



## Beacon Roofing Supply, Inc.

August 13, 2015

### **Beacon Roofing Supply Receives Early Termination of Hart-Scott-Rodino Waiting Period for its Acquisition of Roofing Supply Group ("RSG")**

HERNDON, Va.--(BUSINESS WIRE)-- Beacon Roofing Supply, Inc. (Nasdaq: BECN) ("Beacon") announced today that it has received early termination of the waiting period required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in connection with its acquisition of Roofing Supply Group ("RSG"). As announced on July 27, 2015, Beacon has entered into a definitive merger agreement to acquire RSG, a leading roofing products distributor owned by investment firm Clayton, Dubilier & Rice ("CD&R"), in a cash and stock transaction valued at approximately \$1.1 billion. The combined company is expected to generate over \$3.7 billion in revenues across 356 locations, will significantly expand Beacon's geographic footprint in the southern and western United States, and will be immediately accretive to adjusted earnings per share. The transaction is expected to close on October 1, 2015.

Paul Isabella, Beacon's CEO and President, stated upon receipt of the Government's early termination notice: "We are very pleased to receive prompt early termination of the HSR waiting period for our RSG acquisition. Everything remains on schedule for our anticipated October 1 closing, and we are excited for the combination of these two great companies, which will allow Beacon to provide even better service and broader product offerings to our customers, greater opportunities for our employees, and increased value for our shareholders."

About Beacon Roofing Supply Inc.: Beacon Roofing Supply, Inc. is the largest publicly traded distributor of residential and non-residential roofing materials and complementary building products, with 274 branches in 42 states in the United States and six provinces in Canada and over \$2.3 billion in revenue in its 2014 Fiscal Year.

Forward-Looking Statements: This release contains information about management's view of Beacon's future expectations, plans and prospects that constitute forward-looking statements for purposes of the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including, but not limited to, those set forth in the "Risk Factors" section of Beacon's latest Form 10-K. In addition, numerous factors could cause actual results with respect to the proposed transaction to differ materially from those in the forward-looking statements, including without limitation, the possibility that the expected synergies, cost savings and tax efficiencies from the proposed transaction will not be realized, or will not be realized within the expected time period; the risk that the Beacon and RSG businesses will not be integrated successfully; the ability to obtain governmental approvals of the proposed transaction on the proposed terms and schedule contemplated by the parties; disruption from the proposed transaction making it more difficult to maintain business and operational relationships; the risk of customer attrition; the possibility that the proposed transaction does not close, including, but not limited to, due to the failure to satisfy the closing conditions; and the ability to obtain the debt financing contemplated to fund the cash portion of the transaction consideration and the terms of such financing. The forward-looking statements included in this press release represent Beacon's views as of the date of this press release and these views could change. However, while Beacon may elect to update these forward-looking statements at some point, Beacon specifically disclaims any obligation to do so, other than as required by federal securities laws. These forward-looking statements should not be relied upon as representing Beacon's views as of any date subsequent to the date of this press release.

This release does not constitute an offer of any securities for sale.

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