votes cast in person or by proxy. Brokers may vote their shares in favor of directors so long as they have voting instructions from the beneficial owners of the shares.

Approval, on a non-binding advisory basis, of the compensation of our named executive officers requires the affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on the matter at the annual meeting. Abstentions from voting on this proposal will have the same effect as a vote against this proposal. Brokers may vote their shares on this proposal so long as

they have voting instructions from the beneficial owners of the shares. Broker non-votes will not be treated as votes cast on this matter, and therefore will not have any effect on determining the outcome. As disclosed later in this proxy statement, the vote on approval of the compensation of our named executive officers is advisory, and therefore not binding on the Company, the Compensation Committee or our Board.

Approval of the material terms for payment of annual cash incentive compensation to permit the compensation paid pursuant to such material terms to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code requires the affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on the matter at the annual meeting. Abstentions from voting on this proposal will have the same effect as a vote against this proposal. Brokers may vote their shares on this proposal so long as they have voting instructions from the beneficial owners of the shares. Broker non-votes will not be treated as votes cast on this matter, and therefore will not have any effect on determining the outcome.

Approval of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the 2015 fiscal year requires the affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on the matter at the annual meeting. Abstentions from voting on this proposal will have the same effect as a vote against this proposal. Broker non-votes will not be treated as votes cast on this matter, and therefore will not have any effect on determining the outcome.

EXECUTIVE OFFICERS

See “Executive Officers and Directors” in Part I, Item 1 of our 2014 Annual Report on Form 10-K for the information about our executive officers, which is incorporated herein by reference.

SECURITY OWNERSHIP

The following table presents, as of March 10, 2015, information based upon the Company's records and filings with the SEC regarding beneficial ownership of its common stock by the following persons:

- each person known to the Company to be the beneficial owner of more than 5% of the common stock;
- each director and each nominee to the Board;
- each executive officer of the Company named in the Summary Compensation Table following the Compensation Discussion and Analysis section of this proxy statement; and
- all directors and executive officers of the Company as a group.

As of March 10, 2015, there were 32,080,374 shares of common stock outstanding.

The following information has been presented in accordance with SEC rules and is not necessarily indicative of beneficial ownership for any other purpose. Under SEC rules, beneficial ownership of a class of capital stock as of any date includes any shares of such class as to which a person, directly or indirectly, has or shares voting power or investment power as of such date and also any shares as to which a person has the right to acquire such voting or investment power as of or within 60 days after such date through the exercise of any stock option, warrant or other right, without regard to whether such right expires before the end of such 60-day period or continues thereafter. If two or more persons share voting power or investment power with respect to specific securities, all of such persons may be deemed to be the beneficial owners of such securities.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (%)(1)
JPMorgan Chase & Co. (2) 270 Park Ave. New York, NY 10017	2,697,280	8.4
BlackRock, Inc. (3) 55 East 52nd Street New York, New York 10022	2,213,843	6.9
Barrow, Hanley, Mewhinney & Strauss, LLC (4) 2200 Ross Avenue, 31st Floor Dallas, TX 75201-2761	2,111,915	6.6
Baron Capital Group, Inc. (5) 767 Fifth Avenue, 49th Floor New York, NY 10153	1,941,374	6.1
The Vanguard Group (6) 100 Vanguard Blvd. Malvern, PA 19355	1,862,417	5.8
Lord, Abbett & Co. LLC (7) 90 Hudson Street Jersey City, NJ 07302	1,852,692	5.8
ClearBridge Investments, LLC (8) 620 8th Avenue New York, NY 10018	1,696,697	5.3
Ronald W. Kaplan (9)	322,398	1.0
James E. Cline (10)	154,629	*
William R. Gupp (11)	121,791	*
F. Timothy Reese (12)	97,564	*
Adam D. Zambanini (13)	53,319	*
Christopher P. Gerhard (14)	25,134	*
Patricia B. Robinson (15)	43,462	*
Frank H. Merlotti, Jr. (16)	35,006	*
Richard E. Posey (17)	30,572	*
Jay M. Gratz (18)	19,690	*
Michael F. Golden (19)	7,552	*
Gerald Volas (20)	3,592	*
All directors and executive officers as a group (12 persons) (21)	914,709	2.9

* Less than 1%.

(1) The percentage of beneficial ownership as to any person as of March 10, 2015 is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after March 10, 2015, by the sum of the number of shares outstanding as of March 10, 2015 plus the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after March 10, 2015. Consequently, the denominator used for calculating such percentage may be different for each beneficial owner. Except as otherwise indicated below and under applicable community property laws, the Company believes that the beneficial owners of the Company's common stock listed in the table have sole voting and investment power with respect to the shares shown.

(2) The information concerning JPMorgan Chase & Co. is based on a Schedule 13G filed with the SEC on February 2, 2015, in which the reporting person reports that it has sole voting power with respect to 2,504,462 of the shares shown, shared voting power with respect to 30 of the shares shown, sole dispositive power with respect to 2,697,250 of the shares shown, and shared dispositive power with respect to 30 of the shares shown.

(3) The information concerning BlackRock, Inc. is based on a Schedule 13G/A filed with the SEC on January 29, 2015, in which the reporting person reports that it has sole voting power with respect to 2,142,989 of the shares shown and sole dispositive power with respect to all of the shares shown.

(4) The information concerning Barrow, Hanley, Mewhinney & Strauss, LLC is based on a Schedule 13G filed with the SEC on February 10, 2015, in which the reporting person reports that it has sole voting power with respect to 1,111,243 of the shares shown, shared voting power with respect to 1,000,672 of the shares shown, and sole dispositive power with respect to all of the shares shown.

(5) The information concerning Baron Capital Group, Inc. is based on a Schedule 13G filed with the SEC on February 17, 2015, in which BAMCO, Inc. reports ownership of 1,890,262 shares along with reporting ownership by Baron Capital Management, Inc. of 51, 112 shares. Both BAMCO, Inc. and Baron Capital Management, Inc. are owned by Baron Capital Group, Inc., the controlling owner of which is Ronald Brown. Baron Capital Group, Inc. and Ronald Brown each hold shared voting power over 1,841,374 of the shares shown and shared dispositive power over all of the shares shown.

(6) The information concerning The Vanguard Group is based on a Schedule 13G/A filed with the SEC on February 10, 2015, in which the reporting person reports that it has sole voting power with respect to 41,937 of the shares shown, sole dispositive power with respect to 1,822,880 of the shares shown, and shared dispositive power with respect to 39,537 of the shares shown.

(7) The information concerning Lord, Abbett & Co. LLC is based on a Schedule 13G filed with the SEC on February 13, 2015, in which the reporting person reports that it has sole voting power with respect to 1,816,683 of the shares shown and sole dispositive power with respect to all of the shares shown.

(8) The information concerning ClearBridge Investments, LLC is based on a Schedule 13G filed with the SEC on on February 18, 2015, in which the reporting person reports that it has sole voting power and sole dispositive power with respect to all of the shares shown.

(9) The shares of common stock shown as beneficially owned by Mr. Kaplan include 153,418 stock appreciation rights he has the right to exercise as of or within 60 days after March 10, 2015.

(10) The shares of common stock shown as beneficially owned by Mr. Cline include 88,757 stock appreciation rights he has the right to exercise as of or within 60 days after March 10, 2015.

(11) The shares of common stock shown as beneficially owned by Mr. Gupp include 52,768 stock appreciation rights he has the right to exercise, as of or within 60 days after March 10, 2015.

(12) The shares of common stock shown as beneficially owned by Mr. Reese include 14,998 stock appreciation rights he has the right to exercise as of or within 60 days after March 10, 2015.

(13) The shares of common stock shown as beneficially owned by Mr. Zambanini include 29,092 stock appreciation rights he has the right to exercise as of or within 60 days after March 10, 2015.

(14) The shares of common stock shown as beneficially owned by Mr. Gerhard include 6,962 stock appreciation rights he has the right to exercise as of or within 60 days after March 10, 2015.

(15) The shares of common stock shown as beneficially owned by Ms. Robinson include 35,588 stock appreciation rights she has the right to exercise, as of or within 60 days after March 10, 2015.

(16) The shares of common stock shown as beneficially owned by Mr. Merlotti include 28,250 stock appreciation rights he has the right to exercise as of or within 60 days after March 10, 2015.

(17) The shares of common stock shown as beneficially owned by Mr. Posey include 20,738 stock appreciation rights he has the right to exercise as of or within 60 days after March 10, 2015.

(18) The shares of common stock shown as beneficially owned by Mr. Gratz include 12,934 stock appreciation rights he has the right to exercise as of or within 60 days after March 10, 2015.

(19) The shares of common stock shown as beneficially owned by Mr. Golden include 4,710 stock appreciation rights he has the right to exercise as of or within 60 days after March 10, 2015.

(20) The shares of common stock shown as beneficially owned by Mr. Volas include 2,938 stock appreciation rights he has the right to exercise as of or within 60 days after March 10, 2015.

(21) The shares of common stock shown as beneficially owned by all directors and executive officers as a group include a total of 451,153 stock appreciation rights they have the right to exercise as of or within 60 days after March 10, 2015.

ELECTION OF DIRECTORS
(Proposal 1)

Nominees for Election as Directors

The Company's certificate of incorporation provides that the Board is to be divided into three classes of directors, with the classes to be as nearly equal in number as possible. The current terms of office of the three current classes of directors expire at this annual meeting, at the annual meeting of stockholders in 2016 and at the annual meeting of stockholders in 2017, respectively. Upon the expiration of the term of office of each class, the nominees for such class will be elected for a term of three years to succeed the directors whose terms of office expire.

In accordance with the recommendation of the Nominating/Corporate Governance Committee, Frank H. Merlotti, Jr. and Patricia B. Robinson have been nominated by the Board for election to the class with a three-year term that will expire at the annual meeting of stockholders in 2018. These nominees are incumbent directors. Mr. Merlotti has served on the Board since his appointment as a director in February 2006, and Ms. Robinson has served on the Board since her appointment as a director in November 2000.

Paul H. Brunner retired from the Board on April 30, 2014. Mr. Brunner had served on the Board since February 2003.

Approval of Nominees

Approval of the nominees requires the affirmative vote of a plurality of the votes cast at the annual meeting. Abstentions and broker non-votes will have no effect on the election of directors, which is by plurality of the votes cast in person or by proxy. Brokers may vote their shares in favor of directors so long as they have voting instructions from the beneficial owners of the shares. Unless authority to do so is withheld, it is the intention of the persons named in the proxy to vote such proxy **FOR** the election of each of the nominees. If any of the nominees should become unable or unwilling to serve as a director, the persons named in the proxy intend to vote for the election of such substitute nominee for director as the Board may recommend. It is not anticipated that any of the nominees will be unable or unwilling to serve as a director.

The Board unanimously recommends that the stockholders of the Company vote FOR the election of the nominees to serve as directors.

Information About Nominees and Continuing Directors

Biographical information concerning each of the nominees and each of the directors continuing in office is presented below.

Nominees for Election for Three-Year Terms

Name	Age	Director Since
Frank H. Merlotti, Jr.	64	2006
Patricia B. Robinson	62	2000

Frank H. Merlotti, Jr. is retired. He served as President of the Coalesse business unit of Steelcase, Inc., a manufacturer of office furniture and furniture systems, from October 2006 until his retirement in September 2013, and as President of Steelcase North America from September 2002 through September 2006. Mr. Merlotti served as President and Chief Executive Officer of G&T Industries, a manufacturer and distributor of fabricated foam and soft-surface materials for the marine, office furniture and commercial building industries, from August 1999 to September 2002. From 1991 through 1999, Mr. Merlotti served as President and Chief Executive Officer of Metropolitan Furniture Company, a Steelcase Design Partnership company. From 1985 through 1990, Mr. Merlotti served as General Manager of the Business Furniture Division of G&T Industries.

Mr. Merlotti was appointed to the Board in February 2006 and renominated this year due to his professional experience as a chief executive of a consumer product company, and his experience in sales and marketing of consumer products. As a consumer products company where sales and marketing efforts are critical to its success, the Board believes this is important experience to have on the Board.

Patricia B. Robinson has been an independent consultant since 1999. From 1977 to 1998, Ms. Robinson served in a variety of positions with Mead Corporation, a forest products company, including President of Mead School and Office Products, Vice President of Corporate Strategy and Planning, President of Gilbert Paper, Plant Manager of a specialty machinery facility and Product Manager for new packaging product introductions. She received a B.A. degree in economics from Duke University and a M.B.A. degree from the Darden School at the University of Virginia.

Ms. Robinson was appointed to the Board in November 2000 as one of the first outside independent directors of the Company and renominated this year due to her professional experience as a President of a consumer products company and her experience with strategic planning and new product introductions. As a consumer products company that continues to innovate with new products, the Board believes this is important experience to have on the Board.

Directors Whose Terms Expire in 2016

Name	Age	Director Since
Michael F. Golden	61	2013
Richard E. Posey	68	2009

Michael F. Golden is retired. He served as President and Chief Executive Officer of Smith and Wesson Holding Corporation, a manufacturer of firearms and firearms-related products and accessories, from December 2004 until his retirement in September 2011, and currently serves as director of such company. Mr. Golden was employed in various executive positions with the Kohler Company, which manufactures kitchen and bath plumbing fixtures, furniture, tile, engines, and generators, and operates resorts, from February 2002 until December 2004, with his most recent position being the President of its Cabinetry Division. Mr. Golden was the President of Sales for the Industrial/Construction Group of the Stanley Works Company, which manufactures tools and hardware, from 1999 until 2002; Vice President of Sales for Kohler's North American Plumbing Group from 1996 until 1998; and Vice President, Sales and Marketing for a division of The Black & Decker Corporation, which manufactures tools and hardware, where he was employed from 1981 until 1996. Mr. Golden also serves on the Board of Directors of Quest Resources Holding Company. He received a B.S. degree in Marketing from Pennsylvania State University and a M.B.A. degree from Emory University.

Mr. Golden was appointed to the Board in February 2013 specifically because the Board felt it was important to find and include an additional member with experience as a chief executive officer and experience in growing branded consumer products companies.

Richard E. Posey is retired. He served as President and Chief Executive Officer of Moen Incorporated, a manufacturer of faucets, from January 2002 until his retirement in September 2007. Prior to joining Moen, Mr. Posey was President and Chief Executive Officer of Hamilton Beach / Proctor Silex, Inc., a manufacturer of small kitchen appliances, for five years. Mr. Posey began his career at S.C. Johnson & Son, a supplier of cleaning and other household products, where for 22 years he served in a series of increasingly responsible management positions, both overseas and in the U.S., culminating with Executive Vice President, Consumer Products, North America. Mr. Posey is a Founding Trustee, Virginia Commonwealth University School of Engineering Foundation. He received a B.A. degree in English from The University of Southern California and a M.B.A. degree from The University of Michigan.

Mr. Posey was appointed by the Board in May 2009 because the Committee felt it was important to find and include a member with consumer product experience. Mr. Posey was primarily chosen due to his professional experience as a chief executive of a number of consumer product companies, and his experience in sales and marketing of consumer products.

Directors Whose Terms Expire in 2017

Name	Age	Director Since
Jay M. Gratz	62	2007
Ronald W. Kaplan	63	2008
Gerald Volas	60	2014

Jay M. Gratz has served as the Chief Financial Officer of VisTracks, Inc., an application enabling platform service provider, since March 2010, and a director of such company since April 2010. Mr. Gratz was a partner in Tatum LLC, a national executive services and consulting firm that focuses on the needs of the Office of the CFO between February 2010 and March 2010. From October 2007 through February 2010, Mr. Gratz was an independent consultant. From 1999 through October 2007, Mr. Gratz served as Executive Vice President and Chief Financial Officer of Ryerson Inc., a metals processor and distributor, and as President of Ryerson Coil Processing Division from November 2001 until October 2007. Mr. Gratz served as Vice President and Chief Financial Officer of Inland Steel Industries, a steel company, from 1994 through 1998, and served in various other positions, including Vice President of Finance, within that company since 1975. Mr. Gratz is a Certified Public Accountant. He received a B.A. degree in economics from State University of New York in Buffalo and an M.B.A. degree from Northwestern University Kellogg Graduate School of Management.

Mr. Gratz was appointed to the Board in 2007 specifically because the Board felt it was important to find a member with extensive financial experience. Mr. Gratz is a Certified Public Accountant, served as a chief financial officer of another respected public company, and has experience dealing with a wide-range of financial issues that the Board feels is beneficial to the Company. In addition, the Board also believed that Mr. Gratz could potentially serve as Chairman of the Audit Committee in the future (in which position he is now currently serving).

Ronald W. Kaplan has served as Chairman, President and Chief Executive Officer of the Company since May 2010. From January 2008 to May 2010, Mr. Kaplan served as President and Chief Executive Officer of the Company. From February 2006 through December 2007, Mr. Kaplan served as Chief Executive Officer of Continental Global Group, Inc., a manufacturer of bulk material handling systems. For 26 years prior to this, he was employed by Harsco Corporation, an international industrial services and products company, at which he served in a number of capacities, including as Senior Vice President-Operations, and, from 1994 through 2005, as President of Harsco's Gas Technologies Group, which manufactures containment and control equipment for the global gas industry. He received a B.A. degree in economics from Alfred University and an M.B.A. degree from the Wharton School of Business, University of Pennsylvania.

Mr. Kaplan was hired by the Company in January 2008 as its President and Chief Executive Officer. The Board believed that the Company at that time would greatly benefit from someone with prior professional experience as a chief executive officer of manufacturing companies, including experience leading companies through financial and operational "turnarounds", which the Board felt was important experience for the Company at that time. Mr. Kaplan was appointed to the Board in 2008 because the Board believes that the Chief Executive Officer of the Company should serve on the Board.

Gerald Volas has been employed by Masco Corporation, one of the world's leading manufacturers of brand-name products for the home improvement and new home construction industries, in various positions of increasing responsibility since 1982. Since February 2005, he has served as a Group Executive responsible for almost all of Masco's operating companies at one time or another. He currently is responsible for a number of Masco operating companies accounting for approximately 50% of Masco's revenues in 2013. From April 2001 to February 2005, he served as President of Liberty Hardware, a Masco operating company, from January 1996 to April 2001, he served as a Group Controller supporting a variety of Masco operating companies, and from May 1982 to January 1996, he served in progressive financial roles including Vice President/Controller at BrassCraft Manufacturing Company, a Masco operating company. Mr. Volas is a Certified Public Accountant. He received a Bachelor of Business Administration degree from the University of Michigan.

Mr. Volas was appointed to the Board in March 2014 because of his professional experience as an executive of a consumer products company, with additional specific experience in the home improvement and new home construction industry. In addition, the Board felt it was important to find a member with extensive financial experience. Mr. Volas is a Certified Public Accountant, and has experience dealing with a wide-range of financial issues that the Board feels is beneficial to the Company, and could potentially serve as Chairman of the Audit Committee in the future

Board of Directors and Committees of the Board of Directors

The Board currently consists of seven directors.

The Board has three standing committees: the Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee. The Board held five meetings, the Audit Committee held five meetings, the Compensation Committee held five meetings, and the Nominating/Corporate Governance Committee held four meetings during the Company's 2014 fiscal year. During 2014, each director attended at least 75% of the aggregate of the total number of meetings of the Board and of each committee of the Board on which such director served, other than Mr. Brunner, who retired from the Board effective the date of the 2014 annual meeting on April 30, 2014.

It is the Company's policy that all directors should attend the annual meetings of the Company's stockholders. All of the directors attended the annual meeting of stockholders in 2014, other than Mr. Brunner, who retired from the Board effective the date of the annual meeting.

The Board does not have a strict retirement age for directors. 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. The Company's Corporate Governance Principles provide that at the adjournment of each annual meeting of stockholders, 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. Mr. Brunner, who was 78 years old on the date of the 2014 annual meeting of stockholders, did submit his resignation to the Board on such date, and the Board accepted it.

Board Leadership Structure and Risk Oversight

Our board leadership structure is currently composed of a combined Chairman of the Board of Directors and Chief Executive Officer, a Lead Independent Director, an independent Audit Committee Chairman, an independent Compensation Committee Chairman, and an independent Nominating/Corporate Governance Committee Chairman. Mr. Kaplan is the Company's President, Chief Executive Officer and Chairman of the Board. The Board determined it appropriate to appoint Mr. Kaplan Chairman in addition to being Chief Executive Officer in May 2010 after considering the relative size of the Company, the size of the Board and the fact that all remaining members of the Board are independent. The Board believes that having a combined role enhances the ability to provide insight and direction on important strategic initiatives to both management and the Board and increases the likelihood that the Company acts with a common purpose. Separating the roles would potentially result in less effective management and governance processes through undesirable duplication of work and, in worst case, lead to a blurring of the current clear lines of accountability and responsibility. The Company's overall corporate governance policies and practices adequately address any governance concerns raised by the dual CEO and Chairman role. In addition, the Board determined that there are other members of the executive management team that are well versed in all aspects of the Company and who are familiar with the roles and responsibilities of the Chairman/CEO in the event that the Chairman/CEO is unavailable.

Mr. Gratz served as the Company's Lead Independent Director until April 2014, at which time his two year term of office expired. Mr. Gratz is an experienced former public company Executive Vice President and Chief Financial Officer. In April 2014, the Board appointed Mr. Merlotti the Company's Lead Independent Director for a term of two years, which ends in 2016. Mr. Merlotti is an experienced former chief executive officer. (For additional information regarding Mr. Gratz's and Mr. Merlotti's professional experience, please see "*Proposal 1*

— *Election of Directors*".) Pursuant to the Company's Corporate Governance Principles, 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.

Our Board also has three key committees:

- Audit Committee, chaired by Mr. Gratz;
- Compensation Committee, chaired by Mr. Posey; and
- Nominating/ Corporate Governance Committee, chaired by Mr. Merlotti.

Each of these committees plays an important role in the governance and leadership of our Board and each is chaired by an independent director with significant business experience.

The Board of Directors' Role in Risk Oversight. Our Board recognizes the importance of effective risk oversight in running a successful business and in fulfilling its fiduciary responsibilities to the Company and its stockholders. While the Chairman and Chief Executive Officer and other members of our senior leadership team are responsible for the day-to-day management of risk, our Board is responsible for ensuring that an appropriate culture of risk management exists within the Company and for setting the right "tone at the top," overseeing our aggregate risk profile, and assisting management in addressing specific risks, such as strategic and competitive risks, financial risks, brand and reputation risks, legal risks, regulatory risks, and operational risks.

The Board believes that its current leadership structure best facilitates its oversight of risk by combining independent leadership, through the Lead Independent Director, independent board committees, and majority independent board composition, with an experienced Chairman and Chief Executive Officer who has intimate knowledge of our business, history, and the complex challenges we face. The Chairman and Chief Executive Officer's in-depth understanding of these matters and involvement in the day-to-day management of the Company uniquely positions him to promptly identify and raise key business risks to the Board, call special meetings of the Board when necessary to address critical issues, and focus the Board's attention on areas of concern. The Lead Independent Director, independent committee chairs and other directors also are experienced executives who can and do raise issues for Board consideration and review, and are not hesitant to challenge management. The Board believes there is a well-functioning and effective balance between the Lead Independent Director, non-executive independent board members and the Chairman and Chief Executive Officer, which enhances risk oversight.

The Board exercises its oversight responsibility for risk both directly and through its three standing committees. Throughout the year, the Board and each committee spend a portion of their time reviewing and discussing specific risk topics. The full Board is kept informed of each committee's risk oversight and related activities through regular oral reports from the committee chairs, and committee meeting minutes are available for review by all directors. Strategic, operational and competitive risks also are presented and discussed at the Board's quarterly meetings, and more often as needed. On at least an annual basis, the Board conducts a review of our long-term strategic plans and members of senior management report on our top risks and the steps management has taken or will take to mitigate these risks. At each quarterly meeting, or more often as necessary, our Chairman and Chief Executive Officer provides written and/or oral reports to the Board on the critical issues we face and recent developments in each of our principal operating areas. These reports include a discussion of business risks as well as a discussion regarding enterprise risk. In addition, at each quarterly meeting, or more often as necessary, the General Counsel updates the Board on material legal and regulatory matters.

The Audit Committee is responsible for reviewing the framework by which management discusses our risk profile and risk exposures with the full Board and its committees. The Audit Committee meets regularly with our Chief Financial Officer, independent auditor, internal auditor, General Counsel, and other members of senior management to discuss our major financial risk exposures, financial reporting, internal controls, credit and

liquidity risk, compliance risk, and key operational risks. The Audit Committee meets regularly in separate executive sessions with the independent auditor and internal auditor, as well as with committee members only, to facilitate a full and candid discussion of risk and other issues.

The Compensation Committee is responsible for overseeing human capital and compensation risks, including evaluating and assessing risks arising from our compensation policies and practices for all employees and ensuring executive compensation is aligned with performance. The Compensation Committee also is charged with monitoring our incentive and equity-based compensation plans, including employee pension and benefit plans, reviewing and retaining compensation advisers, and considering the results of the say-on-pay vote and determine what adjustments, if any, are necessary or appropriate for the Company to make to its compensation policies and practices in light of such vote.

The Nominating/ Corporate Governance Committee oversees risks related to our overall corporate governance, including Board and committee composition, Board size and structure, Board compensation, director independence, and our corporate governance profile and ratings. The Committee also is actively engaged in overseeing risks associated with succession planning for the Board and management.

Director Independence. The Board has affirmatively determined that all of the current directors, other than Mr. Kaplan, who is the Company's Chairman, President and Chief Executive Officer, are "independent" of the Company within the independence guidelines governing companies listed on the New York Stock Exchange, or "NYSE". For a director to be "independent" under the NYSE guidelines, the Board must affirmatively determine that the director has no material relationship with the Company, either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company.

The Board has adopted the following categorical standards of independence to assist it in determining whether a director has a material relationship with the Company. The following relationships between a director and the Company will not be considered material relationships that would preclude a finding by the Board that the director is independent under the NYSE guidelines:

- employment of the director or the director's immediate family member by another company that makes payments to, or receives payments from, the Company or any of its subsidiaries for property or services in an amount which, in any single fiscal year, does not exceed the greater of $1 million or 2% of such other company's consolidated gross revenues; and
- a relationship of the director or the director's immediate family member with a charitable organization, as an executive officer, board member, trustee or otherwise, to which the Company or any of its subsidiaries has made charitable contributions of not more than $50,000 annually in any of the last three years.

Consistent with the NYSE guidelines, the Company's corporate governance principles require the Company's non-management directors to meet at least once each quarter without management present and, if the group of non-management directors includes any director who is not independent under NYSE guidelines, to meet at least once each year with only the independent directors present. During 2014, all of the Company's non-management directors were independent under NYSE guidelines. The Company's non-management directors held five executive sessions in 2014. Mr. Gratz (prior to April 2014) and Mr. Merlotti (subsequent to April 2014), as Lead Independent Director, acted as presiding director for each such executive session of non-management directors, and was responsible for advising the Chairman of the Board of decisions reached, and of recommendations for action by the Board made, at each such meeting.

Audit Committee. The Audit Committee of the Board is a standing committee composed of four non-employee directors who meet the independence and expertise requirements of the NYSE listing standards. Pursuant to SEC rules, the Board has determined that Jay M. Gratz, Paul A. Brunner (who retired effective April 30, 2014), and Gerald Volas are "audit committee financial experts," as such term is defined for purposes of Item 407 of Regulation S-K promulgated by the SEC, and are independent of management. The Audit Committee held five meetings during 2014. Between January 1 and April 30, 2014, the Audit Committee

consisted of Mr. Brunner, who was the Chairman, Mr. Golden, Mr. Gratz and Mr. Posey. Subsequent to April 30, 2014, the Audit Committee consists of Mr. Gratz, who is the Chairman, Mr. Golden, Mr. Posey, and Mr. Volas.

The Audit Committee operates under a written charter that is reviewed annually. The Audit Committee is responsible, among its other duties, for engaging, overseeing, evaluating and replacing the Company's independent registered public accounting firm, pre-approving all audit and non-audit services by the independent registered public accounting firm, reviewing the scope of the audit plan and the results of each audit with management and the independent registered public accounting firm, reviewing the internal audit function, reviewing the adequacy of the Company's system of internal controls over financial reporting and disclosure controls and procedures, reviewing the financial statements and other financial information included in the Company's annual and quarterly reports filed with the SEC, and exercising oversight with respect to the Company's code of conduct and ethics and other policies and procedures regarding adherence with legal requirements. The Audit Committee has the authority to retain and terminate any third-party consultants and to obtain advice and assistance from internal and external legal, accounting and other advisers. The Audit Committee is authorized to delegate its authority to subcommittees as determined to be necessary or advisable. A current version of the Audit Committee charter is available through the Company's website at www.trex.com/our-company/corporate-governance/committees-charters/.

Compensation Committee. The Compensation Committee of the Board is a standing committee composed of four non-employee directors who meet the independence requirements of the NYSE listing standards. The Compensation Committee held five meetings during 2014. The Compensation Committee currently consists of Mr. Posey, who is the Chairman, Mr. Gratz, Mr. Merlotti and Ms. Robinson.

The Compensation Committee operates under a written charter that is reviewed annually. Pursuant to its charter, the principal functions of the Compensation Committee are to review, determine and approve the compensation and benefits of the Company's Chief Executive Officer, or "CEO," and the other executive officers named in the Summary Compensation Table following the Compensation Discussion and Analysis section of this proxy statement, or "named executive officers," as well as Vice Presidents who report directly to the CEO, and to administer the Company's employee benefit programs, including its 2014 Stock Incentive Plan (formerly the "2005 Stock Incentive Plan"), 1999 Employee Stock Purchase Plan, annual cash incentive plan, and other incentive compensation plans, benefits plans and equity-based plans.

The Compensation Committee has the authority to retain and terminate any third-party compensation consultant and to obtain advice and assistance from internal and external legal, accounting and other advisers. (See the *Compensation Discussion and Analysis* section of this proxy statement for information regarding the practices of the Compensation Committee, including the role of the executive officers and the Compensation Committee's compensation consultant in determining or recommending the amount and form of compensation paid to the named executive officers.) The Compensation Committee is authorized to delegate its authority to subcommittees as determined to be necessary or advisable. A current version of the Compensation Committee charter is available through the Company's website at www.trex.com/our-company/corporate-governance/committees-charters/.

Nominating/Corporate Governance Committee. The Nominating/Corporate Governance Committee of the Board is a standing committee composed of four non-employee directors who meet the independence requirements of the NYSE listing standards. The Nominating/Corporate Governance Committee held four meetings during 2014. Between January 1 and April 30, 2014, the Nominating/Corporate Governance Committee consisted of Mr. Merlotti, who is Chairman, Mr. Brunner, Mr. Golden and Ms. Robinson. Subsequent to April 30, 2014, the Nominating/Corporate Governance Committee consists of Mr. Merlotti, who is Chairman, Mr. Golden, Ms. Robinson and Mr. Volas.

The Nominating/Corporate Governance Committee operates under a written charter that is reviewed annually. The Nominating/Corporate Governance Committee is responsible for recommending candidates for

election to the Board and for making recommendations to the Board regarding corporate governance matters, including Board size and membership qualifications, Board committees, corporate organization, non-employee director compensation, succession planning for officers and key executives, programs for training and development of executive-level employees, and stockholder proposals regarding these matters. The Nominating/ Corporate Governance Committee has the authority to retain and terminate any search firm engaged to identify director candidates, and to obtain advice and assistance from outside counsel and any other advisors, as it deems appropriate in its sole discretion. The Nominating/Corporate Governance Committee is authorized to delegate its authority to subcommittees as determined to be necessary or advisable. A current version of the Nominating/ Corporate Governance Committee charter is available through the Company's website at www.trex.com/our-company/corporate-governance/committees-charters/.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee was an officer or employee of the Company or any subsidiary of the Company during 2014. There are no interlock relationships as defined in the applicable SEC rules.

Director Nominations Policy

The Board has, by resolution, adopted a director nominations policy. The purpose of the nominations policy is to set forth the process by which candidates for directors are selected. The nominations policy is administered by the Nominating/Corporate Governance Committee of the Board.

The Board does not currently prescribe any minimum qualifications for director candidates. Consistent with the criteria for the selection of directors approved by the Board, the Nominating/Corporate Governance Committee will take into account the Company's current needs and the qualities needed for Board service, including experience and achievement in business, finance, technology or other areas relevant to the Company's activities; reputation, ethical character and maturity of judgment; diversity of viewpoints, backgrounds and experiences; absence of conflicts of interest that might impede the proper performance of the responsibilities of a director; independence under SEC and NYSE rules; service on other boards of directors; sufficient time to devote to Board matters; ability to work effectively and collegially with other Board members; and diversity. In considering the diversity of candidates, the Committee considers an individual's background, professional experience, education and skill, race, gender and/or national origin. In the case of incumbent directors whose terms of office are set to expire, the Nominating/Corporate Governance Committee will review such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance and any transactions of such directors with the Company during their term. For those potential new director candidates who appear upon first consideration to meet the Board's selection criteria, the Nominating/Corporate Governance Committee will conduct appropriate inquiries into their background and qualifications and, depending on the result of such inquiries, arrange for in-person meetings with the potential candidates.

The Nominating/Corporate Governance Committee may use multiple sources for identifying director candidates, including its own contacts and referrals from other directors, members of management, and Trex Company's advisers. The Nominating/Corporate Governance Committee has used in the past, and may use in the future, the services of an executive search firm to help identify candidates for directors who meet the qualifications outlined above. The search firm screens the candidates, conducts reference checks, prepares a biography of each candidate for committee review and assists in arranging interviews. In identifying Mr. Volas as a candidate for nomination to the Board in March 2014, the Nominating/Corporate Governance Committee retained the executive search firm, Russell Reynolds Associates.

The Committee will also consider director candidates recommended by stockholders and will evaluate such director candidates in the same manner in which it evaluates candidates recommended by other sources. In making recommendations for director nominees for the annual meeting of stockholders, the Nominating/ Corporate Governance Committee will consider any written recommendations of director candidates by

stockholders received by the Secretary of the Company no later than 120 days before the anniversary of the previous year's annual meeting of stockholders. Recommendations must include the candidate's name and contact information and a statement of the candidate's background and qualifications, and must be mailed to Trex Company, Inc., 160 Exeter Drive, Winchester, Virginia 22603-8605, Attention: Secretary.

The nominations policy is intended to provide a flexible set of guidelines for the effective functioning of the Company's director nominations process. The Nominating/Corporate Governance Committee intends to review the nominations policy as it considers advisable and anticipates that modifications may be necessary from time to time as the Company's needs and circumstances evolve, and as applicable legal or listing standards change. The Nominating/Corporate Governance Committee may amend the nominations policy at any time.

The Company's bylaws provide that any stockholder wishing to nominate persons for election as directors at an annual meeting must deliver to the Secretary of the Company at the Company's principal office in Winchester, Virginia a written notice of the stockholder's intention to make such a nomination. The stockholder generally is required to furnish the notice no earlier than 120 days and no later than 90 days before the first anniversary of the preceding year's annual meeting. The notice must contain the information required by the bylaws.

Communications with the Board of Directors; Reporting Questionable Accounting, Internal Accounting Controls and Auditing Matters

The Board welcomes communications from its stockholders and other interested parties and has adopted a procedure for receiving and addressing those communications. Security holders and other interested parties may communicate any concerns they may have about the Company directly and confidentially to either the full Board or the non-management directors as a group, or an individual director, by writing to: "Board of Directors" or "Non-Management Directors" or Name of Individual Director, Trex Company, Inc., 160 Exeter Drive, Winchester, VA 22603-8605, Attention: Secretary, or by calling the Company's Governance Hotline (800-719-4916). An independent third-party vendor maintains the Governance Hotline. To maintain the caller's anonymity, calls are passed through proprietary filters to "mask" the caller's voice and the originating phone number is removed from the associated audio file. A caller wishing to be identified may indicate his or her name in the message. All calls are forwarded to the Trex Secretary and Chief Financial Officer. The Secretary then reviews and forwards all communications to the Board member or members that the caller designates, except for those communications that are outside the scope of Board matters or duplicative of other communications previously forwarded to the intended recipients. The Secretary will retain copies of all communications and maintain a record of whether the communications were forwarded and, if not, the reason why not.

Any individual, whether an employee or third party, may report to the Audit Committee any information relating to questionable accounting, internal accounting controls and auditing matters by writing to Trex Company, Inc., Audit Committee Chairman, c/o Woods Rogers PLC, 901 East Byrd Street, Suite 1550, Richmond, VA 23219, or by calling the Company's Governance Hotline. As stated above, an independent third-party vendor maintains the Governance Hotline, and to maintain the caller's anonymity, calls are passed through proprietary filters to "mask" the caller's voice and the originating phone number is removed from the associated audio file. A caller wishing to be identified may indicate his or her name in the message. All calls are forwarded to the Chairman of the Audit Committee. If anyone wants to submit relevant records, they should be mailed to the above address.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers and persons who own more than 10% of the Company's common stock to file with the SEC and the NYSE initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. The reporting persons are required by rules of the SEC to furnish the Company with copies of all Section 16(a) reports they file. Based solely upon a review of Section 16(a) reports furnished to the Company for fiscal 2014 or written representations that no other reports were required, the Company believes that the foregoing reporting persons complied with all filing requirements for fiscal 2014.

Availability of Bylaws, Corporate Governance Principles, Code of Conduct and Ethics, and Committee Charters

The Company makes available on its website at www.trex.com and in paper form without charge, copies of its bylaws, corporate governance principles, its code of conduct and ethics, and the charters of each standing committee of its Board. Requests for copies of these documents should be directed to Trex Company, Inc., 160 Exeter Drive, Winchester, Virginia 22603-8605, Attention: Secretary.

DIRECTOR COMPENSATION

Non-employee directors of the Company receive cash and stock-based compensation under the Trex Company, Inc. Amended and Restated 1999 Incentive Plan for Outside Directors, or "Outside Director Plan." The Outside Director Plan is administered by the Nominating/Corporate Governance Committee. (The Outside Director Plan provides that all equity grants issued under such Plan are issued pursuant to the Trex Company, Inc. 2014 Stock Incentive Plan, or "2014 Stock Incentive Plan" (formerly the Trex Company, Inc. 2005 Stock Incentive Plan), which was approved by stockholders at the Company's 2014 annual meeting.

The Nominating/Corporate Governance Committee is responsible for making recommendations to the Board regarding non-employee director compensation. In accordance with this authority, the Nominating/Corporate Governance Committee utilizes the Compensation Committee's independent compensation consultant, Hay Group, to advise the Nominating/Corporate Governance Committee on matters related to director compensation.

The elements of the non-employee director compensation package under the Outside Director Plan, which were last modified in February 2015, are as follows:

- Upon initial appointment to the Board, non-employee directors receive awards of options, stock appreciation rights ("SARs") or restricted shares, or any combination thereof (as determined by the Nominating/Corporate Governance Committee) valued at $55,000.
- For service on the Board, each non-employee director receives an annual fee of $40,000, and an annual award of options, SARs or restricted shares, or any combination thereof (as determined by the Nominating/Corporate Governance Committee) valued at $55,000. Any non-employee director who serves as Chairman of the Board will receive $70,000, in lieu of the $40,000 annual fee. Any director serving as Lead Independent Director will receive an additional $12,500.
- The chairman of the Audit Committee receives an annual committee fee of $12,500, and the chairman of the Compensation Committee and the Nominating/Corporate Governance Committee each receive an annual committee fee of $7,500.
- Each member of the Audit Committee (other than the chairman) receives an annual committee fee of $7,500, and each member of the Compensation Committee and the Nominating/Corporate Governance Committee (other than the chairman) receives an annual committee fee of $5,000.
- The $40,000 annual director fee and the annual committee fees are paid in four equal quarterly installments in arrears on the first business day following each quarter of the fiscal year in which the eligible director completes board or committee service. Such fees are paid in the form of cash, provided that a director may elect to receive all or any portion of such fees in the form of a grant of options, SARs or restricted shares, or any combination thereof (as determined by the Nominating/Corporate Governance Committee). The fiscal year of the Outside Director Plan is July 1 through June 30.
- The annual grants of equity are made in arrears on the date of the first regularly scheduled Board meeting after June 30 of each year.

- All grants of restricted shares vest one year after grant provided that the grants will immediately vest in the event of death, disability, retirement at the end of a term, or termination in connection with a change in control. All grants of SARs or stock options vest immediately upon grant and have a term of ten years (provided that the term is extended for one year if the director dies during the tenth year of the SAR or stock option term). Upon the termination of a non-employee director's service for any reason (other than for cause), the director will have the right, at any time within five years after the date of termination of service and before the termination of the SAR or stock option, to exercise any SAR or stock option held by the director on the service termination date.
- All fees described above paid in arrears are pro-rated for any partial periods served.

The Outside Director Plan is designed to deliver annual cash compensation at the median, and equity compensation slightly above the median, of the Company's peer group. The Outside Director Plan is designed to deliver compensation approximately 50% in cash and 50% in equity (assuming a director does not elect to receive additional equity in lieu of cash, as discussed above), with the objective of appropriately balancing the pay of non-employee directors for their service while linking their compensation closely to returns to stockholders through the potential for enhanced value from future stock price appreciation. Directors are also reimbursed for actual travel expenses.

The Company's director compensation program was reviewed by Hay Group in 2012, and such review indicated that the non-employee directors' total annual compensation (consisting of cash and stock-based compensation) was approximately at the 25th percentile of the Company's peer group. Based upon the Nominating/Corporate Governance Committee's desire to have director compensation approximate or slightly exceed the median of its peer group, the Board approved certain modifications to the Outside Director Plan in July 2012. (The Outside Directors Plan, as modified, is described above.)

In 2014, the Nominating/Corporate Governance Committee asked Trex Company's Senior Vice President, General Counsel and Secretary, to review the director compensation program, and to benchmark the compensation against Trex Company's peer group and similarly sized public companies. The peer group companies used for such benchmarking were selected in July 2014 by the Compensation Committee, with input from Hay Group, and are as follows:

AAON, Inc.
American Woodmark Corp.
Apogee Enterprises, Inc.
Deltic Timber Corp.
Gibraltar Industries, Inc.
Insteel Industries, Inc.
Kadant Inc.
Landec Corp.
L.B. Foster Company
Norcroft Companies, Inc.
Patrick Industries, Inc.
PGT, Inc.
Simpson Manufacturing, Inc.
Twin Disc, Inc.
Quanex Building Products Corporation

Based on such benchmarking, the Nominating/Corporate Governance Committee determined that the Outside Director Plan delivers annual cash compensation and equity compensation at approximately the median of the Company's peer group, and accordingly, no modifications to the Outside Directors Plan were made.

The Company does not provide pensions, medical benefits or other benefit programs to non-employee directors.

In 2013, the Board adopted Stock Ownership Guidelines applicable to non-employee directors, pursuant to which each non-executive director is required to own and hold, as a minimum, that number of shares of the Company's common stock having a market value of at least 3 times the director's annual cash retainer. For purposes of the guidelines, common stock includes shares of common stock no matter how acquired (i.e., vesting

of restricted shares or purchased on the open market), and unvested restricted shares. Directors have 5 years from the adoption of the guidelines or 5 years from becoming a director, whichever occurs later, to comply with the ownership requirements. Notwithstanding, each director meets the current minimum requirements other than Mr. Volas, who was appointed to the Board in March 2014.

In 2013, the Board also adopted, on a voluntary basis and in advance of final Dodd-Frank Act hedging rules, an Anti-Hedging and Anti-Pledging Policy that applies to non-employee directors. This policy prohibits our directors from purchasing any financial instrument or entering into any transaction that is designed to hedge or offset any decrease in the market value of Company equity (including, but not limited to, prepaid variable forward contracts, equity swaps, collars, or exchange funds), or pledging, hypothecating, or otherwise encumbering Company equity as collateral for indebtedness.

(See discussion in *Compensation Discussion and Analysis* under the "*Stock Ownership Guidelines*" and "*Anti-Hedging and Anti-Pledging Policy*" sections under "*Additional Information on Our Program.*" for discussion of the Stock Ownership Guidelines and Anti-Hedging and Anti-Pledging Policy as applicable to our executive officers.)

The table below shows compensation paid to the non-employee directors for their service in 2014.

2014 DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)(1)	SAR Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)	Changes in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Paul A. Brunner (2)	19,167	45,808	—	—	—	—	64,975
Michael F. Golden (3)	52,500	55,000	—	—	—	—	107,500
Jay M. Gratz (4)	60,000	55,000	—	—	—	—	115,000
Frank H. Merlotti Jr. (5)	60,833	55,000	—	—	—	—	115,833
Richard E. Posey (6)	27,500	68,752	13,752	—	—	—	110,004
Patricia B. Robinson (7)	50,000	55,000	—	—	—	—	105,000
Gerald Volas (8)	41,666	18,384	—	—	—	—	60,050

(1) Amounts represent the grant date fair value determined in accordance with FASB ASC Topic 718 of grants made in 2014. Assumptions used in the calculation of these amounts are included in note 8 to the Company's audited financial statements in the 2014 Form 10-K, as filed with the SEC.

(2) Mr. Brunner retired from the Board effective April 30, 2014. Mr. Brunner served as the chairman of the Audit Committee and as a member of the Nominating/Corporate Governance Committee in 2014 until his retirement. Mr. Brunner did not elect to receive any of his cash compensation in the form of SARs or restricted shares.

(3) Mr. Golden served as a member of the Audit Committee and the Nominating/Corporate Governance Committee in 2014.

(4) Mr. Gratz served as a member of the Audit Committee between January 1, 2014 and April 30, 2014, the chairman of the Audit Committee subsequent to April 30, 2014, a member of the Compensation Committee in 2014, and as Lead Independent Director between January 1, 2014 and April 30, 2014. Mr. Gratz did not elect to receive any of his cash compensation in the form of SARs or restricted shares.

(5) Mr. Merlotti served as chairman of the Nominating/Corporate Governance Committee and as a member of the Compensation Committee in 2014, and as Lead Independent Director subsequent to April 30, 2014. Mr. Merlotti did not elect to receive any of his cash compensation in the form of SARs or restricted shares.

(6) Mr. Posey served as chairman of the Compensation Committee and as a member of the Audit Committee in 2014. Mr. Posey elected to receive $27,504 of his cash compensation in the form of SARs and restricted shares.

(7) Ms. Robinson served as a member of the Compensation Committee and Nominating/Corporate Governance Committee in 2014. Ms. Robinson did not elect to receive any of her cash compensation in the form of SARs or restricted shares.

(8) Mr. Volas was appointed to the Board effective March 1, 2014. Subsequent to such date, Mr. Volas served as a member of the Audit Committee and the Nominating/Corporate Governance Committee.

2014 DIRECTOR EQUITY AWARDS

Name	Grant Date	Number of Securities Underlying Options (#)(1)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Option Awards ($)(2)	Number of Shares of Stock or Units (#)(3)	Grant Date Fair Value of Stock or Units ($)(2)
Paul A. Brunner (6)	7/29/2014(4)	—	—	—	1,631	45,808
Michael F. Golden	7/29/2014(4)	—	—	—	1,958	55,000
Jay M. Gratz	7/29/2014(4)	—	—	—	1,958	55,000
Frank H. Merlotti	7/29/2014(4)	—	—	—	1,958	55,000
Richard E. Posey	1/2/2014(5)	186	38.49	3,438	88	3,438
	4/1/2014(5)	216	37.11	3,438	92	3,438
	7/1/2014(5)	283	28.98	3,438	118	3,438
	7/29/2014(4)	—	—	—	1,958	55,000
	10/1/2014(5)	243	33.52	3,438	102	3,438
Patricia B. Robinson	7/29/2014(4)	—	—	—	1,958	55,000
Gerald Volas (7)	7/29/2014(4)	—	—	—	654	18,384

(1) All SARs vest immediately upon grant and have a term of ten years (provided that the term is extended for one year if the director dies during the tenth year of the SAR term).

(2) Amounts represent the grant date fair value determined in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in note 8 to the Company's audited financial statements in the 2014 Form 10-K, as filed with the SEC.

(3) All restricted shares vest one year after grant provided that the awards will immediately vest in the event of death, disability, retirement at the end of a term, or termination in connection with a change in control.

(4) Reflects annual award of restricted stock to the Board. Mr. Brunner's and Mr. Volas' grants were pro-rated for partial year service during the plan year.

(5) Reflects an award of SARs and restricted stock received in lieu of a percentage of cash compensation as elected by the director prior to the beginning of the fiscal year. The Company completed a two-for-one stock split payable in the form of a stock dividend on May 7, 2014 to stockholders of record on April 7, 2014. For grants prior to such date, numbers above are reflected on a post-split basis.

(6) Mr. Brunner retired from the Board effective April 30, 2014. Mr. Brunner's annual grant of equity was prorated for partial year service.

(7) Mr. Volas was appointed to the Board effective March 1, 2014. Mr. Volas' annual grant of equity was prorated for partial year service.

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

This section describes the Company's compensation program for its Chief Executive Officer ("CEO"), its Chief Financial Officer ("CFO"), and its four other mostly highly compensated executive officers for fiscal year 2014, all of whom are referred to collectively as its "named executive officers." For fiscal 2014, the Company's named executive officers were:

- Ronald W. Kaplan, Chairman, President and Chief Executive Officer;
- James E. Cline, Senior Vice President and Chief Financial Officer;
- William R. Gupp, Senior Vice President, General Counsel and Secretary;
- F. Timothy Reese, Senior Vice President, Operations;
- Christopher P. Gerhard, Vice President, Sales; and
- Adam D. Zambanini, Vice President, Marketing.

This Compensation Discussion and Analysis focuses on the material elements of our executive compensation program in effect for the 2014 fiscal year. It also provides an overview of our executive compensation philosophy and why we believe the program is appropriate for the Company and its stockholders. Finally, we discuss the Compensation Committee's methodology for determining appropriate and competitive levels of compensation for the named executive officers. Details of compensation paid to the named executive officers can be found in the tables below.

Our executive compensation program is intended to align our named executive officers' interests with those of our stockholders by rewarding performance that meets or exceeds the goals the Compensation Committee establishes with the objective of increasing stockholder value. In line with our pay for performance philosophy, the total compensation received by our named executive officers will vary based on individual and corporate performance measured against annual and long-term performance goals. Our named executive officers' total compensation is comprised of a mix of base salary, annual cash incentive compensation and long-term equity incentive compensation.

Executive Summary

The following is a summary of actions taken by the Board and Compensation Committee in or with respect to 2014, all of which are discussed in further detail below:

- In October 2012, the Compensation Committee modified the Company's long-term equity incentive compensation plan, effective for awards made beginning in 2014. Beginning with the 2014 awards, the stock appreciation rights ("SARs") previously being granted were replaced with performance-based restricted shares, which vest equally over a 3 year period, with each year's vesting based on achievement against target earnings before interest, taxes, depreciation and amortization, or "EBITDA", for 1 year, cumulative 2 years and cumulative 3 years, respectively.
- In December 2013, the Compensation Committee approved a 2.5% increase in the annual base salaries for each of the named executive officers, other than Mr. Gerhard and Mr. Zambanini, who each received a 5% increase, for the 2014 fiscal year.
- In July 2014, the Board promoted Mr. Gupp from Chief Administrative Officer, General Counsel and Secretary to Senior Vice President, General Counsel and Secretary, and increased his annual base salary from $287,615 to $300,000. His target annual cash incentive compensation award was increased from 60% to 70% of annual base salary, and his target long-term equity incentive compensation award was increased from 115% to 135% of annual base salary.

- In October 2014, the Compensation Committee's independent consultant, Hay Group, completed an executive compensation benchmarking study of the Company's executive compensation. Results of this study are discussed in detail later in this Compensation Discussion and Analysis.
- In December 2014, the Compensation Committee approved a 3% increase in the annual base salaries for each of the named executive officers for the 2015 fiscal year.
- For the 2014 fiscal year, the Compensation Committee set target pretax income at $74,510,000 and target free cash flow at $45,534,000 for purposes of the annual cash incentive compensation plan. Actual pretax income and free cash flow were $68,871,000 and $56,069,000, respectively, excluding certain items that the Compensation Committee determined were extraordinary and not considered in the establishment of the respective targets for the year. This resulted in a payout of annual cash incentive compensation of 110.88% of the target for each executive officer.
- The Company's total stockholder return, or "TSR", has continued to outperform relative to our peer group. From January 1, 2014 through December 31, 2014, the Company's stock price increased by 7.1%, which was in excess of the average of the peer group for the same period, which was 4.4%. This was on top of a significant outperformance from January 1, 2013 through December 31, 2013, when the Company's stock price increased by 113.6%, compared to 56.3% for the peer group. Over the two-year period of 2013 and 2014, the Company's stock price increased by 128.8%, compared to a return of 58.1% for the Company's peer group and 48.7% for the S&P 500.

2014 Say on Pay Results and Considerations

The Company provides its stockholders the opportunity to cast an annual non-binding advisory vote on executive compensation (a "say-on-pay proposal"). The Company and the Company's Compensation Committee consider the outcome of the Company's say-on-pay proposal when making future compensation decisions for the executive officers of the Company. In connection with the Company's 2014 annual meeting of stockholders, the proposal to approve the executive compensation of the Company's executive officers named in the Company's proxy statement dated March 21, 2014 received 13,907,945 votes in favor, or 96.9% of votes cast. Although these votes are advisory (and therefore not binding on the Company), the Company and the Compensation Committee carefully review these results each year and consider them, along with other communications from stockholders relating to our compensation practices, in making future compensation decisions for executive officers of the Company.

Compensation Philosophy and Objectives

What person or group is responsible for determining the compensation levels of named executive officers?

The Role of the Compensation Committee. The Compensation Committee, pursuant to its charter, reviews, determines and approves the compensation, including base salary, and annual and long-term incentive compensation, of the Company's CEO and the other named executive officers, as well as Vice Presidents who report directly to the CEO. Additionally, the Compensation Committee administers the Company's employee benefit programs, including its 2014 Stock Incentive Plan (formerly, the 2005 Stock Incentive Plan), 1999 Employee Stock Purchase Plan, annual cash incentive plan, and other incentive compensation plans, benefit plans and equity-based plans.

The Role of Consultants. The Compensation Committee has the authority to retain and terminate any third-party compensation consultant and to obtain advice and assistance from internal and external legal, accounting and other advisers. The Compensation Committee has the authority to compensate its outside advisers without obtaining approval of the Board. In accordance with this authority, the Compensation Committee retained Hay Group in 2014 as the committee's independent compensation consultant to advise the Compensation Committee on matters related to CEO and other named executive officer compensation. The Compensation Committee assessed Hay Group's work as required under rules of the Securities and Exchange Commission and concluded that it did not raise any conflicts of interest and that Hay Group was independent within the NYSE's listing standards.

The consultant's assignments are determined by the chairman of the Compensation Committee. At the request of the chairman, the current consultant assists in developing the peer group of companies and compensation surveys to be used for the competitive analyses, prepares the market analysis of both named executive officer and board compensation, prepares a financial analysis of the Company's performance vis-à-vis the peer group and analyzes the relationship between CEO pay and company performance, constructs market competitive ranges of pay opportunity for base salaries, annual cash incentive compensation targets, and long-term equity incentive awards for named executive officers, and reviews the annual cash incentive compensation and long-term equity incentive plans for linkage to key business objectives and company performance. The consultant advises the Compensation Committee as to the compensation of officers of the Company, but does not recommend any specific pay level changes for named executive officers.

The Role of Executives. The Company's CEO and Senior Vice President, General Counsel and Secretary, or "GC," are actively involved in the executive compensation process. Historically, the CEO reviews the performance of each of the named executive officers (other than his own performance) and, within the defined program parameters, recommends to the Compensation Committee base salary increases and annual cash incentive compensation and long-term equity incentive awards for such individuals. He provides the Compensation Committee with both annual and long-term recommended financial performance goals for the Company that are used to link pay with performance. The CEO also provides his views to the Compensation Committee and the consultant with respect to the executive compensation program's ability to attract, retain and motivate the level of executive talent necessary to achieve the Company's business goals. The GC works with the CEO to develop the recommended base salary increases, annual cash incentive compensation levels and long-term equity incentive awards, and provides analysis on the ability of the executive compensation program to attract, retain, and motivate the Company's executive team and potential executive hires. The CEO and the GC attend the meetings of the Compensation Committee, but do not participate in the Compensation Committee's executive sessions.

What are the Company's executive compensation principles and objectives?

The Compensation Committee believes that the structure of the compensation program for named executive officers should be designed to attract, motivate, and retain key talent to promote the long-term success of the Company, and to balance these objectives with a strong link to stockholder return and other measures of performance that drive total stockholder return.

The Company's overall executive compensation philosophy is that pay should be competitive with the relevant market for executive talent, be performance-based, vary with the attainment of specific objectives, and be closely aligned with the interests of the Company's stockholders. The core principles of the Company's executive compensation program include the following:

- *Pay competitively:* The Compensation Committee believes in positioning executive compensation at competitive levels necessary to attract and retain exceptional leadership talent. An individual's performance and importance to the Company can result in that individual's total compensation being higher or lower than the Company's target market position. The Compensation Committee regularly utilizes the assistance of a compensation consultant to provide information on market practices, programs, and compensation levels.
- *Pay-for-performance:* The Compensation Committee structures executive compensation programs to balance annual and long-term corporate objectives, including specific measures which focus on financial performance, with the goal of fostering stockholder value creation in the short- and long-term.
- *Create an ownership culture:* The Compensation Committee believes that using compensation to instill an ownership culture effectively aligns the interests of management and the stockholders. To promote this alignment, the Compensation Committee granted equity-based compensation in 2014, which was comprised of time-based restricted shares and performance-based restricted shares, to provide incentives for named executive officers to enhance stockholder value.

- *Utilize a total compensation perspective:* The Compensation Committee considers all of the compensation components—base salary, annual cash incentive compensation, long-term equity incentive compensation, and benefits and perquisites—in total.
- *Improved financial performance:* The Company aggressively pursues strategies intended to improve its financial and operational performance by expanding its product offerings, enhancing its sales channels, improving production performance, including quality, efficiency and capacity, and lowering costs. The Compensation Committee believes in utilizing a compensation program that appropriately rewards executives for the achievement of these objectives.

The CEO and the Compensation Committee regularly review the executive compensation program and philosophy to assess whether the program promotes the objectives of enabling the Company to attract and retain exceptionally talented executives and to link total compensation to the Company's ability to meet its annual financial and non-financial goals and, in the longer term, to produce enhanced levels of total stockholder return. Based on such reviews, programmatic changes have been implemented at various times to enhance consistency of the various compensation elements with the program's philosophy.

How do we determine executive pay?

Benchmarking: Benchmarking in comparison to the peer group (see below) is one of several factors considered in the compensation process but is not in and of itself determinative. The relative position of individual named executive officers in comparison to the peer group is based on their respective competencies, experience and performance. While the Company does not establish executive pay based solely on benchmarking data, we believe that our pay levels and practices should be within a range of competitiveness with our peer group and benchmarking provides us with an assessment of reasonableness and competitiveness. To that end, the Company generally views the median of the market as a reference point against which to evaluate the competitiveness of its target total direct compensation. However, each individual's actual compensation is based on numerous factors including the individual's level of experience in the role and the annual and long-term performance of both the Company and the individual.

The Compensation Committee benchmarks target total direct compensation, which consists of base salary, target annual cash incentive compensation, and the value of long-term equity incentives to the competitive marketplace, including to a peer group of companies (the "peer group"). The Compensation Committee benchmarks its named executive officer compensation because the Compensation Committee believes this is the best way to determine whether such compensation is competitive with the Company's labor market for executive talent.

Peer Group: In July 2014, Hay Group reviewed the Company's existing peer group and provided the Compensation Committee with a set of considerations for change, including proposed additions and deletions to the peer group. Based on Hay Group's analysis, the Compensation Committee refined its peer group taking into account a number of factors for each potential peer company including, but not limited to, size (revenues, market capitalization and number of employees), nature of business (business comparators and similar customer base), organizational complexity and business model (span and scope of the organization), competition for executive talent (organizations from which executives may be recruited to and from) and location. While all of the aforementioned factors are taken in account, Hay Group considers the most important to be size and competition for executive talent as these provide the most meaningful insight into competitive practices.

In July, 2014, with input from Hay Group, the Compensation Committee identified a publicly-traded peer group consisting of the following fifteen companies:

AAON, Inc.	L. B. Foster Company
American Woodmark Corp.	Norcroft Companies, Inc.
Apogee Enterprises, Inc.	Patrick Industries, Inc.
Deltic Timber Corp.	PGT, Inc.
Gibraltar Industries, Inc.	Simpson Manufacturing, Inc.
Insteel Industries, Inc.	Twin Disc, Inc.
Kadant Inc.	Quanex Building Products Corporation
Landec Corp.	

In October 2014, Hay Group completed an executive compensation benchmarking study. Hay Group assessed the Company's executive compensation program against the peer group both with respect to competitiveness and mix of the elements of compensation. Hay Group compared the following elements of compensation of the Company against the peer group for 2013 (the last reported compensation for the peer group): (1) base salary; (2) target total cash compensation (base salary plus target annual cash incentive compensation); and (3) target total direct compensation (base salary plus target annual cash incentive compensation plus the value of long-term equity incentive compensation). Based on such comparison, Hay Group determined that the Company's respective elements of target compensation compared against the peer group (as a weighted average of the six NEOs) were as follows:

	Weighted Average % of Median (all NEOs)
Base Salary	105%
Target Total Cash Compensation	112%
Target Total Direct Compensation	124%

With respect to the mix of target compensation for the named executive officers, Hay Group found that the Company grants a higher percentage of variable compensation (annual cash incentive compensation and long-term equity incentive compensation) and a lower percentage of fixed compensation (base salary), compared to total compensation, than the peer group. This means that a higher percentage of the Company's named executive officers' compensation is "at risk" than the peer group. This is consistent with one of the core principles of the Compensation Committee; namely, that a material portion of the executive officers' total compensation should be dependent on performance.

Hay Group also compared these elements of compensation on an actual basis for 2013, and determined that the Company's respective elements of actual compensation compared against the peer group (as a weighted average of the six NEOs) were as follows:

	Weighted Average % of Median (all NEOs)
Base Salary	105%
Actual Total Cash Compensation	141%
Actual Total Direct Compensation	136%

Actual total cash compensation and actual total direct compensation was above median for 2013 because the executive officers received 155.8% of their target payout for the annual cash incentive plan due to financial performance that was above plan in 2013. This again highlights the Company's focus on pay for performance.

In order to gauge performance in the context of total stockholder return or "TSR", Hay Group compared the Company's TSR to the peer group companies and determined that the Company substantially outperformed relative to the peer group. Hay Group analyzed both 1- and 3-year TSR and their analysis showed that the Company's performance ranked at the 94th and 85th percentile of the peer group, respectively (as of April 30, 2014).

The Company's TSR in 2014 continued to outperform relative to our peer group. During calendar year 2014, the Company's stock price increased by 7.1%, which was in excess of the average of the peer group for 2014, which was 4.4%. This was on top of a significant outperformance in 2013, when the Company's stock price increased by 113.6%, compared to 56.3% for the peer group. Over the two-year period of 2013 and 2014, the Company's stock price increased by 128.8%, compared to a return of 58.1% for the Company's peer group and 48.7% for the S&P 500.

Given these results, we believe our compensation program aligns with the core principles described above, namely pay for performance, and supports the Company's competitive pay positioning relative to peers.

What are the elements of executive compensation, why do we use these elements, how are the elements' values determined, and, if applicable, what are the mechanics of each program?

Base Salary

Base salary is annual fixed cash compensation, and is a standard element of compensation, necessary to attract and retain talent, and provides fixed compensation that an employee can rely upon for his or her ordinary living expenses. Base salary is the principal non-variable element of the Company's total compensation program.

Base salaries reflect each named executive officer's responsibilities, the impact of each named executive officer's position, and the contributions each named executive officer delivers to the Company.

Base salaries are determined by competitive levels in the market, based on the Company's peer group and the results of executive compensation surveys, for executives with comparable responsibilities and job scope. Base salary increases, if any, are based on individual performance, market conditions and company performance. To gauge market conditions, the Compensation Committee evaluates the peer group and market data compiled by its consultant. Base salaries are set following review of this data upon consideration of the named executive officer's experience, tenure, performance, and potential.

In December 2013, the Compensation Committee approved a 2.5% increase in the 2014 base salaries for the named executive officers, other than Mr. Gerhard and Mr. Zambanini, who each received a 5% increase. The Compensation Committee considered information publicly available on the prevalent levels of base salary increases for local companies and industrial companies, and made these adjustments based on what it determined to be appropriate.

In October 2014, as discussed above, Hay Group completed an executive compensation benchmarking study of the Company's executive compensation. In December 2014, the Compensation Committee approved a 3.0% increase in the 2015 base salaries for the named executive officers, based on an internal analysis of prevailing market and industry conditions.

The base salaries of the named executive officers for 2014 and 2015 are as follows:

Executive Officer	2014 Base Salary	2015 Base Salary
Ronald W. Kaplan Chairman, President and Chief Operating Officer	$554,630	$571,270
James E. Cline Senior Vice President and Chief Financial Officer	$319,185	$328,760
F. Timothy Reese Senior Vice President, Operations	$319,185	$328,760
William R. Gupp (1) Senior Vice President, General Counsel and Secretary	$300,000	$309,000
Christopher P. Gerhard Vice President, Sales	$222,600	$229,280
Adam D. Zambanini Vice President, Sales	$222,600	$229,280

(1) Mr. Gupp's annual base salary was adjusted effective August 1, 2014 from $287,615 to $300,000.

Annual Cash Incentive Compensation

The annual cash incentive plan provides named executive officers with the opportunity to gain financially from the Company's financial results that they help to generate annually. The annual cash incentive plan provides for a cash payment based on the achievement of annual corporate financial goals.

We believe that it is necessary to provide annual cash incentive compensation, because short-term incentives provide an immediate benefit paid in cash based on the achievement of immediate results, thereby promoting the achievement of short-term goals. A performance-based incentive motivates management to focus on the short-term (one fiscal year) financial goals in specific targeted areas determined at the beginning of each year.

For the named executive officers, the Company provides an annual cash incentive payment based 75% on achievement of a certain pretax income target, and 25% on achievement of a certain free cash flow target, in each case excluding any items determined by the Compensation Committee to be extraordinary and not considered in the establishment of such targets. Free cash flow is defined as net cash provided by operating activities less net cash used in investing activities, including expenditures for property, plant and equipment. The pretax income and free cash flow financial performance metrics were chosen because the Compensation Committee determined that they would best measure the Company's financial performance for the fiscal year and align managements' financial incentives to those of its stockholders. Management deems pre-tax earnings to be the key factor to increasing shareholder value, which is indicative of its 75% weighting toward the annual cash incentive plan. Management believes that free cash flow complements pre-tax earnings to ensure the Company's operating and strategic objectives are being adequately funded as a result of meeting its profit objectives, which is indicative of its 25% weighting towards the annual cash incentive plan. The free-cash-flow financial metric also serves as a guideline to meeting management's target capital structure.

The Compensation Committee uses a sliding scale to determine both the pretax income portion of the annual cash incentive and the free cash flow portion of the annual cash incentive. The minimum threshold for any payment under both the pretax income element and the free cash flow element of the annual cash incentive plan for 2014 was 80% of the respective targets, which would result in a payout of 50% of the target payment, and the maximum payout was capped at 200% of the target payment if 120% or more of the target was achieved. These performance ranges were selected based upon the Company's business judgment while acknowledging the potential variability in results given some of the unique challenges in our business. Each year, the Company

determines its performance ranges based upon the best available information and makes an informed decision as to where the threshold, target and maximum performance levels should be set. As explained in more detail below, these performance ranges were established for the 2014 plan year.

Target awards are expressed as a percentage of the named executive officer's base salary. Cash incentive targets for 2014 were 100% for the CEO, and 60% to 75% for the other named executive officers, depending on the named executive officer's grade level. The total award to any single named executive officer was capped at 200% of the named executive officer's targeted percentage of salary.

Determination of Target Levels. The Compensation Committee believes that using pretax income and free cash flow financial targets as the basis for the executive annual cash incentive plan effectively aligns executive interests with the interests of the Company's stockholders. An annual cash incentive can be earned if the Company meets its financial goals as measured using pretax income and free cash flow as adjusted to reflect core operating performance. The annual financial objectives are contained within the Company's annual financial plan, which is approved by the Board each December prior to the start of the new fiscal year. The Company's financial-metric based approach established for the annual cash incentive plan applies to the broader management team as well as the executive officers to ensure that there is consistency with the essence of the "pay for performance" structure of the incentive plan.

Calculations of Pretax Income Target and Payout for 2014. For the 2014 fiscal year, the Compensation Committee set target pretax income at $74,510,000. The Compensation Committee considered this target challenging given the set of circumstances including the macro-economic and competitive environments known at the time. In addition, the 2014 pre-tax income target was substantially higher (76%) than the 2013 pretax income target because the Compensation Committee believed the Company was well positioned for substantial growth in pretax earnings.

The Compensation Committee specifically defined the pretax income target to exclude any items determined by the Compensation Committee to be extraordinary and not considered in the establishment of such target. To illustrate the sliding scale grid:

- if actual pretax income for 2014 was less than $59,608,000, there would be no payout for pretax income;
- if pretax income was $59,608,000, the payout would be 50% of the target payment for pretax income;
- if pretax income was $67,059,000, the payout would be 75% of the target payment for pretax income;
- if pretax income was $74,510,000, the payout would be 100% of the target payment for pretax income;
- if pretax income was $81,961,000, the payout would be 150% of the target payment for pretax income; and
- if pretax income was $89,412,000 or greater, the payout would be 200% of the target payment for pretax income.

Numbers falling within the ranges above are interpolated on a straight line basis.

As stated above, the Compensation Committee agreed to exclude from the actual pretax income calculation for 2014 certain items that it determined were extraordinary and not considered in the establishment of the pretax income target for the year. For 2014, the Committee agreed to exclude a $1,471,000 charge related to subleased office space in Dulles, Virginia, $302,000 in expenses associated with the settlement of a class action against the Company related to mold growth and color variation/fading, and $150,000 in unplanned expenses associated with a Board of Directors requested study on executive succession planning. The Compensation Committee excluded these items because they were not included in the 2014 Financial Plan which was approved by the Board in December 2013. The Compensation Committee concluded that it would not be appropriate to penalize management for these items when they were not considered in the establishment of the pretax income target and given that a majority of the expenses principally relate to product sold and actions taken prior to the current senior management team assuming responsibility in early 2008.

The net effect of the adjustments described in the two preceding paragraphs was to increase pretax income for 2014 for incentive purposes by $1,923,000 from $66,948,000 to $68,871,000. This equated to 92.4% of target, which resulted in a payment multiple of 81.17%. This percentage was then multiplied by 75%, which is the percent weight given to the pretax target portion of the annual cash incentive, to equal 60.88% for pretax income achievement.

Calculations of Free Cash Flow Target and Payout for 2014. For the 2014 fiscal year, the Compensation Committee set target free cash flow at $45,534,000. Similar to the pretax income target, this was substantially higher (30%) than the 2013 free cash flow target. The Compensation Committee believed the Company's growth in earnings would also result in an increase in free cash flow.

The Compensation Committee specifically defined the free cash flow target to exclude any items determined by the Compensation Committee to be extraordinary and not considered in the establishment of such target. To illustrate the sliding scale grid:

- if actual free cash flow for 2014 was less than $36,427,000, there would be no payout for free cash flow;
- if free cash flow was $36,427,000, the payout would be 50% of the target payment for free cash flow;
- if free cash flow was $40,981,000, the payout would be 75% of the target payment for free cash flow;
- if free cash flow was $45,534,000, the payout would be 100% of the target payment for free cash flow;
- if free cash flow was $50,087,000, the payout would be 150% of the target payment for free cash flow; and
- if free cash flow was $54,641,000 or greater, the payout would be 200% of the target payment for free cash flow.

Numbers falling within the ranges above are interpolated on a straight line basis.

As stated above, the Compensation Committee agreed to exclude from the actual free cash flow calculation for 2014 certain items that it determined were extraordinary and not considered in the establishment of the free cash flow target for the year. For 2014, actual reported free cash flow was adversely affected by a $10,300,000 adjustment for excess tax benefits related to the exercise of SARs and options and the vesting of restricted stock that occurred as a result of an increase in the share price from the date the original awards were granted. Such adjustment had no effect on overall total cash flow for 2014 since an offsetting adjustment was included in the "financing" section of the cash flow statement (which is not included in the free cash flow line). Given that actual cash flow was not affected by this adjustment and given that such adjustment was not considered in the establishment of the free cash flow target, the Compensation Committee concluded that it would not be appropriate to penalize management for this adjustment.

The net effect of the adjustment described in the preceding paragraph was to increase free cash flow for 2014 for incentive purposes by $10,300,000 from $45,769,000 to $56,069,000. This equated to 124% of target, which resulted in a payment multiple of 200%. This percentage was then multiplied by 25%, which is the percent weight given to the cash flow portion of the annual cash incentive, to equal 50% for cash flow achievement.

Total Cash Incentive Payout Percentage. As a result of the above calculations, the cash incentive for 2014 to the executive officers was paid at a blended rate of 110.88% of target, which was determined as follows:

Pretax Income achievement	81.17% x .75 = 60.88%
Free cash flow achievement	200% x .25 = 50%
Total	110.88%

This blended rate was then multiplied by the cash incentive target for each executive officer, as described above. Actual payouts to each named executive officer in February 2015, as a percentage of base salary, were:

Executive Officer	2014 Base Salary	Target Annual Cash Incentive (as a % of Base Salary)	Target Annual Cash Incentive	Annual Cash Incentive Payout Percentage	2014 Annual Cash Incentive	% of 2014 Base Salary
Ronald W. Kaplan Chairman, President and Chief Operating Officer	$554,630	100%	$554,630	110.88%	$614,974	110.88%
James E. Cline Senior Vice President and Chief Financial Officer	$319,185	75%	$239,389	110.88%	$265,434	83.16%
F. Timothy Reese Senior Vice President, Operations	$319,185	75%	$239,389	110.88%	$265,434	83.16%
William R. Gupp (1) Senior Vice President, General Counsel and Secretary	$300,000	70%	$210,000	110.88%	$232,848	77.62%
Christopher P. Gerhard Vice President, Sales	$222,600	60%	$133,560	110.88%	$148,091	66.53%
Adam D. Zambanini Vice President, Marketing	$222,600	60%	$133,560	110.88%	$148,091	66.53%

(1) Mr. Gupp's annual base salary was adjusted effective August 1, 2014 from $287,615 to $300,000.

Plan Structure and Target Levels for 2015 Annual Cash Incentive Plan. In December 2014, the Compensation Committee established the pretax income and free cash flow targets for 2015, consistent with the Company's internal Financial Plan approved by the Board in December 2014, with pretax income again being weighted at 75% and free cash flow weighted at 25%. The program mechanics for the 2015 annual cash incentive plan will be the same as they were for the 2014 annual cash incentive plan, which is discussed in detail above.

Long-Term Equity Incentive Compensation

We believe that long-term equity incentive compensation provides appropriate motivational tools to achieve certain long-term company goals. The long-term equity incentive compensation plan is designed to align named executive officers' interests with those of stockholders, motivate the named executive officer team to achieve key financial goals and reward superior performance. The design of the program helps to reduce turnover and to retain the knowledge and skills of the Company's valued employees. In structuring the amount of long-term equity incentive compensation awards, the Compensation Committee seeks to balance such awards and the interests of the Company's stockholders under a policy that moderates the dilutive effects of annual equity-based awards against the need to provide attractive and competitive incentive compensation.

Under the long-term equity incentive compensation plan of the Company, grants consist of 50% time-based restricted shares, and 50% performance-based restricted shares, as further described below.

Elements of Long-Term Equity Incentive Compensation:

Time-Based Restricted Shares. Time-based restricted shares are Company common stock that cannot be sold or transferred during the vesting period. The restricted shares have a three-year vesting period, vesting one-third each year. The number of restricted shares issued is based on the approved target dollar amount of restricted stock to be awarded, divided by the fair market value of the Company's common stock on the date of the grant.

Time-based restricted shares facilitate retention by providing value if the named executive officer remains with the Company over the vesting period. In addition, time-based restricted stock provides immediate alignment with stockholders through current stock ownership, and the potential for future growth.

Performance-Based Restricted Shares. Performance-based restricted shares are similar to time-based restricted shares, but the number of shares that will vest, if any, is based on Company financial performance. The performance-based restricted shares have a three-year vesting period, vesting one-third each year based on performance against target earnings before interest, taxes, depreciation and amortization, or "EBITDA," for 1 year, cumulative 2 years and cumulative 3 years, respectively, in each case excluding any items determined by the Compensation Committee to be extraordinary and not considered in the establishment of such targets.

- For the first vesting, the target performance will be planned EBITDA for the first year.
- For the second vesting, the target performance will be cumulative EBITDA for the first two years, with the target EBITDA for the second year equaling the first year's target EBITDA plus a pre-determined growth rate.
- For the third vesting, the target performance will be cumulative EBITDA for the three years, with the target EBITDA for the third year equaling the second year's target EBITDA plus a pre-determined growth rate.

The target number of performance-based restricted shares issued is based on the approved target dollar amount of such shares to be awarded, divided by the fair market value of the Company's common stock on the date of the grant. With respect to each vesting, the number of shares that will vest will be between 0% and 200% of the target number of shares. The Compensation Committee will use a sliding scale to determine the percentage of the target shares that will vest each year. The minimum threshold for any vesting will be 80% of the EBITDA target, which will result in a payout of 50% of the target vesting, and the maximum payout will be capped at 200% of the target vesting if 120% or more of the target is achieved.

To illustrate the sliding scale grid:

- if actual EBITDA for a relevant period is less than 80% of the target, no shares will vest;
- if EBITDA is 80% of the target, 50% of the target number of shares will vest;
- if EBITDA is 90% of the target, 75% of the target number of shares will vest;
- if EBITDA is 100% of the target, 100% of the target number of shares will vest;
- if EBITDA is 110% of the target, 150% of the target number of shares will vest; and
- if EBITDA is 200% of the target or greater, 200% of the target number of shares will vest;

Numbers falling within the ranges above are interpolated on a straight line basis.

In addition to facilitating retention, performance-based restricted shares also more closely align the long-term equity incentive compensation plan with the Company's pay for performance philosophy. The number of shares that will vest each year is contingent upon performance against pre-determined EBITDA targets. If the Company achieves less than 80% of the target for any year, no shares will vest. This vesting condition encourages named executive officers to work with a long-term view of the Company's performance and reinforces their long-term affiliation with the Company.

The award agreements for both time-based restricted shares and performance-based restricted shares provide that if a participant's employment with the Company is terminated due to death, permanent and total disability, retirement, by the Company without "cause," or by the participant with "good reason" (with "cause" and "good reason" being defined in the award agreements), any unvested restricted shares held by a participant at termination will vest (with performance-based restricted shares vesting at target levels).

2014 Long-Term Equity Incentive Compensation Awards. The target levels for the 2014 grants made in February 2014 were 200% of base salary for the CEO and 115% to 145% of base salary for the other named executive officers, depending on the officer's grade level, and were split equally between time-based restricted shares and performance-based restricted shares. The award of both time-based and performance-based restricted shares in 2014 was conditioned on the attainment in 2013 of positive pretax earnings, excluding certain items determined by the Compensation Committee to be extraordinary and not considered in the establishment of such target. The Company did earn positive pretax earnings in 2013, so the restricted stock awards were made at target levels.

Actual awards to each named executive officer of long-term equity incentive compensation in February 2014, as a percentage of base salary, split evenly between time-based restricted shares and performance-based restricted shares, were as follows:

Executive Officer	Value of 2014 Long-Term Equity Award	% of 2014 Base Salary
Ronald W. Kaplan Chairman, President and Chief Operating Officer	$1,109,260	200%
James E. Cline Senior Vice President and Chief Financial Officer	$ 462,818	145%
F. Timothy Reese Senior Vice President, Operations	$ 462,818	145%
William R. Gupp Senior Vice President, General Counsel and Secretary	$ 330,757	115%
Christopher P. Gerhard Vice President, Sales.	$ 255,990	115%
Adam D. Zambanini Vice President, Sales	$ 255,990	115%

The combination of time-based and performance-based restricted shares accomplishes key goals of the Company. There is a strong retention focus through time-based restricted shares, and the performance-based restricted shares highlight the Company's pay for performance philosophy.

The Compensation Committee believes that its long-term incentive compensation program achieves its goals of promoting retention of executive officers through time-based restricted shares, emphasizing pay for performance through performance-based restricted shares, and also incorporates the growing prevalence in the marketplace of an incentive approach that provides a balance between different long-term incentive vehicles. Further, the grant of restricted shares is intended to create greater alignment between the interests of stockholders and management by providing senior management with direct ownership in the Company, including the downside risk to the value of the equity.

2015 Long-Term Equity Incentive Compensation Awards. With respect to long-term equity awards made in February 2015, the program was identical to the program for the 2014 awards, as described above. Because Trex Company did achieve positive pretax earnings for the 2014 fiscal year, awards were made in February 2015 at 100% of target, split evenly between time-based restricted shares and performance-based restricted shares.

Actual payouts to each named executive officer of long-term equity awards in February 2015, as a percentage of base salary, split evenly between time-based restricted shares and performance-based restricted shares, were as follows:

Executive Officer	Value of 2015 Long-Term Equity Award	% of 2015 Base Salary
Ronald W. Kaplan Chairman, President and Chief Operating Officer	$1,142,540	200%
James E. Cline Senior Vice President and Chief Financial Officer	$ 476,702	145%
F. Timothy Reese Senior Vice President, Operations	$ 476,702	145%
William R. Gupp Senior Vice President, General Counsel and Secretary	$ 417,150	135%
Christopher P. Gerhard Vice President, Sales.	$ 263,672	115%
Adam D. Zambanini Vice President, Sales	$ 263,672	115%

The Compensation Committee regularly makes its annual long-term equity incentive grants to named executive officers at its February meeting, with the grant date being the date of the Compensation Committee meeting at which such equity grants are approved. The Company does not time the grant of equity awards in coordination with the release of material non-public information.

The Compensation Committee retains discretion to adjust the target percentage award based upon each named executive officer's current performance and anticipated future contribution to the Company's results, as well as upon the amount and terms of equity-based awards previously granted to the named executive officer by the Company. The Compensation Committee did not make any discretionary adjustments to a named executive's target percentage award, and has not done so for any of the executive officers in any of the years reflected in the Summary Compensation Table.

2015 Vesting of Previously Granted Performance-Based Restricted Shares. In February, 2015, one-third of performance-based restricted shares granted in 2014 vested based on actual EBITDA performance in 2014 against the EBITDA target. For 2014, the Compensation Committee set target EBITDA at $91,058,000.

As stated above, the Compensation Committee agreed to exclude from the actual EBITDA calculation for 2014 certain items that it determined to be extraordinary and not considered in the establishment of the EBITDA target for 2014. For 2014, the Committee agreed to exclude a $1,471,000 charge related to subleased office space in Dulles, Virginia, $302,000 in expenses associated with the settlement of a class action against the Company related to mold growth and color variation/fading, and $150,000 in unplanned expenses associated with a Board of Directors requested study on executive succession planning. The Compensation Committee excluded these items because they were not included in the 2014 Financial Plan which was approved by the Board in December 2013. The Compensation Committee concluded that it would not be appropriate to penalize management for these items when they were not considered in the establishment of the EBITDA target for 2014 and given that a majority of the expenses principally relate to product sold and actions taken prior to the current senior management team assuming responsibility in early 2008.

The net effect of the adjustments described in the two preceding paragraphs was to increase EBITDA for 2014 for incentive purposes by $1,923,000 from $82,653,000 to $84,576,000. This equated to 92.88% of target, which resulted in a payment multiple of 82.20%. As a result, the following number of performance-based restricted shares vested for each executive officer:

Executive Officer	Target # of Performance Shares	Payout %	Shares Vesting
Ronald W. Kaplan Chairman, President and Chief Operating Officer	5,484	82.20%	4,508
James E. Cline Senior Vice President and Chief Financial Officer	2,288	82.20%	1,881
F. Timothy Reese Senior Vice President, Operations	2,288	82.20%	1,881
William R. Gupp Senior Vice President, General Counsel and Secretary	1,636	82.20%	1,345
Christopher P. Gerhard Vice President, Sales.	1,266	82.20%	1,041
Adam D. Zambanini Vice President, Sales	1,266	82.20%	1,041

Retention Agreements

On July 24, 2012, the Company entered into retention agreements with Mr. Kaplan, Mr. Cline, Mr. Reese and Mr. Gupp pursuant to which the Company granted restricted shares and agreed to pay cash retention payment awards, with the restricted stock vesting and the cash payment being made only if certain retention conditions are met.

The Company entered into these retention agreements with Mr. Kaplan, Mr. Cline and Mr. Reese in order to ensure business continuity and orderly transition in the future of their successors. Each of such recipients was age 60 or older, and the Board was concerned about the risk that each recipient would retire from the Company on or around the same time. In addition to retirement concerns, the Board also recognized that this group of executives has a long and successful track record together and the possibility exists that all could leave the Company at the same time for other opportunities. The Company entered into a retention agreement with Mr. Gupp because of his long-time involvement in the legal matters specified in his retention agreement, and the risk to the Company should Mr. Gupp leave the Company prior to the resolution of such matters.

We believe that these retention payments are in the best interests of stockholders as the current management team has been instrumental in guiding the Company through legacy challenges and issues which preceded their employment. Further, these executives have provided substantial returns to stockholders in the form of stock price appreciation since 2008 and have provided a foundation for sustainable growth moving forward.

The amount and form of the retention payments were determined with assistance from Hay Group, the Compensation Committee's independent compensation consultant, who provided recent trends and examples of prevailing market practices for similarly-sized companies that were faced with similar retention challenges. The Compensation Committee used Hay Group's analysis in determining the most efficient and effective form of retention vehicles (a combination of cash and restricted stock) and level of retention awards that would maximize the probability of retaining these named executive officers through the desired period of time. We believe that the form and level of retention payment are consistent with industry and market practices and are best suited given the Company's short- and long-term business objectives and strategy.

The retention agreements for Mr. Kaplan, Mr. Cline and Mr. Reese are substantially similar in form and provide that in the event the recipient is actively employed by the Company on August 16, 2015, January 1, 2017, and June 15, 2017, for Mr. Kaplan, Mr. Cline and Mr. Reese, respectively, the restricted stock will vest, and the cash payment will be made, to such recipient. The Retention Agreement for Mr. Gupp provides that the restricted stock will vest, and the cash payment will be made, upon resolution of certain legal matters currently being managed by Mr. Gupp, provided that the earliest that the vesting and payment could be made is August 16, 2015, and further provided that if Mr. Gupp is still actively employed by the Company on August 16, 2019, the vesting and payment shall be made regardless of the status of the specified legal matters.

The aggregate value of the retention award for each of the recipients was two times his then current base salary and target annual cash incentive, with 50% of such amount being reflected in restricted shares and 50% of such amount being reflected in a cash payment. The value as of grant date and number (based upon the closing market price of the stock on the grant date) of restricted shares that will vest, and the cash payment that will be paid, if the retention conditions are met, are as follows:

Executive Officer	Value/Number of Restricted Shares (1)	Cash Retention Payment
Ronald W. Kaplan Chairman, President and Chief Operating Officer	$1,055,800 /74,484	$1,055,800
James E. Cline Senior Vice President and Chief Financial Officer	$ 491,470 /34,672	$ 491,470
F. Timothy Reese Senior Vice President, Operations	$ 491,470 /34,672	$ 491,470
William R. Gupp Senior Vice President, General Counsel and Secretary	$ 437,920 /30,894	$ 437,920

(1) The Company completed a two-for-one stock split payable in the form of a stock dividend on May 7, 2014 to stockholders of record on April 7, 2014. The share numbers above are reflected on a post-split basis.

The restricted shares were granted pursuant to the Trex Company, Inc. 2005 Stock Incentive Plan (now known as the 2014 Stock Incentive Plan). The Retention Agreements provide that the restricted stock will vest, and the cash payment will be made, in the event of the death or disability of the recipient, if the Company terminates the recipient's employment without "cause", or if the recipient resigns for "good reason." For this purpose, "cause" and "good reason" include events specified in the recipients' change in control and severance agreements, each dated August 3, 2011, as further described in "*Elements of Post Termination Compensation"* below.

Additional Information on our Program

Stock Ownership Guidelines

To align our officers' and directors' interests with those of our stockholders, the Board in December 2013 instituted Stock Ownership Guidelines.

Under these Guidelines, each executive officer is required to own and hold, as a minimum, that number of shares of the Company's common stock having a market value of at least a stated multiple of the executive officer's base salary. The stated multiple for the Chief Executive Officer is 3, for a Senior Vice President is 1.5 and for a Vice President is 1. For purposes of the Guidelines, common stock includes shares of common stock no matter how acquired (i.e., vesting of restricted shares or purchased on the open market), unvested time-based restricted shares and unvested performance-based restricted shares at target levels.

Executive officers have 5 years from the adoption of the Guidelines or 5 years from becoming an executive officer, whichever occurs later, to comply with the ownership requirements. Notwithstanding, each named executive officer meets the current minimum requirements.

Anti-Hedging and Anti-Pledging Policy

The Board adopted in October 2013, on a voluntary basis and in advance of final Dodd-Frank Act hedging rules, a policy that prohibits our executive officers from purchasing any financial instrument or entering into any transaction that is designed to hedge or offset any decrease in the market value of Company equity (including, but not limited to, prepaid variable forward contracts, equity swaps, collars, or exchange funds), or pledging, hypothecating, or otherwise encumbering Company equity as collateral for indebtedness.

Clawback Policy

The Board adopted in October 2013, on a voluntary basis and in advance of final Dodd-Frank Act "clawback" (or compensation recovery) rules, a "clawback" policy with respect to incentive-based compensation. The policy provides that in the event of a restatement of the Company's financial results due to any fraudulent actions or executive misconduct, the Compensation Committee is entitled to recover from executive officers any incentive-based compensation that would not otherwise have been awarded to such persons under the as-restated financial statements during the three years preceding the date of the restatement.

Perquisites

The Company provides a limited number of perquisites to its named executive officers. The perquisites offered to the named executive officers in 2014 include a monthly company car allowance, and a country club membership for the CEO.

The Compensation Committee believes that the benefits the Company and the named executive officers derive from perquisites more than offset their costs to the Company. The personal benefits are considered to constitute a part of the Company's overall program and are presented in this light as part of the total compensation package approved by the Compensation Committee at the time of an executive officer's hiring or promotion, as part of the Compensation Committee's review of each named executive officer's annual total compensation, and in compensation discussions with named executive officers.

The Compensation Committee oversees the design, implementation and administration of all the Company benefit programs, including perquisites. The amounts relating to perquisites are disclosed in the footnotes to the Summary Compensation Table below. The Compensation Committee, with the assistance of its consultant, periodically reviews the cost and prevalence of these programs to determine whether they are in line with competitive practices and are warranted based upon business needs and the contributions of the named executive officers.

The monthly company car allowance is $1,000 for the CEO and $750 for the other named executive officers. The country club membership for the CEO included payment of an annual membership at a local country club in order to promote good community and business relationships. Additional information about these perquisites can be found in the All Other Compensation Table below.

Does the Company have Severance or Change-in-Control Agreements with its named executive officers?

The Company has entered into change-in-control agreements with the named executive officers to provide certain cash payments to the officers upon a termination following a change in control, which is in the form of a "double trigger." In addition, such agreements provide for an acceleration of equity grants upon a change in control. Change-in-control agreements are designed to protect executives in the event of a change in control, and

provide security for executives against sudden or arbitrary termination in connection with a change in control. In addition, the CEO has an employment agreement, and the other named executive officers have severance agreements, which provide for certain benefits upon an involuntary termination. These agreements promote retention of high-performing individuals and also assist in recruiting and retaining key employees by providing competitive arrangements. The provisions of each agreement were determined by analysis of peer group and market trends and practices and are set at competitive levels with industry practice.

For a discussion of these arrangements, including the estimated quantification of these amounts, see the *Elements of Post Termination Compensation* discussion following this *Compensation Discussion and Analysis*.

How do our decisions regarding each element affect decisions regarding the other elements?

The Compensation Committee considers total cash and equity compensation when setting the compensation of executive officers. In doing so, the Compensation Committee considers the retention value of the long-term equity currently held by the executive. Based on this review, the Compensation Committee may decide to adjust one or more elements of an executive's total compensation. The Compensation Committee aims to provide competitive total direct compensation and assesses an executive's total compensation package when looking at the executive's competitive standing relative to the market. Additionally, the Compensation Committee seeks to provide a competitive compensation mix, with discretion depending on factors deemed relevant to the Compensation Committee, such as individual performance, internal equity, and historical pay practices. Certain compensation decisions may specifically affect other elements of compensation. For example, because potential annual cash incentive and long-term equity incentive payouts are based on the executive's base salary, increases in base salary also increase the amount of such payouts.

What are the tax and accounting considerations that factor into decisions regarding executive compensation?

We consider tax and accounting implications in determining our compensation programs.

Policy on Deductibility of Named Executive Officer Compensation. In evaluating compensation program alternatives, the Compensation Committee considers the potential impact on the Company of Section 162(m) of the Internal Revenue Code. Section 162(m) eliminates the deductibility of compensation over $1 million paid to the CEO and three other most highly-compensated named executive officers (other than the CEO), excluding "performance-based compensation." Compensation programs generally will qualify as performance-based if compensation is based on pre-established objective performance targets, the programs' material features have been approved by stockholders, and there is no discretion to increase payments after the performance targets have been established for the performance period.

To the extent a named executive officer would otherwise earn over $1 million in compensation in any calendar year, the Compensation Committee generally endeavors to maximize deductibility of compensation under Section 162(m) of the Internal Revenue Code to the extent practicable while maintaining a competitive, performance-based compensation program. However, tax consequences are subject to many factors (such as changes in the tax laws and regulations or interpretations thereof and the timing and nature of various decisions by officers regarding stock options) that are beyond the control of either the Compensation Committee or the Company. In addition, the Compensation Committee believes that it is important for it to retain maximum flexibility in designing compensation programs that meet its stated objectives and fit within the Compensation Committee's guiding principles. Also, the actual impact of the loss of deduction for compensation paid to the CEO and the other three most highly compensated executives over the $1 million limitation may be small and have a *de minimis* impact on the Company's overall tax position. For these and other reasons, the Compensation Committee, while considering tax deductibility as a factor in determining compensation, will not limit compensation to those levels or types that will be deductible.

Internal Revenue Code Section 409A. The Company reviews its compensation plans and programs for compliance with Section 409A of the Internal Revenue Code and the relevant Treasury Resolutions regarding nonqualified deferred compensation.

Impact of FASB ASC Topic 718. The accounting standards applicable to the various forms of long-term incentive plans under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718 (formerly FASB Statement 123R) is one factor that the Company considers in the design of its long-term equity incentive programs. The Company monitors its FASB ASC Topic 718 expense to ensure that it is reasonable, but expense will not be the most important factor in making decisions about our long-term incentive plans.

REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF TREX COMPANY INC.

The Compensation Committee of the Board of Directors (the "Board") of Trex Company, Inc. (the "Company") has reviewed and discussed with the Company's management the Compensation Discussion and Analysis above, and recommended to the Board that the Compensation Discussion and Analysis be included in the Company's 2015 proxy statement and incorporated by reference in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, for filing with the Securities and Exchange Commission.

Respectfully submitted,

THE COMPENSATION COMMITTEE

Richard E. Posey, Chairman
Jay M. Gratz
Frank M. Merlotti, Jr.
Patricia B. Robinson

The following tables, narrative and footnotes discuss the compensation of our Chief Executive Officer, Chief Financial Officer, and our four other most highly compensated executive officers, during 2014. These individuals were the only executive officers of the Company during 2014 for whom this information is required under SEC rules.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)(2)	SAR Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)(3)	Total ($)
Ronald W. Kaplan	2014	554,630	—	1,109,260	—	614,974	—	33,260	2,312,124
President and Chief	2013	541,100	—	541,100	541,100	843,169	—	34,285	2,500,754
Executive Officer	2012	527,900	—	1,583,700	527,900	1,055,800	—	31,047	3,726,347
James E. Cline	2014	319,185	—	462,818	—	265,434	—	24,600	1,072,037
Senior Vice President and	2013	302,750	—	200,070	200,070	363,929	—	29,965	1,096,784
Chief Financial Officer	2012	289,100	—	686,613	195,143	404,740	—	18,335	1,593,931
F. Timothy Reese	2014	319,185	—	462,818	—	265,434	—	24,600	1,072,037
Senior Vice President,	2013	302,750	—	200,070	200,070	363,929	—	24,300	1,091,119
Operations	2012	289,100	—	686,613	195,143	404,740	—	24,053	1,599,649
William R. Gupp	2014	292,775	—	330,757	—	232,848	—	24,600	880,980
Senior Vice President,	2013	280,600	—	161,345	161,345	262,347	—	24,300	889,937
General Counsel and Secretary	2012	273,700	—	595,298	157,378	328,440	—	24,050	1,378,866
Christopher P. Gerhard (4)	2014	222,600	—	255,990	—	148,091	—	27,306	653,987
Vice President, Sales	2013	212,000	—	121,900	121,900	198,209	—	24,300	678,309
Adam D. Zambanini (4)	2014	222,600	—	255,990	—	148,091	—	22,947	649,628
Vice President, Marketing	2013	212,000	—	121,900	121,900	198,209	—	25,069	679,078

(1) Amounts represent the grant date fair value determined in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in note 8 to the Company's audited financial statements in the 2014 Form 10-K, as filed with the SEC.

(2) See "*Compensation Discussion and Analysis*" and the "*Grants of Plan-Based Awards Table"* below for additional information on these awards.

(3) See the "*All Other Compensation Table*" below for additional information on these amounts for 2014.

(4) Mr. Gerhard and Mr. Zambanini first became named executive officers in 2013. Therefore, fiscal year 2012 is not reportable hereunder.

ALL OTHER COMPENSATION TABLE

	401(k) Matching Contribution ($)(1)	Club Membership ($)(2)	Car Allowance ($)(3)	Total Other Compensation ($)
Ronald W. Kaplan	15,600	5,660	12,000	33,260
James E. Cline	15,600	—	9,000	24,600
F. Timothy Reese	15,600	—	9,000	24,600
William R. Gupp	15,600	—	9,000	24,600
Christopher P. Gerhard	18,306	—	9,000	27,306
Adam D. Zambanini	13,947	—	9,000	22,947

(1) Represents company matching contributions to the Company's 401(k) plan. The Company matches up to 6% of an employee's annual salary, not to exceed the limitations imposed under the rules of the Internal Revenue Service.

(2) Represents the cost of annual country club dues for Mr. Kaplan.

(3) Represents the cost of company automobile allowance.

GRANTS OF PLAN-BASED AWARDS

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)(3)			All Other Stock Awards: Number of Shares of Stock or Units	All Other Awards; Number of Underlying SARs	Exercise or Base Price of SAR Awards	Grant Date Fair Value of Stock and SAR Awards
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)(3)	(#)	($/Sh)	($)
Ronald W. Kaplan		69,329	554,630	1,109,260							
	2/19/2014(4)				8,225	16,450	32,900	16,450	—	—	—
James E. Cline		29,924	239,389	478,778							
	2/19/2014(4)				3,432	6,864	13,728	6,864	—	—	—
F. Timothy Reese		29,924	239,389	478,778							
	2/19/2014(4)				3,432	6,864	13,728	6,864	—	—	—
William R. Gupp		26,250	210,000	420,000							
	2/19/2014(4)				2,453	4,906	9,812	4,906	—	—	—
Christopher P. Gerhard		16,695	133,560	267,120							
	2/19/2014(4)				1,898	3,796	7,592	3,796	—	—	—
Adam D. Zambanini		16,695	133,560	267,120							
	2/19/2014(4)				1,898	3,796	7,592	3,796	—	—	—

(1) Represents threshold, target and maximum payout levels under the annual cash incentive plan for 2014 performance. Additional information regarding the design of the annual cash incentive plan, including a description of the performance-based conditions applicable to 2014 awards, is included in the "*Compensation Discussion and Analysis*" section of this proxy statement.

(2) Represents threshold, target and maximum payout levels (number of shares) for performance-based restricted shares granted in 2014. Additional information regarding the design of the long-term equity incentive compensation plan, including a description of the performance-based conditions applicable to 2014 awards, is included in the "*Compensation Discussion and Analysis*" section of this proxy statement.

(3) Amounts represent the grant date fair value determined in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in note 8 to the Company's audited financial statements in the 2014 Form 10-K.

(4) The Company completed a two-for-one stock split payable in the form of a stock dividend on May 7, 2014 to stockholders of record on April 7, 2014. For grants prior to such date, numbers above are reflected on a post-split basis.

OUTSTANDING EQUITY AWARDS AT FISCAL-YEAR END

Name and Grant Date	Option/SAR Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options / SARs Exercisable (#)(1)	Number of Securities Underlying Unexercised Options/ SARs Unexercisable (#)(1)(4)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options / SARs (#)	Option / SAR Exercise Price ($)	Option / SAR Expiration Date (2)	Number of Shares of Stock Not Vested (#)(1)(4)	Market Value of Shares of Stock Not Vested ($)(3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(1)(4)(5)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(3)
Ronald W. Kaplan									
2/16/2011	47,160	—	—	13.10	2/16/2021	—	—	—	—
2/15/2012	50,240	25,120	—	12.78	2/15/2022	13,766	586,156	—	—
7/24/2012 (6)	—	—	—	—	—	74,484	3,171,529	—	—
2/12/2013	15,450	30,896	—	21.94	2/12/2023	16,440	700,015	—	—
2/19/2014	—	—	—	—	—	16,450	700,441	—	—
2/19/2014	—	—	—	—	—	—	—	16,450	700,441
James E. Cline									
2/18/2009	8,236	—	—	6.72	2/18/2019	—	—	—	—
2/17/2010	37,050	—	—	8.71	2/17/2020	—	—	—	—
2/16/2011	26,146	—	—	13.10	2/16/2021	—	—	—	—
2/15/2012	18,572	9,286	—	12.78	2/15/2022	5,090	216,732	—	—
7/24/2012 (6)	—	—	—	—	—	34,672	1,476,334	—	—
2/12/2013	5,712	11,424	—	21.94	2/12/2023	6,078	258,801	—	—
2/19/2014	—	—	—	—	—	6,864	292,269	—	—
2/19/2014	—	—	—	—	—	—	—	6,864	292,269
F. Timothy Reese									
2/15/2012	—	9,286	—	12.78	2/15/2022	5,090	216,732	—	—
7/24/2012 (6)	—	—	—	—	—	34,672	1,476,334	—	—
2/12/2013	—	11,424	—	21.94	2/12/2023	6,078	258,801	—	—
2/19/2014	—	—	—	—	—	6,864	292,269	—	—
2/19/2014	—	—	—	—	—	—	—	6,864	292,269
William R. Gupp									
3/9/2005	6,932	—	—	23.36	3/9/2015	—	—	—	—
2/16/2011	21,088	—	—	13.10	2/16/2021	—	—	—	—
2/15/2012	14,978	7,488	—	12.78	2/15/2022	4,102	174,663	—	—
7/24/2012 (6)	—	—	—	—	—	30,894	1,315,467	—	—
2/12/2013	4,608	9,212	—	21.94	2/12/2023	4,902	208,727	—	—
2/19/2014	—	—	—	—	—	4,906	208,897	—	—
2/19/2014	—	—	—	—	—	—	—	4,906	208,897
Christopher P. Gerhard									
2/16/2011	—	—	—	—	—	—	—	—	—
2/15/2012	—	—	—	—	—	500	21,290	—	—
2/12/2013	3,482	6,960	—	21.94	2/12/2023	3,704	157,716	—	—
2/19/2014	—	—	—	—	—	3,796	161,634	—	—
2/19/2014	—	—	—	—	—	—	—	3,796	161,634
Adam D. Zambanini									
2/21/2007	2,438	—	—	12.69	2/21/2017	—	—	—	—
2/16/2011	11,126	—	—	13.10	2/16/2021	—	—	—	—
2/15/2012	8,566	4,282	—	12.78	2/15/2022	2,346	99,893	—	—
2/12/2013	3,482	6,960	—	21.94	2/12/2023	3,704	157,716	—	—
2/19/2014	—	—	—	—	—	3,796	161,634	—	—
2/19/2014	—	—	—	—	—	—	—	3,796	161,634

(1) The Company completed a two-for-one stock split payable in the form of a stock dividend on May 7, 2014 to stockholders of record on April 7, 2014. The numbers shown above reflect numbers on a post-split basis.

(2) The term of each SAR / stock option is ten years. (With respect to grants under the 2014 Stock Incentive Plan (formerly the 2005 Stock Incentive Plan), the term is extended by one year if the grantee dies in the tenth year of the term.)

(3) The value is calculated based on the $42.58 closing price of the Company's common stock on the NYSE on December 31, 2014, the last market trading day of the year, times the number of shares that are unvested.

(4) Vests in three equal annual installments beginning on the first anniversary of the grant date.

(5) Represents target number of performance-based restricted shares that vest over a three year time period based on performance against target "EBITDA," for 1 year, cumulative 2 years and cumulative 3 years, respectively. These performance-based restricted shares are further discussed above under "*Performance-Based Restricted Shares*."

(6) On July 24, 2012, restricted shares were granted to Mr. Kaplan, Mr. Cline, Mr. Reese and Mr. Gupp under the terms of Retention Agreements entered into with such executive officers. These Retention Agreements are further described above under *"Retention Agreements*."

2014 OPTION / SAR EXERCISES AND STOCK VESTED

	Option/SAR Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)(1)	Value Realized on Exercise ($)(1)(2)	Number of Shares Acquired on Vesting (#)(1)	Value Realized on Vesting ($)(1)(3)
Ronald W. Kaplan (4)	93,282	2,312,071	35,096	1,202,802
James E. Cline (5)	—	—	12,972	444,572
F. Timothy Reese (6)	50,430	1,194,266	12,972	444,572
William R. Gupp (7)	28,832	636,616	10,462	358,550
Christopher P. Gerhard (8)	—	—	2,952	99,842
Adam D. Zambanini (9)	—	—	6,260	214,100

(1) The Company completed a two-for-one stock split payable in the form of a stock dividend on May 7, 2014 to stockholders of record on April 7, 2014. The numbers shown above and the market prices shown in the footnotes below reflect numbers and prices on a post-split basis.

(2) The value is calculated based upon the number of options or SARs exercised times the difference between the strike price and the market price on the date of exercise.

(3) The value is calculated based on the closing price of the Company common stock on the date of vesting (as set forth below in footnotes 4 - 9), times the number of vested shares.

(4) The amount shown for "Option/SAR Awards" reflects 9,900 SARs exercised on April 7, 2014 at a strike price of $6.72 and a market price of $36.43, 19,500 SARs exercised on April 7, 2014 at a strike price of $8.71 and a market price of $36.43, 30,036 SARs exercised on May 7, 2014 at a strike price of $8.71 and a market price of $34.30, 10,264 SARs exercised on June 6, 2014 at a strike price of $8.71 and a market price of $32.71, and 23,582 SARs exercised on June 6, 2014 at a strike price of $13.10 and a market price of $32.71. The amount shown for "Stock Awards" reflects 8,222 restricted shares that vested on February 12, 2014 at a market price of $33.40, 13,770 restricted shares that vested on February 15, 2014 at a market price of $34.54, and 13,104 restricted shares that vested on February 16, 2014 at a market price of $34.54.

(5) The amount shown for "Stock Awards" reflects 3,040 restricted shares that vested on February 12, 2014 at a market price of $33.40, 5,090 restricted shares that vested on February 15, 2014 at a market price of $34.54, and 4,842 restricted shares that vested on February 16, 2014 at a market price of $34.54.

(6) The amount shown for "Option/SAR Awards" reflects 8,716 SARs exercised on January 4, 2014 at a strike price of $13.10 and a market price of $36.01, 8,716 SARs exercised on February 11, 2014 at a strike price of $13.10 and a market price of $32.77, 8,714 SARs exercised on March 11, 2014 at a strike price of $13.10

and a market price of $36.21, 18,572 SARs exercised on October 30, 2014 at a strike price of $12.78 and a market price of $40.54, and 5,712 SARs exercised on October 30, 2014 at a strike price of $21.94 and a market price of $40.54. The amount shown for "Stock Awards" reflects 3,040 restricted shares that vested on February 12, 2014 at a market price of $33.40, 5,090 restricted shares that vested on February 15, 2014 at a market price of $34.54, and 4,842 restricted shares that vested on February 16, 2014 at a market price of $34.54.

(7) The amount shown for "Option/SAR Awards" reflects 9,000 SARs exercised on April 7, 2014 at a strike price of $12.09 and a market price of $36.43, 6,000 SARs exercised on May 7, 2014 at a strike price of $12.09 and a market price of $34.30, 4,612 SARs exercised on May 7, 2014 at a strike price of $12.69 and a market price of $34.30, and 9,220 SARs exercised on June 6, 2014 at a strike price of $12.69 and a market price of $32.71. The amount shown for "Stock Awards" reflects 2,452 restricted shares that vested on February 12, 2014 at a market price of $33.40, 4,106 restricted shares that vested on February 15, 2014 at a market price of $34.54, and 3,904 restricted shares that vested on February 16, 2014 at a market price of $34.54.

(8) The amount shown for "Stock Awards" reflects 1,852 restricted shares that vested on February 12, 2014 at a market price of $33.40, 500 restricted shares that vested on February 15, 2014 at a market price of $34.54, and 600 restricted shares that vested on February 16, 2014 at a market price of $34.54.

(9) The amount shown for "Stock Awards" reflects 1,852 restricted shares that vested on February 12, 2014 at a market price of $33.40, 2,348 restricted shares that vested on February 15, 2014 at a market price of $34.54, and 2,060 restricted shares that vested on February 16, 2014 at a market price of $34.54.

Equity Compensation Plan Information

The following table sets forth the following information as of December 31, 2014 for (1) all equity compensation plans previously approved by the Company's stockholders, and (2) all equity compensation plans not previously approved by the Company's stockholders:

- the number of securities to be issued upon the exercise of outstanding options, SARs, warrants and rights;
- the weighted average exercise price of such outstanding options, SARs, warrants and rights; and
- other than securities to be issued upon the exercise of such outstanding options, SARs, warrants and rights, the number of securities remaining available for future issuance under the plans.

	Number of securities to be issued upon exercise for outstanding options, SARs, warrants and rights (a)	Weighted average exercise price of outstanding options, SARs, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders (1)(4)	528,988 (2)	$14.21	2,634,028 (3)
Equity compensation plans not approved by security holders.	—	—	—
Total	528,988 (2)	$14.21	2,634,028 (3)

(1) Consists of the Trex Company, Inc. 2014 Stock Incentive Plan (the "2014 Stock Incentive Plan") (formerly, the Trex Company, Inc. 2005 Stock Incentive Plan), the Trex Company, Inc. Amended and Restated 1999 Incentive Plan for Outside Directors (the "Outside Directors Plan"), and Trex Company's 1999 Employee Stock Purchase Plan.

(2) Excludes 372,150 shares of restricted stock outstanding under the 2014 Stock Incentive Plan as of December 31, 2014.

(3) Represents 2,441,882 shares remaining available for future issuance under the 2014 Stock Incentive Plan and 192,146 shares remaining available for future issuance under the 1999 Employee Stock Purchase Plan. Shares of common stock issuable under the Outside Director Plan are issued pursuant to the 2014 Stock Incentive Plan.

(4) Per note 8 to the Company's audited financial statements in the 2014 Form 10-K, as filed with the SEC, the weighted average exercise price of outstanding options and SARs is $23.36 and $13.98, respectively, and the weighted average remaining contractual life of outstanding options and SARs is 0.2 year and 6.5 years, respectively.

Elements of Post Termination Compensation

In light of competitive market practices, based on the findings in a study completed by the Compensation Committee's independent consultant, the Compensation Committee has approved change-in-control severance agreements for the CEO and the other named executive officers. The agreements are intended to help retain these named executive officers, maintain a stable work environment and provide economic security to certain key employees in the event of termination of their employment in connection with a change in control.

Pursuant to these agreements, if, within the period beginning 90 days before and ending two years after a "change in control" of the Company, (1) the employment of the executive, who we refer to as a "covered executive," is terminated by the Company (other than a termination for "cause" or by reason of death or disability) or (2) if the covered executive terminates his employment for "good reason" (either event constituting a "double trigger"), the covered executive will receive severance benefits.

- For this purpose, "cause" includes events specified in the change-in-control severance agreement, including the covered executive's willful or grossly negligent misconduct that is materially injurious to the Company, embezzlement or misappropriation of funds or property of the Company, conviction of a felony or any crime involving fraud, dishonesty, moral turpitude or breach of trust, or willful failure or refusal to devote full business time and attention to the performance of duties.
- For this purpose, "good reason" includes events specified in the change-in-control severance agreement, including a material and adverse change in the covered executive's status or position with the Company, a 10% or greater reduction in the covered executive's aggregate base salary and targeted annual incentive other than as part of general reduction in executive compensation, the failure by the Company or any successor to continue in effect any employee benefit plan in which the covered executive is participating other than as a result of normal expiration of such plan in accordance with its terms, or the relocation of the covered executive's office more than 50 miles from the current office and further than his then-current residence.

Upon such termination, the covered executive will receive:

- a lump-sum cash payment equal to the sum of (1) the covered executive's accrued base salary and accrued vacation pay, plus (2) if not previously paid, the covered executive's annual cash incentive earned for the preceding fiscal year, plus (3) the covered executive's targeted annual cash incentive for the year in which the severance occurs, pro-rated based upon the number of days he was employed during such year;
- a lump sum severance payment equal to 2.99 times for the CEO and 1.5 times for the other named executive officers the sum of (1) the covered executive's annual base salary (in effect immediately prior to the change in control or termination, whichever is greater), plus (2) the greater of (a) the covered executive's target annual cash incentive for the year immediately prior to the year in which the change in control occurs, (b) the covered executive's target annual cash incentive for the year of the termination of employment, or (c) the covered executive's actual annual cash incentive for the last fiscal year immediately prior to the year of the termination of employment; and

- continuation of group health and dental insurance, and group life insurance, on the same terms and conditions as though the covered executive had remained an active employee (or payment of the necessary amount to obtain equivalent coverage if Company coverage is not possible), for the shorter of 18 months or until coverage is obtained from a new employer.

Notwithstanding the foregoing, each agreement provides that, to the extent necessary to avoid imposition of the excise tax under Section 4999 of the Internal Revenue Code in connection with a change in control, the amounts payable or benefits to be provided to the covered executive shall be reduced such that the reduction of compensation to be provided to the covered executive is minimized. In applying this principle, the reduction shall be made in a manner consistent with the requirements of Section 409A of the Internal Revenue Code, and where two economically equivalent amounts are subject to reduction but payable at different times, such amounts shall be reduced on a pro rata basis (but not below zero).

If a change of control occurs during the term of these agreements, the covered executive will be entitled to accelerated vesting of all outstanding long-term incentive awards, including, but not limited to, stock options, stock appreciation rights, restricted shares, and performance shares (at the targeted payment level) (whether or not there is a loss of employment).

A change in control is generally defined as (1) the acquisition by any person or entity of 35% of Trex Company's outstanding stock, (2) a merger where the stockholders of the Company immediately prior to the merger would not own at least 50% of the outstanding stock of the Company after such merger, (3) a sale of all or substantially all of the assets of the Company, or (4) during any two-year period, the directors in office at the beginning of such period ceasing to be a majority of the board, unless the nomination of each new director during such period was approved by at least two-thirds of the directors in office at the beginning of such period.

The Company has also entered into an employment agreement with the CEO, and severance agreements with the other named executive officers, which provide for certain benefits upon an involuntary termination. These agreements promote retention of high-performing individuals and also assist in recruiting and retaining key employees by providing competitive arrangements.

Mr. Kaplan's employment agreement, dated January 1, 2008, which was amended and restated on March 7, 2011, August 3, 2011 and July 24, 2012, provides for the payment of severance benefits to Mr. Kaplan if the Company terminates his employment without "cause" or if Mr. Kaplan resigns for "good reason" (other than in connection with a change-in-control). For this purpose, "cause" and "good reason" are defined in the same manner as in the change-in-control severance agreements discussed above. Upon such a termination, Mr. Kaplan will be entitled to receive the following:

- a lump-sum cash payment equal to the sum of (1) Mr. Kaplan's accrued base salary and accrued vacation pay, plus (2) if not previously paid, Mr. Kaplan's annual cash incentive earned for the preceding fiscal year;
- a lump-sum cash payment equal to 2 times the sum of (1) Mr. Kaplan's base salary then in effect plus his automobile allowance, plus (2) an amount equal to the greater of (a) Mr. Kaplan's targeted annual cash incentive for the year immediately prior to the year in which his employment terminates, or (b) his actual annual cash incentive earned for the preceding year;
- continued health, dental, and life insurance benefits on the same terms and conditions as though Mr. Kaplan had remained an active employee (or payment of the necessary amount to obtain equivalent coverage if Company coverage is not possible), for the shorter of 24 months or until equivalent coverage is obtained from a new employer; and
- accelerated vesting of all outstanding long-term incentive awards, including stock options, stock appreciation rights, and restricted shares, with any stock options or stock appreciation rights being exercisable for a period ending on the earlier of 5 years after termination of employment or the expiration of the term of such grant.

If Mr. Kaplan's employment is terminated during a change-in-control protection period under his change-in-control severance agreement, described above, Mr. Kaplan will be entitled to receive the severance payments specified under that agreement instead of the foregoing payments under his employment agreement.

Mr. Kaplan is not entitled to any additional severance payments or benefits under his employment agreement if his employment is terminated by the Company for cause, by Mr. Kaplan without good reason, or if it terminates due to his death or disability. Notwithstanding the foregoing, Mr. Kaplan's employment agreement provides that if his employment is terminated on or after August 16, 2015 for any reason other than by the Company for cause, Mr. Kaplan will be entitled to accelerated vesting of all outstanding long-term incentive awards, including, but not limited to, stock options, stock appreciation rights, restricted shares, and performance shares (at the targeted payment level).

Mr. Kaplan's employment agreement has an initial term expiring on August 16, 2015, but will automatically be extended for additional one-year periods beginning on August 17, 2015 unless either Mr. Kaplan or the Company provides a non-extension notice to the other party at least 90 days before the expiration of the employment term then in effect. In the event that the Company provides a non-extension notice for the renewal period that would otherwise begin on August 17, 2015, then the Company will pay to Mr. Kaplan a lump sum cash payment equal to 1.5 times the sum of his base salary then in effect and his targeted cash bonus for the 2015 fiscal year.

The severance agreements with each of the other named executive officers provide for the payment of severance compensation and benefits to the covered executive officer (the "covered executive") if the Company terminates the covered executive's employment without "cause" or if the covered executive resigns for "good reason." For this purpose, "cause" and "good reason" are defined in the same manner as in the change-in-control severance agreements discussed above. Upon such a termination, the covered executive will be entitled to receive the following:

- a lump-sum cash payment equal to the sum of (1) the covered executive's accrued base salary and accrued vacation pay plus (2) if not previously paid, the covered executive's annual cash incentive earned for the preceding fiscal year;
- a lump-sum cash payment equal to one times the sum of (1) the covered executive's base salary then in effect, plus (2) an amount equal to the greater of (a) the covered executive's targeted annual cash incentive for the year immediately prior to the year in which his employment terminates, or (b) the covered executive's actual annual cash incentive earned for the preceding year;
- continued health and dental plan benefits on the same terms and conditions as though the covered executive had remained an active employee (or payment of the necessary amount to obtain equivalent coverage if Company coverage is not possible), for the shorter of 12 months or until equivalent coverage is obtained from a new employer; and
- accelerated vesting of all outstanding long-term incentive awards, including stock options, stock appreciation rights, restricted shares and performance shares (at the targeted payment level), with any stock options or stock appreciation rights being exercisable for a period ending on the earlier of 90 days after termination of employment or the expiration of the term of such grant.

If the covered executive's employment is terminated during a change-in-control protection period under his change-in-control severance agreement, described above, the covered executive will be entitled to receive the severance payments specified under that agreement instead of the foregoing payments under his severance agreement.

The covered executive is not entitled to any additional severance payments or benefits under his severance agreement if his employment is terminated by the Company for cause, by the covered executive without good reason, or if it terminates due to his death or disability.

The term of each severance agreement is two years, unless it is extended by mutual agreement of the parties. The current term of the severance agreements ends on August 3, 2015.

The table below reflects the amount of compensation payable to the CEO and each of the Company's other named executive officers in the event of termination of such officer's employment (including termination by death or disability) and/or a change in control. The amounts shown assume that such termination and/or change in control was effective as of December 31, 2014 and thus includes amounts earned through such date. These figures are estimates of the amounts which would be paid to the officers upon their termination and/or a change-in-control. The actual amounts to be paid can only be determined at the time of such event.

CHANGE IN CONTROL AND SEVERANCE COMPENSATION AS OF DECEMBER 31, 2014

Name	Termination by reason of:	Cash ($)	Benefit Continuation ($)(1)	Intrinsic Value of Equity Awards as of 12/31/14 ($)(2)	Outplacement Services ($)(3)	Benefit Reduction ($)(4)	Total Benefit ($)
Ronald W. Kaplan	For Cause or Voluntary	—	—	—	—	—	—
	Death or Disability (5)	—	—	7,244,852	—	—	7,244,852
	Involuntary Termination (6)	3,875,398	28,908	7,244,852	—	—	11,149,158
	Change in Control (8)	—	—	7,244,852	—	—	7,244,852
	Termination after Change in Control (9)	5,789,849	21,681	7,244,852	20,000	—	13,076,382
James E. Cline	For Cause or Voluntary	—	—	—	—	—	—
	Death or Disability (5)	—	—	3,048,920	—	—	3,048,920
	Involuntary Termination (7)	1,174,584	13,794	2,801,623	—		3,990,001
	Change in Control (8)	—	—	3,048,920	—	—	3,048,920
	Termination after Change in Control (9)	1,755,530	21,532	3,048,920	20,000	—	4,845,982
F. Timothy Reese	For Cause or Voluntary	—	—	—	—	—	—
	Death or Disability (5)	—	—	3,048,920	—	—	3,048,920
	Involuntary Termination (7)	1,174,584	13,858	2,801,623	—	—	3,990,065
	Change in Control (8)	—	—	3,048,920	—	—	3,048,920
	Termination after Change in Control (9)	1,755,530	21,628	3,048,920	20,000	—	4,846,078
William R. Gupp	For Cause or Voluntary	—	—	—	—	—	—
	Death or Disability (5)	—	—	2,529,930	—	—	2,529,930
	Involuntary Termination (7)	1,000,267	13,324	2,330,498	—	—	3,344,089
	Change in Control (8)	—	—	2,529,930	—	—	2,529,930
	Termination after Change in Control (9)	1,491,441	20,746	2,529,930	20,000	—	4,062,117
Christopher P. Gerhard	For Cause or Voluntary	—	—	—	—	—	—
	Death or Disability (5)	—	—	645,928	—	—	645,928
	Involuntary Termination (7)	420,809	13,662	495,243	—	—	929,714
	Change in Control (8)	—	—	645,928	—	—	645,928
	Termination after Change in Control (9)	764,774	21,076	645,928	20,000	—	1,451,778
Adam D. Zambanini	For Cause or Voluntary	—	—	—	—	—	—
	Death or Disability (5)	—	—	852,134	—	—	852,134
	Involuntary Termination (7)	420,809	13,806	701,449	—	—	1,136,064
	Change in Control (8)	—	—	852,134	—	—	852,134
	Termination after Change in Control (9)	764,774	21,292	852,134	20,000	—	1,658,200

(1) Reflects Company's portion of cost of group health and dental insurance and group life insurance.

(2) This value is calculated as the intrinsic value of all unvested equity awards held as of December 31, 2014 that would have vested upon death or disability, an involuntary termination, a change-in-control, or a termination after a change in control based on the $42.58 closing price of the Company's common stock on the NYSE on December 31, 2014, the last market trading day of the year.

(3) Reflects estimated outplacement services available to the Named Executive Officers by their change-in-control severance agreements.

(4) To the extent that a Named Executive Officer's change-in-control severance benefits would cause him to become subject to the excise tax imposed by Section 4999 of the Code, this value reflects the reduction of his severance benefits to the extent necessary to avoid the application of this tax, as stated in his change-in-control severance agreement.

(5) The 2014 Stock Incentive Plan (formerly, the 2005 Stock Incentive Plan), and individual restricted stock agreements and SAR agreements, provide that all unvested restricted shares and unvested SARs immediately vest upon the death or disability of the executive.

(6) This represents benefits and payments under Mr. Kaplan's Employment Agreement discussed above and Retention Agreement discussed in the Compensation Discussion and Analysis section above captioned "Retention Agreements."

(7) This represents benefits and payments under the severance agreements covering executive officers other than Mr. Kaplan discussed above and the Retention Agreements discussed in the Compensation Discussion and Analysis section above captioned "Retention Agreements."

(8) This represents benefits and payments under the change-in-control severance agreements discussed above.

(9) This represents benefits and payments under the change-in-control severance agreements discussed above and the Retention Agreements discussed in the Compensation Discussion and Analysis section above captioned "Retention Agreements."

The Company's Compensation Policies and Practices as They Relate to Risk

The Company does not believe that its compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company. The annual cash incentive compensation plan described in the Compensation Discussion and Analysis section above is based upon achievement of annual financial targets, and potential cash incentive compensation opportunities are tempered so as not to place a disproportionate incentive on short-term financial results. In addition, the long-term equity incentive plan provides appropriate motivation to achieve long-term financial results as well, given that the ultimate value of the award is based upon the future value of the Company stock, and such awards constitute a significant portion of each executive's total compensation package. The Company has constructed the determinant performance factors in short- and long-term performance plans such that they balance focus on performance metrics with strong links to stockholder value creation and overall company performance, which we believe avoids any potential risks that may result from an imbalance in performance metrics.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF TREX COMPANY, INC.

During the fiscal year ended December 31, 2014, the Audit Committee of the Board of Directors (the "Board") of Trex Company, Inc. (the "Company") reviewed with the Company's financial managers, the internal auditors and Ernst & Young LLP ("Ernst & Young"), the Company's independent registered public accounting firm, the scope of the annual audit and audit plans, the results of internal and external audit examinations, the evaluation of the Company's system of internal control, the quality of the Company's financial reporting, and the Company's process for legal and regulatory compliance. The Audit Committee also monitored the progress and results of the testing of internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002.

Management is responsible for the Company's system of internal control, the financial statements and the financial reporting process, and the assessment of the effectiveness of internal control over financial reporting. Ernst & Young is responsible for performing an integrated audit and issuing reports on the following: (1) the Company's consolidated financial statements, and (2) the Company's internal control over financial reporting. As provided in its charter, the Audit Committee's responsibilities include monitoring and overseeing these processes. The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2014 with management.

Consistent with this oversight responsibility, Ernst & Young reports directly to the Audit Committee. The Audit Committee appointed Ernst & Young as the Company's independent registered public accounting firm and approved the firm's compensation.

The Audit Committee discussed with Ernst & Young the matters required to be discussed by the New York Stock Exchange, the Securities and Exchange Commission, the Public Company Accounting Oversight Board, and the American Institute of Certified Public Accountants' Statement on Auditing Matters No. 61, *Communication with Audit Committee*, as amended, as adopted by the Public Company Accounting Oversight Board. In addition, the Audit Committee has received from Ernst & Young the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountants' communications with the Audit Committee concerning independence, and discussed with Ernst & Young the firm's independence from the Company and its management.

In reliance on the review and discussions referred to above, the Audit Committee recommended to the Board, and the Board has approved, the inclusion of the audited financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, for filing with the Securities and Exchange Commission.

Respectfully submitted,

THE AUDIT COMMITTEE

Jay M. Gratz, Chairman
Michael F. Golden
Richard E. Posey
Gerald Volas

ADVISORY VOTE ON EXECUTIVE COMPENSATION
(Proposal 2)

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, enables our stockholders to vote to approve, on an advisory (non-binding) basis, the compensation of our named executive officers as disclosed in this proxy statement, in accordance with the SEC's rules.

As described in detail under the heading "*Compensation Discussion and Analysis*," our executive compensation programs are designed to attract, motivate, and retain our named executive officers, who are critical to our success. Under these programs, our named executive officers are rewarded for the achievement of specific annual, long-term and strategic goals, corporate goals, and the realization of increased stockholder value. Please read the "*Compensation Discussion and Analysis*" section above for additional details about our executive compensation programs, including information about the fiscal year 2014 compensation of our named executive officers.

The Compensation Committee periodically reviews the compensation programs for our named executive officers to determine and confirm that they achieve (and continue to achieve) the desired goals of aligning our executive compensation structure with our stockholders' interests and current market practices.

We are asking our stockholders to indicate their support for our named executive officer compensation as described in this proxy statement. This proposal, commonly known as a "say-on-pay" proposal, gives our stockholders the opportunity to vote on our named executive officers' compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement.

The say-on-pay vote is advisory, and therefore not binding on the Company, the Compensation Committee or our Board. Our Board and our Compensation Committee value the opinions of our stockholders and the Compensation Committee will consider the results of the vote in future decisions relating to executive compensation.

Approval of Proposal 2

Approval of this proposal will require the affirmative vote of holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on such matter at the annual meeting. Unless authority to do so is withheld, it is the intention of the persons named in the proxy to vote such proxy **FOR** this proposal. Abstentions from voting on this proposal will have the same effect as a vote against this proposal. Brokers may vote their shares on this proposal so long as they have voting instructions from the beneficial owners of the shares. Broker non-votes will not be treated as votes cast on this matter, and therefore will not have any effect on determining the outcome.

The Board unanimously recommends that the stockholders of the Company vote FOR the approval of the compensation of our named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission.

APPROVAL OF MATERIAL TERMS FOR PAYMENT OF ANNUAL CASH INCENTIVE COMPENSATION TO PERMIT THE COMPENSATION PAID PURSUANT TO SUCH MATERIAL TERMS TO QUALIFY AS PERFORMANCE-BASED COMPENSATION UNDER SECTION 162(M) OF THE INTERNAL REVENUE CODE
(Proposal 3)

The stockholders of Trex Company are asked to consider and vote upon a proposal to approve the material terms for the payment of annual cash incentive compensation to Trex Company's most highly compensated executive officers under Trex Company's annual cash incentive plan to permit the compensation paid pursuant to such material terms to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code. Shareholders have previously approved the material terms of the annual cash incentive compensation plan but such approval is required every five years. If the stockholders approve this proposal, the compensation paid pursuant to such material terms will be fully deductible by Trex Company under Section 162(m) of the Internal Revenue Code.

Section 162(m) of the Internal Revenue Code generally provides that no federal income tax business expense deduction is allowed for annual compensation in excess of $1 million paid by a publicly traded corporation to its chief executive officer and four other most highly compensated officers, as determined in accordance with the applicable rules under the Securities Exchange Act. However, under the Internal Revenue Code, there is no limitation on the deductibility of "qualified performance-based compensation." Qualified performance-based compensation by Trex Company must be paid solely on account of the attainment of one or more objective performance goals established in writing by the Compensation Committee while the attainment of such goals is substantially uncertain. Performance goals may be based on one or more business criteria that apply to an individual, a business unit or Trex Company as a whole, but need not be based on an increase or positive result under the business criteria selected. The Compensation Committee is prohibited from increasing the amount of compensation payable if a performance goal is met, but may reduce or eliminate compensation even if the performance goal is attained. Stockholders must approve the types of performance goals and the maximum amount that may be paid to covered executive officers or the formula used to calculate this amount.

Any executive officer of Trex Company is eligible to be selected by the Compensation Committee for participation in the annual cash incentive compensation plan. Payment of a cash annual incentive to an executive officer under the plan will be contingent upon the attainment of one or more performance goals (which may be stated as alternative goals) established in writing by the Compensation Committee for a covered executive officer for each performance period, which is generally Trex Company's fiscal year. Performance goals will be based on one or more of the following business criteria, which may be stated either on an absolute or relative basis:

- revenue;
- growth in revenue (in general, by type of product and/or by type of customer);
- gross margin;
- gross profit;
- operating margin;
- operating earnings;
- net income;
- earnings before interest, taxes, depreciation and amortization, or "EBITDA";
- earnings before interest and taxes, or "EBIT";
- earnings per share;
- earnings growth;

- cash flow;
- growth in assets;
- return on assets;
- return on equity;
- return on capital;
- retained earnings;
- total shareholder return;
- economic value added (“EVA”);
- market share;
- stock price;
- completion of acquisitions;
- completion of divestitures and asset sales;
- cost or expense reductions;
- introduction or conversion of product brands;
- achievement of specified management information systems objectives; and
- any combination of any of the foregoing business criteria.

The maximum annual cash incentive award that may be granted to any covered executive officer based on attainment of the performance goals established by the Compensation Committee is $3 million.

It is the Compensation Committee’s policy to seek to qualify executive compensation for deductibility to the extent that such policy is consistent with Trex Company’s overall objectives in attracting, motivating and retaining its executives. The Compensation Committee from time to time may approve payment of discretionary annual cash incentive compensation based on business criteria other than the pre-established performance goals. Any such discretionary compensation would not qualify for the exclusion from the $1 million limitation of deductible compensation under Section 162(m).

The annual cash incentive compensation that would be payable in the future based on the performance goals described above cannot be determined, because the payment of such compensation would be contingent upon attainment of the pre-established performance goals, the maximum amount of such compensation would depend on Trex Company’s performance for the applicable performance period, and the actual annual cash incentive compensation to a covered executive officer may reflect exercise of the Compensation Committee’s discretion to reduce the annual cash incentive compensation otherwise payable upon attainment of the performance goal.

Approval of Proposal 3

Approval of the proposal to approve the material terms for payment of annual cash incentive compensation requires the affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on the matter at the annual meeting. Unless authority to do so is withheld, it is the intention of the persons named in the proxy to vote such proxy **FOR** this proposal. Abstentions from voting on this proposal will have the same effect as a vote against this proposal. Brokers may vote their shares on this proposal so long as they have voting instructions from the beneficial owners of the shares. Broker non-votes will not be treated as votes cast on this matter, and therefore will not have any effect on determining the outcome.

The Board unanimously recommends that the stockholders of the Company vote FOR approval of the foregoing material terms for payment of annual cash incentive compensation to permit the compensation paid pursuant to such material terms to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code.

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
(Proposal 4)

The Audit Committee of the Board has appointed Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2015. The Board is submitting this appointment for stockholder ratification at the annual meeting.

A representative of Ernst & Young will attend the annual meeting, will have the opportunity to make a statement and will be available to respond to appropriate questions from stockholders.

The Company's bylaws do not require that stockholders ratify the appointment of Ernst & Young as the Company's independent registered public accounting firm. The Company is asking its stockholders to ratify this appointment because it believes such a proposal is a matter of good corporate practice. If the stockholders do not ratify the appointment of Ernst & Young, the Audit Committee will reconsider whether or not to retain Ernst & Young as the Company's independent registered public accounting firm, but may determine to do so. Even if the appointment of Ernst & Young is ratified by the stockholders, the Audit Committee may change the appointment at any time if it determines that a change would be in the best interests of the Company and its stockholders.

Approval of Proposal 4

Approval of this proposal will require the affirmative vote of holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on such matter at the annual meeting. Unless authority to do so is withheld, it is the intention of the persons named in the proxy to vote such proxy **FOR** this proposal. Abstentions from voting on this proposal will have the same effect as a vote against this proposal. Broker non-votes will not be treated as votes cast on this matter, and therefore will not have any effect on determining the outcome.

The Board unanimously recommends that the stockholders of the Company vote FOR the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2015 fiscal year.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Fees

Ernst & Young LLP served as the Company's independent registered public accounting firm for the Company's fiscal years ended December 31, 2014 and 2013. The following sets forth the aggregate fees billed by Ernst & Young to the Company for fiscal years 2014 and 2013.

	2014	2013
Audit services	$ 705,000	$705,000
Audit-related services	—	—
Tax services	$ 33,079	$226,509
All other services	280,228	—
Total	$1,018,307	$931,509

The Audit Committee considered whether Ernst & Young's provision of non-audit-related services is compatible with maintaining Ernst & Young's independence.

Audit Services. Audit services include services performed by Ernst & Young to comply with generally accepted auditing standards related to the audit and review of the Company's financial statements. The audit fees shown above for the 2014 and 2013 fiscal years were incurred principally for services rendered in connection with the audit of the Company's consolidated financial statements and associated SEC filings, the issuance of opinions on the Company's internal control over financial reporting and on management's assessment of the effectiveness of the Company's internal control over financial reporting, and quarterly reviews.

Audit-Related Services. Audit-related services include assurance and related services that are traditionally performed by independent registered public accounting firms.

Tax Services. The tax fees shown above were incurred in connection with the preparation of the Company's tax returns and corporate tax consultations.

All other services. The fees shown above were incurred for permitted advisory services performed in connection with a transaction the Company considered in 2014.

Pre-Approval Policy

The Audit Committee pre-approves all audit and permissible non-audit services provided by the Company's independent registered public accounting firm. These services may include audit services, audit-related services, tax and other services. Pre-approval on other than an engagement-by-engagement basis is generally provided for up to one year, and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to report periodically to the Audit Committee regarding the extent of services provided by such firm in accordance with this pre-approval and the fees for the services performed to date. The Audit Committee also may pre-approve particular services on an engagement-by-engagement basis.

During the year, circumstances may arise when it may become necessary to engage the independent registered public accounting firm for additional services not contemplated in the original pre-approval. In those instances, the Audit Committee requires specific pre-approval before engaging the independent registered public accounting firm. The Audit Committee has the authority to delegate pre-approval authority to a subcommittee of the Audit Committee consisting of one or more of its members.

All services provided to the Company by Ernst & Young LLP during fiscal 2014 and 2013 were pre-approved by the Audit Committee in accordance with this policy.

TRANSACTIONS WITH RELATED PERSONS

The Company's Board has adopted a written policy for the approval of transactions with related persons. The policy requires Audit Committee approval or ratification of transactions which involve more than $120,000 in which the Company is a participant and in which a Company director, nominee for director, executive officer, greater than 5% stockholder, or an immediate family member of any of the foregoing persons has a direct or indirect material interest. In reviewing the related party transaction, the Audit Committee will, after reviewing all material information regarding the transaction, take into account, among other factors it deems appropriate, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person's interest in the transaction. The policy includes standing pre-approval for the following related person transactions:

- any transaction with another company at which a related person's only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's equity securities, if the aggregate amount involved does not exceed the greater of $1,000,000, or 2% of that company's total annual revenues;
- any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a related person's only relationship is as an employee (other than an executive officer) or a director, if the aggregate amount involved does not exceed the lesser of $1,000,000, or 2% of the charitable organization's total annual receipts;
- any transaction, such as dividends paid on the common stock, in which the related person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis; and
- any transaction with a related party involving services as a bank depositary of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

There are no transactions with related persons to report for fiscal 2014.

STOCKHOLDER PROPOSALS FOR THE 2016 ANNUAL MEETING

Pursuant to Rule 14a-8 under the Securities Exchange Act, stockholder proposals to be included in the proxy statement for the Company's annual meeting of stockholders in 2016 must be received by the Secretary of the Company at the Company's offices at 160 Exeter Drive, Winchester, Virginia 22603-8605, at least 120 days before the date of the Company's proxy statement for the previous year's annual meeting. The submission by a stockholder of a proposal for inclusion in the proxy statement is subject to regulation by the SEC.

Under the Company's bylaws, notice of proposals by stockholders to be brought before any annual or special meeting generally must be in proper form, contain the information required by the bylaws and be delivered to the Company no earlier than 120 days and no later than 90 days before the first anniversary of the previous year's annual meeting.

DELIVERY OF DOCUMENTS TO STOCKHOLDERS SHARING AN ADDRESS

If you and other residents at your mailing address own common stock through a broker or bank in "street name," your broker or bank may have sent you a notice that your household will receive only one annual report to stockholders and proxy statement or a Notice of Internet Availability indicating proxy materials are available on the internet for each company in which you hold shares through that broker or bank. The practice of sending only one copy of an annual report to stockholders and proxy statement or a Notice of Internet Availability is known as "householding." If you did not respond that you did not want to participate in householding, you were deemed to have consented to the process. If the foregoing procedures apply to you, your broker has sent one copy of the Notice of Internet Availability to your address. You may revoke your consent to householding at any time by sending your name, the name of your brokerage firm, and your account number to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New Jersey 11717 (telephone number: 1-800-542-1061). In any event, if you did not receive an individual copy of the Company's annual report to stockholders or this proxy statement, and wish to do so, the Company will send a copy to you if you address your written request to Trex Company, Inc., 160 Exeter Drive, Winchester, Virginia 22603-8605, Attention: Secretary, or call the Company at 540-542-6300. If you are receiving multiple copies of the annual report to stockholders and proxy statement or Notice of Internet Availability, you can request householding by contacting the Company in the same manner. The Company encourages you to participate in this program. It will reduce the volume of duplicate information received at your household, as well as reduce the Company's expense.

OTHER MATTERS

The Board does not intend to present to the annual meeting any other matters not referred to above and does not presently know of any matters that may be presented to the meeting by others. If other matters are properly brought before the meeting, the persons named in the enclosed proxy will vote on such matters in their own discretion.

By Order of the Board of Directors,

Ronald W. Kaplan
Chairman, President and Chief Executive Officer

Dated: March 27, 2015