



Beacon Roofing Supply, Inc.

September 18, 2015

Beacon Roofing Supply Announces Senior Notes Offering in Connection with its Acquisition of Roofing Supply Group

HERNDON, Va.--(BUSINESS WIRE)-- Beacon Roofing Supply, Inc. (Nasdaq: BECN) ("Beacon") today announced its private offering of \$300 million aggregate principal amount of senior notes due 2023 (the "notes") in connection with its pending acquisition of Roofing Supply Group ("RSG"). Beacon intends to use the net proceeds from the offering of the notes, together with borrowings under its anticipated new senior secured credit facilities, to pay the cash consideration for the RSG acquisition, to refinance certain of Beacon's existing indebtedness, to repay certain existing indebtedness of RSG and to pay related transaction premiums, fees and expenses. 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 in a cash and stock transaction valued at approximately \$1.1 billion (based upon a ten-day volume weighted average price of Beacon common stock as of July 24, 2015). The notes offering is subject to market and other conditions, and there is no assurance that the offering will be completed or, if completed, as to the terms on which it will be completed. The completion of the notes offering is conditioned upon the substantially concurrent consummation of the RSG acquisition, which is currently expected to close on October 1, 2015. Obligations under the notes will initially be guaranteed by certain of Beacon's and RSG's subsidiaries.

The notes and related guarantees will be offered only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons in transactions outside the United States under Regulation S under the Securities Act. The notes and related guarantees have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and other applicable securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the notes. The notes offering is being made only by means of a private offering memorandum, and is not being made to any person in any jurisdiction in which such offer, sale or solicitation is unlawful.

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; 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.

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Beacon Roofing Supply, Inc.

Joseph Nowicki, 571-323-3940
Executive Vice President & Chief Financial Officer
JNowicki@becn.com

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