



Corporate Governance Guidelines
Effective August 10, 2022

These Corporate Governance Guidelines (these “Guidelines”) were adopted by the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Beacon Roofing Supply, Inc. (the “Company”) on August 10, 2022. These Guidelines are intended to comply with the corporate governance rules of The Nasdaq Stock Market, Inc. (“Nasdaq”).

Composition of the Board of Directors

1. **Size.** The Board is currently comprised of twelve members, and the Board may adjust the number of Board members within the limits set forth in the Company’s By-Laws (not less than three). This size makes the Board large enough to allow for diversity of perspectives and backgrounds without being so large as to impede effective discussion. The quality of the individuals serving and the overall balance of the Board are more important than the size of the Board, and these considerations could lead the Committee to recommend to the Board, from time to time, a Board comprised of a different number of directors.
2. **Independence.** It is the policy of the Company that the Board consist of at least a majority of directors who are independent under all applicable legal, regulatory and stock exchange requirements. A majority of the Board consists of “independent directors,” as defined under Nasdaq rules. No director shall qualify as “independent” unless the Board affirmatively determines that the director has no relationship with the Company which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and has no material relationship with the Company. The Company will disclose, in its annual proxy statement, the names of those directors that the Board has determined to be independent under the Nasdaq rules and will describe, by specific category or type, for each director or nominee for director determined to be independent, any transactions, relationships or arrangements not disclosed in the proxy statement that were considered by the Board in making the determination.
3. **Change of Job Responsibility or Directorships.** A director who resigns or is terminated from the primary position that such director held when elected to the Board, or who joins or departs from the board of directors of another company, shall give notice of such change to the Board and the Committee. The Committee will review the director’s continued service on the Board under the circumstances and, if appropriate, will make a recommendation to the Board, which may include the director being asked to submit a letter of resignation. The affected director is expected to act in accordance with the Board’s determination following such review.

4. **Candidates.** The Board as a whole is responsible for selecting candidates for director. The Committee is responsible for screening and recommending candidates. In discharging this responsibility, the Committee considers the nature of the expertise and experience required for the performance of the duties of a director of a corporation engaged in the Company's business and such matters as the relevant business and industry experience, professional background, age, current employment, community service and other board service of candidates for directors. The Board is committed to actively seeking out highly qualified individuals, including women and individuals from diverse backgrounds (gender, race, ethnicity, nationality, national origin or other elements of one's identity) as well as candidates with diverse skills and experiences as part of the director selection process, and any search firm engaged by the Committee will be tasked with considering these characteristics. The Committee seeks to identify candidates for director who are financially literate, have a reputation for and a record of integrity and good business judgment, have experience in positions with a high degree of responsibility and are leaders in the organizations with which they are affiliated, are free from conflicts of interest that could interfere with a director's duties to the Company and its stockholders, and are willing and able to make the necessary commitment of time and attention required for effective Board service. The Committee monitors the mix of skills and experience of the directors in order to assess whether the Board has the necessary tools to perform its oversight function effectively.

5. **Board Leadership.** The Chair of the Board shall be elected annually by a majority of the Board. In making this selection, the Board exercises its collective best judgment as to the candidate best suited to meet the Company's needs at a given point in time. The Chair of the Board shall preside at all meetings of the stockholders and of the Board as a whole. He or she shall perform such other duties and exercise such powers, as from time to time shall be prescribed in the Company's By-Laws or by the Board.

If the Chair of the Board is not independent, a Lead Independent Director shall be elected annually by a majority of the independent directors to: (i) act as a liaison between the non-employee directors and the Chair of the Board, (ii) chair the executive sessions of independent directors, (iii) chair Board meetings when the Chair is not present, and (iv) consult with the Chair on such other matters pertinent to the Company and the Board. At least one executive session of independent directors each year will include a review of the Board's leadership structure and a discussion and consideration of whether the position of Chair should be held by an independent director.

6. **Term Limits.** Although the Committee will consider length of service in recommending candidates for re-election, the Board does not believe that adopting a set term limit for directors serves the interests of the Company as it could deprive the Company of valuable contributions made by directors who have developed significant insights into the Company and its operations.

7. **Service on Other Boards.** No director may serve on the board of directors of more than four public companies, in addition to the Board, unless the Board determines that such

simultaneous service would not impair the ability of such director to serve effectively on the Company's Board; provided however that the Chief Executive Officer shall be limited to one additional public company Board of Directors. A director or employee of the Company seeking to join another public company board of directors shall notify the Chair of the Committee and obtain the Committee's approval before formally accepting the new board position. The Committee will consult with the Company's General Counsel to ensure that there are no conflicts prior to approving the proposed new board position. Whenever a director departs from a board of directors of another company, the Chair of the Board and the Chair of the Committee shall be notified promptly. The Committee takes into account the competing demands on a person's time in deciding whether or not to recommend to the Board such person's nomination or re-nomination as a director. Any employee of the Company must obtain the written approval of the Chief Executive Officer of the Company prior to accepting a position on the board of directors of any organization, and if the board is a public company, also the prior approval of the Committee.

- 8. Retirement.** No person shall be nominated by the Board to serve as a director after he or she has passed his or her 72nd birthday, unless the Committee has voted, on an annual basis, to waive the mandatory retirement age for such director.

Responsibilities of Directors; Meeting Attendance and Preparation

- 1. General Responsibilities of Directors.** Directors are expected to exercise their business judgment in good faith and in what they reasonably believe to be the best interests of the Company and its stockholders. In discharging those obligations, directors should be entitled to rely on the honesty and integrity of the Company's senior management and outside advisors and auditors.
- 2. Indemnification.** Directors shall be entitled to indemnification to the fullest extent permitted by law and by the Company's charter and By-laws and to exculpation as provided by state law and by the Company's charter. Directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf.
- 3. Agendas.** The Chair of the Board is responsible for setting and circulating in advance an agenda for each meeting. Any director may suggest items for inclusion on the agenda or may raise, at any Board meeting, subjects that are not on the agenda for that meeting. The Board expects that meeting agendas will include on a regular basis a review of financial performance and a review of the Company's business strategies and practices.
- 4. Frequency of Meetings.** The Board should meet frequently with at least one regularly scheduled meeting of the Board held quarterly. The ultimate number of Board meetings will vary with circumstances and special meetings will be called as necessary.
- 5. Meeting Attendance and Preparation.** Directors are expected to regularly attend meetings of the Board and to spend the time needed to discharge their responsibilities as directors. A director who is unable to attend a meeting (which it is understood will occur on occasion)

is expected to notify the Board Chair in advance of such meeting. Materials with respect to matters on which action is expected to be taken are circulated to the Board at least several days in advance of the meeting whenever possible, and directors are expected to review these materials in advance of the meeting. Financial reports, certain committee minutes and other background materials are also circulated in advance of the meeting and during months when the Board is not scheduled to meet.

6. **Attendance at Annual Meeting of Stockholders.** Directors are expected to attend the annual meeting of the Company's stockholders.
7. **Executive Sessions of Independent Directors.** The independent members of the Board meet, without management, at regularly scheduled executive sessions which may take place during or after a regularly scheduled meeting of the full Board. Such executive sessions shall be held at every regularly scheduled Board meeting. The Lead Independent Director or in his or her absence, the Chair of the Committee presides at the executive sessions.
8. **Communications with Directors.** The Company discloses, in its annual proxy statement and on its website, one or more methods by which stockholders and other interested parties may send communications directly to the Board, including the Chair of the Board and the independent directors as a group.
9. **Access to Employees.** The Board expects that senior officers of the Company will regularly attend Board and committee meetings, present proposals and otherwise assist in the work of the Board. Members of the Board have direct access to any of the Company's employees.
10. **Authority to Engage Advisors.** The Board has the power to hire independent legal, financial or other advisors as it deems necessary or appropriate in the discharge of its duties, without consulting or obtaining the approval of any officer of the Company in advance, and the Company will pay any fees and expenses incurred in connection with the engagement. The Board's committees shall also have the power to retain third parties subject to the parameters of any such retention set forth in their respective charters.
11. **Outside Litigation.** Directors shall notify the Chair of the Committee (and Corporate Officers shall report to the General Counsel) if: (i) they or any company in which they have a controlling interest is named as a defendant in any action, or they become the subject of an action instituted by the SEC, in which it was alleged that they violated any securities law, engaged in any fraudulent conduct, or violated any fiduciary obligations such as that of an officer, director, trustee or partner of a corporation, trust or partnership or (ii) they are named as a defendant in any criminal case, other than a traffic violation/ticket punishable only by a fine of less than \$1000. The Company's D&O Questionnaire shall include a question covering these topics. The General Counsel shall report to the Committee on the results of the D&O Questionnaires annually.

12. **Board Compensation Review.** From time to time, the compensation of non-management directors is reviewed by the Compensation Committee of the Board, including an analysis of director compensation of companies of comparable size, industry and complexity. Changes to director compensation will be proposed to the full Board for consideration. As part of the director's total compensation and to more closely align the interests of the director and the Company's stockholders, the Board believes that a meaningful portion of the director's compensation should be paid in the form of common stock or stock equivalents of the Company.
13. **Stock Ownership.** The Board shall establish the Company's Stock Ownership Guidelines setting forth the stock ownership requirements for the Company's named executive officers, executive committee (consisting of divisional executive vice presidents and corporate executive vice presidents) and non-employee directors.
14. **Confidentiality.** The proceedings and deliberations of the Board and its committees, and any non-public information received in connection with service as a director of the Company, are confidential. Confidential information may only be used by a director for the benefit of the Company, and not for personal benefit or the benefit of any other person or entity. Consistent with their fiduciary and other legal duties to the Company, directors must protect and not use or disclose confidential information for any non-Company purpose.

Committees of the Board

1. **Numbers and Composition of Committees.** The Company will have at all times Audit, Nominating and Governance, and Compensation Committees. The responsibilities of each committee and any membership requirements are contained either in the Company's By-laws or a charter approved by the Board. The Company complies with all applicable Nasdaq rules and regulatory requirements concerning the membership of Board committees, including those with respect to the independence of the directors who serve on those committees. Employees of the Company do not serve on any of the committees, although the staff work needed for each committee is coordinated by a designated officer of the Company. There is no strict committee rotation policy and changes in committee assignments are made based on committee needs, director interest and experience and applicable regulatory and legal considerations; however, the Committee recognizes rotations in committee service help ensure continual development, distribution of work and enhance director education and engagement. The Committee reviews the committee structure of the Board (including an evaluation of whether the Board should create any additional committees that may be required) and the membership of the various committees at least annually and makes recommendations for any changes to the Board. After reviewing the Committee's recommendations, the Board is responsible for appointing the Chair and members to the committees on an annual basis.
2. **Committee Meeting Procedures.** The Chair of each committee, in consultation with the committee members, determines the frequency of committee meetings. Directors are expected to regularly attend meetings of the committees on which they sit and to spend

the time needed to discharge their responsibilities as members of those committees. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the applicable Chair of the appropriate committee in advance of such meeting. The agenda and any background materials for committee meetings may be developed in consultation with committee members, management or the executive officer responsible for supporting the committee and are circulated in advance of a meeting whenever practical. Committee members are expected to review these materials in advance of the meeting. The Chair of each committee reports to the Board after each meeting, and minutes of the committees are circulated to the Board.

Role with Respect to Management

The Board believes that the primary responsibility of the directors is to exercise its business judgement to oversee the affairs of the Company and to act in what it reasonably believes is in the best interests of the Company and its stockholders with day-to-day operations of the Company being the responsibility of management. Management speaks for the Company. Inquiries from institutional investors, analysts, the press, customers and others should be referred to the CEO or other approved officers.

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business, culture, environment, leadership qualities, knowledge, skills, expertise, diversity, integrity and reputation in the business community.

The Chief Executive Officer will present an annual report on succession planning and evaluation of key executives as well as a recommendation to the Board, updated as appropriate, as to his or her successor should he/she be unexpectedly disabled.

Director Orientation and Continuing Professional Development

All new directors are required to participate in an orientation program, which includes the introduction of the new directors to the Company's principal officers and presentations by senior management to familiarize new directors with the Company's strategic plans and business units as well as information on the Company's management, competition, financial reporting and risk-management processes. Continuing professional development opportunities for all other directors will be conducted through the Company's regular Board meetings and Board meeting materials; periodic Board or Board committee presentations by the Company's officers concerning the Company's strategies, business plans, management structure and significant financial, accounting and risk management issues; Board or Board committee presentations by outside parties; and other professional development opportunities, if appropriate and relevant to the duties of a director of the Company, including presentations and educational programs and conferences offered by various outside organizations, with appropriate expenses paid by the Company.

Periodic Evaluation of Guidelines

The Committee reviews and reassesses these Guidelines periodically and submits any recommended changes to the Board for its approval.

Annual Performance Evaluation

The Committee leads the Board in an annual self-evaluation to determine whether the Board and its committees are functioning effectively and in compliance with these Guidelines. Such evaluation includes an assessment of the Board's performance and recommendations for improvement (including an assessment of the flow of information from management to the Board), review and assessment of the continuing independence of the Board's non-management directors, and an assessment whether Board membership and size reflect an appropriate level of diversity. The Committee also evaluates measures in place for the Board of Directors to assess and evaluate the performance of the Chief Executive Officer in key performance areas.. The Committee reviews such evaluations from all of the directors and reports annually to the Board on its assessment of the Board's performance and its recommendations for improvement. All directors are encouraged to make suggestions at any time for the improvement of the Board's practices.