

CODE OF BUSINESS ETHICS

TopBuild Corp.

Maintaining the highest standard of ethics in the conduct of our business is our corporate policy and has always been an integral part of the TopBuild Corp. culture. Our reputation for ethical business practices is one of our most valued assets.

1. COMPLYING WITH LAW

All employees, officers and members of the Board of Directors (“**Directors**”) of TopBuild Corp. and its subsidiaries (collectively, “**TopBuild**” or the “**Company**”) must respect and comply with all laws, rules and regulations applicable to the Company. Such legal compliance includes, without limitation, compliance with “insider trading” laws and the Company’s policy with respect to insider trading, sexual and other forms of illegal harassment and non-discrimination laws. The Company maintains separate policies that provide more detailed information on compliance with specific legal requirements for these and other matters, and you must familiarize yourself and comply with these policies.

2. CONFLICTS OF INTEREST

All conflicts of interest between employees, officers and Directors of the Company and the Company’s interests are prohibited. A “conflict of interest” exists whenever an individual’s own interests interfere or conflict in any way with the interests of the Company. For example, accepting gifts, entertainment or other personal benefits of any significance from the Company’s customers or suppliers always raises the potential for a conflict of interest. A conflict situation can also arise when an employee, officer or Director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively.

3. CORPORATE OPPORTUNITY

Except under guidelines approved by the Board of Directors, employees, officers and Directors are prohibited from: (a) taking for themselves personally opportunities that properly belong to the Company or are discovered through the use of Company property, information or position; (b) using Company property, information or position for personal gain; or (c) activities that compete with the Company.

4. CONFIDENTIALITY

Employees, officers and Directors of the Company must maintain the confidentiality of confidential information entrusted to them by the Company or its suppliers or customers, except when disclosure is authorized by the Vice President and General Counsel or his or her designee or required by laws, regulations or legal proceedings.

5 FAIR DEALING

Each employee, officer and Director must endeavor to deal fairly with the Company’s customers,

suppliers, competitors and each other. We will not take advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or any other unfair dealing practice.

6. PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees, officers and Directors must protect the Company's assets and ensure their efficient use for legitimate business purposes. Theft, carelessness and waste have a direct negative impact on the Company's profitability, reputation and success.

7. PUBLIC COMPANY REPORTING

As a public company, it is of critical importance that the Company's filings with the Securities and Exchange Commission be accurate and timely. Depending on your position within the Company, you may be called upon to provide information to assure that the Company's public reports are full, fair, accurate, timely and understandable. The Company expects you to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

8. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR AND COMPLIANCE WITH THIS CODE

Our Code of Business Ethics mandates legal and ethical conduct in all business dealings and does not address specific factual situations. You are encouraged to talk to your supervisor or human resources representative about any illegal, unethical or other questionable behavior that you observe or whenever you are unsure about the best course of action in a particular situation. If you are concerned that others may be violating this Code or that other illegal or unethical conduct has occurred or may occur, then you should promptly contact your supervisor or human resources representative.

If you do not believe it would be appropriate, or you are not comfortable approaching your supervisor or human resources representative, then you should either call the TopBuild Ethics Hotline at 1-855-255-1026 in the U.S. or Canada, and in other countries at the number posted at your workplace, or contact TopBuild's General Counsel at legal@topbuild.com or his or her designee. The TopBuild Ethics Hotline is available for you to discuss any concerns you may have regarding illegal or unethical behavior, including, without limitation, complaints about accounting, internal accounting controls or auditing matters. Reports to the Hotline can be made on a confidential basis, and this confidentiality will be protected, subject to applicable law, regulation or legal proceedings. You can call the TopBuild Ethics Hotline or contact the Governance Committee or the General Counsel or his or her designee. Conflicts of interest or other situations involving TopBuild's General Counsel should be brought to the attention of the Chief Executive Officer and the Audit Committee of the Board of Directors.

All TopBuild employees, officers and Directors are expected to comply with this Code. Failure to comply may result in disciplinary action, including termination.

9. NO RETALIATION

The Company does not permit retaliation of any kind by or on behalf of the Company and its employees, officers and Directors against good faith reports or complaints of violations of this Code or other illegal or unethical conduct.

10. AMENDMENT, MODIFICATION AND WAIVER

This Code may be amended by the Board of Directors. Any waiver of this Code for executive officers or senior financial officers may be authorized only by the Board or the Audit Committee. Waivers of this Code for Directors may be authorized only by the Board or the Governance Committee. Any waiver of this Code for other employees may be authorized only by the Company's General Counsel or his or her designee.