



Beacon Roofing Supply, Inc.

September 18, 2017

Beacon Roofing Supply, Inc. Announces Public Offering of Common Stock

HERNDON, Va.--(BUSINESS WIRE)-- Beacon Roofing Supply, Inc. (NASDAQ: BECN) ("Beacon") announced today that it is offering to sell, subject to market and other conditions, \$300.0 million in shares of its common stock in an underwritten public offering. In connection with the offering, Beacon will grant the underwriters a 30-day option to purchase up to an additional \$45.0 million in shares of its common stock.

Beacon expects to use the net proceeds from the offering, together with the net proceeds of the previously announced committed convertible preferred equity financing from an entity affiliated with the investment firm Clayton, Dubilier & Rice LLC and the proposed debt financing, to finance the previously announced acquisition (the "Allied Acquisition") of Allied Building Products Corp. ("Allied") and to pay related fees and expenses. Subsequent to the offering, Beacon expects to reduce the amount of the committed convertible preferred equity financing to a minimum of \$400.0 million and to use any remaining net proceeds from the offering to reduce the amount of borrowings incurred in its proposed debt financing. The offering is not contingent on the completion of the Allied Acquisition. If the Allied Acquisition is not completed, Beacon expects to use the net proceeds from the offering for general corporate purposes, which may include strategic acquisitions or the repayment of existing debt.

Citigroup and Wells Fargo Securities are serving as joint book-running managers and as representatives of the underwriters for the offering. BofA Merrill Lynch, RBC Capital Markets and SunTrust Robinson Humphrey are also serving as joint book-running managers of the offering, and Baird, C.L. King & Associates, Raymond James, Seaport Global Securities and William Blair are serving as co-managers.

The offering is being made pursuant to Beacon's effective shelf statement filed with the U.S. Securities and Exchange Commission (the "SEC"). The offering is being made only by means of a prospectus supplement and the accompanying base prospectus, which have been filed with the SEC and are available on the SEC's website, located at <http://www.sec.gov>. Copies of the preliminary prospectus supplement and the accompanying prospectus relating to the offering, and the final prospectus supplement, when available, may be obtained by contacting Citigroup Global Markets Inc., c/o Broadridge Financial Services, 1155 Long Island Avenue, Edgewood, NY 11717, or by email at prospectus@citi.com or by phone at (800) 831-9146; or Wells Fargo Securities, LLC, Attn: Equity Syndicate Department, 375 Park Avenue, New York, NY 10152, by phone at (800) 326-5897 or by email at cmclientsupport@wellsfargo.com. You should read the preliminary prospectus supplement and the accompanying prospectus and other documents Beacon has filed with the SEC for more complete information about Beacon and this offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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. You can identify forward-looking statements by the fact that they do not relate strictly to historic or current facts and often use words such as "anticipate", "estimate", "expect", "believe", "will likely result", "outlook", "project" and other words and expressions of similar meaning. 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 and subsequent SEC filings. 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.

About Beacon Roofing Supply, Inc.

Founded in 1928, Beacon Roofing Supply, Inc. is the largest publicly traded distributor of residential and commercial roofing

materials and complementary building products, operating 383 branches throughout 48 states in the U.S. and 6 provinces in Canada. To learn more about Beacon and its family of regional brands, please visit www.becn.com.

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