

**CORPORATE GOVERNANCE GUIDELINES
OF
SITEONE LANDSCAPE SUPPLY, INC.**

Approved by the Board of Directors on February 5, 2020
Effective as of February 5, 2020

The Board of Directors (the “Board”) of SiteOne Landscape Supply, Inc. (the “Company”) has adopted the following guidelines as a general framework to assist the Board in carrying out its responsibility for the business and affairs of the Company to be managed by or under the direction of the Board and in furtherance of its continuing effort to enhance its corporate governance. The Board and the Nominating and Corporate Governance Committee of the Board will review and amend these guidelines from time to time as they deem necessary and appropriate.

1. Board and Director Responsibilities

The business and affairs of the Company will be managed under the direction of the Board. Each director will act in what he or she reasonably believes to be in the best interests of the Company and its stockholders, and must exercise his or her business judgment.

Each director, will, in the performance of such director’s duties, be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company’s officers or employees, or committees of the Board, or by any other person as to matters such director reasonably believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

As a condition of service, each director will maintain the confidential nature of all Board deliberations and discussions and any non-public information about the Company.

2. Size of the Board

The size of the Board may be modified by resolution adopted from time to time by the Board. The Board may consider expanding its size to accommodate an outstanding candidate or candidates or in order to meet applicable independence requirements imposed by law or stock exchange regulation or reducing its size if the Board determines that a smaller Board would be more appropriate, subject to compliance with applicable laws and stock exchange requirements. The Nominating and Corporate Governance Committee will periodically review the size of the Board and recommend any proposed changes to the Board. In conducting its periodic assessment of the composition of the Board, the Nominating and Corporate Governance Committee will make recommendations for changes in the size of the Board as appropriate, taking into account the goal of having a Board size appropriate to provide diversity of thought and experience, as well as individual accountability.

3. Director Qualification Standards

The Board will have a majority of members who will satisfy the independence requirements of the New York Stock Exchange (“NYSE”) relating to directors. A director will be deemed independent if the Board has made an affirmative determination that such director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). The Board will review the independence of each director annually, or more frequently if required by applicable law or stock exchange regulation.

4. Office of Chairman

A Chairman of the Board will be elected by the Board from among its members to preside at all meetings of the Board. It is the policy of the Board that it may choose in its discretion whether to separate or combine the offices of Chairman of the Board and Chief Executive Officer on a case-by-case basis. The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman of the Board and Chief Executive Officer in any way that is in the best interests of the Company at a given point in time.

5. Lead Director

When the position of Chairman of the Board is not held by an independent director, a Lead Director will be appointed by the Board. The Lead Director will be selected from among the independent directors by a majority of the independent directors. In addition to other duties and responsibilities of the Lead Director set forth in these Guidelines, the Lead Director will:

- Act as a liaison between non-management and independent directors and the Chairman of the Board;
- Consult with the Chairman of the Board on, and approve, the schedules, agendas and information provided to the Board for each meeting;
- Consult with the Chairman of the Board on such other matters that are pertinent to the Company and the Board;
- Call meetings of non-management and independent directors by providing appropriate notice of such meetings in accordance with the Bylaws of the Company;
- Chair executive sessions of non-management and independent directors;
- Chair Board and shareholder meetings when the Chairman of the Board is not present;
- Be available for consultation and direct communication with major shareholders upon request;
- Consult with the Chief Executive Officer on matters relating to management effectiveness and Board performance; and
- Carry out such other duties as requested by the Board or the Chairman of the Board.

6. Board Membership Criteria

The Nominating and Corporate Governance Committee will recommend to the Board criteria for the selection of new directors and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.

The Board seeks members from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. Individuals will be considered for nomination to the Board based on their business and professional experience, judgment, diversity, age, skills and background. Directors should demonstrate a commitment to full participation on the Board and its committees.

7. Selection of New Director Candidates

The Board will select new director candidates based on the recommendations of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will identify and recommend to the Board candidates the Nominating and Corporate Governance Committee believes are qualified and suitable to become members of the Board consistent with the criteria for selection of new directors adopted from time to time by the Board, and recommend to the Board the nominees to stand for election as directors at each annual meeting of stockholders, or, if applicable, at any special meeting of stockholders.

8. Term Limits

In accordance with the Company's By-Laws, there are no established term limits for service on the Board.

9. Mandatory Retirement Age

Directors are required to retire from the Board when they reach the age of 72; a Director elected to the Board prior to his or her 72nd birthday may continue to serve until the annual stockholders meeting coincident with or next following his or her 72nd birthday. Directors will not be nominated for election or re-election to the Board after their 72nd birthday, although the full Board may nominate candidates over 72 for election or re-election for what it considers special circumstances.

10. Notification of Additional Board Service

No director will serve on more than four other public company boards (for the avoidance of doubt, a public company is a company with publicly traded equity). Directors will advise the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board.

Service on boards and committees of other organizations should be consistent with the Conflict of Interest Policy set forth in the Company's Business Code of Conduct and Ethics. If a member of the Company's Audit Committee serves on more than three public company audit committees, the Board will determine whether such simultaneous service impairs the director's ability to serve effectively on the Company's Audit Committee.

11. Number of Meetings; Attendance of Directors at Board Meetings

The Board will hold a minimum of four meetings per year. Directors are expected to regularly attend meetings of the Board and the committees of which they are members, and to spend the time needed to properly discharge their responsibilities, including by keeping themselves informed about the business and operations of the Company.

12. Selection of Agenda Items for Board Meeting

The Chairman of the Board, in consultation with the Chief Executive Officer or, if the role of Chief Executive Officer and Chairman of the Board are combined, with the Lead Director, will establish the agenda for each Board meeting. Individual Board members are encouraged to suggest agenda items. Agendas for Board meetings shall be flexible enough so that unexpected developments can be discussed at Board meetings. The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates. The Board will review the Company's strategic plans and the principal issues (especially financial, accounting and risk management issues) that the Company is facing or will face in the future during at least one Board meeting each year.

13. Board Materials Distributed in Advance

The Company will distribute meeting agendas and appropriate materials and information pertaining to Board and committee meetings in advance of those meetings to the extent practicable. A director is expected to review all distributed materials prior to any Board or committee meeting that such director attends. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and the distribution of material on these matters prior to the Board or committee meeting may not be appropriate.

14. Ethics and Conflicts of Interest

The Company expects all directors, officers and associates to act ethically and adhere to the Company's Business Code of Conduct and Ethics. All finance officers and associates are also subject to the Company's Financial Code of Ethics. Copies of the codes are available at www.siteone.com. In addition to complying with the Business Code of Conduct and Ethics and all other applicable company policies, including the Related Person Transaction Policy, directors shall promptly inform the Chairman of the Board or the Chair of the Audit Committee if an actual or potential conflict of interest arises. Directors shall recuse themselves from any discussion or decision involving another firm or company with which the director is affiliated or other matters with respect to which the director has a personal conflict. The Company shall not, directly or indirectly, extend or maintain credit, arrange for or renew an extension of credit in the form of a personal loan to or for any director or executive officer.

15. Change in Primary Employment or Responsibilities

In the event of a significant change in circumstances involving a director's employment status, professional position, or substantial commitments to a business or governmental organization, the director shall offer to tender his or her resignation for consideration by the Nominating and Corporate Governance Committee and the Board. The Nominating and

Corporate Governance Committee will evaluate the change in circumstances and will recommend to the Board whether the director should continue to serve as a member of the Board or whether the Board should accept the resignation.

16. Executive Sessions of Non-Management Directors

The non-management directors will meet at regularly scheduled executive sessions without management not less frequently than once per year. The independent directors will meet at least once a year in an executive session without management. At least once a year, the non-management directors will meet with the Chief Executive Officer without the other executive officers being present. The Chairman of the Board will act as chair at such meetings. If the Chairman of the Board is not an independent director, the Lead Director will preside at such meetings.

17. Committees of the Board

There are currently three Board Committees: Audit Committee, Human Resources and Compensation Committee and Nominating and Corporate Governance Committee. The Board may from time to time establish other committees, including standing or special committees, subject to the By-Laws and Delaware General Corporation Law (the “DGCL”). The Board may, by resolution, at any time deemed desirable, discontinue any standing or special committee, subject to the requirements of the By-Laws, applicable law and NYSE requirements.

18. Assignment of Committee Members

Committee assignments will be made by the Board based upon recommendations of the Nominating and Corporate Governance Committee. Committee assignments and designation of committee chairs should take into account the director’s knowledge and expertise. The Board believes experience and continuity are more important than rotation. Board members and Chairs should be rotated only if rotation is likely to increase Committee performance and in compliance with applicable legal, regulatory and NYSE requirements.

19. Frequency of Committee Meetings

Each committee will establish its own rules or procedures, which will be consistent with the provisions of the DGCL, the By-Laws, any resolutions of the Board governing such committee and their respective charters. Each committee will meet as provided by such rules and their respective charters and will also meet at the call of its chairman or any two members of such committee.

20. Committee Agendas

The chairperson of each committee will determine the committee’s agenda prior to a meeting, giving consideration to management recommendations.

21. Audit Committee

The Audit Committee’s duties and responsibilities will be set forth in the Audit Committee Charter and include all of the responsibilities of an audit committee under the NYSE

and U.S. Securities and Exchange Commission (the “SEC”) rules and such other matters as may from time to time be delegated to the Audit Committee by the Board. Each member of the Audit Committee will satisfy the independence and other requirements of the NYSE and the SEC relating to directors and Audit Committee members.

22. Human Resources and Compensation Committee

The Human Resources and Compensation Committee’s duties and responsibilities will be set forth in the Human Resources and Compensation Committee Charter and include all of the responsibilities of a compensation committee under the NYSE rules and such other matters as may from time to time be delegated to the Human Resources and Compensation Committee by the Board. Each member of the Human Resources and Compensation Committee will satisfy the independence and other requirements of the NYSE relating to directors.

23. Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee’s duties and responsibilities will be set forth in the Nominating and Corporate Governance Committee Charter and include all of the responsibilities of a nominating and corporate governance committee under the NYSE rules and such other matters as may from time to time be delegated to the Nominating and Corporate Governance Committee by the Board. Each member of the Nominating and Corporate Governance Committee will satisfy the independence and other requirements of the NYSE relating to directors.

24. Board Access to Management, Associates and Employees

Directors will have complete access to management, associates and employees of the Company; however, independent directors are expected to keep the Chief Executive Officer informed of such contacts. The Board encourages the attendance of officers in addition to executive officers at Board meetings when matters within their areas of responsibility are discussed.

25. Board Access to Independent Advisors

The Board and each committee will have complete access to the Company’s outside advisors as they deem necessary or appropriate. The Board and each committee have the authority to retain independent legal, financial or other advisors at the Company’s expense as they may deem necessary or appropriate.

26. Director Compensation

All directors of the Company who are not simultaneously employed as officers by the Company will be properly compensated and reimbursed for their services as a director. Any employee of the Company who is elected a director of the Company will not receive any compensation, expense reimbursement or participation in director benefit programs for his or her services as a director of the Company.

The Board will be responsible for setting director compensation. The Human Resources and Compensation Committee will periodically review the compensation of the Company’s

directors and make recommendations to the Board with respect thereto. Directors' fees and emoluments should not exceed what is customary for a company of the size and stature of the Company. The Board will periodically review the Company's Non-Employee Director Stock Ownership Policy.

In making such compensation determinations and in making determinations with respect to a director's independence, the Board and the Human Resources and Compensation Committee will consider and critically evaluate the questions that may be raised if fees and emoluments exceed what is customary or if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

27. Policy on Shareholder Rights Plans

The term "shareholder rights plans" refers to plans that some companies adopt to make a hostile takeover of the company more difficult. The Company does not have such a plan and has no present intention of implementing a rights plan.

The policy of the Board is that it will obtain prior stockholder approval of any shareholder rights plan, except in the limited circumstances described below. If the Board adopts a shareholder rights plan, it will do so after careful deliberation and in the exercise of its fiduciary duties.

The Board may adopt a shareholder rights plan without obtaining prior stockholder approval if the Board, including a majority of the independent members of the Board, determines that, based on then prevailing circumstances, it would be detrimental to the Company and not in the best interests of the Company's stockholders to defer the effectiveness of a shareholder rights plan until stockholder approval may be obtained.

If a shareholder rights plan is adopted without prior stockholder approval, the plan must be ratified by stockholders within one year after the effective date of the shareholder rights plan. Absent such ratification, the shareholder rights plan will expire on the first anniversary of its effective date.

The Nominating and Corporate Governance Committee shall review this policy statement annually and recommend any appropriate changes for approval by the Board.

28. Director Orientation and Continuing Education

All new directors will participate in an orientation program shortly after they are elected to the Board. Orientation will include presentations by senior management to familiarize the directors with the Company's business and operations, its financial condition, its policies and procedures, its principal officers, internal and independent auditors, and the duties and responsibilities of its directors.

Management will make presentations from time to time as necessary to ensure that the Board is aware of all business, legal and other developments relating to such matters.

In addition, newly elected and existing directors are encouraged to attend continuing education programs sponsored by third parties to better understand their responsibilities and duties.

29. Formal Evaluation of the Chief Executive Officer

The Human Resources and Compensation Committee will, at least annually, review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, report the results of such evaluation to the Board and have the sole authority to determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Human Resources and Compensation Committee will consider, among such other factors as it believes relevant, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the chief executive officer in past years.

30. Succession Planning

Every year the Chief Executive Officer will report to the Board on succession planning. The report will include the principles and process for chief executive officer selection and performance review, as well as plans regarding succession in the case of an emergency or the retirement of the Chief Executive Officer.

31. Assessing the Board's Performance

The Board will conduct an annual self-evaluation in order to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will establish procedures to oversee the Board's annual self-evaluation and report findings to the Board.

31. Communications with Stockholders

Stockholders may contact an individual director, the Board as a group, or a specified Board committee or group, including the independent directors as a group, by the following means:

Attn: General Counsel
300 Colonial Center Parkway
Suite 600
Roswell, GA 30076

Each communication should specify the applicable addressee or addressees to be contacted as well as the general topic of the communication. The Company will initially receive and process the communications before forwarding them to the addressee. The Company will not forward to the directors a communication that it determines to be primarily commercial in nature or related to an improper or irrelevant topic, or that requests general information about the Company.

32. Executive Compensation Clawback Policy

In the event of a restatement of the Company's financial statements filed with the Securities and Exchange Commission due to material noncompliance with applicable financial

reporting requirements; then, after consideration of all facts and circumstances that the Board in its sole discretion considers relevant, the Board may, to the extent permitted by law and in addition to any recovery of compensation required by law, take any actions it deems necessary or appropriate to recover from any current or former executive officer (as defined by Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) of the Company, such incentive, equity or performance-based compensation (in whole or in part) granted, earned or vested based on the attainment of a financial reporting measure during the three-year period preceding the date of the financial restatement which is in excess of what would have been paid if the financial information had been correctly reported as set forth in the restatement (the “Overpayment”). In addition to the recoupment of compensation as specified above, recovery of the Overpayment may in the Board’s sole discretion also include (i) cancellation and forfeiture of future incentive compensation and equity awards and (ii) cancellation of outstanding equity awards. The provisions in this paragraph apply to all incentive compensation, equity awards and performance-based compensation granted after May 16, 2017.

In addition, if the Board determines that any such executive officer’s intentional misconduct, gross negligence or failure to report another’s intentional misconduct or gross negligence: (i) was a contributing factor to the Company having to restate any of its financial statements filed with the Securities and Exchange Commission; or (ii) constituted fraud, bribery or other illegal act (or contributed to another person’s fraud, bribery or other illegal act) which adversely affected the Company’s financial position or reputation; then, after consideration of all facts and circumstances that the Board in its sole discretion considers relevant, the Board may, in its sole discretion, take any actions it deems necessary or appropriate to address any issues related to the compensation of that officer’s conduct. Among other things, the Board may seek to recover or require reimbursement of any incentive compensation, equity compensation or performance-based compensation awarded to such officer, or to cancel or forfeit outstanding equity awards or other incentive compensation. The provisions of this paragraph apply to all incentive compensation, equity awards and performance-based compensation granted on or after February 5, 2020.

33. Amendments and Waivers

The Board may amend, waive, suspend or repeal any of these Corporate Governance Guidelines at any time, with or without public notice (subject to compliance with applicable law and stock exchange regulations), as it determines necessary or appropriate, in the exercise of the Board’s judgment or fiduciary duties.