

PGT, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

A message from the Chief Executive Officer

My Fellow Employees,

The good name and reputation of PGT, Inc. and its subsidiaries (the “Company”) are a result of the principles and efforts of a high caliber team, the employees of the Company. A shared set of values guides us in the way we do business and how we treat customers, suppliers and each other. The cornerstone of our values is *integrity*; being honest and straightforward in everything we do. Put another way, we *say what we will do and do what we say*. Together, we are responsible for keeping our good name and reputation. Our goal is not just to comply with the laws and regulations that apply to our Company, but to follow high standards of conduct in the daily conduct of our business.

The Company’s Board of Directors (the “Board”) has approved this Code of Business Conduct and Ethics (the “Code”). The purpose of the Code is to clarify the Company’s commitment to an ethical way of doing business. The contents of the Code are not new, however. The policies set forth here are part of the Company’s long-standing tradition of ethical business standards.

We expect all employees, officers and directors to comply with the policies in this Code. Please read the Code carefully and make sure you understand it, what happens if you violate any part of it, how to report violations and the Code’s importance to the success of the Company.

If you have questions, speak to a member of the Compliance Committee or any of the other resources identified in this Code. The Code does not cover every applicable law or provide answers to all questions that might arise. For that, we must ultimately rely on each person’s good sense of what is right, including a sense of when it is right to ask others about the best course of conduct. When in doubt, it is always a good idea to seek such guidance.

If you experience, observe or hear about any violations of this Code, you must report it promptly using the procedures set forth in this Code.

We are committed to providing professional, high quality and competitive services to our customers. Following the policies set forth in the Code will help us achieve that goal.

Sincerely,

Rodney Hershberger
CEO and Board Chairman

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PUTTING THE CODE OF BUSINESS CONDUCT AND ETHICS TO WORK

About the Code of Business Conduct and Ethics

All our employees must be ethical and honest in our relationships with each other and our customers, suppliers, stockholders and others with whom we deal in our business. This means we conduct our business by following both the letter and spirit of all applicable laws and regulations. This Code provides clear policies and procedures to follow as we run our business each day.

This Code does not constitute an employment contract - Nothing in this Code creates an agreement, promise or representation of continued employment.

We hire our employees *at will* - We hire our employees *at will*, which means your employment and compensation are for no definite period of time and may be ended at any time by either you or the Company with or without notice and with or without cause. Only the Chief Executive Officer may make an agreement that varies from these policies. Such an agreement must be in writing and signed by the Chief Executive Officer or his designee.

This Code supersedes old versions - We may withdraw or change our policies and procedures at any time with or without notice. To the extent any prior employee handbooks, policies, practices or procedures, whether written or oral, are inconsistent with this Code, the Code supersedes such handbooks, policies, practices and procedures.

The Company reserves the right to amend, alter or make exceptions to this Code - The Company may, at any time, modify, revoke or change the information, policies and procedures in this Code.

Compliance with laws - We intend all of the policies in this Code to comply with all applicable Federal, state and local laws and regulations. If any policies do not comply with such laws and regulations, you must follow the law and may consider the policies in this Code to be revised to comply with the law.

Meeting Our Shared Obligations

Each of us needs to know and understand the policies and guidelines in this Code. If you have questions, ask them. If you have ethical concerns, raise them. The Compliance Committee, which is responsible for overseeing and monitoring compliance with this Code, and the other resources set forth in this Code are available to answer your questions, provide guidance and receive reports of any suspected violations of this Code. The contact information for the members of the Compliance Committee is on page 17 of this Code. The conduct of each employee, officer and director of the Company must reflect the Company's values, demonstrate ethical leadership and promote a work environment that fosters integrity, ethical conduct and trust.

RESPONSIBILITY TO OUR ORGANIZATION

You are required to comply with the laws, rules and regulations that govern the conduct of our business. If you have questions about the applicability or meaning of a law, rule or regulation, you should consult the General Counsel.

We expect the Company employees, officers and directors to use their best efforts to advance the Company's interests and to base decisions affecting the Company solely on the Company's best interests, independent of any outside influences.

Conflicts of Interest/Related Party Transactions

A conflict of interest occurs when your private interests interfere, or even appear to interfere, with the interests of the Company. A conflict situation can arise when you take actions or have interests that make it difficult, or even appear to make it difficult, for you to perform your Company work objectively and effectively. Your obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual, apparent and potential conflicts of interest between personal and business relationships. This includes full disclosure of any actual, apparent or potential conflicts of interest, such as the examples mentioned below.

Special rules apply to the Chief Executive Officer, President, and senior financial officers of the Company (the "Senior Officers") who engage in conduct that creates an actual, apparent or potential conflict of interest. Before engaging in any such conduct, a Senior Officer must make full disclosure of all facts and circumstances to the General Counsel and, if necessary, obtain the prior written approval of the Audit Committee. This policy is set forth in full in the Supplemental Code of Ethics for Chief Executive Officer, President and Senior Financial Officers of PGT, Inc. (the "Senior Officer Code"). If any provision of this Code conflicts with the Senior Officer Code, the Senior Officer Code will govern the situation.

Although we cannot list every possible conflict, what follows are some common examples of actual, apparent and potential conflicts of interest and to whom employees must report such incidents (other than Senior Officers, who are discussed in the paragraph above). If you know of or are involved in a conflict situation that is not described below, you need to discuss your particular situation with a member of the Compliance Committee.

Improper Personal Benefits from the Company

It is a conflict of interest for an employee, officer or director, or a member of such person's family, to receive an improper personal benefit as a result of his position in the Company. You may not accept any benefits from the Company that have not been duly authorized and approved according to Company practices, including any Company loans or guarantees of your personal obligations. The Company cannot make any personal loan to, nor guarantee any personal obligation of, any director or executive officer.

Financial Interests in Other Businesses

You may not own or possess an interest in any company that competes with the Company. You may not own or possess an interest in any company that does business, whether as a supplier,

customer or otherwise, with the Company without the prior written approval of the Compliance Committee. However, you are permitted to own (a) up to 5% of any class of capital stock of a company registered under the Securities Exchange Act of 1934, as amended, if you do not actively participate in the business of such entity or (b) shares in any mutual fund holding such registered capital stock.

Business Arrangements with the Company

Without prior written approval from the Compliance Committee, you may not participate in a joint venture, partnership or other business arrangement with the Company.

Outside Employment or Activities with a Competitor

You may not work for or serve as an employee, advisor, agent, consultant or director (or similar position) for a competitor while you work for the Company. You may not engage in any activity you intend to or reasonably expect to advance a competitor's interests. You may not market products or services in competition with the Company's current, planned or potential business activities. You must consult with the Compliance Committee to determine whether a planned activity will compete with any of the Company's current, planned or potential business activities before you pursue the activity.

Outside Employment with a Supplier, Dealer or Distributor

Without prior written approval from the Compliance Committee, you may not sell goods or services to the Company or be a representative, employee, advisor, agent, consultant or director (or similar position) of any person or company that sells goods or services to the Company. You may not accept money or benefits of any kind as compensation or payment for any advice or services that you may provide to a supplier, dealer or distributor, or anyone else in connection with its business with the Company.

Family Members Working in the Industry

You cannot enter into a business transaction on behalf of the Company with any supplier, dealer, distributor or competitor of the Company if a member of your family may directly or indirectly benefit from the transaction. If such a situation arises, you must immediately inform a member of the Compliance Committee so that you will not be involved in decisions on behalf of the Company that involve the other company.

While you may not enter into business transactions on behalf of the Company with the other company if a family member may benefit, there may be other situations that simply call for extra sensitivity to security, confidentiality and conflicts of interest. We will decide based on the relationship between the Company and the other company, the nature of your responsibilities as an employee of the Company and those of the other person and the access each of you has to your respective employer's confidential information. Although a situation may appear harmless to you, it could raise suspicions among other employees that affect your working relationships. The mere appearance of a conflict of interest can create as many problems as an actual conflict.

In this case, you'll need to disclose your specific situation to the Compliance Committee, who will help you assess the nature and extent of any concern and how we can resolve it. Sometimes, the risk of a conflict of interest is so remote that we may simply remind you to guard against disclosing the Company's confidential information and not to be involved in decisions on behalf of the Company that involve the other company.

Corporate Opportunities

Employees and directors owe a duty to the Company to advance its legitimate interests whenever possible. If you learn of a business or investment opportunity through the use of corporate property or information or your position at the Company, such as from a competitor, supplier or business associate of the Company, you may not participate in the opportunity or make the investment without the prior written approval from the Compliance Committee. Directors must obtain prior written approval of the Board of Directors to participate in such opportunity. You must consider such an opportunity as an investment opportunity for the Company. You may not use corporate property or information or your position at the Company for improper personal gain or compete with the Company.

Entertainment, Gifts and Gratuities

Receipt of Gifts and Entertainment

When you make business decisions on behalf of the Company, you must base your decisions on uncompromised, objective judgment. When you interact with any person who has business dealings with the Company (including suppliers, dealers, distributors, competitors, contractors and consultants) you must conduct such activities solely in the best interest of the Company. No employee may accept gifts or other benefits if the gift or benefit could affect his business judgment or decisions.

You may receive gifts and business courtesies, including meals and entertainment, if they are of the type and amount customarily and commonly accepted in accordance with standard industry practice and are given and accepted without an express or implied understanding that you are in any way obligated by your acceptance of the gift or that the gift is a reward or inducement for any particular business decision already made or about to be made. You may not accept gifts of cash, bonds, options, stocks, below-market loans or similar items in any amount. If you receive any such items, you must promptly return them to the donor and report the incident to the Compliance Committee.

Offering Gifts and Entertainment

When you are providing a gift, entertainment or other accommodation in connection with Company business, you must do so in a manner that is in good taste. You may not give or offer to give any gift that is not of the type or amount customarily and commonly accepted in accordance with standard industry practice or that is an inducement or reward for entering into a business transaction. Our suppliers and customers frequently have their own gift and entertainment policies. You must be careful never knowingly to provide a gift or entertainment that violates the other company's gift and entertainment policy.

What is acceptable in the commercial business environment may be entirely unacceptable in dealings with the government. There are strict laws that govern providing gifts, including meals, entertainment, transportation and lodging, to government officials and employees. For more information, see the section of this Code entitled “**Interacting with Government**,” beginning on page 14.

We absolutely prohibit giving or receiving *any* payment or gift in the nature of a bribe or kickback.

Protection and Proper Use of Company Assets

We each have a duty to protect the Company’s assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company’s profitability. You must use your best efforts to prevent damage to and theft or misuse of Company property. When you leave the Company, you must return all Company property to the Company. Except as specifically authorized, you must use the Company’s assets, including Company time, equipment, materials, resources and proprietary information, for business purposes only.

Company Books and Records

You must make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company.

You must complete all Company documents accurately, truthfully and in a timely manner, including all travel and expense reports. When applicable, documents must be properly authorized. You must record the Company’s financial activities in compliance with all applicable laws, regulations and accounting practices. We strictly prohibit making false or misleading entries, records or documentation. You must never create a false or misleading report or make a payment or establish an account on behalf of the Company with the understanding that anyone will use part of the payment or account for a purpose other than as described by the supporting documents.

Record Retention

Numerous laws and regulations require retention of certain Company records for various periods of time. The Company will comply with all applicable laws and regulations relating to the preservation of records. We will identify, maintain, safeguard and destroy or retain all records in the Company’s possession on a systematic and regular basis. Under no circumstances may any employee selectively destroy Company records or maintain them outside Company premises or designated storage facilities.

If you learn of a subpoena or a pending or contemplated lawsuit or government investigation, you must contact the General Counsel immediately. You must retain and preserve ALL records that may be responsive to the subpoena or relevant to the litigation or the government investigation until the General Counsel advises you how to proceed. You must also affirmatively preserve from destruction all relevant records that, without intervention, would

automatically be destroyed or erased (such as e-mails and voicemail messages). Destruction of such records, even if inadvertent, could seriously prejudice the Company. If you have any questions regarding whether a particular record pertains to a pending or contemplated government investigation or lawsuit or may be responsive to a subpoena or regarding how to preserve particular types of records, you must preserve the records in question and ask the General Counsel for advice.

Confidential Information

All employees may learn facts about the Company's business, plans, operations or "secrets of success" that are not known to the general public or to competitors. Customer data and marketing or strategic plans are examples of the Company's confidential information or trade secrets. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or the customers we serve, if disclosed. During the course of performing your responsibilities, you may obtain confidential information concerning possible transactions with other companies or concerning other companies which the Company may be under an obligation to maintain as confidential.

You must maintain the confidentiality of information entrusted to you by the Company or the customers we serve, except when disclosure is appropriately authorized or legally mandated. Employees who possess or have access to confidential information or trade secrets must:

- Not use confidential information for their own benefit or the benefit of persons inside or outside of the Company;
- Carefully guard against disclosure of confidential information to people outside the Company. For example, you should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard, such as taxis, public transportation, elevators or restaurants; and
- Not disclose confidential information to another Company employee unless the employee needs the information to carry out business responsibilities.

Confidentiality Agreements are commonly used when the Company needs to disclose confidential information to suppliers, dealers, distributors, consultants, joint venture participants, or others. A Confidentiality Agreement puts the person receiving confidential information on notice that he must maintain the secrecy of such information. If, in doing business with persons not employed by the Company, you foresee that you may need to disclose confidential information, you should call the General Counsel and discuss the utility of entering into a Confidentiality Agreement.

Your obligation to treat information as confidential does not end when you leave the Company. Upon the termination of your employment, you must return everything that belongs to the Company, including all documents and other materials containing Company and customer confidential information. You must not disclose confidential information to a new employer or to others after ceasing to be an employee of the Company.

You may not disclose your previous employer's confidential information to the Company. Of course, you may use general skills and knowledge acquired during your previous employment.

Employee Inventions

Any idea, invention, technique, modification, process, or improvement (whether patentable or not), and any work of authorship (whether or not copyright protection may be obtained for it) created, conceived, or developed in whole or in part by you while employed by the Company that relates to the business of the Company, and any such item created by you in whole or in part, following termination of the your employment with the Company, that is based upon or uses the Company's confidential information is an "Employee Invention" and will belong exclusively to the Company. You acknowledge that all of your writing, works of authorship, and other Employee Inventions are works made for hire and the property of the Company, including any copyrights, patents, or other intellectual property rights pertaining thereto.

Insider Trading

Company policy and the law prohibit you from buying or selling securities of the Company at a time when you possess "material non-public information." Passing "material non-public information" to someone who may buy or sell securities – known as "tipping" – is also illegal. The prohibition applies to the Company securities and to securities of other companies if you learn material non-public information about other companies in the course of your duties for the Company. All trading in the Company stock by Company employees is subject to the requirements set forth in the Company's Policy on Insider Trading and Addendum to the Policy on Insider Trading.

Information is "material" if

- there is a substantial likelihood that a reasonable investor would consider the information important in determining whether to trade in a security; or
- the information, if made public, would likely affect the market price of a company's securities.

Material information includes, but is not limited to, unannounced dividends, earnings, financial results, new or lost contracts or products, sales results, important personnel changes, business plans, possible mergers, acquisitions, divestitures or joint ventures, important litigation developments and important regulatory, judicial or legislative actions.

Information may be material even if it relates to future, speculative or contingent events and even if it is significant only when you consider it in combination with publicly available information. Information is non-public unless it has been adequately disclosed to the public, which means that the information must be publicly disclosed and adequate time must have passed for the securities markets to digest the information. Examples of adequate disclosure include public filings with securities regulatory authorities and the issuance of press releases and may also include meetings

with members of the press and the public. Although there is no fixed period for how long it takes the market to absorb information, an employee who is aware of material non-public information needs to refrain from any trading activity for approximately two full trading days following its official release. Shorter or longer waiting periods may be warranted based on the liquidity of the security and the nature of the information.

Do not disclose material non-public information to anyone, including co-workers, unless the person receiving the information has a legitimate need to know the information for purposes of carrying out the Company's business. If you leave the Company, you must maintain the confidentiality of such information until the Company adequately discloses it to the public. If you have any questions about the adequacy of disclosure of information, contact the General Counsel.

Notwithstanding the prohibition against insider trading, the law and Company policy permit Company employees, directors and officers to trade in Company securities regardless of their awareness of material nonpublic information if the transaction is made pursuant to a pre-arranged trading plan that was established in compliance with applicable law and was entered into when the person was not in possession of material nonpublic information. A person who wishes to enter into a trading plan must submit the plan to the General Counsel for approval prior to the adoption, modification or termination of the trading plan.

For more detailed information regarding the Company's policies and procedures with respect to insider trading, see the Company's Policy on Insider Trading and Addendum to the Policy on Insider Trading, both of which are available from the General Counsel and on the Company's website.

Trademarks, Copyrights and Other Intellectual Property

Trademarks

Our logos and names such as PGT, WinGuard[®] Impact-Resistant Windows and Doors, PGT EnergyVue[®], PGT PremierVue[®], PGT[®] Aluminum and Vinyl Windows and Doors and Eze-Breeze[®] Sliding Panels, CGI[®], Targa[®], CGI Estate Collection Impact Resistant Windows and Doors[®], CGI Commercial Series Impact Resistant Windows and Door[®], CGI Estate Entrances, Peace of Mind Never Looked So Good[®], and Sentinel by CGI Impact Resistant Windows and Doors[®] are examples of Company trademarks. Always use our trademarks properly and advise the Compliance Committee of infringements by others. Always use the trademarks of third parties according to applicable laws and regulations.

Copyright Compliance

Copyright laws may cover works of authorship such as books, articles, drawings, computer software and other such materials. It is a violation of those laws and of the Company's policies to make unauthorized copies of, or derivative works based upon, copyrighted materials. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted.

The Company licenses the use of much of its computer software from outside companies. In most instances, this computer software is protected by copyright. You may not make, acquire or

use unauthorized copies of computer software. Direct any questions concerning copyright laws to the General Counsel.

Intellectual Property Rights of Others

It is Company policy not to infringe upon the intellectual property rights of others. When using the name, trademarks, logos or printed materials of another company, including any such uses on the Company's website, you must do so properly and in accordance with applicable law.

Computer and Communication Resources

The Company's computer and communication resources, including computers, voicemail and e-mail, provide substantial benefits, but they also present significant security and liability risks to you and the Company. It is extremely important that you take all necessary measures to secure your computer and any computer or voicemail passwords. Password protect all sensitive, confidential or restricted electronic information. If you send sensitive, confidential or restricted information across the internet, you must protect it by Company-approved encryption software. If you believe your password has been taken, or that someone has compromised the security of a Company computer or communication resource, you must change your password immediately and report the incident to the IT Department.

When you are using Company resources to send e-mail, voicemail or to access internet services, you are acting as a representative of the Company. Any improper use of these resources may reflect poorly on the Company, damage its reputation and expose you and the Company to legal liability.

All of the computing resources used to provide computing and network connections throughout the organization are the property of the Company and are intended for use by Company employees to conduct the Company's business. All e-mail, voicemail and personal files stored on Company computers are Company property and can be accessed by authorized employees of the Company. Employees should have no expectation of personal privacy in connection with these resources. The Company may, from time to time and at its sole discretion, review any files stored or transmitted on its computer and communication resources, including e-mail messages, for compliance with Company policy.

You must not use Company resources in a way that may be disruptive or offensive to others or unlawful. When you send e-mail or transmit any other message or file, you should not transmit comments, language, images or other files that are illegal, in violation of the Company policies or are clearly offensive. Remember that your "private" e-mail messages are easily forwarded to a wide audience, both within and outside the Company. In addition, do not use these resources in a wasteful manner. Unnecessarily transmitting messages and other files wastes not only computer resources, but also the time and effort of each employee having to sort and read through his own e-mail.

Use of computer and communication resources must be consistent with all other Company policies including our harassment, privacy, copyright, trademark, trade secret and other intellectual property considerations.

Responding to Inquiries from the Press and Others

Company employees who are not official Company spokespersons may not speak with the press, securities analysts, other members of the financial community, stockholders or other investors, groups or organizations as a Company representative or about Company business unless specifically authorized to do so by a member of the Compliance Committee. Refer requests for financial or other information about the Company from the press, securities analysts, other members of the financial community, stockholders or other investors, groups or organizations to a member of the Compliance Committee. Refer requests for information from regulators or the government to a member of the Compliance Committee.

FAIR DEALING

The Company depends on its reputation for quality, service and integrity. The way we deal with customers, suppliers, employees and competitors molds our reputation, builds long-term trust and ultimately determines our success. Deal fairly with the Company's customers, suppliers, dealers, distributors, employees and competitors. We must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Antitrust Laws

While the Company competes vigorously in all of its business activities, we must conduct our efforts in the marketplace in accordance with all applicable laws and regulations, including antitrust and competition laws. Each of the countries in which the Company does business has antitrust or competition laws that must be observed. While it is impossible to describe antitrust and competition laws fully in any code of business conduct, this Code will give you an overview of some types of conduct that are particularly likely to raise antitrust concerns. If you are or become engaged in activities similar to those identified in this Code, you should immediately consult the General Counsel for further guidance.

Conspiracies and Collaborations among Competitors

One of the primary goals of the antitrust laws is to promote and preserve each competitor's independence when making decisions on price, output and other competitively sensitive factors. Some of the most serious antitrust offenses are agreements between competitors that limit independent judgment and restrain trade, such as agreements to fix prices or to divide a market for customers. Do not agree with any competitor on any of these topics, because these agreements are almost always unlawful, regardless of your motive or intent. (In other words, no excuse will absolve you or the Company of liability if you engage in these acts.)

Unlawful agreements need not take the form of a written contract or even express commitments or mutual assurances. Courts can—and do—infer agreements based on “loose talk,” informal discussions or the mere exchange between competitors of information that could lead to pricing or other collusion. Any communication with a competitor's representative, no matter how innocent it may seem at the time, may later be subject to legal scrutiny and form the basis for accusations of improper or illegal conduct. You should take care to avoid involving yourself in

situations from which anyone could infer an unlawful agreement. If you become involved in such a situation, you should remove yourself from the situation immediately and promptly report the incident to the General Counsel.

Penalties

Failure to comply with the antitrust laws can result in jail terms for individuals and large criminal fines and other monetary penalties for both the Company and individuals. In addition, private parties may bring civil suits to recover three times their actual damages, plus attorney's fees and court costs.

The antitrust laws are extremely complex. Because antitrust lawsuits can be very costly, even when a company did not violate the antitrust laws and is cleared in the end, it is important to consult with a member of the Compliance Committee before engaging in any conduct that might even appear to create the basis for an allegation of wrongdoing. It is far easier to structure your conduct to avoid erroneous impressions than to have to explain your conduct in the future when an antitrust investigation or action is in progress. For that reason, when in doubt, always consult the General Counsel with your concerns.

Gathering Information about the Company's Competitors

It is entirely proper for us to gather information about our marketplace, including information about our competitors and their products and services. However, there are limits to the ways that you can acquire and use information, especially information about competitors. In gathering competitive information, you must comply with the following guidelines:

- We may gather information about our competitors from sources such as published articles, advertisements, brochures, other non-proprietary materials, surveys by consultants and conversations with customers, as long as those conversations in no way suggest that we are attempting to (a) conspire with our competitors using the customer as a messenger or (b) gather information through other wrongful means. You should be able to identify the source of any information about competitors; and
- If there is any indication that information that you obtain was not lawfully received by the party in possession, you should refuse to accept it. If you receive any competitive information anonymously or that is marked confidential, you should not review it and must contact the General Counsel immediately.

The improper gathering or use of competitive information can subject you and the Company to both criminal and civil liability. If you are in doubt as to whether a source of information is proper, contact the General Counsel.

RESPONSIBILITY TO OUR PEOPLE

Respecting One Another

The way we treat each other and our work environment affects the way we do our jobs. All employees want and deserve a work place where people respect and appreciate them. Everyone who works for the Company must contribute to the creation and maintenance of such an environment. Supervisors and managers have a special responsibility to foster a workplace that supports honesty, integrity, respect and trust.

Employee Privacy

We respect the privacy and dignity of all individuals. The Company collects and maintains personal information that relates to your employment, including medical and benefit information. We take special care to limit access to personal information to Company personnel with a legitimate need to know such information. Employees who are responsible for maintaining personal information and those who have access to such information must not disclose private information in violation of applicable laws or regulations or in violation of the Company's policies.

Employees may not search for or retrieve items from another employee's workspace without prior approval of that employee or management. Similarly, you may not use communication or information systems to obtain access to information directed to or created by others without the prior approval of management, unless such access is part of your job function and responsibilities at the Company.

Do not keep personal items, messages or information that you consider to be private in telephone systems, computer or electronic mail systems, office systems, offices, work spaces, desks, credenzas or file cabinets. The Company reserves all rights, to the fullest extent permitted by law, to inspect such systems and areas and to retrieve information or property from them when deemed appropriate in the judgment of management.

For additional information, see the Company's Policy on Technology Use.

Equal Employment Opportunity and Nondiscrimination

We have a policy of *equal employment opportunity*. We will seek qualified applicants for positions throughout the Company without regard to race, color, religion, national origin, sex, age, pregnancy, veteran/military status or disability (where the applicant or employee is qualified to perform the essential functions of a job with or without reasonable accommodation) or any other protected class in accordance with all applicable Federal and state laws. This policy fully embraces equality of opportunity with respect to all employment matters. We will administer all personnel actions such as compensation, benefits, transfers, layoffs and return from layoffs, Company-sponsored training, education, assistance and social recreational programs without regard to race, color, religion, sex, national origin, age, pregnancy, disability (where the applicant or employee is qualified to perform the essential functions of a job with or without reasonable accommodation) or veteran/military status.

You must treat all Company personnel, customers, suppliers and others with respect and dignity and in accordance with these policies.

Sexual and Other Forms of Harassment

Company policy strictly prohibits any form of harassment in the workplace, including sexual harassment. The Company will take prompt and appropriate action to prevent and, when necessary, discipline behavior that violates this policy. For additional information, see "Harassment/Sexual harassment" in the Employee Handbook.

Sexual harassment consists of unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when:

- submission to such conduct is an explicit or implicit term or condition of employment;
- submission to or rejection of such conduct is used as a basis for employment decisions; or
- such conduct unreasonably interferes with an individual's work performance or creates an intimidating, offensive or hostile work environment.

Forms of sexual harassment include, but are not limited to, the following:

- verbal harassment, such as unwelcome comments, jokes or slurs of a sexual nature;
- physical harassment, such as unnecessary or offensive touching, or impeding or blocking someone's path to force contact; and
- visual harassment, such as derogatory or offensive posters, cards, cartoons, graffiti, drawings or gestures.

Other Forms of Harassment

Company policy also prohibits harassment on the basis of other characteristics. Under this policy, harassment is verbal or physical conduct that degrades or shows hostility or hatred toward an individual because of his race, color, religion, national origin, citizenship, sex, pregnancy, age veteran/military status, disability (when applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), or any other protected classes in accordance with all applicable Federal and state laws and regulations, which:

- has the purpose or effect of creating an intimidating, hostile or offensive work environment;
- has the purpose or effect of unreasonably interfering with an individual's work performance; or
- otherwise adversely affects an individual's employment.

Harassing conduct includes, but is not limited to, the following: epithets, slurs, negative stereotyping, threatening, intimidating or hostile acts and written or graphic material that ridicules or shows hostility or aversion to an individual or group and that is posted on the Company premises or circulated in the workplace.

Reporting Responsibilities and Procedures

If you believe you have been subjected to harassment, abuse or discrimination of any kind, if you feel comfortable doing so, ask the offender in a firm, professional manner to stop such behavior. This will put a stop to it *most* of the time. If the behavior does not stop, or if, for any reason, you are not comfortable communicating directly with the individual engaging in the offending conduct, you must promptly report the incident to your immediate supervisor, your Human Resources Generalist, the head of Human Resources, and/or the Business Ethics Hotline at 1-877-483-7137 (the Business Ethics Hotline is described in more detail on page 18 of this Code). The Company considers harassment, abuse and discrimination to be very serious and will investigate any such complaints promptly and thoroughly. Any complaint will be kept confidential to the extent reasonably possible. The Company will not retaliate against any employee for making a good faith complaint or report of suspected harassment or participating in the investigation of such a complaint or report.

Also use this complaint procedure if you believe that a non-employee with whom you are working has engaged in prohibited conduct. Supervisors and managers must promptly report all complaints of harassment, as well as conduct or incidents they see, hear or otherwise become aware of that are potentially harassing, to their Human Resources Generalist or the head of Human Resources.

Any employee who is found to be responsible for harassment, or for retaliating against any individual for reporting a good faith claim of suspected harassment or cooperating in an investigation, will be subject to disciplinary action, up to and including termination of employment.

Safety in the Workplace

The safety and security of employees is of primary importance. You are responsible for maintaining our facilities free from recognized hazards and obeying all the Company safety rules. Maintain all work areas in a clean and orderly state to encourage efficient operations and promote good safety practices. For more information, see "Safety and Security" in the Employee Handbook.

Weapons and Workplace Violence

No employee may bring firearms, explosives, incendiary devices or any other weapons into the workplace or any work-related setting, regardless of whether or not employees are licensed to carry such weapons. However, we will allow police officers, security guards and other individuals who have been given consent by the Company to carry a weapon on Company property. The Company will not tolerate any level of violence in the workplace or in any work-

related setting. Report violations of this policy to the Compliance Committee Human Resources immediately. Call the police at 911 if there are threats or assaults that require immediate attention.

Drugs and Alcohol

The Company intends to maintain a drug-free work environment. Except at approved Company functions, you may not use, possess or be under the influence of alcohol on Company premises.

You cannot use, sell, attempt to use or sell, purchase, possess or be under the influence of any illegal drug on Company premises or while performing Company business on or off the premises.

For more information see "Drug and Alcohol Policy" in the Employee Handbook.

INTERACTING WITH GOVERNMENT

Prohibition on Gifts to Government Officials and Employees

The various branches and levels of government have different laws and regulations restricting gifts, including meals, entertainment, transportation and lodging, that may be provided to government officials and government employees. You must be aware of and strictly follow these restrictions.

Political Contributions and Activities

Laws and regulations of certain jurisdictions prohibit the use of Company funds, assets, services or facilities on behalf of a political party or candidate. Do not make payments of corporate funds to any political party, candidate or campaign unless they are permitted under applicable law and approved by the Compliance Committee.

We consider your work time the equivalent of a contribution by the Company. Therefore, we will not pay for any time spent running for public office, serving as an elected official or campaigning for a political candidate. The Company will also not compensate or reimburse you, in any form, for a political contribution that you intend to make or have made.

Lobbying Activities

Laws and regulations of some jurisdictions require registration and reporting by anyone who engages in a lobbying activity. Generally, lobbying includes:

- communicating with any member or employee of a legislative branch of government for the purpose of influencing legislation;
- communicating with certain government officials for the purpose of influencing government action; or
- engaging in research or other activities to support or prepare for such communication.

So that the Company may comply with lobbying laws and regulations, you must notify the Compliance Committee before engaging in any activity on behalf of the Company that might be considered “lobbying” as described above.

ACCOUNTING MATTERS AND FRAUD

The Company will comply with applicable securities laws and regulations, accounting standards and internal accounting controls. You must report any complaints or concerns regarding securities laws and regulations, accounting practices, internal accounting controls and auditing matters (“Accounting Matters”) immediately to a member of the Compliance Committee.

You must also report any complaints or concerns regarding fraud immediately. Fraud means an intentional deception, misappropriation of resources, manipulation of data to the advantage or disadvantage of a person or the Company or other similar inappropriate conduct based on reasonable expectations of ethical conduct. The categories of financial fraud are as follows:

- Fraudulent financial reporting – inappropriate earnings management or “cooking the books” (e.g. intentional overstatement of assets or understatement of liabilities, etc.);
- Misappropriation of assets – embezzlement, payroll fraud and theft;
- Expenditures and liabilities for improper or illegal purposes – bribery or other improper payment schemes that can result in reputation loss; and
- Fraudulently obtaining revenue and assets and/or avoiding costs and expenses – schemes against employees or third parties, or schemes to avoid expenses, such as tax fraud.

Examples of fraud include:

- Forgery or alteration of any account, record, check or other document;
- Failure to account for monies collected;
- Misappropriation of funds, securities, supplies or other assets;
- Impropriety in the handling or reporting of money or financial transactions;
- Profiteering as a result of insider knowledge of Company activities; and
- Knowingly providing false information.

You can make reports regarding Accounting Matters or fraud to the Audit Committee by submitting them to the Compliance Committee in person, by telephone or in writing (either through interoffice or regular mail). You can also make reports to the Chairman of the Audit Committee via the Business Ethics Hotline by requesting the report to be directly sent to the Chairman of the Audit Committee. The Business Ethics Hotline number is 1-877-483-7137.

You can report to the Business Ethics Hotline anonymously. No one will be subject to retaliation because of a good faith report of a complaint or concern regarding Accounting Matters or fraud.

IMPLEMENTATION OF THE CODE

Responsibilities

While each of us is individually responsible for putting this Code to work, the Company has a number of resources, people and processes in place to answer our questions and guide us through difficult decisions.

Copies of this Code are available from the Human Resources department or the Compliance Committee. The Code is also posted on the Company's website (www.pgtindustries.com). All management level employees and directors must sign a statement of compliance with the Code each year.

Seeking Guidance

This Code cannot provide definitive answers to all questions. If you have questions regarding any of the policies discussed in this Code, or if you are in doubt about the best course of action in a particular situation, please seek guidance from a member of the Compliance Committee or the other resources identified in this Code.

Reporting Violations

If you know of or suspect a violation of applicable laws or regulations, this Code or the Company's other policies or if you have any concerns about accounting practices, internal accounting controls or audit matters, you must immediately report that information in person, by telephone or in writing to the appropriate source, as described below. **This includes the obligation to report any known or suspected fraud.**

For equal employment opportunity, discrimination, sexual and other forms of harassment and safety in the workplace issues, you may report to your supervisors, your Human Resources Generalist or the head of Human Resources (as set forth in this Code and in the Employee Handbook or the Business Ethics Hotline. For all other matters, you may report to the Business Ethics Hotline or the Compliance Committee). For Accounting Matters (as defined above) and fraud, you may request the Business Ethics Hotline to report the matter directly to the Chairman of the Audit Committee.

You may report to the Business Ethics Hotline anonymously. We will treat all reports confidentially to the extent reasonably possible. No one will be subject to retaliation because of a good faith report regarding any actual or suspected violation of applicable laws or regulations, this Code or the Company's other policies or regarding Accounting Matters or fraud.

The Compliance Committee

The members of the Compliance Committee are:

Debbie LaPinska, Vice President - Human Resources - PGT
Brad West, Chief Financial Officer - PGT
Todd King, General Counsel - PGT
Maria Elena Gurdian, Human Resource Manager CGI Windows & Doors & CGI Commercial CGI
Maria Elena Gurdian, Human Resource Manager - WinDoor

To the extent possible, please address your issues to the Compliance Committee as follows:

Accounting and financial issues	-	Brad West
Legal and other issues	-	Todd King
Human Resources and employment issues	-	Debbie LaPinska
Matters related to CGI	-	Maria Elena Gurdian
Matters related to WinDoor	-	Maria Elena Gurdian

However, you may contact any member of the Compliance Committee (by phone, e-mail or interoffice, regular or overnight mail) with regard to any matter.

Contact the Compliance Committee at Company Headquarters at:

PGT, Inc.
1070 Technology Drive
North Venice, FL
Tel: (941) 480-1600
Fax: (941) 486-8634

The Business Ethics Hotline

The Company has a confidential Business Ethics Hotline to receive reports of violations of applicable laws or regulations, this Code or the Company's other policies or any Accounting Matters or fraud. It is run by an independent third party. **You can reach the Business Ethics Hotline by calling 1-877-483-7137.** It is available 24 hours a day, seven days a week. You can use the Business Ethics Hotline or the other methods set forth in this Code to report violations of applicable laws or regulations, Accounting Matters, fraud, this Code, and the Company's other policies. You may report suspected violations to the Business Ethics Hotline anonymously or you can use your name. However, providing your name may expedite the investigation process and allows the Company to contact you, if necessary, during any investigation. Either way, you must treat the information that you provide as confidential.

We will document all reports received by the Business Ethics Hotline. The General Counsel will forward reports regarding Accounting Matters to the Audit Committee in an appropriate manner depending on the magnitude and severity of the situation.

Investigations of Suspected Violations

The Company will investigate all reported violations. It is essential that reporting persons not conduct their own preliminary investigations since such investigations may involve complex legal issues. Acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

Discipline for Violations

The Company intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with its Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law, regulations and agreements, the Company employees who violate this Code and other Company policies and procedures may be subject to disciplinary action, up to and including termination of their employment.

Waivers of the Code

The Company may waive application of the policies set forth in this Code only where circumstances warrant granting a waiver. Only the Audit Committee may waive any violation of this Code by directors or executive officers. Any such waivers must promptly be disclosed as required by applicable laws and regulations.

Annual Monitoring of the Code

The adequacy of this Code will be reviewed at least annually by the Company's management.

No Rights Created

This Code is a statement of the basic principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to, and it does not, create any obligations to, or rights in, any employee, director, client, supplier, competitor, stockholder or any other person or entity.

Remember

Ultimate responsibility to ensure that we as a company comply with the many laws, regulations and ethical standards affecting our business rests with each of us. You must become familiar with, and conduct yourself in compliance with, these laws regulations and standards and the Company's policies and procedures pertaining to them.

ACKNOWLEDGMENT FORM

I have received and read the Code of Business Conduct and Ethics (the “Code”). I understand its contents. I agree to comply fully with the standards, policies and procedures contained in the Code and the Company’s related policies and procedures. I understand that I have an obligation to report any suspected violations of the Code that I know about. I acknowledge that the Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

Printed Name

Signature

Date