

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended June 30, 2021
- OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____
Commission File Number: 001-14649



Trex Company, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

54-1910453
(I.R.S. Employer
Identification No.)

160 Exeter Drive
Winchester, Virginia
(Address of principal executive offices)

22603-8605
(Zip Code)

Registrant's telephone number, including area code: (540) 542-6300

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock	TREX	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act): Yes No

The number of shares of the registrant's common stock, par value \$0.01 per share, outstanding at July 19, 2021 was 115,344,733 shares.

TREX COMPANY, INC.

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PART I
FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

TREX COMPANY, INC.

Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

(In thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Net sales	\$ 311,596	\$ 220,648	\$ 557,120	\$ 421,043
Cost of sales	193,323	128,243	343,046	238,941
Gross profit	118,273	92,405	214,074	182,102
Selling, general and administrative expenses	35,916	29,009	67,229	63,571
Income from operations	82,357	63,396	146,845	118,531
Interest expense (income), net	13	(71)	10	(593)
Income before income taxes	82,344	63,467	146,835	119,124
Provision for income taxes	20,978	16,249	36,925	29,504
Net income	\$ 61,366	\$ 47,218	\$ 109,910	\$ 89,620
Basic earnings per common share	\$ 0.53	\$ 0.41	\$ 0.95	\$ 0.77
Basic weighted average common shares outstanding	115,362,757	115,733,934	115,512,231	115,996,494
Diluted earnings per common share	\$ 0.53	\$ 0.41	\$ 0.95	\$ 0.77
Diluted weighted average common shares outstanding	115,662,626	116,061,988	115,839,183	116,354,714
Comprehensive income	\$ 61,366	\$ 47,218	\$ 109,910	\$ 89,620

See Notes to Condensed Consolidated Financial Statements (Unaudited).

TREX COMPANY, INC.

Condensed Consolidated Balance Sheets
(In thousands)

	June 30, 2021	December 31, 2020
	(Unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	\$ 5,470	\$ 121,701
Accounts receivable, net	263,863	106,748
Inventories	77,232	68,238
Prepaid expenses and other assets	30,386	25,310
Total current assets	376,951	321,997
Property, plant and equipment, net	404,990	336,537
Goodwill and other intangible assets, net	73,456	73,665
Operating lease assets	37,924	34,382
Other assets	5,499	3,911
Total assets	<u>\$ 898,820</u>	<u>\$ 770,492</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 42,876	\$ 38,622
Accrued expenses and other liabilities	73,780	62,331
Accrued warranty	5,400	5,400
Line of credit	49,500	—
Total current liabilities	171,556	106,353
Operating lease liabilities	31,441	28,579
Non-current accrued warranty	24,091	24,073
Deferred income taxes	22,956	22,956
Total liabilities	<u>250,044</u>	<u>181,961</u>
Commitments and contingencies	—	—
Stockholders' equity:		
Preferred stock, \$0.01 par value, 3,000,000 shares authorized; none issued and outstanding	—	—
Common stock, \$0.01 par value, 180,000,000 shares authorized; 140,667,233 and 140,577,005 shares issued and 115,344,705 and 115,799,503 shares outstanding at June 30, 2021 and December 31, 2020, respectively	1,407	1,406
Additional paid-in capital	125,764	126,087
Retained earnings	847,221	737,311
Treasury stock, at cost, 25,322,528 and 24,777,502 shares at June 30, 2021 and December 31, 2020, respectively	(325,616)	(276,273)
Total stockholders' equity	648,776	588,531
Total liabilities and stockholders' equity	<u>\$ 898,820</u>	<u>\$ 770,492</u>

See Notes to Condensed Consolidated Financial Statements (Unaudited).

TREX COMPANY, INC.
Condensed Consolidated Statements of Changes in Stockholders' Equity

(Unaudited)

(In thousands, except share data)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock		Total
	Shares	Amount			Shares	Amount	
Balance, December 31, 2020	115,799,503	\$1,406	\$126,087	\$737,311	24,777,502	\$(276,273)	\$588,531
Net income	—	—	—	48,545	—	—	48,545
Employee stock plans	28,286	—	460	—	—	—	460
Shares withheld for taxes on awards	(38,212)	—	(4,045)	—	—	—	(4,045)
Stock-based compensation	76,094	—	2,176	—	—	—	2,176
Repurchases of common stock	(504,275)	—	—	—	504,275	(45,523)	(45,523)
Balance, March 31, 2021	115,361,396	\$1,406	\$124,678	\$785,855	25,281,777	\$(321,796)	\$590,143
Net income	—	—	—	61,366	—	—	61,366
Employee stock plans	20,341	—	400	—	—	—	400
Shares withheld for taxes on awards	(13,491)	—	(1,446)	—	—	—	(1,446)
Stock-based compensation	17,210	1	2,132	—	—	—	2,133
Repurchases of common stock	(40,751)	—	—	—	40,751	(3,820)	(3,820)
Balance, June 30, 2021	115,344,705	\$1,407	\$125,764	\$847,221	25,322,528	\$(325,616)	\$648,776

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock		Total
	Shares	Amount			Shares	Amount	
Balance, December 31, 2019	116,481,442	\$1,404	\$123,294	\$561,680	23,893,484	\$(237,203)	\$449,175
Net income	—	—	—	42,402	—	—	42,402
Employee stock plans	32,772	—	299	—	—	—	299
Shares withheld for taxes on awards	(76,284)	—	(3,856)	—	—	—	(3,856)
Stock-based compensation	152,408	—	2,775	—	—	—	2,775
Repurchases of common stock	(884,018)	—	—	—	884,018	(39,072)	(39,072)
Balance, March 31, 2020	115,706,320	\$1,404	\$122,512	\$604,082	24,777,502	\$(276,275)	\$451,723
Net income	—	—	—	47,218	—	—	47,218
Employee stock plans	16,412	—	391	—	—	—	391
Shares withheld for taxes on awards	(24,786)	—	(1,199)	—	—	—	(1,199)
Stock-based compensation	58,060	2	1,526	—	—	—	1,528
Balance, June 30, 2020	115,756,006	\$1,406	\$123,230	\$651,300	24,777,502	\$(276,275)	\$499,661

See Notes to Condensed Consolidated Financial Statements (Unaudited).

TREX COMPANY, INC.

Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended	
	June 30,	
	2021	2020
Operating Activities		
Net income	\$ 109,910	\$ 89,620
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	15,702	7,915
Stock-based compensation	4,308	4,303
Gain on disposal of property, plant and equipment	(1,083)	(134)
Other non-cash adjustments	(226)	(233)
Changes in operating assets and liabilities:		
Accounts receivable	(157,117)	(171,220)
Inventories	(8,994)	6,457
Prepaid expenses and other assets	(6,878)	(2,335)
Accounts payable	14,907	12,195
Accrued expenses and other liabilities	10,763	(591)
Income taxes receivable/payable	466	21,691
Net cash used in operating activities	(18,242)	(32,332)
Investing Activities		
Expenditures for property, plant and equipment	(94,831)	(62,613)
Proceeds from sales of property, plant and equipment	1,314	2,146
Net cash used in investing activities	(93,517)	(60,467)
Financing Activities		
Borrowings under line of credit	286,000	173,000
Principal payments under line of credit	(236,500)	(173,000)
Repurchases of common stock	(54,832)	(44,124)
Financing costs	—	(361)
Proceeds from employee stock purchase and option plans	860	688
Net cash used in financing activities	(4,472)	(43,797)
Net decrease in cash and cash equivalents	(116,231)	(136,596)
Cash and cash equivalents, beginning of period	121,701	148,833
Cash and cash equivalents, end of period	\$ 5,470	\$ 12,237
Supplemental Disclosure:		
Cash paid for interest, net of amounts capitalized	\$ —	\$ 143
Cash paid for income taxes, net	\$ 36,457	\$ 7,813

See Notes to Condensed Consolidated Financial Statements (Unaudited).

TREX COMPANY, INC.

**Notes to Condensed Consolidated Financial Statements
For the Six Months Ended June 30, 2021 and June 30, 2020
(Unaudited)**

1. BUSINESS AND ORGANIZATION

Trex Company, Inc. (Company) is the world's largest manufacturer of high-performance, low-maintenance wood-alternative decking and residential railing and outdoor living products and accessories, marketed under the brand name Trex[®], with more than 25 years of product experience. A majority of its products are manufactured in a proprietary process that combines reclaimed wood fibers and scrap polyethylene. Also, the Company is a leading national provider of custom-engineered railing and staging systems for the commercial and multi-family market, including sports stadiums and performing arts venues. The Company operates in two reportable segments, Trex Residential Products (Trex Residential) and Trex Commercial Products (Trex Commercial). The Company is incorporated in Delaware. The principal executive offices are located at 160 Exeter Drive, Winchester, Virginia 22603, and the telephone number at that address is (540) 542-6300.

2. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X and, accordingly, the accompanying unaudited condensed consolidated financial statements do not include all of the information and notes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal and recurring adjustments, except as otherwise described herein) considered necessary for a fair presentation have been included in the accompanying unaudited condensed consolidated financial statements. The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Trex Commercial Products, Inc., for all periods presented.

The unaudited consolidated results of operations for the three and six months ended June 30, 2021 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2021. The Company's results of operations are affected by economic conditions, including macroeconomic conditions and levels of business confidence. As of the date of this report, the Company has not experienced any material disruptions to its operations, production or its supply chain and has not experienced any material reduction in demand for its Trex Residential outdoor living products due to the COVID-19 pandemic. However, the pandemic remains an evolving situation and while macro-economic recovery seems likely, the duration of the macro-economic recovery remains uncertain. The Company is managing its business to ensure continuity of its operations and the safety of its employees.

These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements as of December 31, 2020 and 2019 and for each of the three years in the period ended December 31, 2020 included in the Annual Report of Trex Company, Inc. on Form 10-K, as filed with the U.S. Securities and Exchange Commission.

3. RECENTLY ADOPTED ACCOUNTING STANDARDS

In December 2019, the FASB issued ASU No. 2019-12, "*Income Taxes (Topic 740), Simplifying the Accounting for Income Taxes*". The guidance eliminates certain exceptions related to the approach for intraperiod tax allocation, the methodology for calculating income taxes in an interim period, and the recognition of deferred tax liabilities for outside basis differences related to changes in ownership of equity method investments and foreign subsidiaries. The guidance also simplifies aspects of accounting for franchise taxes and enacted changes in tax laws or rates and clarifies the accounting for transactions that result in a step-up in the tax basis of goodwill. The Company adopted the standard on a prospective basis on January 1, 2021. Adoption did not have a material effect on its consolidated financial statements.

4. NEW ACCOUNTING STANDARDS NOT YET ADOPTED

In March 2020, the FASB issued ASU No. 2020-04, "*Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*". The guidance provides temporary optional expedients and exceptions related to contract modifications and hedge accounting to ease entities' financial reporting burdens as the market transitions

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from the London Interbank Offered Rate and other interbank offered rates to alternative reference rates. The new guidance allows entities to elect not to apply certain modification accounting requirements, if certain criteria are met, to contracts affected by what the guidance calls reference rate reform. An entity that makes this election would consider changes in reference rates and other contract modifications related to reference rate reform to be events that do not require contract remeasurement at the modification date or reassessment of a previous accounting determination. The ASU notes that changes in contract terms that are made to effect the reference rate reform transition are considered related to the replacement of a reference rate if they are not the result of a business decision that is separate from or in addition to changes to the terms of a contract to effect that transition. The guidance is effective upon issuance and generally can be applied as of March 12, 2020 through December 31, 2022. The Company does not expect adoption of the guidance to have a material effect on its consolidated financial statements.

5. INVENTORIES

Inventories valued at LIFO (last-in, first-out), consist of the following (in thousands):

	June 30, 2021	December 31, 2020
Finished goods	\$ 48,060	\$ 39,048
Raw materials	44,410	44,475
Total FIFO (first-in, first-out) inventories	92,470	83,523
Reserve to adjust inventories to LIFO value	(16,821)	(16,821)
Total LIFO inventories	<u>\$ 75,649</u>	<u>\$ 66,702</u>

The Company utilizes the LIFO method of accounting to its Trex Residential wood-alternative decking and residential railing products, which generally provides for the matching of current costs with current revenues. However, under the LIFO method, reductions in annual inventory balances cause a portion of the Company's cost of sales to be based on historical costs rather than current year costs (LIFO liquidation). Reductions in interim inventory balances expected to be replenished by year-end do not result in a LIFO liquidation. Accordingly, interim LIFO calculations are based, in part, on management's estimates of expected year-end inventory levels and costs, which may differ from actual results. Since inventory levels and costs are subject to factors beyond management's control, interim results are subject to the final year-end LIFO inventory valuation. As of June 30, 2021, there were no LIFO inventory liquidations or related impact on cost of sales in the six months ended June 30, 2021.

Inventories valued at lower of cost (FIFO method) and net realizable value were \$1.6 million at June 30, 2021 and \$1.5 million at December 31, 2020, consisting primarily of raw materials. The Company utilizes the FIFO method of accounting to its Trex Commercial products.

6. PREPAID EXPENSES AND OTHER ASSETS

Prepaid expenses and other assets consist of the following (in thousands):

	June 30, 2021	December 31, 2020
Prepaid expenses	\$ 8,641	\$ 7,285
Revenues in excess of billings	14,150	8,879
Income tax receivable	7,382	7,823
Other	213	1,323
Total prepaid expenses and other assets	<u>\$30,386</u>	<u>\$ 25,310</u>

7. GOODWILL AND OTHER INTANGIBLE ASSETS

The carrying amount of goodwill by reportable segment at June 30, 2021 and December 31, 2020 was \$14.2 million for Trex Residential and \$54.3 million for Trex Commercial.

The Company's intangible assets consist of domain names. At June 30, 2021 and December 31, 2020, intangible assets were \$6.3 million and accumulated amortization was \$1.3 million and \$1.1 million, respectively. Intangible asset amounts were determined based on the estimated economics of the asset and are amortized over the estimated useful lives on a straight-line basis over 15 years, which approximates the pattern in which the economic benefits are expected to be received. The Company evaluates the recoverability of intangible assets periodically and considers events or circumstances that may warrant revised estimates of useful lives or that may indicate an impairment. Intangible asset amortization expense for the six months ended June 30, 2021 and June 30, 2020 was \$0.2 million and \$0.2 million, respectively.

8. ACCRUED EXPENSES AND OTHER LIABILITIES

Accrued expenses and other liabilities consist of the following (in thousands):

	June 30, 2021	December 31, 2020
Sales and marketing	\$36,753	\$ 22,938
Compensation and benefits	18,484	21,156
Income taxes	414	389
Operating lease liabilities	7,323	6,708
Manufacturing costs	3,251	3,641
Billings in excess of revenues	999	1,244
Customer deposits	582	1,174
Other	5,974	5,081
Total accrued expenses and other liabilities	<u>\$73,780</u>	<u>\$ 62,331</u>

9. DEBT

The Company's outstanding debt consists of a revolving credit facility. The Company had \$49.5 million in outstanding borrowings under its revolving credit facility and remaining available borrowing capacity of \$300.5 million at June 30, 2021.

Revolving Credit Facility

On November 5, 2019, the Company entered into a Fourth Amended and Restated Credit Agreement (Fourth Amended Credit Agreement) as borrower, Trex Commercial Products, Inc., as guarantor; Bank of America, N.A. as a Lender, Administrative Agent, Swing Line Lender and L/C Issuer; and certain other lenders including Wells Fargo Bank, N.A., who is also Syndication Agent, and Truist Bank, arranged by BOA Securities, Inc., as Sole Lead Arranger and Sole Bookrunner, to amend and restate the Third Amended and Restated Credit Agreement (Third Amended Credit Agreement), dated as of January 12, 2016, as amended. The Fourth Amended Credit Agreement provides the Company with one or more Revolving Loans in a collective maximum principal amount of \$250 million from January 1 through June 30 of each year and a maximum principal amount of \$200 million from July 1 through December 31 of each year throughout the term, which ends November 5, 2024.

On May 26, 2020, the Company entered into a First Amendment to the Original Credit Agreement (the First Amendment) to provide for an additional \$100 million line of credit through May 26, 2022. The purpose of the additional \$100 million line of credit is primarily to reduce risk associated with the COVID-19 pandemic should the Company need to secure additional capital to continue its strategy of accelerating the conversion of wood decking to Trex composite decking and expanding its addressable market. As a matter of convenience, the parties incorporated the amendments to the Original Credit Agreement made by the First Amendment into a new Fourth Amended and Restated Credit Agreement (New Credit Agreement). In the New Credit Agreement, the revolving commitments under the Original Credit Agreement are referred to as Revolving A Commitments and the new \$100 million line of credit is referred to as Revolving B Commitments. In the New Credit Agreement, all of the material terms and conditions related to the original line of credit (Revolving A Commitments) remain unchanged from the Original Credit Agreement.

Compliance with Debt Covenants and Restrictions

Pursuant to the terms of the Fourth Amended Credit Agreement, the Company is subject to certain loan compliance covenants. The Company was in compliance with all covenants as of June 30, 2021. Failure to comply with the financial covenants could be considered a default of repayment obligations and, among other remedies, could accelerate payment of any amounts outstanding.

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10. LEASES

The Company leases office space, storage warehouses and certain plant equipment under various operating leases. The Company's operating leases have remaining lease terms of less than 1 year to 9 years. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option.

For the six months ended June 30, 2021 and June 30, 2020, total operating lease expense was \$4.1 million and \$4.3 million, respectively. The weighted average remaining lease term at June 30, 2021 and December 31, 2020 was 6.2 years and 5.6 years, respectively. The weighted average discount rate at June 30, 2021 and December 31, 2020 was 2.49% and 3.47%, respectively.

The following table includes supplemental cash flow information for the six months ended June 30, 2021 and June 30, 2020 and supplemental balance sheet information at June 30, 2021 and December 31, 2020 related to operating leases (in thousands):

<u>Supplemental cash flow information</u>	<u>Six Months Ended</u>	
	<u>June 30,</u>	
	<u>2021</u>	<u>2020</u>
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 4,131	\$ 4,258
Operating ROU assets obtained in exchange for lease liabilities	\$ 7,047	\$ 290
<u>Supplemental balance sheet information</u>	<u>June 30,</u>	<u>December 31,</u>
	<u>2021</u>	<u>2020</u>
Operating lease ROU assets	\$37,924	\$ 34,382
Operating lease liabilities:		
Accrued expenses and other current liabilities	\$ 7,323	\$ 6,708
Operating lease liabilities	31,441	28,579
Total operating lease liabilities	\$38,764	\$ 35,287

The following table summarizes maturities of operating lease liabilities at June 30, 2021 (in thousands):

<u>Maturities of operating lease liabilities</u>	
2021	\$ 4,132
2022	7,808
2023	6,833
2024	6,475
2025	4,524
Thereafter	12,043
Total lease payments	41,815
Less imputed interest	(3,051)
Total operating lease liabilities	\$38,764

11. FINANCIAL INSTRUMENTS

The Company considers the recorded value of its financial assets and liabilities, consisting primarily of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, other current liabilities, and debt to approximate the fair value of the respective assets and liabilities on the Condensed Consolidated Balance Sheets at June 30, 2021 and December 31, 2020.

12. STOCKHOLDERS' EQUITY

Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except share and per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Numerator:				
Net income available to common shareholders	\$ 61,366	\$ 47,218	\$ 109,910	\$ 89,620
Denominator:				
Basic weighted average shares outstanding	115,362,757	115,733,934	115,512,231	115,996,494
Effect of dilutive securities:				
Stock appreciation rights and options	193,466	179,742	200,263	180,594
Restricted stock	106,403	148,312	126,689	177,626
Diluted weighted average shares outstanding	115,662,626	116,061,988	115,839,183	116,354,714
Basic earnings per share	\$ 0.53	\$ 0.41	\$ 0.95	\$ 0.77
Diluted earnings per share	\$ 0.53	\$ 0.41	\$ 0.95	\$ 0.77

Diluted earnings per share is computed using the weighted average number of shares determined for the basic earnings per share computation plus the dilutive effect of common stock equivalents using the treasury stock method. The computation of diluted earnings per share excludes the following potentially dilutive securities because the effect would be anti-dilutive:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Stock appreciation rights	15,029	39,584	11,105	28,928
Restricted stock	—	—	11,540	—

Stock Repurchase Program

On February 16, 2018, the Board of Directors adopted a stock repurchase program of up to 11.6 million shares of the Company's outstanding common stock (Stock Repurchase Program). As of June 30, 2021, the Company has repurchased 3.3 million shares of the Company's outstanding common stock under the Stock Repurchase Program.

Stock Split

On July 29, 2020, the Company's Board of Directors approved a two-for-one stock split of the Company's common stock, par value, \$0.01. The stock split was in the form of a stock dividend distributed on September 14, 2020, to stockholders of record at the close of business on August 19, 2020. The stock split entitled each stockholder to receive one additional share of common stock for each share they held as of the record date. All common stock share and per share data for all periods presented in the accompanying unaudited condensed consolidated financial statements and notes thereto have been retroactively adjusted to reflect the stock split.

13. REVENUE FROM CONTRACTS WITH CUSTOMERS

Trex Residential Products

Trex Residential principally generates revenue from the manufacture and sale of its high-performance, low-maintenance, eco-friendly wood-alternative composite decking and residential railing products and accessories. Substantially all of its revenues are from contracts with customers, which are purchase orders of short-term duration of less than one year. Its customers, in turn, sell primarily to the residential market, which includes replacement, remodeling and new construction related to outdoor living products. Trex Residential satisfies its performance obligations at a point in time. The shipment of each product is a separate performance obligation as the customer is able to derive benefit from each product shipped and no performance obligation remains after shipment. Upon shipment of the product, the customer obtains control over the distinct product and Trex Residential satisfies its performance obligation. Any performance obligation that remains unsatisfied at the end of a reporting period is part of a contract that has an original expected duration of one year or less. Any variable consideration related to the unsatisfied performance obligation is allocated wholly to the unsatisfied performance obligation, is recognized when the product ships and the performance obligation is satisfied and is included in "Accrued expenses and other liabilities, Sales and marketing" in Note 8 to the Condensed Consolidated Financial Statements.

[Table of Contents](#)*Trex Commercial Products*

Trex Commercial generates revenue from the manufacture and sale of its modular and architectural railing and staging systems. All of its revenues are from fixed-price contracts with customers. Trex Commercial contracts have a single performance obligation as the promise to transfer the individual goods or services is not separately identifiable from other promises in the contract and is, therefore, not distinct. The transaction price allocated to remaining performance obligations on contracts with an original duration greater than one year was \$49.4 million as of June 30, 2021. The Company will recognize this revenue as contracts are completed, which is expected to occur within the next 24 months.

For the three months and six months ended June 30, 2021 and June 30, 2020, net sales were disaggregated in the following tables by (1) market, (2) timing of revenue recognition, and (3) type of contract. The tables also include a reconciliation of the respective disaggregated net sales with the Company's reportable segments (in thousands).

Three Months Ended June 30, 2021

	Reportable Segment		
	<i>Trex Residential</i>	<i>Trex Commercial</i>	<i>Total</i>
Timing of Revenue Recognition and Type of Contract			
Products transferred at a point in time and variable consideration contracts	\$298,632	\$ —	\$298,632
Products transferred over time and fixed price contracts	—	12,964	12,964
	<u>\$298,632</u>	<u>\$ 12,964</u>	<u>\$311,596</u>

Three Months Ended June 30, 2020

	Reportable Segment		
	<i>Trex Residential</i>	<i>Trex Commercial</i>	<i>Total</i>
Timing of Revenue Recognition and Type of Contract			
Products transferred at a point in time and variable consideration contracts	\$208,877	\$ —	\$208,877
Products transferred over time and fixed price contracts	—	11,771	11,771
	<u>\$208,777</u>	<u>\$ 11,771</u>	<u>\$220,648</u>

Six Months Ended June 30, 2021

	Reportable Segment		
	<i>Trex Residential</i>	<i>Trex Commercial</i>	<i>Total</i>
Timing of Revenue Recognition and Type of Contract			
Products transferred at a point in time and variable consideration contracts	\$531,702	\$ —	\$531,702
Products transferred over time and fixed price contracts	—	25,418	25,418
	<u>\$531,702</u>	<u>\$ 25,418</u>	<u>\$557,120</u>

Six Months Ended June 30, 2020

	Reportable Segment		
	<i>Trex Residential</i>	<i>Trex Commercial</i>	<i>Total</i>
Timing of Revenue Recognition and Type of Contract			
Products transferred at a point in time and variable consideration contracts	\$395,751	\$ —	\$395,751
Products transferred over time and fixed price contracts	—	25,292	25,292
	<u>\$395,751</u>	<u>\$ 25,292</u>	<u>\$421,043</u>

14. STOCK-BASED COMPENSATION

The Company has one stock-based compensation plan, the 2014 Stock Incentive Plan (Plan), approved by the Company’s stockholders in April 2014. The Plan amended and restated in its entirety the Trex Company, Inc. 2005 Stock Incentive Plan. The Plan was subsequently amended and restated by the Company’s Board of Directors in May 2014 and May 2018. The Plan is administered by the Compensation Committee of the Company’s Board of Directors. Stock-based compensation is granted to officers, directors and certain key employees in accordance with the provisions of the Plan. The Plan provides for grants of stock options, restricted stock, restricted stock units, stock appreciation rights (SARs), and unrestricted stock. The total aggregate number of shares of the Company’s common stock that may be issued under the Plan is 25,680,000 and as of June 30, 2021, the total number of shares available for future issuance is 11,174,363.

The following table summarizes the Company’s stock-based compensation grants for the six months ended June 30, 2021:

	Stock Awards Granted	Weighted-Average Grant Price Per Share
Time-based restricted stock units	23,568	\$ 103.80
Performance-based restricted stock units (a)	36,522	\$ 86.26
Stock appreciation rights	15,029	\$ 104.56

- (a) Includes 26,511 of target performance-based restricted stock unit awards granted during the six months ended June 30, 2021, and adjustments of 4,813, (887) and 6,085 to grants due to the actual performance level achieved for restricted stock and restricted stock units awarded in 2020, 2019, and 2018, respectively.

The fair value of each SAR is estimated on the date of grant using a Black-Scholes option-pricing formula. For SARs issued in the six months ended June 30, 2021 and June 30, 2020 the data and assumptions shown in the following table were used:

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Weighted-average fair value of grants	\$ 51.84	\$ 17.69
Dividend yield	0%	0%
Average risk-free interest rate	0.6%	1.3%
Expected term (years)	5	5
Expected volatility	58.7%	38.2%

The Company recognizes stock-based compensation expense ratably over the period from the grant date to the earlier of: (1) the vesting date of the award, or (2) the date the grantee is eligible to retire without forfeiting the award. For performance-based restricted stock and performance-based restricted stock units, expense is recognized ratably over the performance and vesting period of each tranche based on management’s judgment of the ultimate award that is likely to be paid out based on the achievement of the predetermined performance measures. For the employee stock purchase plan, compensation expense is recognized related to the discount on purchases. Stock-based compensation expense is included in “Selling, general and administrative expenses” in the Condensed Consolidated Statements of Comprehensive Income. The following table summarizes the Company’s stock-based compensation expense (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Stock appreciation rights	\$ 144	\$ 96	\$ 258	\$ 450
Time-based restricted stock and restricted stock units	754	671	1,441	1,928
Performance-based restricted stock and restricted stock units	1,165	562	2,440	1,695
Employee stock purchase plan	69	200	169	230
Total stock-based compensation	<u>\$ 2,132</u>	<u>\$ 1,529</u>	<u>\$4,308</u>	<u>\$4,303</u>

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Total unrecognized compensation cost related to unvested awards as of June 30, 2021 was \$10.1 million. The cost of these unvested awards is being recognized over the requisite vesting period of each award.

15. INCOME TAXES

The Company's effective tax rate for the six months ended June 30, 2021 was 25.1% and was comparable to the effective tax rate for the six months ended June 30, 2020 of 24.8%. Income tax expense for the six months ended June 30, 2021 and June 30, 2020 was \$36.9 million and \$29.5 million, respectively.

During the six months ended June 30, 2021 and June 30, 2020, the Company realized \$1.2 million and \$1.1 million, respectively, of excess tax benefits from stock-based awards and recorded a corresponding benefit to income tax expense.

The Company analyzes its deferred tax assets each reporting period, considering all available positive and negative evidence in determining the expected realization of those deferred tax assets. As of June 30, 2021, the Company maintains a valuation allowance of \$2.8 million against deferred tax assets primarily related to state tax credits it estimates will expire before they are realized.

The Company operates in multiple tax jurisdictions and, in the normal course of business, its tax returns are subject to examination by various taxing authorities. Such examinations may result in future assessments by these taxing authorities, and the Company accrues a liability when it believes that it is more likely than not that benefits of tax positions will not be realized. As of June 30, 2021, for certain tax jurisdictions tax years 2017 through 2020 remain subject to examination. The Company believes that adequate provisions have been made for all tax returns subject to examination. Sales made to foreign distributors are not taxable in any foreign jurisdiction as the Company does not have a taxable presence in any foreign jurisdiction.

16. SEGMENT INFORMATION

The Company operates in two reportable segments:

- Trex Residential manufactures wood-alternative decking and residential railing and related products marketed under the brand name Trex®. Trex Residential products are sold to distributors and home centers for final resale primarily to the residential market, which includes replacement, remodeling and new construction related to outdoor living products.
- Trex Commercial designs, engineers, and markets modular and architectural railing and staging systems for the commercial and multi-family market, including sports stadiums and performing arts venues. Trex Commercial products are marketed to architects, specifiers, contractors, and others doing business within the commercial and multi-family market.

The Company's reportable segments have been determined in accordance with its internal management structure, which is organized based on residential and commercial sales activities. The Company evaluates performance of each segment primarily based on net sales and earnings before interest, income taxes, depreciation and amortization (EBITDA). The Company uses net sales to assess performance and allocate resources as this measure represents the amount of business the segment engaged in during a given period of time, is an indicator of market growth and acceptance of segment products and represents the segment's customers' spending habits along with the amount of product the segment sells relative to its competitors. The Company uses EBITDA to assess performance and allocate resources because it believes that EBITDA facilitates performance comparison between the segments by eliminating interest, income taxes, and depreciation and amortization charges to income. The below segment data for the three months and six months ended June 30, 2021 and June 30, 2020 includes data for Trex Residential and Trex Commercial (in thousands):

Segment Data:

	Three Months Ended June 30, 2021			Three Months Ended June 30, 2020		
	Trex Residential	Trex Commercial	Total	Trex Residential	Trex Commercial	Total
Net sales	\$ 298,632	\$ 12,964	\$ 311,596	\$ 208,877	\$ 11,771	\$ 220,648
Net income	\$ 61,089	\$ 277	\$ 61,366	\$ 45,912	\$ 1,306	\$ 47,218
EBITDA	\$ 91,008	\$ 627	\$ 91,635	\$ 65,495	\$ 1,964	\$ 67,459
Depreciation and amortization	\$ 9,020	\$ 258	\$ 9,278	\$ 3,865	\$ 198	\$ 4,063
Income tax expense	\$ 20,886	\$ 92	\$ 20,978	\$ 15,789	\$ 460	\$ 16,249
Capital expenditures	\$ 36,514	\$ 224	\$ 36,738	\$ 39,610	\$ 270	\$ 39,880
Total assets	\$ 807,713	\$ 91,107	\$ 898,820	\$ 577,684	\$ 93,306	\$ 670,990

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Reconciliation of Net Income to EBITDA:

	Three Months Ended June 30, 2021			Three Months Ended June 30, 2020		
	Trex Residential	Trex Commercial	Total	Trex Residential	Trex Commercial	Total
Net income	\$ 61,089	\$ 277	\$61,366	\$ 45,912	\$ 1,306	\$47,218
Interest expense (income), net	13	—	13	(71)	—	(71)
Income tax expense	20,886	92	20,978	15,789	460	16,249
Depreciation and amortization	9,020	258	9,278	3,865	198	4,063
EBITDA	\$ 91,008	\$ 627	\$91,635	\$ 65,495	\$ 1,964	\$67,459

Segment Data:

	Six Months Ended June 30, 2021			Six Months Ended June 30, 2020		
	Trex Residential	Trex Commercial	Total	Trex Residential	Trex Commercial	Total
Net sales	\$ 531,702	\$ 25,418	\$557,120	\$ 395,751	\$ 25,292	\$421,043
Net income	\$ 109,833	\$ 77	\$109,910	\$ 86,932	\$ 2,688	\$ 89,620
EBITDA	\$ 161,973	\$ 575	\$162,548	\$ 122,445	\$ 4,001	\$126,446
Depreciation and amortization	\$ 15,231	\$ 472	\$ 15,703	\$ 7,529	\$ 386	\$ 7,915
Income tax expense	\$ 36,899	\$ 26	\$ 36,925	\$ 28,577	\$ 927	\$ 29,504
Capital expenditures	\$ 93,077	\$ 1,754	\$ 94,831	\$ 62,026	\$ 587	\$ 62,613
Total assets	\$ 807,713	\$ 91,107	\$898,820	\$ 577,684	\$ 93,306	\$670,990

Reconciliation of Net Income to EBITDA:

	Six Months Ended June 30, 2021			Six Months Ended June 30, 2020		
	Trex Residential	Trex Commercial	Total	Trex Residential	Trex Commercial	Total
Net income	\$ 109,833	\$ 77	\$109,910	\$ 86,932	\$ 2,688	\$ 89,620
Interest expense (income), net	10	—	10	(593)	—	(593)
Income tax expense	36,899	26	36,925	28,577	927	29,504
Depreciation and amortization	15,231	472	15,703	7,529	386	7,915
EBITDA	\$ 161,973	\$ 575	\$162,548	\$ 122,445	\$ 4,001	\$126,446

17. SEASONALITY

The operating results for Trex Residential have historically varied from quarter to quarter. Seasonal, erratic or prolonged adverse weather conditions in certain geographic regions reduce the level of home improvement and construction activity and can shift demand for its products to a later period. As part of its normal business practice and consistent with industry practice, Trex Residential has historically offered incentive programs to its distributors and dealers to build inventory levels before the start of the prime deck-building season in order to ensure adequate availability of its product to meet anticipated seasonal consumer demand. The seasonal effects are often offset by the positive effect of the incentive programs. The operating results for Trex Commercial have not historically varied from quarter to quarter as a result of seasonality. However, they are driven by the timing of individual projects, which may vary each quarterly period.

18. COMMITMENTS AND CONTINGENCIES

Product Warranty

The Company warrants that its decking and residential railing products will be free from material defects in workmanship and materials for warranty periods ranging from 10 years to 25 years, depending on the product and its use. If there is a breach of such warranties, the Company has an obligation either to replace the defective product or refund the purchase price. Depending on the product and its use, the Company also warrants its Trex Commercial products will be free of manufacturing defects for one to three years.

The Company continues to receive and settle claims for products manufactured at its Nevada facility prior to 2007 that exhibit surface flaking and maintains a warranty reserve to provide for the settlement of these claims. Estimating the warranty reserve for surface flaking claims requires management to estimate (1) the number of claims to be settled with payment and (2) the average cost to settle each claim.

To estimate the number of claims to be settled with payment, the Company utilizes actuarial techniques to quantify both the expected number of claims to be received and the percentage of those claims that will ultimately require payment (collectively, elements). Estimates for these elements are quantified using a range of assumptions derived from claim count history and the identification of factors influencing the claim counts. The cost per claim varies due to a number of factors, including the size of affected decks, the availability and type of replacement material used, the cost of production of replacement material and the method of claim settlement.

The Company monitors surface flaking claims activity each quarter for indications that its estimates require revision. Typically, a majority of surface flaking claims received in a year are received during the summer outdoor season, which spans the second and third quarters. It has been the Company's practice to utilize the actuarial techniques discussed above during the third quarter, after a significant portion of all claims has been received for the fiscal year and variances to annual claims expectations are more meaningful.

The number of incoming claims received in the six months ended June 30, 2021, was lower than the number of claims received in the six months ended June 30, 2020 and consistent with the Company's expectations for 2021. Average cost per claim experienced in the six months ended June 30, 2021 was higher than that experienced in the six months ended June 30, 2020 but was consistent with the Company's expectations for the current year. The Company estimates that average cost per claim will increase in future years, primarily due to inflation. The Company believes its reserve at June 30, 2021 is sufficient to cover future surface flaking obligations.

The Company's analysis is based on currently known facts and a number of assumptions, as discussed above, and current expectations. Projecting future events such as the number of claims to be received, the number of claims that will require payment and the average cost of claims could cause actual warranty liabilities to be higher or lower than those projected, which could materially affect the Company's consolidated financial condition, results of operations or cash flows. The Company estimates that the annual number of claims received will decline over time and that the average cost per claim will increase, primarily due to inflation. If the level of claims received or average cost per claim differs materially from expectations, it could result in additional increases or decreases to the warranty reserve and a decrease or an increase in earnings and cash flows in future periods. The Company estimates that a 10% change in the expected number of remaining claims to be settled with payment or the expected cost to settle claims may result in approximately a \$2.0 million change in the surface flaking warranty reserve.

The following is a reconciliation of the Company's residential product warranty reserve (in thousands):

	Six Months Ended June 30, 2021		
	Surface Flaking	Other Residential	Total
Beginning balance, January 1	\$21,325	\$ 8,148	\$29,473
Provisions and changes in estimates	—	2,429	2,429
Settlements made during the period	(1,536)	(875)	(2,411)
Ending balance, June 30	<u>\$19,789</u>	<u>\$ 9,702</u>	<u>\$29,491</u>

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	<u>Six Months Ended June 30, 2020</u>		
	<u>Surface Flaking</u>	<u>Other Residential</u>	<u>Total</u>
Beginning balance, January 1	\$19,024	\$ 6,470	\$25,494
Provisions and changes in estimates	—	946	946
Settlements made during the period	(1,700)	(611)	(2,311)
Ending balance, June 30	<u>\$17,324</u>	<u>\$ 6,805</u>	<u>\$24,129</u>

Legal Matters

The Company has lawsuits, as well as other claims, pending against it which are ordinary routine litigation and claims incidental to the business. Management has evaluated the merits of these lawsuits and claims and believes that their ultimate resolution will not have a material effect on the Company's consolidated financial condition, results of operations, liquidity or competitive position.

Fire at Virginia Facility

On March 13, 2021, an electrical fire occurred at one of the Company's manufacturing buildings in its Virginia complex. No injuries occurred from the event. The building was temporarily off-line while damage to the building's electrical systems was addressed. The Company has insurance coverage for repairs, incremental direct costs to serve its customers, and losses in operating income from the loss in net sales and will file respective claims with its insurance company.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following management discussion should be read in conjunction with the Trex Company, Inc. (Company, we or our) Annual Report on Form 10-K for the year ended December 31, 2020 filed with the U.S. Securities and Exchange Commission (SEC) and the condensed consolidated financial statements and notes thereto included in Part I, Item 1. “Financial Statements” of this quarterly report.

EXPLANATORY NOTE: On July 29, 2020, the Board of Directors of the Company approved a two-for-one stock split of the Company’s common stock, par value \$0.01. The stock split was in the form of a stock dividend distributed on September 14, 2020, to stockholders of record at the close of business on August 19, 2020. The stock split entitled each stockholder to receive one additional share of common stock, par value \$0.01, for each share they held as of the record date. All common stock share and per share data for all periods presented have been retroactively adjusted to reflect the stock split.

NOTE ON FORWARD-LOOKING STATEMENTS

This management’s discussion and analysis contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements regarding our expected financial position and operating results, our business strategy, our financing plans, forecasted demographic and economic trends relating to our industry and similar matters are forward-looking statements. These statements can sometimes be identified by our use of forward-looking words such as “may,” “will,” “anticipate,” “estimate,” “expect,” “intend” or similar expressions. We cannot promise you that our expectations in such forward-looking statements will turn out to be correct. Our actual results could be materially different from our expectations because of various factors, including the factors discussed under “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2020 filed with the SEC, and the factor discussed under “Item 1A. Risk Factors” in this Quarterly Report on Form 10-Q. These statements are also subject to risks and uncertainties that could cause the Company’s actual operating results to differ materially. Such risks and uncertainties include, but are not limited to: the extent of market acceptance of the Company’s current and newly developed products; the costs associated with the development and launch of new products and the market acceptance of such new products; the sensitivity of the Company’s business to general economic conditions; the impact of seasonal and weather-related demand fluctuations on inventory levels in the distribution channel and sales of the Company’s products; the availability and cost of third-party transportation services for the Company’s products and raw materials; the Company’s ability to obtain raw materials, including scrap polyethylene, wood fiber, and other materials used in making our products, at acceptable prices; the Company’s ability to maintain product quality and product performance at an acceptable cost; the Company’s ability to increase throughput and capacity to adequately match supply with demand; the level of expenses associated with product replacement and consumer relations expenses related to product quality; the highly competitive markets in which the Company operates; cyber-attacks, security breaches or other security vulnerabilities; the impact of upcoming data privacy laws and the EU General Data Protection Regulation and the related actual or potential costs and consequences; material adverse impacts from global public health pandemics, including the strain of coronavirus known as COVID-19; and material adverse impacts related to labor shortages or increases in labor costs.

OVERVIEW

Operations and Products: Trex Company, Inc. currently operates in two reportable segments: Trex Residential Products (Trex Residential) and Trex Commercial Products (Trex Commercial). Refer to Note 16, *Segments*, in the Notes to the Condensed Consolidated Financial Statements in Part I. Item 1. *Condensed Consolidated Financial Statements* of this Quarterly Report on Form 10-Q for additional information. The Company is focused on using renewable resources within both our Trex Residential and Trex Commercial segments.

Trex Residential is the world’s largest manufacturer of high-performance composite decking and residential railing products, which are marketed under the brand name Trex® and manufactured in the United States. We offer a comprehensive set of aesthetically appealing and durable, low-maintenance product offerings in the decking, residential railing, fencing and outdoor lighting categories. A majority of the products are eco-friendly and leverage recycled materials to the extent possible. Trex Residential decking is made in a proprietary process that combines reclaimed wood fibers and recycled polyethylene film, making Trex one of the largest recyclers of plastic film in North America. In addition to resisting fading and surface staining, Trex Residential products require no sanding and sealing, resist moisture damage, provide a splinter-free surface and do not require chemical treatment against rot or insect infestation. Combined, these aspects yield significant aesthetic advantages and lower maintenance than wood decking and railing and ultimately render Trex products less costly than wood over the life of the deck. Special characteristics (including resistance to splitting, the ability to bend, and ease and consistency of machining and finishing) facilitate installation, reduce contractor call-backs and afford consumers a wide range of design options. Trex Residential products are sold to distributors and home centers for final resale primarily to the residential market.

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Trex offers the following products through Trex Residential:

<p>Decking and Accessories</p>	<p>Our principal decking products are Trex Transcend[®], Trex Select[®] and Trex Enhance[®]. In addition, our Trex Transcend decking product can also be used as cladding. Our high-performance, low-maintenance, eco-friendly composite decking products are comprised of a blend of 95 percent reclaimed wood fibers and recycled polyethylene film and feature a protective polymer shell for enhanced protection against fading, staining, mold and scratching.</p> <p>We also offer accessories to our decking products, including Trex Hideaway[®] and Trex DeckLighting[™], an outdoor lighting system. Trex DeckLighting is a line of energy-efficient LED dimmable deck lighting, which is designed for use on posts, floors and steps. The line includes a post cap light, deck rail light, riser light and a recessed deck light.</p>
<p>Railing</p>	<p>Our residential railing products are Trex Transcend[®] Railing, Trex Select[®] Railing, Trex Enhance[®] Railing and Trex Signature[®] aluminum railing. Trex Transcend Railing, made from approximately 40 percent recycled content, is available in the colors of Trex Transcend decking and finishes that make it appropriate for use with Trex decking products as well as other decking materials, which we believe enhances the sales prospects of our railing products. Trex Select Railing, made from approximately 40 percent recycled content, is offered in a white finish and is ideal for consumers who desire a simple clean finished look for their deck. Trex Enhance, made from approximately 40 percent recycled content, is available in three colors and is offered through home improvement retailers in kits that contain the complete railing system. Trex Signature aluminum railing, made from a minimum of 50 percent recycled content, is available in three colors and designed for consumers who want a sleek, contemporary look.</p>
<p>Fencing</p>	<p>Our Trex Seclusions[®] fencing product is offered through two specialty distributors. This product consists of structural posts, bottom rail, pickets, top rail and decorative post caps.</p>

Trex Commercial is a leading national provider of custom-engineered railing and staging systems. Trex Commercial designs and engineers custom solutions, which are prevalent in professional and collegiate sports facilities, commercial and high-rise applications, performing arts, sports, and event production and rentals. With a team of devoted engineers, and industry-leading reputation for quality and dedication to customer service, Trex Commercial markets to architects, specifiers, contractors, and building owners.

Trex offers the following products through Trex Commercial:

<p>Architectural Railing Systems</p>	<p>Our architectural railing systems are pre-engineered guardrails with options to accommodate styles ranging from classic and elegant wood top rail combined with sleek stainless components and glass infill, to modern and minimalist stainless cable and rod infill choices. Trex Commercial can also design, engineer and manufacture custom railing systems tailored to the customer’s specific material, style and finish. Many railing styles are achievable, including glass, mesh, perforated railing and cable railing.</p>
<p>Aluminum Railing Systems</p>	<p>Trex Signature[®] aluminum railing collection, made from a minimum of 50 percent recycled content, combines superior styling with the unparalleled strength of aluminum – making it an ideal railing choice for a variety of commercial settings. Its straightforward, unobtrusive design features traditional balusters and contemporary vertical rods, and can be installed with continuously graspable rail options for added safety, comfort and functionality. Trex Signature is available in a variety of colors and stock lengths to accommodate project needs.</p>
<p>Staging Equipment and Accessories</p>	<p>Our advanced modular, lightweight custom staging systems include portable platforms, orchestra shells, guardrails, stair units, barricades, camera platforms, VIP viewing decks, ADA infills, DJ booths, pool covers, and other custom applications. Our systems provide superior staging product solutions for facilities and venues with custom needs. Our modular stage equipment is designed to appear seamless, feel permanent, and maximize the functionality of the space.</p>

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Highlights for the three months ended June 30, 2021:

- Increase in net sales of 41.2%, or \$90.9 million, to \$311.6 million for the three months ended June 30, 2021 compared to \$220.6 million for the three months ended June 30, 2020.
- Increase in net income to \$61.4 million, or \$0.53 per diluted share, for the three months ended June 30, 2021 compared to \$47.2 million, or \$0.41 per diluted share, for the three months ended June 30, 2020.
- Increase in EBITDA (earnings before interest, income tax and depreciation and amortization) of 35.8%, or \$24.2 million, to \$91.6 million for the three months ended June 30, 2021 compared to \$67.5 million for the three months ended June 30, 2020.
- Capital expenditures of \$36.7 million, primarily to increase production capacity at the Trex Residential facilities and for cost reduction initiatives and other production improvements.

Net Sales. Net sales consist of sales and freight, net of discounts. The level of net sales is principally affected by sales volume and the prices paid for Trex products. Trex Residential operating results have historically varied from quarter to quarter. Seasonal, erratic or prolonged adverse weather conditions in certain geographic regions reduce the level of home and commercial improvement and residential and commercial construction and can shift demand for our products to a later period. As part of our normal business practice and consistent with industry practice, we have historically provided our distributors and dealers of our Trex Residential products incentives to build inventory levels before the start of the prime deck-building season to ensure adequate availability of our product to meet anticipated seasonal consumer demand and to enable production planning. These incentives include payment discounts, favorable payment terms, price discounts, or volume rebates on specified products and other incentives based on increases in purchases as part of specific promotional programs. The timing of our incentive programs can significantly impact sales, receivables and inventory levels during the offering period. In addition, the operating results for Trex Commercial are driven by the timing of individual projects, which may vary each quarterly period.

Gross Profit. Gross profit represents the difference between net sales and cost of sales. Cost of sales consists of raw material costs, direct labor costs, manufacturing costs, subcontract costs and freight. Raw material costs generally include the costs to purchase and transport reclaimed wood fiber, reclaimed polyethylene, pigmentation for coloring our products, and commodities used in the production of railing and staging. Direct labor costs include wages and benefits of personnel engaged in the manufacturing process. Manufacturing costs consist of costs of depreciation, utilities, maintenance supplies and repairs, indirect labor, including wages and benefits, and warehouse and equipment rental activities.

Selling, General and Administrative Expenses. The largest component of selling, general and administrative expenses is personnel related costs, which includes salaries, commissions, incentive compensation, and benefits of personnel engaged in sales and marketing, accounting, information technology, corporate operations, research and development, and other business functions. Another component of selling, general and administrative expenses is branding and other sales and marketing costs, which are used to build brand awareness. These costs consist primarily of advertising, merchandising, and other promotional costs. Other general and administrative expenses include professional fees, office occupancy costs attributable to the business functions previously referenced, and consumer relations expenses. As a percentage of net sales, selling, general and administrative expenses may vary from quarter to quarter due, in part, to the seasonality of our business.

Product Warranty. We warrant that our Trex Residential products will be free from material defects in workmanship and materials for warranty periods ranging from 10 years to 25 years, depending on the product and its use. If there is a breach of such warranties, we have an obligation either to replace the defective product or refund the purchase price. Depending on the product and its use, we also warrant our Trex Commercial products will be free of manufacturing defects for periods ranging from 1 year to 3 years.

We continue to receive and settle claims for decking products manufactured at our Trex Residential Nevada facility prior to 2007 that exhibit surface flaking and maintain a warranty reserve to provide for the settlement of these claims. We monitor surface flaking claims activity each quarter for indications that our estimates require revision. Typically, a majority of surface flaking claims received in a fiscal year are received during the summer outdoor season, which spans the second and third fiscal quarters.

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It has been our practice to utilize actuarial techniques during the third quarter, after a significant portion of all claims has been received for the fiscal year and variances to annual claims expectations are more meaningful. Our actuarial analysis is based on currently known facts and a number of assumptions. Projecting future events such as the number of claims to be received, the number of claims that will require payment and the average cost of claims could cause the actual warranty liabilities to be higher or lower than those projected, which could materially affect our financial condition, results of operations or cash flows.

The number of incoming claims received in the six months ended June 30, 2021 was lower than the number of claims received in the six months ended June 30, 2020 and consistent with our expectations for 2021. Average cost per claim experienced in the six months ended June 30, 2021 was higher than that experienced in the six months ended June 30, 2020 but was consistent with expectations for the current year. We estimate that average cost per claim will increase in future years, primarily due to inflation.

We believe the reserve at June 30, 2021 is sufficient to cover future surface flaking obligations. Refer to Note 18, *Commitments and Contingencies, Product Warranty*, in the Notes to the Condensed Consolidated Financial Statements in Part I. Item 1. *Condensed Consolidated Financial Statements* of this Quarterly Report on Form 10-Q for additional information.

We estimate that the annual number of claims received will decline over time and that the average cost per claim will increase, primarily due to inflation. If the level of claims received or average cost per claim differs materially from expectations, it could result in additional increases or decreases to the warranty reserve and a decrease or increase in earnings and cash flows in future periods. We estimate that a 10% change in the expected number of remaining claims to be settled with payment or the expected cost to settle claims may result in approximately a \$2.0 million change in the surface flaking warranty reserve.

The following table details surface flaking claims activity related to our warranty:

	Six Months Ended June 30,	
	2021	2020
Claims open, beginning of period	1,799	1,724
Claims received (1)	523	782
Claims resolved (2)	(515)	(572)
Claims open, end of period	1,807	1,934
Average cost per claim (3)	\$ 3,610	\$ 3,263

(1) Claims received include new claims received or identified during the period.

(2) Claims resolved include all claims settled with or without payment and closed during the period.

(3) Average cost per claim represents the average settlement cost of claims closed with payment during the period.

COVID-19. Our results of operations are affected by economic conditions, including macroeconomic conditions and levels of business and consumer confidence. The COVID-19 pandemic increased the level of volatility and uncertainty globally and created macroeconomic disruption. We have not experienced any material disruptions to our operations, production, supply chain, or any material reduction in demand for our Trex Residential outdoor living products due to the COVID-19 pandemic. However, the pandemic remains an evolving situation and while macro-economic recovery seems likely, the duration of the macro-economic recovery remains uncertain. We are managing our business to ensure the continuity of our operations and the safety of our employees.

Fire at Virginia Facility

On March 13, 2021, an electrical fire occurred at one of the Company's manufacturing buildings in its Virginia complex. No injuries occurred from the event. The building was temporarily off-line while damage to the building's electrical systems was addressed. The Company has insurance coverage for repairs, incremental direct costs to serve its customers, and losses in operating income from the loss in net sales and will file respective claims with its insurance company.

RESULTS OF OPERATIONS

Below is our discussion and analysis of our operating results and material changes in our operating results for the three months ended June 30, 2021 (2021 quarter) compared to the three months ended June 30, 2020 (2020 quarter), and for the six months ended June 30, 2021 (2021 six-month period) compared to the six months ended June 30, 2020 (2020 six-month period).

Three Months Ended June 30, 2021 Compared To The Three Months Ended June 30, 2020

Net Sales

	Three Months Ended June 30,		\$ Change	% Change
	2021	2020		
	(dollars in thousands)			
Total net sales	\$ 311,596	\$ 220,648	\$ 90,948	41.2%
Trex Residential net sales	\$ 298,632	\$ 208,877	\$ 89,755	43.0%
Trex Commercial net sales	\$ 12,964	\$ 11,771	\$ 1,193	10.1%

Total net sales increased by 41.2% in the 2021 quarter compared to the 2020 quarter reflecting a 43.0% increase in Trex Residential net sales and a 10.1% increase in Trex Commercial net sales. The increase in net sales was substantially all due to volume growth across all Trex Residential product lines. Our capacity expansion program that delivered a 70% improvement over 2019 levels was fully operational as of the end of May 2021 enabling our ability to capture additional growth. However, labor shortages impacted the extent of that growth. Sustained broad-based demand for Trex Residential products and market share gains from wood drove volume growth in the 2021 quarter. Demand was driven by continued strong, secular trends across Trex Residential's outdoor living products. The increase also reflects a price increase that was effective on January 1, 2021 to address inflationary pressures in key raw materials and transportation.

Gross Profit

	Three Months Ended June 30,		\$ Change	% Change
	2021	2020		
	(dollars in thousands)			
Cost of sales	\$ 193,323	\$ 128,243	\$ 65,080	50.7%
% of total net sales	62.0%	58.1%		
Gross profit	\$ 118,273	\$ 92,405	\$ 25,868	28.0%
Gross margin	38.0%	41.9%		

Gross profit as a percentage of net sales, gross margin, was 38.0% in the 2021 quarter compared to 41.9% in the 2020 quarter. Gross margin for Trex Residential and Trex Commercial was 38.7% and 21.6%, respectively, in the 2021 quarter compared to 42.5% and 30.7%, respectively, in the 2020 quarter. Gross margin was unfavorably impacted primarily by inflationary pressures on key raw materials and transportation, and by start-up costs and increased depreciation related to the capacity expansion program at Trex Residential. The decrease in gross margin was partially offset by the price increase that was effective January 1, 2021 on certain product lines at Trex Residential.

Selling, General and Administrative Expenses

	Three Months Ended June 30,		\$ Change	% Change
	2021	2020		
	(dollars in thousands)			
Selling, general and administrative expenses	\$ 35,916	\$ 29,009	\$ 6,907	23.8%
% of total net sales	11.5%	13.2%		

Selling, general and administrative expenses in the 2021 quarter increased compared to the 2020 quarter primarily due to a \$4.6 million increase in personnel related expenses and a \$1.5 million increase in branding and advertising spend and travel and entertainment expenses, as the impacts from COVID-19 lessened.

Provision for Income Taxes

	Three Months Ended June 30,			
	2021	2020	\$ Change	% Change
(dollars in thousands)				
Provision for income taxes	\$ 20,978	\$ 16,249	\$ 4,729	29.1%
Effective tax rate	25.5%	25.6%		

The effective tax rate for the 2021 quarter of 25.5% was relatively unchanged compared to the effective tax rate of 25.6% for the 2020 quarter.

Net Income and Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)¹ (in thousands)

Reconciliation of net income (GAAP) to EBITDA (non-GAAP):

	Three Months Ended June 30, 2021		
	Trex Residential	Trex Commercial	Total
	Net income	\$ 61,089	\$ 277
Interest expense, net	13	—	13
Income tax expense	20,886	92	20,978
Depreciation and amortization	9,020	258	9,278
EBITDA	<u>\$ 91,008</u>	<u>\$ 627</u>	<u>\$91,635</u>

	Three Months Ended June 30, 2020		
	Trex Residential	Trex Commercial	Total
	Net income	\$ 45,912	\$ 1,306
Interest income, net	(71)	—	(71)
Income tax expense	15,789	460	16,249
Depreciation and amortization	3,865	198	4,063
EBITDA	<u>\$ 65,495</u>	<u>\$ 1,964</u>	<u>\$ 67,459</u>

	Three Months Ended June 30,			
	2021	2020	\$ Change	% Change
(dollars in thousands)				
Total EBITDA	\$ 91,635	\$ 67,459	\$24,176	35.8%
Trex Residential EBITDA	\$ 91,008	\$ 65,495	\$25,513	39.0%
Trex Commercial EBITDA	\$ 627	\$ 1,964	\$ (1,337)	(68.1)%

Total EBITDA increased 35.8% to \$91.6 million for the 2021 quarter compared to \$67.5 million for the 2020 quarter. The increase was driven by a 39.0% increase in Trex Residential EBITDA, primarily due to the volume growth in net sales.

¹ EBITDA represents net income before interest, income taxes, depreciation and amortization. EBITDA is not a measurement of financial performance under accounting principles generally accepted in the United States (GAAP). We have included data with respect to EBITDA because management believes it facilitates performance comparison between the Company and its competitors, and management evaluates the performance of its reportable segments using several measures, including EBITDA. Management considers EBITDA to be an important supplemental indicator of our core operating performance because it eliminates interest, income taxes, and depreciation and amortization charges to net income or loss. In relation to competitors, EBITDA eliminates differences among companies in capitalization and tax structures, capital investment cycles and ages of related assets. For these reasons, management believes that EBITDA provides important information regarding the operating performance of the Company and its reportable segments.

[Table of Contents](#)**Six Months Ended June 30, 2021 Compared To The Six Months Ended June 30, 2020****Net Sales**

	Six Months Ended June 30,		\$ Change	% Change
	2021	2020		
	(dollars in thousands)			
Total net sales	\$557,120	\$421,043	\$136,077	32.3%
Trex Residential net sales	\$531,702	\$395,751	\$135,951	34.4%
Trex Commercial net sales	\$ 25,418	\$ 25,292	\$ 126	0.5%

The 32.3% increase in total net sales in the 2021 six-month period compared to the 2020 six-month period was substantially all due to volume growth at Trex Residential across all product lines. The increase of 34.4% in Trex Residential net sales during the 2021 six-month period was primarily driven by sustained broad-based demand and market share gains from wood. Our capacity expansion program that delivered a 70% improvement over 2019 levels was fully operational as of the end of May 2021 enabling our ability to capture additional growth. The increase in net sales at Trex Residential was also impacted by our price increase that was effective January 1, 2021 to address inflationary pressures across many key raw materials and transportation.

Gross Profit

	Six Months Ended June 30,		\$ Change	% Change
	2021	2020		
	(dollars in thousands)			
Cost of sales	\$343,046	\$238,941	\$104,105	43.6%
% of total net sales	61.6%	56.8%		
Gross profit	\$214,074	\$182,102	\$ 31,972	17.6%
Gross margin	38.4%	43.3%		

Gross profit as a percentage of net sales, gross margin, was 38.4% in the 2021 six-month period compared to 43.3% in the 2020 six-month period. Gross margin for Trex Residential and Trex Commercial products in the 2021 six-month period were 39.3% and 19.4%, respectively, compared to 44.0% and 32.3%, respectively, in the 2020 six-month period. Gross margin at Trex Residential in the 2021 six-month period was unfavorably impacted by inflationary pressures on key raw materials and transportation, by start-up costs and increased depreciation related to the capacity expansion program at Trex Residential, and by reduced overhead absorption due to the fire at the Virginia facility. The decrease in gross margin was partially offset by the price increase that was effective January 1, 2021 on certain product lines at Trex Residential.

Selling, General and Administrative Expenses

	Six Months Ended June 30,		\$ Change	% Change
	2021	2020		
	(dollars in thousands)			
Selling, general and administrative expenses	\$67,229	\$63,571	\$ 3,658	5.8%
% of total net sales	12.1%	15.1%		

The \$3.7 million increase in selling, general and administrative expenses in the 2021 six-month period compared to the 2020 six-month period resulted primarily from a \$4.2 million increase in personnel related expenses and a \$1.4 million increase in other selling, general and administrative expenses, offset by a \$2.1 million decrease in branding expenses driven by disciplined spending as the impacts of COVID-19 played out during the first quarter.

Provision for Income Taxes

	Six Months Ended June 30,		\$ Change	% Change
	2021	2020		
	(dollars in thousands)			
Provision for income taxes	\$ 36,925	\$ 29,504	\$ 7,421	25.2%
Effective tax rate	25.1%	24.8%		

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The effective tax rate for the 2021 six-month period was comparable to the effective tax rate for the 2020 six-month period.

Net Income and Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)² (in thousands)

Reconciliation of net income (GAAP) to EBITDA (non-GAAP):

	Six Months Ended June 30, 2021		
	Trex Residential	Trex Commercial	Total
Net income	\$109,833	\$ 77	\$109,910
Interest expense, net	10	—	10
Income tax expense	36,899	26	36,925
Depreciation and amortization	15,231	472	15,703
EBITDA	<u>\$161,973</u>	<u>\$ 575</u>	<u>\$162,548</u>

	Six Months Ended June 30, 2020		
	Trex Residential	Trex Commercial	Total
Net income	\$ 86,932	\$ 2,688	\$ 89,620
Interest income, net	(593)	—	(593)
Income tax expense	28,577	927	29,504
Depreciation and amortization	7,529	386	7,915
EBITDA	<u>\$122,445</u>	<u>\$ 4,001</u>	<u>\$126,446</u>

	Six Months Ended June 30,			
	2021	2020	\$ Change	% Change
	(dollars in thousands)			
Total EBITDA	\$ 162,548	\$ 126,446	\$36,102	28.6%
Trex Residential EBITDA	\$ 161,973	\$ 122,445	\$39,528	32.3%
Trex Commercial EBITDA	\$ 575	\$ 4,001	\$ (3,426)	(85.6)%

Total EBITDA increased 28.6% to \$162.5 million for the 2021 six-month period compared to \$126.4 million for the 2020 six-month period. The increase was driven by a 32.3% increase in Trex Residential EBITDA, primarily due to the volume growth in net sales.

LIQUIDITY AND CAPITAL RESOURCES

We finance operations and growth primarily with cash flows from operations, borrowings under our revolving credit facilities, operating leases and normal trade credit terms from operating activities. At June 30, 2021 we had \$5.5 million of cash and cash equivalents.

² EBITDA represents net income before interest, income taxes, depreciation and amortization. EBITDA is not a measurement of financial performance under accounting principles generally accepted in the United States (GAAP). We have included data with respect to EBITDA because management believes it facilitates performance comparison between the Company and its competitors, and management evaluates the performance of its reportable segments using several measures, including EBITDA. Management considers EBITDA to be an important supplemental indicator of our core operating performance because it eliminates interest, income taxes, and depreciation and amortization charges to net income or loss. In relation to competitors, EBITDA eliminates differences among companies in capitalization and tax structures, capital investment cycles and ages of related assets. For these reasons, management believes that EBITDA provides important information regarding the operating performance of the Company and its reportable segments.

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Sources and Uses of Cash. The following table summarizes our cash flows from operating, investing and financing activities (in thousands):

	<u>Six Months Ended June 30,</u>	
	<u>2021</u>	<u>2020</u>
Net cash used in operating activities	\$ (18,242)	\$ (32,332)
Net cash used in investing activities	(93,517)	(60,467)
Net cash used in financing activities	(4,472)	(43,797)
Net decrease in cash and cash equivalents	<u>\$ (116,231)</u>	<u>\$ (136,596)</u>

Operating Activities

Cash used in operating activities was \$18.2 million during the 2021 six-month. The use of cash flows in operations was primarily due to higher working capital investment in accounts receivable as a result of the increase in Trex Residential net sales. The majority of the accounts receivable balance at June 30, 2021, will be collected in the third quarter. Cash used in operating activities was offset by the increase in net income primarily from the increase in net sales at Trex Residential.

Investing Activities

Capital expenditures in the 2021 six-month period consisted primarily of \$44.8 million in capacity expansion at our Trex Residential facilities, \$28.6 million in general plant cost reduction initiatives and other production improvements and \$4.9 million in other non-production expenditures.

Financing Activities

Net cash used in financing activities of \$4.5 million in the 2021 six-month period consisted of repurchases of our common stock of \$54.8 million, offset by net borrowings on our line of credit of \$49.5 million.

Stock Repurchase Program. On February 16, 2018, the Board of Directors adopted a stock repurchase program of up to 11.6 million shares of the Company's outstanding common stock (Stock Repurchase Program). As of June 30, 2021, the Company has repurchased 3.3 million shares of the Company's outstanding common stock under the Stock Repurchase Program.

Stock Split. On July 29, 2020, the Company's Board of Directors approved a two-for-one stock split of the Company's common stock, par value, \$0.01. The stock split was in the form of a stock dividend distributed on September 14, 2020, to stockholders of record at the close of business on August 19, 2020. The stock split entitled each stockholder to receive one additional share of common stock for each share they held as of the record date. All common stock share and per share data for all periods presented in the accompanying unaudited condensed consolidated financial statements and notes thereto have been retroactively adjusted to reflect the stock split.

Indebtedness. Our Fourth Amended and Restated Credit Agreement (Fourth Amended Credit Agreement) provides us with revolving loan capacity in a collective maximum principal amount of \$250 million from January 1 through June 30 of each year, and a maximum principal amount of \$200 million from July 1 through December 31 of each year throughout the term, which ends November 5, 2024. At June 30, 2021, we had \$49.5 million in outstanding borrowings under the revolving credit facilities and borrowing capacity under the facilities of \$300.5 million.

On May 26, 2020, the Company entered into a First Amendment to the Original Credit Agreement (the First Amendment) to provide for an additional \$100 million line of credit. The purpose of the additional \$100 million line of credit is primarily to reduce risk associated with the COVID-19 pandemic should the Company need to secure additional capital to continue its strategy of accelerating the conversion of wood decking to Trex composite decking and expanding its addressable market. As a matter of convenience, the parties incorporated the amendments to the Original Credit Agreement made by the First Amendment into a new Fourth Amended and Restated Credit Agreement (New Credit Agreement). In the New Credit Agreement, the revolving commitments under the Original Credit Agreement are referred to as Revolving A Commitments and the new \$100 million line of credit is referred to as Revolving B Commitments. In the New Credit Agreement, all of the material terms and conditions related to the original line of credit (Revolving A Commitments) remain unchanged from the Original Credit Agreement.

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The Company entered into the First Amendment, as borrower; Trex Commercial Products, Inc. (TCP), as guarantor; Bank of America, N.A. (BOA), as a Lender, Administrative Agent, Swing Line Lender and L/C Issuer; and certain other lenders including Wells Fargo Bank, N.A. (Wells Fargo), who is also Syndication Agent; Truist Bank (Truist); and Regions Bank (Regions) (each, a Lender and collectively, the Lenders), arranged by BofA Securities, Inc. as Sole Lead Arranger and Sole Bookrunner. The First Amendment further provides that the New Credit Agreement is amended and restated by changing Schedule 2.01 to add applicable Lender percentages related to the Revolving B Commitment for BOA of 47.5%, Wells Fargo of 28.0% and Regions of 24.5%.

Compliance with Debt Covenants. Pursuant to the terms of the Fourth Amended Credit Agreement, the Company is subject to certain loan compliance covenants. The Company was in compliance with all covenants as of June 30, 2021. Failure to comply with the financial covenants could be considered a default of repayment obligations and, among other remedies, could accelerate payment of any amounts outstanding.

We believe that cash on hand, cash from operations and borrowings expected to be available under our revolving credit facilities, as amended, will provide sufficient funds to fund planned capital expenditures, make scheduled principal and interest payments, fund warranty payments, and meet other cash requirements. We currently expect to fund future capital expenditures from operations and financing activities. The actual amount and timing of future capital requirements may differ materially from our estimate depending on the demand for Trex products and new market developments and opportunities.

Capital Requirements. In June 2019, we announced a \$200 million capital expenditure program to increase production capacity at our Trex Residential facilities in Virginia and Nevada. The program involved the construction of a new decking facility at the existing Virginia site and the installation of additional production lines at the Nevada site. The investment allows us to increase production output for future projected growth related to our strategy of converting wood demand to Trex Residential wood-alternative composite decking. The production lines at our new Virginia facility started coming online in the first quarter of 2021 and were fully operational at the end of May. Our capacity expansion program increased our Trex Residential production capacity by approximately 70 percent when compared to 2019 volume levels.

Our capital expenditure guidance for 2021 is \$130 million to \$150 million. In addition to our capital expenditure program, our capital allocation priorities include expenditures for internal growth opportunities, manufacturing cost reductions, upgrading equipment and support systems, and acquisitions which fit our long-term growth strategy as we continue to evaluate opportunities that would be a good strategic fit for Trex, and return of capital to shareholders.

Inventory in Distribution Channels. We sell our Trex Residential decking and railing products through a tiered distribution system. We have over 50 distributors worldwide and two national retail merchandisers to which we sell our products. The distributors in turn sell the products to dealers and retail locations who in turn sell the products to end users. Significant increases in inventory levels in the distribution channel without a corresponding change in end-use demand could have an adverse effect on future sales. We cannot definitively determine the level of inventory in the distribution channels at any time. We are not aware of any significant increases in the levels of inventory in the distribution channels at June 30, 2021 compared to inventory levels at June 30, 2020.

Seasonality. The operating results for Trex Residential have historically varied from quarter to quarter. Seasonal, erratic or prolonged adverse weather conditions in certain geographic regions reduce the level of home improvement and construction activity and can shift demand for its products to a later period. As part of its normal business practice and consistent with industry practice, Trex Residential has historically offered incentive programs to its distributors and dealers to build inventory levels before the start of the prime deck-building season in order to ensure adequate availability of its product to meet anticipated seasonal consumer demand. The seasonal effects are often offset by the positive effect of the incentive programs. The operating results for Trex Commercial have not historically varied from quarter to quarter as a result of seasonality. However, they are driven by the timing of individual projects, which may vary significantly each quarterly period.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

For information regarding our exposure to certain market risks, see “Quantitative and Qualitative Disclosures about Market Risk,” in Part II, Item 7A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2020. There were no material changes to the Company’s market risk exposure during the six months ended June 30, 2021.

Item 4. Controls and Procedures

The Company’s management, with the participation of its President and Chief Executive Officer, who is the Company’s principal executive officer, and its Senior Vice President and Chief Financial Officer, who is the Company’s principal financial officer, has evaluated the effectiveness of the Company’s disclosure controls and procedures as of June 30, 2021. Based on this evaluation, the President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer have concluded that the Company’s disclosure controls and procedures are effective. There have been no changes in the Company’s internal control over financial reporting during the six-month period ended June 30, 2021, that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II
OTHER INFORMATION

Item 1. Legal Proceedings

The Company has lawsuits, as well as other claims, pending against it which are ordinary routine litigation and claims incidental to the business. Management has evaluated the merits of these lawsuits and claims and believes that their ultimate resolution will not have a material effect on the Company's consolidated financial condition, results of operations, liquidity or competitive position.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) The following table provides information relating to the purchases of our common stock during the three months ended March 31, 2021 in accordance with Item 703 of Regulation S-K:

<u>Period</u>	<u>(a)</u> <u>Total Number of</u> <u>Shares (or Units)</u> <u>Purchased (1)</u>	<u>(b)</u> <u>Average Price Paid</u> <u>per Share (or Unit)</u> <u>(\$)</u>	<u>(c)</u> <u>Total Number of</u> <u>Shares (or Units)</u> <u>Purchased as Part of</u> <u>Publicly Announced</u> <u>Plans or Programs (2)</u>	<u>(d)</u> <u>Maximum number of</u> <u>Shares (or Units) that</u> <u>May Yet Be</u> <u>Purchased Under the</u> <u>Plan or Program</u>
April 1, 2021 - April 30, 2021	—	—	—	8,292,947
May 1, 2021 - May 31, 2021	13,491	\$ 107.15	—	8,292,947
June 1, 2021 - June 30, 2021	40,751	\$ 93.73	40,751	8,252,196
Quarterly period ended June 30, 2021	<u>54,242</u>		<u>40,751</u>	

- (1) Includes shares withheld by, or delivered to, the Company pursuant to provisions in agreements with recipients of restricted stock granted under the Company's 2014 Stock Incentive Plan allowing the Company to withhold, or the recipient to deliver to the Company, the number of shares having the fair value equal to tax withholding due.
- (2) On February 16, 2018, the Company's Board of Directors authorized a common stock repurchase program of up to 11.6 million shares of the Company's outstanding common stock (Stock Repurchase Program). The Stock Repurchase Program was publicly announced on February 21, 2018. The Company purchased 40,751 shares of its common stock under the Stock Repurchase Program during the three months ended June 30, 2021.

Item 5. Other Information*Restated Certificate of Incorporation*

On July 28, 2021, the Company filed a Restated Certificate of Incorporation with the Delaware Secretary of State which restated and integrated all prior amendments to the Company's existing Restated Certificate of Incorporation. The Restated Certificate of Incorporation was merely a consolidation and did not substantively modify any provisions of the existing Restated Certificate of Incorporation, as amended. Such newly filed Restated Certificate of Incorporation is filed as Exhibit 3.6 to this Form 10-Q.

Item 6. Exhibits

See Exhibit Index at the end of the Quarterly Report on Form 10-Q for the information required by this Item which is incorporated by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 2, 2021

TREX COMPANY, INC.

By: /s/ Dennis C. Schemm
Dennis C. Schemm
Senior Vice President and Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

EXHIBIT INDEX

Exhibit Number	Description	Incorporated by reference			
		Form	Exhibit	Filing Date	File No.
3.1	Restated Certificate of Incorporation of Trex Company, Inc.	S-1/A	3.1	March 24, 1999	333-63287
3.2	Certificate of Amendment to the Restated Certificate of Incorporation of Trex Company, Inc. dated April 30, 2014.	10-Q	3.2	May 5, 2014	001-14649
3.3	Second Certificate of Amendment to the Restated Certificate of Incorporation of Trex company, Inc. dated May 2, 2018.	10-Q	3.3	May 7, 2018	001-14649
3.4	Third Certificate of Amendment to the Restated Certificate of Incorporation of Trex Company, Inc. dated May 1, 2019.	8-K	3.1	May 1, 2019	001-14649
3.5	Fourth Certificate of Amendment to the Restated Certificate of Incorporation of Trex Company, Inc. dated April 29, 2020.	10-Q	3.5	May 4, 2020	001-14649
3.6*	Restated Certificate of Incorporation of Trex Company, Inc. dated July 28, 2021.				
3.7	Amended and Restated By-Laws of the Company.	8-K	3.2	May 1, 2019	001-14649
31.1*	Certification of Chief Executive Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.				
31.2*	Certification of Chief Financial Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.				
32***	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350).				
101.INS*	Inline XBRL Instance Document—the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.				
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.				
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.				
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.				
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.				
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.				
104.1	Cover Page Interactive Data File—The cover page interactive data file does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.				

* Filed herewith.

** Management contract or compensatory plan or agreement.

*** Furnished herewith.

**RESTATED
CERTIFICATE OF INCORPORATION
OF
TREX COMPANY, INC.**

Trex Company, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name under which the corporation was originally incorporated is Trex Company, Inc., and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on September 4, 1998.
2. This Restated Certificate of Incorporation restates and integrates the provisions of the Certificate of Incorporation of the corporation, and amends Article II to change the address of the corporation's registered office in the State of Delaware.
3. This Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 133 and 245 of the General Corporation Law of the State of Delaware.
4. The text of the Certificate of Incorporation of the corporation is hereby restated and integrated, and Article II is amended, to read in its entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is Trex Company, Inc. (the "Corporation").

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, Delaware 19808-1674. The name of the Corporation's registered agent at such address is Corporation Service Company.

**ARTICLE III
PURPOSE**

The purpose or purposes for which the Corporation is organized are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as from time to time amended (the "General Corporation Law").

**ARTICLE IV
CAPITAL STOCK**

The Corporation shall have the authority to issue a total of one hundred eighty-three million (183,000,000) shares of capital stock, each with a par value of \$0.01, consisting of one hundred eighty million (180,000,000) shares of common stock and three million (3,000,000) shares of preferred stock.

**ARTICLE V
COMMON STOCK**

Except as required by law, all shares of Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions. Except as otherwise provided by or pursuant to this Restated Certificate of Incorporation or as otherwise required by law, the holders of shares of Common Stock shall be entitled to one vote per share of Common Stock on all matters on which stockholders of the Corporation have the right to vote.

ARTICLE VI
PREFERRED STOCK

Section A. Preferred Stock. The Corporation is authorized to issue shares of Preferred Stock from time to time in one or more series as may from time to time be determined by the Board of Directors of the Corporation (the "Board"), each of such series to be distinctly designated. The voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, if any, of each such series may differ from those of any and all other series of Preferred Stock at any time outstanding, and the Board is hereby expressly granted authority to fix or alter, by resolution or resolutions, the designation, number, voting powers, preferences and relative, participating, optional, and other special rights, and the qualifications, limitations and restrictions, of each such series, including, but without limiting the generality of the foregoing, the following:

1. The distinctive designation of, and the number of shares of Preferred Stock that shall constitute, such series, which number (except where otherwise provided by the Board in the resolution establishing such series) may be increased (but not above the total number of shares of Preferred Stock) or decreased (but not below the number of shares of such series then outstanding) from time to time by like action of the Board.
2. The rights in respect of dividends, if any, of such series of Preferred Stock, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes or any other series of the same or other class or classes of capital stock of the Corporation, and whether such dividends shall be cumulative or noncumulative, and the dates at which any such dividends shall be payable.
3. The right, if any, of the holders of such series of Preferred Stock to convert the same into, or exchange the same for, shares of any other class or classes or of any other series of the same or any other class or classes of capital stock of the Corporation or any other corporation, and the terms and conditions of such conversion or exchange.
4. Whether or not shares of such series of Preferred Stock shall be subject to redemption, and the redemption price or prices and the times at which, and the terms and conditions on which, shares of such series of Preferred Stock may be redeemed.
5. The rights, if any, of the holders of such series of Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation or in the event of any merger or consolidation of or sale of assets by the Corporation.
6. The terms and amount of any sinking fund or redemption or purchase account, if any, to be provided for shares of such series of the Preferred Stock.
7. The voting powers, if any, of the holders of any series of Preferred Stock generally or with respect to any particular matter, which may be less than, equal to or greater than one vote per share, and which may, without limiting the generality of the foregoing, include the right, voting as a series by itself or together with the holders of any other series of Preferred Stock or all series of Preferred Stock as a class, to elect one or more directors of the Corporation generally or under such specific circumstances and on such conditions as shall be provided in the resolution or resolutions of the Board adopted pursuant hereto, including, without limitation, in the event there shall have been a default in the payment of dividends on or redemption of any one or more series of Preferred Stock.

Section B. Rights of Preferred Stock.

1. After the provisions with respect to preferential dividends on any series of Preferred Stock (fixed in accordance with the provisions of Section (A) of this Article VI), if any, shall have been satisfied and after the Corporation shall have complied with all the requirements, if any, with respect to redemption of, or the setting aside of sums as sinking funds or redemption or purchase accounts with respect to, any series of Preferred Stock (fixed in accordance with the provisions of Section (A) of this Article VI), and subject further to any other conditions that may be fixed in accordance with the provisions of Section (A) of this Article VI, then and not otherwise the holders of Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board.

2. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, after distribution in full of the preferential amounts, if any (fixed in accordance with the provisions of Section (A) of this Article VI), to be distributed to the holders of Preferred Stock by reason thereof, the holders of Common Stock shall, subject to the additional rights, if any (fixed in accordance with the provisions of Section (A) of this Article VI), of the holders of any outstanding shares of Preferred Stock, be entitled to receive all of the remaining assets of the Corporation, tangible or intangible, of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

3. Except as may otherwise be required by law, and subject to the provisions of such resolution or resolutions as may be adopted by the Board pursuant to Section (A) of this Article VI granting the holders of one or more series of Preferred Stock exclusive voting powers with respect to any matter, each holder of Common Stock may have one vote in respect to each share of Common Stock held on all matters voted upon by the stockholders.

4. The number of authorized shares of Preferred Stock and each class of Common Stock may, without a class or series vote, be increased or decreased from time to time by the affirmative vote of the holders of shares having a majority of the total number of votes which may be cast in the election of directors of the Corporation by all stockholders entitled to vote in such an election, voting together as a single class.

ARTICLE VII BY-LAWS

The Board is expressly authorized to adopt, amend or repeal the By-laws of the Corporation.

ARTICLE VIII ELECTION OF DIRECTORS

The directors of the Corporation shall not be required to be elected by written ballots unless the By-laws of the Corporation so provide.

ARTICLE IX BOARD OF DIRECTORS

Section A. Classified Board and Election. The Board, other than those directors elected by the holders of any series of Preferred Stock as provided for or fixed pursuant to the provisions of Article VI hereof, shall be divided into three classes, as nearly equal in number as the then-authorized number of directors constituting the Board permits, with the term of office of one class expiring each year and with each director serving for a term ending at the third annual meeting of stockholders of the Corporation following the annual meeting at which such director was elected. One class of directors shall be initially elected for a term expiring at the annual meeting of stockholders to be held in the year 2000, another class shall be initially elected for a term expiring at the annual meeting of stockholders to be held in the year of 2001, and another class shall be initially elected for a term expiring at the annual meeting of stockholders to be held in the year of 2002. At each succeeding annual meeting of the stockholders of the Corporation, in an uncontested election of directors, each director of the Corporation shall be elected by a majority of the votes cast by the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors; provided, however, in a contested election, the directors shall be elected by a plurality of the votes cast by the shares present in person or represented by proxy at the meeting and entitled to vote on the election for directors. For purposes of this Section A of Article IX, (i) an "uncontested election" is an election in which the number of nominees for director is not greater than the number to be elected and (ii) a "contested election" is an election in which the number of nominees for director is greater than the number to be elected. Each elected director shall hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. Members of each class shall hold office until their successors are elected and qualified.

Section B. Vacancies. Except as otherwise provided for or fixed pursuant to the provisions of Article VI hereof relating to the rights of the holders of any series of Preferred Stock to elect additional directors, newly created directorships resulting from any increase in the authorized number of directors and any vacancies on the Board resulting from death, resignation, disqualification, removal or other cause shall be filled only by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or in which the vacancy occurred and until such director's successor shall have been duly elected and qualified. No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director.

Section C. Directors Elected by Holders of Preferred Stock. During any period when the holders of any series of Preferred Stock have the right to elect additional directors as provided for or fixed pursuant to the provisions of Article VI hereof, then upon commencement and for the duration of the period during which such right continues (i) the then otherwise total authorized number of directors of the Corporation shall automatically be increased by such specified number of directors, and the holders of such Preferred Stock shall be entitled to elect the additional directors so provided for or fixed pursuant to such provisions, and (ii) each such additional director shall serve until such director's successor shall have been duly elected and qualified, or until such director's right to hold such office terminates pursuant to such provisions, whichever occurs earlier. Except as otherwise provided by the Board in the resolution or resolutions establishing such series, whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to the provisions of such stock, the terms of office of all such additional directors elected by the holders of such stock, or elected to fill any vacancies resulting from death, resignation, disqualification or removal of such additional directors, shall forthwith terminate and the total and authorized number of directors of the Corporation shall be reduced accordingly. Notwithstanding the foregoing, whenever, pursuant to the provisions of Article VI hereof, the holders of any one or more series of Preferred Stock shall have the right, voting separately as a series or together with holders of other such series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Restated Certificate of Incorporation and the Certificate of Designation applicable thereto, and such directors so elected shall not be divided into classes pursuant to this Article IX unless expressly provided by such terms.

Section D. Number of Directors Constituting the Board. Except as otherwise provided for or fixed pursuant to Article VI hereof relating to the rights of the holders of any series of Preferred Stock to elect additional directors, the total number of directors constituting the entire Board shall be not less than four (4) nor more than twenty (20), with the then-authorized number of directors being fixed from time to time by the Board.

ARTICLE X NO ACTION BY WRITTEN CONSENT OF STOCKHOLDERS

Except as otherwise provided for or fixed pursuant to the provisions of Article VI hereof relating to the rights of the holders of any series of Preferred Stock, no action that is required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders may be effected by written consent of stockholders in lieu of a meeting of stockholders, unless the action to be effected by written consent of stockholders and the taking of such action by such written consent have expressly been approved in advance by the Board.

ARTICLE XI DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after the filing of this Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended. No modification or repeal of the provisions of this Article XI shall adversely affect any right or protection of any director of the Corporation existing at the date of such modification or repeal or create any liability or adversely affect any such right or protection for any acts or omissions of such director occurring prior to such modification or repeal.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which restates and integrates the provisions of the Certificate of Incorporation of the Corporation as heretofore amended or supplemented, and which amends Article II to change the address of the corporation's registered office in the State of Delaware, has been duly adopted in accordance with Sections 133 and 245 of the General Corporation Law, and has been executed by its Senior Vice President, General Counsel and Secretary this July 28, 2021.

TREX COMPANY, INC.

By: _____
Name: William R. Gupp
Title: Senior Vice President, General Counsel and Secretary

CERTIFICATION

I, Bryan H. Fairbanks, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Trex Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function(s)):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, 2021

/s/ Bryan H. Fairbanks

Bryan H. Fairbanks

President and Chief Executive Officer

(Principal Executive Officer)

CERTIFICATION

I, Dennis C. Schemm, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Trex Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function(s)):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, 2021

/s/ Dennis C. Schemm

Dennis C. Schemm

Senior Vice President and Chief Financial Officer

(Principal Financial Officer)

**Certifications of Chief Executive Officer and Chief Financial Officer
Pursuant to Section 906
of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350)**

The undersigned, the President and Chief Executive Officer and the Vice President and Chief Financial Officer of Trex Company, Inc. (the "Company"), each hereby certifies that, on the date hereof:

- (a) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended June 30, 2021 filed on the date hereof with the U.S. Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 2, 2021

/s/ Bryan H. Fairbanks

Bryan H. Fairbanks

President and Chief Executive Officer

Date: August 2, 2021

/s/ Dennis C. Schemm

Dennis C. Schemm

Senior Vice President and Chief Financial Officer