SiteOne Landscape Supply, Inc.
Form PRE 14A
March 22, 2019
TABLE OF CONTENTS
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

SiteOne Landscape Supply, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1)
Title of each class of securities to which transaction applies:

(2)

Aggregate number of securities to which transaction applies:

(3)
Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4)
Proposed maximum aggregate value of transaction:

(5)
Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)
Amount Previously Paid:

(2)
Form, Schedule or Registration Statement No.:

(3)
Filing Party:

(4)
Date Filed:

TABLE OF CONTENTS

2019 PROXY STATEMENT
AND
NOTICE OF 2019 ANNUAL
MEETING OF STOCKHOLDERS

Wednesday, May 15, 2019
9:00 a.m., Eastern Time
Atlanta Airport Marriott

TABLE OF CONTENTS

300 Colonial Center Parkway
Suite 600
Roswell, Georgia 30076

March [   ], 2019

Dear Fellow Stockholders:

On behalf of the Board of Directors of SiteOne Landscape Supply, Inc., I would like to express our appreciation for your continued interest in our company.

It is my pleasure to invite you to SiteOne's Annual Meeting of Stockholders, to be held at the Atlanta Airport Marriott, 4711 Best Road, Atlanta, Georgia 30337 on Wednesday, May 15, 2019, at 9:00 a.m., Eastern Time.

The formal Notice of Annual Meeting and Proxy Statement are enclosed with this letter. The Proxy Statement describes the matters to be acted upon at the Annual Meeting. It also describes how the Board operates and provides compensation and other information about the management team and Board.

Your vote is important. Whether or not you plan to attend the Annual Meeting, I strongly encourage you to vote as soon as possible. You may vote over the Internet, by telephone or by mailing a proxy or voting instruction card. For instructions on voting, please refer to the Notice of Internet Availability of Proxy Materials you received in the mail, the section entitled "How Do I Vote By Proxy" beginning on page 9 of the Proxy Statement, or, if you received a paper copy of the Proxy Statement, your enclosed proxy card.

In closing, I would like to emphasize that the Board places a very high value on our interactions with stockholders. In fiscal 2018, we commenced a proactive stockholder outreach program, where we met with investors who collectively hold more than 60% of our outstanding shares. Please review our summary of the outreach program on page 3 of the Proxy Statement. The feedback we received during these meetings contributed positively to our boardroom conversations and decision-making, and we look forward to continuing this program in the future.

Thank you for your ongoing support of SiteOne.

Sincerely,

Doug Black
Chief Executive Officer and Chairman of the Board

TABLE OF CONTENTS

300 Colonial Center Parkway
Suite 600
Roswell, Georgia 30076

NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS

- Date and Time: Wednesday, May 15, 2019, at 9:00 a.m., Eastern Time.
- Place: Atlanta Airport Marriott, 4711 Best Road, Atlanta, Georgia 30337
- Record Date: March 18, 2019
- Business To Be Conducted:
- Elect the three Class III nominees named in the accompanying Proxy Statement as Class III directors for a term expiring at the 2022 Annual Meeting of Stockholders.
- Approve management's proposal to amend and restate our Charter to eliminate supermajority voting requirements and other obsolete provisions.
- Hold a non-binding advisory vote to approve executive compensation.
- Ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 29, 2019.
- Transact such other business as may properly come before the 2019 Annual Meeting of Stockholders or any reconvened meeting following any adjournment or postponement thereof.

RECOMMENDATION OF THE BOARD

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE YOUR SHARES "FOR" THE ELECTION OF EACH OF THE DIRECTOR NOMINEES NAMED IN THE PROXY STATEMENT AND "FOR" EACH OF THE OTHER ABOVE PROPOSALS.

Admission: To attend the meeting in person, you will need to present a form of government-issued photo identification, and beneficial stockholders will need to present proof of beneficial stock ownership (see page 8 for acceptable proof of beneficial ownership) as of the record date.

Your vote is important. For instructions on voting, please refer to the Notice of Internet Availability of Proxy Materials you received in the mail, the section entitled "How Do I Vote By Proxy" beginning on page 9 of the Proxy

Statement, or, if you received a paper copy of the Proxy Statement, your enclosed proxy card.

L. Briley Brisendine
Executive Vice President, General Counsel and Secretary
Roswell, Georgia
March [ ], 2019

TABLE OF CONTENTS

2019 PROXY STATEMENT

We are providing this Proxy Statement in connection with the solicitation by the board of directors (the “Board”) of SiteOne Landscape Supply, Inc. of proxies to be voted at our 2019 Annual Meeting of Stockholders and at any reconvened or rescheduled meeting following any adjournment or postponement. The Annual Meeting will be held at the Atlanta Airport Marriott on Wednesday, May 15, 2019, at 9:00 a.m., Eastern Time.

This Proxy Statement contains important information for you to consider when deciding how to vote. Please read this information carefully.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on May 15, 2019: This Proxy Statement is first being sent to stockholders on or about April [ ], 2019. This Proxy Statement and our 2018 Annual Report on Form 10-K are available at www.proxyvote.com.

TABLE OF CONTENTS

TABLE OF CONTENTS

TABLE OF CONTENTS

2018 HIGHLIGHTS

This summary highlights information regarding our financial performance, compensation program and governance. The summary does not contain all of the information that you should consider, and we encourage you to read the entire Proxy Statement before voting.

2018 Performance Highlights

(1)
Adjusted EBITDA is a non-GAAP financial measure. Reconciliation to the corresponding GAAP financial measure can be found in Appendix A to this Proxy Statement.

Governance Evolution and Highlights

The Board is committed to strong corporate governance. As we continue our transition from a “controlled company” to a widely-held company following the completion of our former sponsors’ sell-down of their equity ownership positions in 2017, we are committed to evolving our Board and our corporate governance processes to reflect the changes in our company’s business and stockholder base. We are committed to establishing and maintaining strong corporate governance practices that reflect high standards of ethics and integrity and promote long-term stockholder value.

Since our IPO, we have undertaken an extensive board refreshment process to transition to a board with the independence, skills and qualifications reflective of our business and ownership. Of particular importance, we have prioritized enhancing the diversity of the Board, as evidenced by the addition of two minority and one female incumbent directors, with another female candidate nominated for election at this year’s Annual Meeting. Following the election of our Board nominees at this year’s Annual Meeting, a majority of our directors and nominees will represent diverse backgrounds.

In addition, based on feedback from stockholders representing over 67% of our outstanding shares (see “Stockholder Engagement & Responsive Actions” below), at this year’s Annual Meeting we are seeking stockholder approval to remove supermajority voting requirements from our Charter as described in Proposal 2. The Board has adopted conforming amendments to our By-laws that will become effective as described in Proposal 2 if these amendments to our Charter are approved by stockholders. The Board believes that implementing a majority voting standard to amend our By-laws and Charter enhances the ability of our stockholders to influence our governance structure and is consistent with the principles of strong corporate governance.

TABLE OF CONTENTS

We have a highly-experienced Board that brings a range of relevant skills and qualifications to the Company. Key highlights of our Board composition include:

Board Independence		Board Diversity	
86%	6 of 7 continuing directors and nominees are independent	57%	4 of 7 continuing directors and nominees are women or from diverse backgrounds

Board Refreshment		Average Tenure	
43%	3 of 7 continuing directors and nominees have been added since 2017	2.8 Yrs	Average director tenure

In addition, our governance "best practices" include the following:

Independent Committees	• All of our committees are comprised solely of independent directors
Lead Director	• Our independent directors elect our independent Lead Director • Our Lead Director has broad powers including: • serving as liaison between independent directors and the Chairman; • chairing executive sessions of independent directors; and • consulting with the CEO on matters relating to management effectiveness and Board performance
Board Leadership Evaluation and Succession Planning	• The Board annually evaluates the CEO's performance • The Board annually conducts a rigorous review and assessment of the succession planning process for the CEO and other executive officers
Majority Vote Threshold(1)	• If approved by stockholders at the Annual Meeting, our Charter and By-laws may be amended by a majority vote of our stockholders
Board & Committee Evaluations	• The Board and each of our committees conduct detailed annual self-evaluations
Limits on Outside Board Service	• Outside directors are limited to service on four other public company boards • Currently, our CEO does not serve on any other public company boards

Anti-Hedging Policy	• Our insider trading policy bars our directors, executive officers and associates from entering into hedging or monetization transactions designed to limit the financial risk of ownership of the Company’s securities • None of our directors or executive officers have any pledged SiteOne equity
No “Poison Pill”	• We do not have a “poison pill” plan in place
Executive Sessions	• The Board and Board committees meet regularly in executive session • In 2018, the non-management directors met in executive session at each of the Board’s four quarterly meetings • At least once a year, the independent directors meet in an executive session, and the non-management directors meet with the CEO (without the other executive officers), with the Lead Director presiding at such sessions

(1) Approved by the Board and pending approval by stockholders.

TABLE OF CONTENTS

Stockholder Engagement & Responsive Actions

Consistent with the Board's commitment to strong corporate governance, we regularly review our corporate governance structure and compensation practices to ensure they are consistent with the current needs of the business and evolve with changes in broader market best practices.

Stockholder feedback received through engagement is an integral part of the Board's corporate governance review process. The Board and management team are committed to building and maintaining open communication whereby stockholders can express their views, as well as gain insight into our perspectives on long-term stockholder value.

In 2018, in response to significant withhold votes for a number of our directors, the Board initiated an extensive stockholder engagement process to deepen the Board's understanding of our stockholders' interests and priorities. In addition to ordinary course investor conferences, earnings calls and one-on-one investor conference calls and meetings, in which we have been actively involved since our IPO, we conducted targeted outreach with stockholders representing a substantial portion of our stockholder base to discuss our corporate governance practices:

- We invited our largest 20 stockholders, representing approximately 73% of our outstanding shares at the time of engagement, to provide feedback on our governance practices.
- Of these stockholders, we engaged with 16 of our top 20 stockholders. These exchanges represented dialogues with more than 67% of our outstanding shares at the time of engagement.
- Additionally, some stockholders did not require a meeting as they either indicated their support for our governance practices or did not have concerns at this time.

The Nominating and Governance Committee of the Board (the "Nominating and Corporate Governance Committee") and the Board's Compensation Committee (the "Compensation Committee") reviewed feedback from our stockholders. Through these conversations, some of our stockholders have suggested that we consider substantive changes or additional disclosures. The feedback we received covered a number of key issues including:

- Our classified board structure;
- The supermajority voting requirement to amend our Charter and By-laws (each as defined below);
- The inclusion of performance-based awards in executive compensation; and
- Enhanced transparency and disclosure regarding director skills and qualifications and CEO succession.

Below are the primary changes we have made since last year as a result of these discussions as well as our ongoing review of our corporate governance practices as we transition away from being a controlled company:

- Proactively approved, subject to stockholder approval, amendments to the Company's Second Amended and Restated Certificate of Incorporation ("Charter") and the Company's Second Amended and Restated By-laws (the "By-laws") to eliminate supermajority voting requirements as described in Proposal 2;
- Incorporated performance-based awards into the long-term equity incentive compensation of our named executive officers ("NEOs") for 2019;

- Provided additional disclosure in our Proxy Statement regarding the skills, experience and qualifications of our directors; and

- Enhanced disclosure in our Proxy Statement regarding our CEO succession planning process.

Regarding our classified board structure, we had extensive conversations with our stockholders. Stockholders noted the general trend towards annually-elected boards, particularly for large capitalization companies, but also noted the Company’s specific circumstances including a relatively small market capitalization, cyclical industry and track record of shareholder returns since its IPO. Through our discussions, we learned that our investors generally have a positive or constructive view of our classified board structure at this point in time as a result of these company-specific circumstances. Of the stockholders we engaged with, investors representing less than 8% of our outstanding shares at the time of engagement (12% of the outstanding shares which participated in the engagement) opposed our classified board structure.

We intend to continue a cycle of year-round stockholder engagement in 2019, including our regular participation at analyst meetings and conferences and periodic engagement on corporate governance and compensation topics. In addition to input on current corporate governance topics, we invite dialogue about any other topics or trends our stockholders may wish to discuss. The Board considers feedback from these conversations during its deliberations, and our engagement activities have produced valuable feedback that informs our decisions and our strategy.

The Board has established a process for stockholders to communicate with its members. Any stockholder or interested party who wishes to communicate with the Board as a whole, any of its committees, the independent directors, or any individual member of the Board may write to or email the Company at SiteOne Landscape Supply, Inc., 300 Colonial Center Parkway, Suite 600, Roswell, Georgia 30076, Attention: Briley Brisendine, Secretary, or boardofdirectors@siteone.com.

Compensation Highlights

Our executive compensation program is designed to encourage high performance and results that will create value for our stockholders while avoiding unnecessary risks. We structure compensation to pay for performance, with clear and measurable goals and aggressive performance targets. To create a "pay for performance" environment, compensation is weighted toward at-risk compensation. Our long-term equity incentive program, which consisted of approximately 75% stock options and 25% restricted stock units ("RSUs") for the fiscal year ended December 30, 2018 (the "2018 Fiscal Year"), is designed to serve stockholders' best interests in our sustained long-term performance by including extended vesting schedules and significant stock ownership requirements. The value of the option grants depends on our future performance, as the options carry a strike price based on the trading price of our stock on the date of grant and, under our long-term equity incentive plan, underwater options are prohibited from being repriced without stockholder approval. We believe our NEOs are compensated in a manner consistent with our strategy, competitive practice, sound compensation governance principles and alignment with stockholder interests.

In order to further ensure that our executive compensation aligns with pay for performance and facilitates long-term stockholder value creation, in February 2019, the Compensation Committee approved performance-based awards ("PSUs") as part of our NEOs' long term-equity incentive compensation. For the fiscal year ending December 29, 2019 (the "2019 Fiscal Year"), PSUs will represent 25% of our NEOs' long-term incentive compensation, with stock options and RSUs representing the remaining 50% and 25%, respectively. The PSUs, which reflect a target number of shares that may be issued to the award recipient at the end of a three-year award cycle based on the achievement of rigorous performance targets established at the time of grant, utilize a three-year relative pre-tax earnings growth performance metric closely linked to stock price, with the actual number of shares granted subject to modification based on a three-year average absolute return on invested capital metric. PSUs are capped at 200% of "target."

For the 2018 Fiscal Year, base salaries for our NEOs were, in aggregate, between the 25th and 50th percentile of our peer group. The target for the Adjusted EBITDA metric under our annual incentive program was $191.0 million, an increase of approximately 22% compared to the results for the fiscal year ended December 31, 2017 (the "2017 Fiscal Year"). Maximum payouts under the Adjusted EBITDA metric are now capped at 250% of target. Notwithstanding our strong financial results that delivered double-digit growth, short-term cash incentive payouts for each of our NEOs on the Adjusted EBITDA component (constituting 70% of the performance metric weighting for each of our NEOs) was only 54% of target for the 2018 Fiscal Year as our Adjusted EBITDA fell short of plan.

TABLE OF CONTENTS

Compensation Best Practices:

What We Do

- Strong emphasis on performance-based compensation, with a significant portion of NEOs' overall compensation tied to Company performance
- Compensation Committee, like all of the Board committees, comprised solely of independent directors
- Aggressive annual Adjusted EBITDA targets
- Rigorous and subjective measures tied to Company Net Promoter Score, Company safety and individual performance
- Mix of short-term and long-term incentives, with performance awards representing a portion of long-term incentive pay beginning in 2019
- Independent Compensation Committee advised by independent compensation consultant
- Annual cash incentives for NEOs limited to 250% and 150% of "Target," for financial performance and other metrics, respectively
- Meaningful share ownership requirements for executives
- Double-trigger change-in-control cash severance benefits
- Annual incentive plan financial performance metric capped at 250% of "Target," with the other components capped at 150% of "Target"
- Robust clawback policy for incentive compensation paid to our executive officers

What We Don't Do

- Discount or reprice stock options
- Allow hedging or short sales
- Gross up excise taxes that may become due upon a change in control
- Guarantee incentive awards for executives
- Provide incentives that encourage executive risk-taking

TABLE OF CONTENTS

PROXY STATEMENT Q&A

What are the proxy materials and why am I receiving them?

The accompanying proxy is delivered and solicited on behalf of the Board of SiteOne Landscape Supply, Inc., a Delaware corporation (referred to as “SiteOne,” the “Company,” “we,” “us,” or “our”), in connection with our Annual Meeting be held at the Atlanta Airport Marriott, located at 4711 Best Road, Atlanta, Georgia 30337, on Wednesday, May 15, 2019, at 9:00 a.m., Eastern Time. As a stockholder, you are invited to attend the Annual Meeting and are requested to vote on the items of business described in this Proxy Statement. This Proxy Statement includes information that we are required to provide to you under U.S. Securities and Exchange Commission (“SEC”) rules and is designed to provide you with information relevant to the voting of your shares at the Annual Meeting. The proxy materials include this Proxy Statement and our Annual Report for the 2018 Fiscal Year, and have been made available to you by either mail or Notice (as defined below).

All stockholders and beneficial owners may access the proxy materials at www.proxyvote.com. In addition, this Proxy Statement and our Annual Report are available on our investor relations website located at http://investors.siteone.com/sec-filings. If you would like to receive a paper copy of our proxy materials, at no charge, please write to SiteOne Landscape Supply, Inc., c/o Briley Brisendine, Executive Vice President, General Counsel and Secretary, 300 Colonial Center Parkway, Roswell, Georgia 30076.

What is Notice and Access and why did we elect to use it?

As permitted by the SEC, Notice and Access provides companies with the ability to make proxy materials available to stockholders electronically via the Internet. We have elected to provide our stockholders with a Notice of Internet Availability of Proxy Materials (“Notice”) instead of mailing a full set of printed proxy materials in the mail. The Notice is a document that provides instructions regarding how to:

- View our proxy materials on the internet
- View your shares
- Request printed copies of these materials, including the proxy card or voting instruction card

On or about [ ], 2019, we began mailing the Notice to beneficial owners and posted our proxy materials on the wel referenced in the Notice. As more fully described in the Notice, stockholders who received the Notice may choose to access our proxy materials on the website referenced in the Notice or may request a printed set of our proxy materials.

If you choose to receive future proxy materials by e-mail, you will receive an e-mail next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by e-mail will remain in effect until you terminate it.

We have chosen to provide electronic access to our proxy materials because we are committed to environmental sustainability and responsibility. Utilizing Notice and Access will save us the cost of printing and mailing documents to you and will reduce the impact of our annual meetings on the environment.

Who is entitled to vote at the Annual Meeting?

The record date for stockholders entitled to notice of, and to vote at, the Annual Meeting is March 18, 2019. At the close of business on that date, we had 40,978,541 shares of common stock issued and outstanding and entitled to be voted at the Annual Meeting held by two stockholders of record. We have many more beneficial stockholders who hold shares through a broker, bank or other nominee. Each outstanding share of common stock is entitled to one vote.

A list of stockholders entitled to vote at the Annual Meeting will be available in electronic form at the Annual Meeting and will be accessible in electronic form for ten days prior to the Annual Meeting at our headquarters, 300 Colonial Center Parkway, Suite 600, Roswell, Georgia 30076, between the hours of 9:00 a.m. and 5:00 p.m., Eastern Time.

By granting a proxy, you authorize the persons named as proxies to represent you and vote your shares at the Annual Meeting. Those persons will also be authorized to vote your shares to adjourn the Annual Meeting from time to time and to vote your shares at any adjournments or postponements of the Annual Meeting.

TABLE OF CONTENTS

Registered Stockholders. If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company ("AST"), you are considered the stockholder of record with respect to those shares and the proxy materials were provided to you directly by us. As a stockholder of record, you have the right to grant your voting proxy directly to the individuals named as proxies on the proxy card in one of the manners listed on the proxy card or to vote in person at the Annual Meeting.

Beneficial Stockholders. If your shares are held in a stock brokerage account or by a broker, bank or other nominee, you are considered the beneficial owner of shares held in "street name" and the proxy materials were forwarded to you by your broker, bank or other nominee, who is considered, with respect to those shares, to be the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other nominee how to vote your shares using the methods prescribed by your broker, bank or other nominee on the voting instruction card you received with the proxy materials. Like stockholders of record, beneficial owners are invited to attend the Annual Meeting. However, because you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you follow your broker's, bank's or other nominee's procedures for obtaining a legal proxy from it, as the stockholder of record.

What items of business will be voted on at the Annual Meeting?

The items of business scheduled to be voted on at the Annual Meeting are:

Proposal 1:	Elect the three Class III nominees named in this Proxy Statement as Class III directors for a term expiring at the 2022 Annual Meeting of Stockholders.
Proposal 2:	Approve management's proposal to amend and restate our Charter to eliminate supermajority voting requirements and other obsolete provisions.
Proposal 3:	Hold a non-binding advisory vote to approve executive compensation.
Proposal 4:	Ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 29, 2019.
Other Proposals:	Transact such other business as may properly come before the Annual Meeting or any reconvened meeting following any adjournment or postponement thereof.

How does the Board recommend I vote on these proposals?

Proposal 1:	"FOR" each of the three Class III nominees named in this Proxy Statement as Class III directors for a term expiring at the 2022 Annual Meeting of Stockholders.
Proposal 2:	"FOR" management's proposal to amend and restate our Charter to eliminate supermajority voting requirements and other obsolete provisions.
Proposal 3:	"FOR" the non-binding advisory vote to approve executive compensation.
Proposal 4:	"FOR" the ratification of Deloitte & Touche LLP as the company's independent registered public accounting firm for the year ending December 29, 2019.
Other Proposals:	At the discretion of Doug Black and Briley Brisendine, the persons designated as proxies for the Annual Meeting, either "FOR", "AGAINST" or "ABSTAIN" with regard to any other business that may properly come before the Annual Meeting.

As of the date hereof, the Board is not aware of any other business to be transacted at the Annual Meeting. If other matters requiring a vote of the stockholders arise, Doug Black and Briley Brisendine, the persons designated as proxies for the Annual Meeting, will vote the shares represented at the Annual Meeting in accordance with their judgment on those matters.

How many shares are needed to hold the Annual Meeting?

A quorum is required for our stockholders to conduct business at the Annual Meeting. The presence in person or by proxy of the holders of record of a majority of the shares of common stock entitled to vote at

TABLE OF CONTENTS

the Annual Meeting is necessary to constitute a quorum at the Annual Meeting. If a quorum is not present, the Annual Meeting may be adjourned from time to time until a quorum is present.

What votes are required to approve each of the proposals?

Proposal(1)	Stockholder Vote Required for Approval	Effect of Abstentions	Effect of Broker Non-votes(2)
Election of Class III Directors	Plurality	No effect	No effect
Elimination of supermajority voting requirements and other obsolete provisions(3)	Supermajority	Counts as vote against proposal	Counts as vote against proposal
Advisory vote to approve executive compensation(4)	Majority	Counts as vote against proposal	No effect
Ratification of the selection of Deloitte & Touche LLP as our independent public accounting Firm	Majority	Counts as vote against proposal	There will be no broker non-votes

(1)
With regard to Proposal 1, stockholders may vote their shares “FOR” any or all of the nominees for director or may “WITHHOLD” their vote with respect to any or all of the nominees. With regard to Proposals 2, 3 and 4 stockholders may vote “FOR” or “AGAINST” each proposal or may “ABSTAIN” from voting with regard to each proposal. Because a plurality vote is required for the election of directors, which means that the nominees receiving the highest number of “FOR” votes will be elected, withholding authority to vote with respect to one or more nominees for director will not affect the outcome of the election of directors in Proposal 1.

(2)
A “broker non-vote” occurs when a broker holding shares for a street name holder submits a valid proxy but does not vote on a particular proposal because the broker has not received voting instructions from the stockholder for whom it is holding shares and does not have discretionary authority to vote on the matter. Brokers will only have discretionary authority to vote on Proposal 4, the ratification of the appointment of the independent registered public accounting firm.

(3)
A supermajority vote requires the affirmative vote of the holders of at least two-thirds (66⅔%) of the outstanding shares of common stock then entitled to vote at the Annual Meeting.

(4)
As an advisory vote, this proposal is not binding. However, the Board and its Compensation Committee will consider the outcome of the vote when making future compensation decisions for our executive officers.

Can I vote in person at the Annual Meeting?

For stockholders with shares registered directly in their names with AST, our transfer agent, you may vote your shares in person at the Annual Meeting. For stockholders with shares registered in the name of a broker, bank or other nominee, you will need to obtain a legal proxy from the broker, bank or other nominee that holds your shares before you can vote your shares in person at the Annual Meeting. Written ballots will be passed out to anyone who wants to vote at the Annual Meeting. Even if you plan to attend the Annual Meeting, we encourage you to vote by proxy in advance. If you vote by Internet or by telephone, you do not need to return your proxy card. Voting in advance will not limit your right to vote at the Annual Meeting if you decide to attend in person.

What do I need to do to attend the Annual Meeting in person?

Attendance at the Annual Meeting will be limited to stockholders of the Company as of the record date (or their authorized representatives). All stockholders should be prepared to present a valid government-issued photo identification, such as a driver's license or passport. Beneficial stockholders holding their shares through a broker, bank or other nominee will need to bring proof of beneficial

TABLE OF CONTENTS

ownership as of March 18, 2019, the record date, such as a recent brokerage account statement, the voting instruction card provided by their broker, bank or other nominee or similar evidence of ownership. Stockholders of record will be verified against an official list available at the registration area. We reserve the right to deny admission to anyone who cannot show sufficient proof of stock ownership as of the record date.

What happens if the Annual Meeting is postponed or adjourned?

Unless a new record date is fixed, your proxy will still be good and may be voted at the postponed or adjourned Annual Meeting. You will still be able to change or revoke your proxy at any time until it is voted.

How do I vote by proxy?

There are three ways to vote by proxy:

- Over the Internet by following the instructions provided in the Notice;
- If you requested to receive printed proxy materials, by using the toll-free telephone number listed on the proxy card enclosed therein (specific directions for using the telephone voting system are included on the proxy card); or
- If you requested to receive printed proxy materials, by marking, signing, dating and returning the enclosed proxy card in the postage-paid envelope provided.

If your shares are held in the name of a broker, bank or other holder of record, you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. If you vote by telephone or by the Internet, you do not need to send in a proxy card or voting instruction form. The deadline for telephone and Internet voting is 11:59 p.m., Eastern Time, on May 14, 2019.

The giving of a proxy will not affect your right to vote in person should you decide to attend the Annual Meeting.

How will my proxy be voted?

Proxies are being solicited on behalf of the Board for use at the Annual Meeting. All valid proxies that are not revoked will be voted as specified by the stockholders. In the absence of instructions, the shares of the common stock represented by valid proxies will be voted “FOR” the election of the persons named in this Proxy Statement as nominees for director of the Company, “FOR” the management proposal to amend and restate our Charter to eliminate supermajority voting requirements and other obsolete provisions, “FOR” the proposal regarding the advisory vote approving executive compensation and “FOR” the ratification of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the 2019 Fiscal Year.

How do I change or revoke my proxy?

Any person submitting a proxy has the power to revoke it prior to the Annual Meeting or at the Annual Meeting prior to the vote pursuant to the proxy. A proxy may be revoked by a writing delivered to us stating that the proxy is revoked, by a subsequent proxy that is signed by the person who signed the earlier proxy and is delivered before or at the Annual Meeting, by voting again on a later date on the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the Annual Meeting will be counted) or by attendance at the Annual Meeting and voting in person. Please note, however, that if a stockholder’s shares are held of record by a broker, bank, trustee or other nominee and that stockholder wishes to vote at the Annual Meeting, the stockholder must bring a legal proxy to the Annual Meeting.

TABLE OF CONTENTS

Who will count and certify the votes?

Representatives of Broadridge Financial Solutions, Inc. (“Broadridge”) and our corporate secretary will count the votes and certify the election results.

When and where will I be able to find the voting results?

You can find the official results of the voting at the Annual Meeting in our Current Report on Form 8-K that we will file with the SEC within four business days after the Annual Meeting. If the official results are not available at that time, we will provide preliminary voting results in the Form 8-K and will provide the final results in an amendment as soon as they become available.

Who pays for the cost of proxy preparation and solicitation?

The accompanying proxy is solicited by the Board. We have engaged Broadridge to assist us in the distribution of proxy materials and to provide voting and tabulation services for the Annual Meeting for an estimated cost of $60,000, plus expenses. All costs of the solicitation of proxies will be borne by us. We pay for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or nominees for forwarding proxy materials to street name holders. We are soliciting proxies primarily by mail. In addition, our directors, officers and employees may solicit proxies by telephone or other means of communication personally. Our directors, officers and employees will receive no additional compensation for these services other than their regular compensation.

TABLE OF CONTENTS

PROPOSAL 1: ELECTION OF DIRECTORS

Our stockholders will be asked to elect Fred Diaz and Roy Dunbar, both of whom are currently serving on the Board, and Larisa Drake as Class III directors to each serve for a three-year term expiring at the 2022 Annual Meeting of Stockholders or until their respective successors have been elected and qualified, subject to their earlier death, resignation, retirement, disqualification or removal:

Name	Position with SiteOne
Fred M. Diaz	Director
W. Roy Dunbar	Director
Larisa J. Drake	Director

Our Board continually assesses and evaluates its composition, taking into account, among other things, the experience, skills, background and diversity of its members. At this time, the Board believes it is in the best interest of the Company and its stockholders to further enhance the diversity of the Board and to increase the size from six directors to seven. Accordingly, the Nominating and Corporate Governance Committee has nominated Ms. Drake as a Class III director to be elected by stockholders at the Annual Meeting. Ms. Drake was selected from a pool of diverse and highly experienced candidates following a thorough search process, which included recommendations from current directors and a third-party search firm.

The relevant experiences, qualifications, attributes and skills of each nominee that led the Board to recommend them as a nominee for director are described in the section entitled "—Nominees for Director and Continuing Directors" beginning on page 12 below. The Nominating and Corporate Governance Committee has reviewed the qualifications of each of the nominees and has recommended to the Board that each nominee be submitted to a vote at the Annual Meeting.

All of the nominees have indicated their willingness to serve, if elected. However, if any nominee should be unable or unwilling to serve, the Board may designate a substitute nominee, in which case the persons designated as proxies will cast votes for the election of such substitute nominee. In lieu of designating a substitute nominee, the Board, in its discretion, may reduce the number of directors, or allow the vacancy to remain open until a suitable candidate is located and nominated.

The Company did not receive any stockholder nominations for director. Proxies cannot be voted for more than the number of nominees named in this Proxy Statement.

Required Vote

Director nominees are elected by a plurality of the votes cast at the Annual Meeting, meaning that the nominees receiving the highest number of "FOR" votes will be elected.

RECOMMENDATION OF THE BOARD

The Board unanimously recommends that you vote "FOR" each of the nominees named above for election as a Director.

TABLE OF CONTENTS

Nominees for Director and Continuing Directors

Set forth below is information relating to each nominee's and continuing director's business experience, qualifications, attributes and skills and the reasons the Nominating and Corporate Governance Committee and the Board believe that each individual is a valuable member of the Board. The persons who have been nominated for election and are to be voted upon at the Annual Meeting are listed first, with continuing directors following thereafter. The age of each individual below is as of March 30, 2019.

Class III — Nominees Whose Term Expires in 2022

Name	Age	Principal Occupation and Other Information
Fred M. Diaz	53	Fred M. Diaz has served as one of our directors since August 2017. He is currently President and Chief Executive Officer of Mitsubishi Motors North America, Inc. He previously served in management roles at Nissan, most recently as Division Vice President and General Manager, North America, Trucks and Commercial Vehicles, of Nissan North America, Inc. Prior to that, Mr. Diaz served as Senior Vice President, Sales, Marketing and Operations, of Nissan USA. Before joining Nissan in 2013, Mr. Diaz spent 24 years at Chrysler Corporation, where he held a number of management roles, including President and Chief Executive Officer of Chrysler's Ram Truck brand and President and Chief Executive Officer, Chrysler de Mexico and Latin America. Mr. Diaz is a graduate of Texas Lutheran University and holds an M.B.A. from Central Michigan University. Mr. Diaz's extensive experience in sales, operations, marketing and management qualify him to serve on the Board.

Name	Age	Principal Occupation and Other Information
W. Roy Dunbar	57	W. Roy Dunbar has served as one of our directors since March 2017. He was Chairman of the Board of Network Solutions, a technology company and web service provider, and was the Chief Executive Officer from January 2008 until October 2009. Mr. Dunbar also served as the President of Global Technology and Operations for MasterCard Incorporated from September 2004 until January 2008. Prior to MasterCard, Mr. Dunbar worked at Eli Lilly and Company for 14 years, serving as President of Intercontinental Operations, and earlier as Chief Information Officer. He currently serves on the boards of Humana and Johnson Controls International, PLC and previously served on the boards of Lexmark International and iGate. Mr. Dunbar was named to NACD Directorship 100 in 2015. He is a graduate of Manchester University in the United Kingdom and holds an M.B.A. from Manchester Business School. Mr. Dunbar's strong leadership skills, service as a director and compensation committee member of other public companies and deep experience across a number of functional disciplines, including the application of information technology across different business sectors, qualify him to serve on the Board.

TABLE OF CONTENTS

Name	Age	Principal Occupation and Other Information
Larisa J. Drake	47	Larisa J. Drake was nominated by our Board of Directors in March 2019 for election by our stockholders at the 2019 Annual Meeting. Ms. Drake is Executive Vice President and Chief Marketing Officer at Equity Lifestyle Properties, a publicly traded real estate investment trust that owns and operates over 400 communities in North America. Ms. Drake has held positions of increasing responsibility in marketing and sales since joining Equity LifeStyle Properties in 2013. Prior to that, Ms. Drake was an officer at Discover Financial Services where she led marketing initiatives over the course of 14 years for Discover Card, the third largest credit card brand in the United States. Before joining Discover, Ms. Drake was part of the advertising agency, Leo Burnett. She holds a B.S. in Communication Studies from Northwestern University; an M.L.A. from The University of Chicago; and an M.B.A. from the Kellogg School of Management. Ms. Drake's expertise in delivering business results by leveraging both traditional and technology-driven marketing strategies qualify her to serve on our Board.

TABLE OF CONTENTS

Class I — Continuing Directors Whose Term Expires in 2020

Name	Age	Principal Occupation and Other Information
William (Bill) W. Douglas, III	58	William (Bill) W. Douglas, III serves as our Lead Director and has been one of our directors since April 2016. Mr. Douglas retired as Executive Vice President of Coca-Cola Enterprises, Inc. (“CCE”), one of the largest independent bottlers for The Coca-Cola Company that operates across seven countries in Europe, in June 2016. He served as Executive Vice President, Supply Chain at CCE until April 2015. Prior to that, he was Executive Vice President & Chief Financial Officer of CCE from May 2008 to November 2013, Senior Vice President and Chief Financial Officer of CCE from May 2005 to May 2008, and Vice President, Controller and Principal Accounting Officer from July 2004 until May 2005. Prior to joining CCE, Mr. Douglas served as Chief Financial Officer of Coca-Cola HBC, one of the largest bottlers of non-alcoholic beverages in Europe. He currently serves on the boards of Coca-Cola Hellenic and The North Highland Company. Mr. Douglas received a degree in Accounting from the J.M. Tull School of Accounting at the University of Georgia. Mr. Douglas’ extensive executive, financial reporting, mergers and acquisitions, and supply chain experience qualify him to serve on the Board.

Name	Age	Principal Occupation and Other Information
Jeri L. Isbell	61	Jeri L. Isbell has served as one of our directors since October 2016. She was Vice President-Human Resources and Corporate Communications at Lexmark International, Inc., a leading developer, manufacturer, and supplier of printing, imaging, device management, managed print services, document workflow and business process, and content management solutions, a position she held from 2003 until her retirement in December 2016. During her 24-year tenure at Lexmark, she also held a number of leadership positions at Lexmark, including Vice President of Compensation and Benefits, Vice President of Finance and Division Chief Financial Officer, and U.S. Controller. Ms. Isbell began her career at IBM. She currently serves as a member of the Board of Directors of Atkore International Group Inc. and Spartan Motors, Inc. Ms. Isbell holds a B.B.A. in Accounting from Eastern Kentucky University and an M.B.A. from Xavier University. She is a certified public accountant. Ms. Isbell’s human resources and communications leadership positions provide the Board with insight into key issues and market practices in these areas for public companies.

TABLE OF CONTENTS

Class II — Continuing Directors Whose Term Expires in 2021

Name	Age	Principal Occupation and Other Information
Doug Black	54	Doug Black has served as SiteOne's Chief Executive Officer since April 2014, and as the Chairman of the Board since June 2017. Prior to joining SiteOne, Mr. Black was President and Chief Operating Officer of Oldcastle Inc., an integrated building materials manufacturer and distributor and a wholly owned subsidiary of Irish-based CRH plc. During his 18-year career with Oldcastle, Mr. Black led the company's entry into building products distribution and then held several senior leadership roles, including Chief Operating Officer and Chief Executive Officer of Oldcastle Architectural Products and Chief Operating Officer and Chief Executive Officer of Oldcastle Materials. Prior to Oldcastle, Mr. Black's business career began at McKinsey & Company in 1992 where he led strategy, sales force effectiveness and plant improvement projects in the telecommunications, airline, lumber, paper and packaging industries. While serving as a U.S. Army Engineer Officer from 1986 to 1990, he completed construction projects in the Southeastern U.S., Central America and South America. Mr. Black earned an M.B.A. from Duke University's Fuqua School of Business as a Fuqua Scholar and a B.S. in Mathematical Science/Civil Engineering from the U.S. Military Academy, West Point, where he was an AP all-American fullback and NCAA Scholar Athlete. Mr. Black's intimate knowledge of our day-to-day operations as Chief Executive Officer, his prior role as a management consultant and his extensive experience working in our industry qualify him to serve on the Board.

Name	Age	Principal Occupation and Other Information
Jack L. Wyszomierski	63	Jack L. Wyszomierski has served as one of our directors since April 2016. From June 2004 to June 2009, Mr. Wyszomierski served as the Executive Vice President and Chief Financial Officer of VWR International, LLC, a supplier of laboratory supplies, equipment and supply chain solutions to the global research laboratory industry. From 1982 to 2003, Mr. Wyszomierski held positions of increasing responsibility within the finance group at Schering-Plough Corporation, a health care company, culminating with his appointment as Executive Vice President and Chief Financial Officer in 1996. Prior to joining Schering-Plough, he was responsible for capitalization planning at Joy Manufacturing Company, a producer of mining equipment, and was a management consultant at Data Resources, Inc. Mr. Wyszomierski currently serves on the board of directors of Athersys, Inc., Exelixis, Inc., Solenis, Inc. and Xoma, Ltd. He previously served on the board of directors of Unigene Laboratories, Inc. He holds an M.S. in Industrial Administration and a B.S. in Administration, Management Science and Economics from Carnegie Mellon University. Mr. Wyszomierski's extensive executive, financial reporting and accounting experience, and his service as a director and audit committee member of other public companies, qualify him to serve on the Board.

TABLE OF CONTENTS

PROPOSAL 2: Charter amendment to EliminatE Supermajority Voting Requirement

Introduction

After careful consideration and following engagement with, and feedback from, stockholders beneficially owning over 67% of our outstanding stock, the Board has unanimously determined that it would be advisable and in the best interests of the Company to amend and restate our Charter in the form attached hereto as Appendix B (the "Third Amended and Restated Certificate of Incorporation"). The Third Amended and Restated Certificate of Incorporation incorporates amendments to remove supermajority voting thresholds and other obsolete provisions relating to the prior equity ownership of our former equity sponsors, as described below (the "Proposed Amendments"). The Board is now recommending that stockholders adopt this Third Amended and Restated Certificate of Incorporation.

Current Standard

Currently, our Charter provides that certain amendments to our Charter require the affirmative vote of shares representing no less than two-thirds (66⅔%) of our outstanding shares of common stock that are entitled to vote at any annual or special meeting of stockholders, and that stockholders may amend our By-laws with the affirmative vote of shares representing no less than two-thirds (66⅔%) of our outstanding shares of common stock that are entitled to vote at any annual or special meeting of stockholders. We refer to these standards as the "Supermajority Voting Requirements."

Rationale for Proposed Amendments

The Board is committed to good corporate governance. As we have transitioned the Company from a controlled company to an independent company following the exit of our former equity sponsors, the Board believes that stockholders should have the ability to make changes to our Charter and By-laws with majority support, subject to applicable laws. The Board recognizes that elimination of the Supermajority Voting Requirements is consistent with generally held views of good corporate governance, and also considered the fact that many other public companies have transitioned away from supermajority voting provisions several years after going public.

In view of the considerations described above, the Board has unanimously determined to eliminate the Supermajority Voting Requirements as proposed.

Proposed Amendments

The Board has adopted and declared advisable, and recommends that stockholders adopt, the Proposed Amendments. If the Proposed Amendments are adopted, future stockholder-approved amendments to our By-laws, and certain amendments to our Charter, will require only the affirmative vote of a majority of our outstanding shares of common stock entitled to vote thereon.

The text of the Proposed Amendments is reflected in the Third Amended and Restated Certificate of Incorporation set forth in Appendix B to this Proxy Statement, with deletions indicated by strike throughs and additions indicated by underlining. In addition to eliminating the Supermajority Voting Requirements, the Proposed Amendments would also delete certain obsolete provisions relating to the prior equity ownership of our former equity sponsors.

If the Company's stockholders adopt the Proposed Amendments, they will become effective upon the filing of the Third Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, which the Company plans to do promptly after the Annual Meeting. If the Company's stockholders do not adopt the Proposed Amendments, the Supermajority Voting Requirements will remain.

The Board has adopted conforming amendments to the Company's By-laws that will become effective upon our filing of the Third Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware.

TABLE OF CONTENTS

Vote Required

The affirmative vote of the holders of two-thirds (66 2⁄3%) of the outstanding shares of common stock then entitled to vote at the Annual Meeting is required to adopt this proposal pursuant to our Charter as currently in effect.

RECOMMENDATION OF THE BOARD

The Board unanimously recommends that you vote “FOR” approval of the management proposal to amend and restate our charter to eliminate supermajority voting.

TABLE OF CONTENTS
Corporate Governance
The Board is committed to strong corporate governance. Strong corporate governance promotes the long-term interests of stockholders, strengthens board and management accountability and helps build public trust in our Company. The Board and its committees have adopted policies and processes that foster effective board oversight of critical matters such as strategy, risk management, including cybersecurity, financial and other controls, environmental, social and governance considerations, compliance and management succession planning. The Board reviews our major governance documents, policies and processes regularly in the context of current corporate governance trends, regulatory changes and recognized best practices, taking into consideration the perspectives of our stockholders. Through our website, www.siteone.com, our stockholders have access to key corporate governance documents such as our Corporate Governance Guidelines, Business Code of Conduct and Ethics, Financial Code of Ethics, Board of Directors Communication Policy and charters of each committee of the Board.
Based on feedback from stockholders over the course of the last year, at this year’s Annual Meeting we are seeking stockholder approval to remove the supermajority voting requirements from our Charter as described in Proposal 2. The Board has adopted conforming amendments to our By-laws that will become effective as described in Proposal 2 if these amendments to our Charter are approved by stockholders at the Annual Meeting. The Board believes that implementing a majority voting standard to amend our Charter and By-laws enhances the ability of our stockholders to influence our governance structure and is consistent with principles of strong corporate governance.
The following sections provide an overview of our corporate governance structure, policies and processes, including key aspects of the Board operations.
Board Structure
The Board currently consists of six directors, and upon election of Ms. Drake to the Board by stockholders at the Annual Meeting will increase to seven. Our Charter provides for a classified board of directors, with members of each class serving staggered three-year terms. At each annual meeting of stockholders, the successors of the directors whose terms expire at that meeting are elected to hold office for a term expiring at the annual meeting held in the third year following the year of their election. We currently have two directors in each of Classes I, II and III, with an additional director nominated to serve in Class III. The terms of the directors in Classes I, II and III expire at the annual meetings in 2020, 2021 and 2019, respectively. We believe that our classified board structure provides protection against opportunistic attempts to control or influence the Company, including those that could deprive our stockholders of value or advance short-term agendas. During our stockholder outreach program conducted in the fall of 2018, we learned that our investors generally have a positive or constructive view of our classified board structure at this point in time. Of the stockholders we engaged with, investors representing less than 8% of our outstanding shares opposed our classified board structure.
The number of members of the Board is fixed by resolution adopted from time to time by the Board, but in no event may be less than one. Any vacancies or newly created directorships may be filled only by the affirmative vote of a majority of directors then in office, even if less than a quorum, or by a sole remaining director. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. A director elected to fill a vacancy or a newly created directorship shall hold office until the annual meeting at which his or her term expires and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation or removal from office.
Director Qualifications and Selection of Nominees
Our Corporate Governance Guidelines provide that the Nominating and Corporate Governance Committee will identify and recommend director nominees to the Board, including candidates to fill any vacancies that may occur on the Board. When evaluating director candidates, the Nominating and Corporate Governance Committee considers, in view of the needs of the Board at the time, factors such as business and professional experience, reputation for integrity, judgment, diversity, age, skills, background and demonstrated commitment to full participation on the Board and its committees. When current Board

TABLE OF CONTENTS

members are considered for nomination for re-election, the Nominating and Corporate Governance Committee also takes into consideration their prior Board contributions, performance and meeting attendance records. Each director candidate (including candidates for re-election) is carefully evaluated to ensure that other existing and planned future commitments will not materially interfere with his or her responsibilities as a director of our Company. Our director nominee biographies above, as well as the skills matrix below, highlight the experiences and qualifications that were among the most important to the Nominating and Corporate Governance Committee and the Board in concluding that the nominee should serve as a director of the Company.

The Board seeks members from diverse backgrounds who combine a broad spectrum of experience and expertise relevant to our business with a reputation for integrity. The Board believes that a variety of viewpoints contribute to a more effective decision-making process. While the Nominating and Corporate Governance Committee does not have a formal policy with regard to diversity, the Nominating and Corporate Governance Committee considers diversity in identifying director nominees, including personal characteristics such as race, gender, age and cultural background. The Nominating and Corporate Governance Committee assesses the effectiveness of its efforts at pursuing diversity through its periodic evaluation of the Board's composition. Set forth below is the Director Skills Matrix that the Nominating and Corporate Governance Committee reviews at its quarterly meetings in connection with discussions regarding potential new directors.

The Nominating and Corporate Governance Committee may use a variety of sources to identify candidates, including recommendations from current directors and members of management, consultants, search firms, discussions with other persons who may know of suitable candidates, and stockholder recommendations. Evaluations of prospective candidates typically include a review of the candidate's background and qualifications by the Nominating and Corporate Governance Committee, interviews with the members of management, the committee and other Board members, and discussions of the committee and the full Board.

The Nominating and Corporate Governance Committee considers stockholder-proposed director candidates on the same basis as recommendations from other sources. Stockholders who want to recommend a director candidate to the Nominating and Corporate Governance Committee may do so by submitting the name of the prospective candidate in writing to the following address: 300 Colonial Center Parkway, Suite 600, Roswell, Georgia 30076, Attention: Briley Brisendine, Secretary. Submissions should describe the experience, qualifications, attributes and skills that make the prospective candidate a suitable director nominee. Our By-laws set forth the requirements for direct nomination by a stockholder of persons for election to the Board. These requirements are described under "General Information — Stockholder Proposals and Nominations for Director at the 2020 Annual Meeting" on page 57.

TABLE OF CONTENTS

Director/Nominee Skills Matrix

Director/Nominee	Retail	Finance/Former CFO	Marketing & Branding	Manufacturing	Wholesale Distribution	CEO/Former CEO	eCommerce/Technology	Construction/Building Products	Human Resources	Diverse
Doug Black, Chairman										
Bill Douglas, Lead Director										
Fred Diaz										
Larisa Drake										
Roy Dunbar										
Jeri Isbell										
Jack Wyszomierski										

Director Independence

The Board has determined, after considering all of the relevant facts and circumstances, that Messrs. Diaz, Douglas, Dunbar and Wyszomierski and Ms. Isbell and Ms. Drake are "independent" as defined under NYSE listing standards. This means that none of those independent directors and nominees has any direct or indirect material relationship with the Company and its management, either directly or as a partner, stockholder or officer of an organization that has a relationship with us.

Board Leadership Structure

The Board is led by our Chief Executive Officer and Chairman, Mr. Black. As stated in our Corporate Governance Guidelines, the Board has the flexibility to decide when the positions of Chairman and CEO should be combined or separated and whether an executive or independent director should be Chairman. This approach is designed to allow the Board to choose the most appropriate leadership structure for the Company to serve the interests of the Company and our stockholders at the relevant time. At this point in time, the Board believes that the Company and its stockholders are best served by having Mr. Black serve as both Chairman and CEO. As the officer ultimately responsible for the day-to-day operation of the Company and for execution of its strategy, the Board believes Mr. Black is the director best qualified to act as Chairman and to lead Board discussions regarding the performance of the Company. The structure also reinforces accountability for the Company's performance at the highest levels.

Our Corporate Governance Guidelines also provide that, when the position of Chairman is not held by an independent director, a lead director ("Lead Director") will be appointed by the Board. In June 2017, the independent members of the Board appointed William W. Douglas, III to serve as our Lead Director. As Lead Director, Mr. Douglas, among other things, serves as a liaison between independent directors and the Chairman, consults with the Chairman of the Board on, and approves, the schedules, agendas and information provided to the Board for each meeting and on other pertinent matters, has the ability to call meetings of non-management and independent directors, chairs executive sessions of non-management and independent directors, and consults with the CEO on matters relating to management effectiveness and Board performance. Mr. Douglas is available for consultation and direct communication with major shareholders upon request. The independent members of the Board selected Mr. Douglas for this role because of, among other attributes, his extensive board room experience, leadership qualities and ability to facilitate meaningful discussion by encouraging participation, soliciting feedback, ensuring all viewpoints are heard and considered and building consensus among the group.

The Board believes that together, our Lead Director and Mr. Black provide the appropriate leadership and Board oversight of our Company and facilitate effective functioning of both the Board and the management team.

Meetings of the Board and Attendance at the Annual Meeting

The Board held four meetings during the 2018 Fiscal Year. Each of our current directors attended at least 75% of the total number of meetings of the Board and any committees of which he or she was a member held during the 2018 Fiscal Year. Directors are encouraged to attend our annual meetings, and all of our directors attended our 2018 Annual Meeting of Stockholders.

TABLE OF CONTENTS

Executive Sessions

Executive sessions, which are meetings of the non-management members of the Board, are held at each of the Board's quarterly meetings. In addition, at least once a year, the independent directors meet in a private session that excludes management and non-independent directors, and the non-management directors meet with the Chief Executive Officer without the other executive officers being present, with the Lead Director presiding at such sessions. The committees of the Board, as described more fully below, also meet regularly in executive session.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines to address significant corporate governance issues. A copy of these guidelines is available on our website at http://investors.siteone.com/ corporate-governance. These guidelines provide a framework for our corporate governance initiatives and cover topics including, but not limited to, director qualification and responsibilities, Board composition, conflicts of interest, director compensation and management and succession planning. The Nominating and Corporate Governance Committee is responsible for overseeing and reviewing the guidelines and reporting and recommending to the Board any changes to the guidelines.

Code of Conduct and Financial Code of Ethics

We have a Financial Code of Ethics that applies to the Chief Executive Officer, Chief Financial Officer and Controller, or persons performing similar functions, and other designated officers and associates, including the primary financial officer of each of our business units and the Treasurer. We also have a Business Code of Conduct and Ethics ("BCCE") that applies to all of our directors, officers and associates. The Financial Code of Ethics and the BCCE each address matters such as conflicts of interest, confidentiality, fair dealing and compliance with laws and regulations. The Financial Code of Ethics and the BCCE are available without charge on the investor relations portion of our website at http://investors.siteone.com/corporate-governance.

Board Committees

The Board maintains an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. All members of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are independent.

TABLE OF CONTENTS

The following table shows the current members of each committee, as well as the number of meetings held during the 2018 Fiscal Year. At this time, the Board does not expect any changes to the composition of the committees for the 2019 Fiscal Year.

Director	Audit	Compensation	Nominating and Corporate Governance
William (Bill) W. Douglas, III	*		
Fred M. Diaz			
W. Roy Dunbar			
Jeri L. Isbell		*	
Jack L. Wyszomierski			*
Number of Meetings	8	5	4

= Current Committee Member; * = Chair

Audit Committee

Our Audit Committee is responsible, among its other duties and responsibilities, for assisting the Board in overseeing the quality and integrity of our financial statements, our accounting and financial reporting processes, the audits of our financial statements, the qualifications and independence of our independent registered public accounting firm, the effectiveness of our internal control over financial reporting and the performance of our internal audit function and independent registered public accounting firm. Our audit committee reviews and assesses the qualitative aspects of our financial reporting, our processes to manage business and financial risks, and our compliance with significant applicable legal, ethical and regulatory requirements. Our audit committee is directly responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm. The charter of our Audit Committee is available without charge on our website at http://investors.siteone.com/corporate-governance.

The members of our Audit Committee are Messrs. Douglas (Chair), Diaz and Wyszomierski.

The Board has determined that Messrs. Douglas, Diaz and Wyszomierski are “independent” as defined under NYSE and Securities Exchange Act of 1934, as amended (“Exchange Act”) rules and regulations. The Board has designated each member of the Audit Committee as an “audit committee financial expert,” and each of them has been determined to be “financially literate” under the NYSE rules.

The charter of our Audit Committee states that no director may serve on the Audit Committee if such director simultaneously serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee. At present, Messrs. Douglas and Diaz do not sit on more than two other audit committees of public companies. Mr. Wyszomierski currently serves on three other audit committees of public companies. However, both the Board and the Nominating and Corporate Governance Committee reviewed Mr. Wyszomierski’s service on other boards and determined that such simultaneous service will not impair his ability to serve on the Company’s Audit Committee and that the Audit Committee will benefit from Mr. Wyzomierski’s service on other audit committees and experience as a chief financial officer.

Compensation Committee

The Compensation Committee is responsible, among its other duties and responsibilities, for reviewing and approving all forms of compensation to be provided to, and employment agreements with, the executive officers and directors of our company and its subsidiaries (including the Chief Executive Officer), establishing the general compensation policies of our company and its subsidiaries and reviewing, approving and overseeing the administration of the employee benefits plans of our company and its subsidiaries. The Compensation Committee also periodically reviews management development, diversity and succession plans. The charter of the Compensation Committee is available without charge on our website at http://investors.siteone.com/corporate-governance.

TABLE OF CONTENTS
The members of the Compensation Committee are Ms. Isbell (Chair) and Messrs. Dunbar and Diaz. The Board has determined that Messrs. Dunbar and Diaz and Ms. Isbell are independent directors.
The Compensation Committee has the authority to retain compensation consultants, outside counsel and other advisers. During the 2018 Fiscal Year, the Compensation Committee engaged Pearl Meyer & Partners ("Pearl Meyer") to advise it on executive compensation program design matters and to prepare market studies of the competitiveness of components of the Company's compensation program for its senior executive officers, including the NEOs and non-employee directors. Pearl Meyer is a global professional services company. The Compensation Committee performed an assessment of Pearl Meyer's independence to determine whether the consultant is independent, taking into account Pearl Meyer's executive compensation consulting protocols to ensure consultant independence and other relevant factors. Based on that assessment, the Compensation Committee determined that Pearl Meyer's work has not raised any conflict of interest and Pearl Meyer is independent. During the second half of the 2018 Fiscal Year, the Compensation Committee engaged Frederic W. Cook & Co., Inc. ("FW Cook") to advise it on the design of the 2019 executive compensation program. FW Cook is a global professional services company. The Compensation Committee performed an assessment of FW Cook's independence to determine whether the consultant is independent, taking into account FW Cook's executive compensation consulting protocols to ensure consultant independence and other relevant factors. Based on that assessment, the Compensation Committee determined that FW Cook's work has not raised any conflict of interest and FW Cook is independent.
Nominating and Corporate Governance Committee
The Nominating and Corporate Governance Committee is responsible, among its other duties and responsibilities, for identifying and recommending candidates to the Board for election to the Board, reviewing the composition of the Board and its committees, developing and recommending to the Board corporate governance guidelines that are applicable to us, and overseeing Board evaluations. The Nominating and Corporate Governance Committee also oversees and monitors significant issues impacting our culture, including our handling of environmental, social and governance issues. The charter of the Nominating and Corporate Governance Committee is available without charge on our website at http://investors.siteone.com/corporate-governance.
The members of the Nominating and Corporate Governance Committee are Messrs. Douglas and Wyszomierski (Chair), and Ms. Isbell. The Board has determined that Messrs. Douglas and Wyszomierski and Ms. Isbell are independent directors.
Communications with the Board
Any stockholder or interested party who wishes to communicate with the Board as a whole, any of its committees, the independent directors, or any individual member of the Board or any committee of the Board may write to or email the Company at SiteOne Landscape Supply, Inc., 300 Colonial Center Parkway, Suite 600, Roswell, Georgia 30076, Attention: Briley Brisendine, Secretary, or boardofdirectors@siteone.com.
The Board has designated the Company's Secretary as its agent to receive and review written communications addressed to the Board, any of its committees, or any Board member or group of members. The Secretary may communicate with the sender for any clarification. In addition, the Secretary will promptly forward to the chair of the Audit Committee any communication alleging legal, ethical or compliance issues by management or any other matter deemed by the Secretary to be potentially material to the Company. As an initial matter, the Secretary will determine whether the communication is a proper communication for the Board. The Secretary will not forward to the Board, any committee or any director communications of a personal nature or not related to the duties and responsibilities of the Board, including, without limitation, junk mail and mass mailings, business solicitations, routine customer service complaints, new product or service suggestions, opinion survey polls or any other communications deemed by the Secretary to be immaterial to the Company.
Whistleblower Procedure
The Audit Committee has established a whistleblower procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or

TABLE OF CONTENTS
auditing matters and the confidential, anonymous submission by associates of the Company of concerns regarding questionable accounting or auditing matters. These submissions, if any, are reviewed at least quarterly by the Audit Committee.

Risk Oversight

The Board as a whole has responsibility for overseeing our risk management. The Board exercises this oversight responsibility directly and through its committees. The oversight responsibility of the Board and its committees is informed by reports from our management team and from our internal audit department that are designed to provide visibility to the Board about the identification and assessment of key risks and our risk mitigation strategies. The full Board has primary responsibility for evaluating strategic and operational risk management, and succession planning. Our Audit Committee has the responsibility for overseeing our major financial and accounting risk exposures and the steps our management has taken to monitor and control these exposures, including policies and procedures for assessing and managing risk, as well as oversight of compliance related to legal and regulatory exposure and cybersecurity. The Audit Committee meets regularly with our General Counsel. The Compensation Committee evaluates risks arising from our compensation policies and practices, as more fully described below. The Audit Committee and the Compensation Committee provide reports to the full Board regarding these and other matters.

Compensation Risk Assessment

In March 2019, the Compensation Committee assessed our compensation policies and practices to evaluate whether they create risks that are reasonably likely to have a material adverse effect on the Company. Based on its assessment, the Compensation Committee concluded that the Company’s compensation policies and practices do not create incentives to take risks that are reasonably likely to have a material adverse effect on the Company. We believe we have allocated our compensation among base salary, short-term incentives and long-term equity in such a way as to not encourage excessive risk taking. Additionally, the incentive compensation program uses multiple performance metrics tied to growth, profitability, asset efficiency and strategic priorities, as well as absolute stock price appreciation, to encourage a balanced focus. Finally, meaningful risk mitigators are in place, including stock ownership guidelines and retention ratio, clawback provisions, anti-hedging policies and independent Compensation Committee oversight.

Stock Ownership and Retention Guidelines

The Company has established stock ownership and retention guidelines for our CEO and other executive officers in order to further align the long-term interests of our executive officers with those of our stockholders. Also, the deferred stock units granted to our non-employee directors under the Omnibus Incentive Plan pursuant to our non-employee director compensation policy are granted on a fully vested basis but will not settle into the Company’s common stock until after the director receiving the grant has ceased to serve as a non-employee director on the Board or a change in control. For more information about our stock ownership and retention guidelines, see the discussion in the Compensation Discussion and Analysis under the heading “Stock Ownership and Retention Guidelines” on page 36.

Anti-Hedging Policy

Our directors, executive officers and all other associates are prohibited from entering into hedging or monetization transactions designed to limit the financial risk of ownership of the Company’s securities. These include prepaid variable forward contracts, equity swaps, collars, exchange funds and other similar transactions, as well as speculative transactions in derivatives of the Company’s securities, such as puts, calls, options (other than those granted under our compensation plans) or other derivatives.

Board and Committee Evaluations

The Board conducts a detailed annual self-evaluation process. The charters of each of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee require an annual performance evaluation. Each committee compares its performance with the requirements of its

TABLE OF CONTENTS
charter and sets forth the goals and objectives of the committee for the upcoming year. As a result of these evaluations, we also update and revise our processes and practices as needed to ensure the Board and each committee operate in the most efficient and effective manner possible.

Conflicts of Interest

Our BCCE and our Corporate Governance Guidelines govern our conflicts of interest policy. The BCCE requires employees to avoid conflicts of interest, defined as situations where the person's private interests or professional interests interfere in any way — or even appear to interfere — with the interests of the Company. The BCCE requires all conflicts of interest between the Company and its employees to be disclosed to an immediate supervisor or the General Counsel. The Corporate Governance Guidelines require directors to 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.

Related Person Transactions

See "General Information — Certain Relationships and Related Party Transactions" on page 56 for a discussion of our policies and procedures for related person transactions.

Director Change in Circumstances

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 must offer to tender his or her resignation from the Board 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.

Succession Planning and Management Development

Succession planning and talent development are important at all levels within our organization, and accordingly, succession planning and management development are discussed at least annually by the Board and the Chief Executive Officer. The Board oversees management's succession plan for key positions at the senior officer level. Our Corporate Governance Guidelines require that each year the Chief Executive Officer reports to the Board on succession planning, including 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. We believe continuity of leadership is critical to our ongoing success, and that our process is effective in preparing us for sustained, long-term effective leadership.

Overboarding

Our Corporate Governance Guidelines state that no director may serve on more than four other public company boards. No director may serve as a member of the Audit Committee if such director serves on more than two other public company audit committees, unless the Board determines that such simultaneous service would not impair the director's ability to serve effectively on the Company's Audit Committee.

Mandatory Retirement Age

Our Corporate Governance Guidelines also require directors to retire from the Board when they reach the age of 72, although a director elected to the Board prior to his or her 72nd birthday may continue to serve until the next annual meeting. While directors generally will not be nominated for election or reelection to the Board after their 72nd birthday, the full Board may nominate candidates over 72 for election or reelection in special circumstances.

TABLE OF CONTENTS

Executive Officers

The following table sets forth information about our executive officers as of March 30, 2019.

Name	Age	Present Positions	First Became an Officer
Doug Black	54	Chief Executive Officer, Director	2014
John Guthrie	53	Executive Vice President, Chief Financial Officer and Assistant Secretary	2001
Pascal Convers(1)	54	Executive Vice President, Strategy, Development and Investor Relations	2014
Ross Anker	55	Executive Vice President, Category Management, Marketing and IT	2014
Briley Brisendine	48	Executive Vice President, General Counsel and Secretary	2015
Joseph Ketter	50	Senior Vice President, Human Resources	2015
Scott Salmon	51	Executive Vice President of Strategy and Development	2019

(1)
Mr. Convers is terminating employment with the Company, effective April 30, 2019.

Doug Black has served as SiteOne's Chief Executive Officer since April 2014. Prior to joining SiteOne, Mr. Black was President and Chief Operating Officer of Oldcastle Inc., an integrated building materials manufacturer and distributor and a wholly owned subsidiary of Irish-based CRH plc. During his 18-year career with Oldcastle, Mr. Black led the company's entry into building products distribution and then held several senior leadership roles, including Chief Operating Officer and Chief Executive Officer of Oldcastle Architectural Products and Chief Operating Officer and Chief Executive Officer of Oldcastle Materials. Prior to Oldcastle, Mr. Black's business career began at McKinsey & Company in 1992 where he led strategy, sales force effectiveness and plant improvement projects in the telecommunications, airline, lumber, paper and packaging industries. While serving as a U.S. Army Engineer Officer from 1986 to 1990, he completed construction projects in the Southeastern U.S., Central America and South America. Mr. Black earned an M.B.A. from Duke University's Fuqua School of Business as a Fuqua Scholar and a B.S. in Mathematical Science/Civil Engineering from the U.S. Military Academy, West Point, where he was an AP all-American fullback and NCAA Scholar Athlete.

John Guthrie serves as SiteOne's Executive Vice President, Chief Financial Officer and Assistant Secretary. Mr. Guthrie joined SiteOne as head of finance shortly after it was formed in 2001 and has been instrumental in helping SiteOne build its market leading position. In addition to his financial leadership role, Mr. Guthrie has also been responsible for Human Resources, Procurement, IT and Region Management. Mr. Guthrie joined SiteOne from Deere & Company where he held various positions in finance. Mr. Guthrie has also held positions in engineering and manufacturing at Commonwealth Edison and Turtle Wax. Mr. Guthrie earned a B.S. in Chemical Engineering from the University of Illinois and an M.B.A. from the University of Chicago.

Pascal Convers joined SiteOne in July 2014 and serves as our Executive Vice President of Strategy, Development and Investor Relations. Prior to joining SiteOne, Mr. Convers held a number of senior leadership positions over the course of 10 years at CRH plc, a leading construction materials company. From 2009 to 2014, he served as Senior Vice President of Strategy and Development for Oldcastle Materials, a division of CRH. He has also served as CRH's Managing Director for concrete operations in France. Prior to CRH, Mr. Convers spent 13 years at Eastman Chemical Company, where he held senior leadership roles in Europe, North America and Asia Pacific. Mr. Convers holds a B.S. in Chemical Engineering from the National School of Chemistry in Rennes, France, an M.S. in Materials and Processing from Ecole Des Mines de Paris, and an M.B.A from Duke University.

TABLE OF CONTENTS

Ross Anker joined SiteOne as Executive Vice President of Category Management and Marketing in October 2014. His responsibilities expanded to include IT in May of 2015. Prior to joining SiteOne, Mr. Anker was Vice President of Category Management at HD Supply supporting the construction division, White Cap. From 1996 to 2006, he held the position of Senior Vice President of Product Management, Marketing, IT and 6 Sigma at MSC Industrial Supply. This role also included responsibility for the strategic team and two subsidiaries, Enco and SPI. In 1993, Mr. Anker founded a computer consultancy firm and supported customers such as RR Donnelly & Sons and MSC Industrial Supply. Prior to this, Mr. Anker held senior positions within a number of consultancy firms in the United Kingdom. Mr. Anker holds a B.S. in Computer Science from North Staffordshire University in England.

Briley Brisendine joined SiteOne as Executive Vice President, General Counsel and Secretary in September 2015. Prior to joining SiteOne, Mr. Brisendine spent 12 years at The Home Depot, Inc., where he held a number of senior leadership positions in the legal department. For a portion of his time at The Home Depot, he helped grow the HD Supply division through a number of acquisitions and served as the division’s primary counsel. Most recently, he served as Vice President and Deputy General Counsel of The Home Depot, with responsibility for all legal issues related to securities and corporate governance, corporate finance, store operations, privacy, tax, real estate, international, M&A and general corporate matters. Mr. Brisendine also managed The Home Depot’s Risk Management department. Prior to joining The Home Depot, he spent seven years as an attorney at a national law firm where he focused on securities, corporate governance and M&A matters. Mr. Brisendine holds a B.A. in Finance from Wofford College and a Juris Doctorate from the Walter F. George School of Law at Mercer University.

Joseph Ketter joined SiteOne as Senior Vice President of Human Resources in July 2015. Prior to joining SiteOne, Mr. Ketter served as the Executive Vice President of Human Resources for Graham Packaging, where he led global human resources. Previously, Mr. Ketter held a number of senior human resources leadership positions over the course of 19 years at Newell Rubbermaid, a leading manufacturer and marketer of consumer and commercial products. In his last role with Newell Rubbermaid (Senior Vice President of Human Resources — Development) he reported to the Chief Development Officer and provided strategic human resources support to multiple divisions. Mr. Ketter holds a B.A. in Human Resource Management and Management from Ohio University and graduated from Cooper Industries’ Employee Relations Training Program.

Scott Salmon joined SiteOne as Executive Vice President of Strategy and Development in March 2019. Prior to joining SiteOne, Mr. Salmon was the President of the Lawn & Garden division of Oldcastle Inc., an integrated building materials manufacturer and distributor and a wholly owned subsidiary of Irish-based CRH plc. During his 17-year career at Oldcastle, Mr. Salmon held several senior leadership positions and was responsible for all aspects of strategic planning and development. Prior to Oldcastle, Mr. Salmon served as an F-16 Pilot and Flight Commander in the United States Air Force where he flew over 30 combat missions. Mr. Salmon holds a BS in Economics and Operations Research from the United States Air Force Academy and earned a Master’s in Public Policy from Harvard University’s John F. Kennedy School of Government.

TABLE OF CONTENTS

Proposal 3: Advisory Vote to Approve Executive Compensation

We provide our stockholders with the annual opportunity to cast an advisory vote to approve the compensation of our NEOs. This non-binding advisory vote, commonly known as a "say on pay" vote, gives our stockholders the opportunity to express their views on our NEOs' compensation on an annual basis. This vote is not intended to address any specific item of compensation but rather the overall compensation of our NEOs and the philosophy, policies and practices described in this Proxy Statement. At last year's annual meeting of stockholders, approximately 98% of the votes cast were in support of the compensation of our NEOs.

The Board and Compensation Committee are dedicated to ensuring that our executive officers be compensated competitively with the market and consistently with our business strategy, sound corporate governance principles, and stockholder interests and concerns. To do so, the Compensation Committee uses a combination of short- and long-term incentive compensation to motivate and reward executives who have the ability to significantly influence our long-term financial success and who are responsible for effectively managing our operations in a way that maximizes stockholder value.

We believe that our compensation program is effective in achieving our goals, has contributed to the Company's success and is strongly aligned with the long-term interests of our stockholders and that the total compensation packages provided to our NEOs are reasonable. For these reasons, the Board is asking stockholders to vote "FOR" the following resolution:

"RESOLVED, that the stockholders approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosure in the Company's Proxy Statement for the 2019 Annual Meeting of Stockholders."

As you consider this Proposal 3, we urge you to read the "Compensation Discussion and Analysis" section of this Proxy Statement beginning on page 29 for additional details on our executive compensation, including the more detailed information regarding our compensation philosophy and objectives.

As an advisory vote, Proposal 3 is not binding on the Board or the Compensation Committee, will not overrule any decisions made by the Board or the Compensation Committee, or require the Board or the Compensation Committee to take any specific action. Although the vote is non-binding, the Board and the Compensation Committee value the opinions of our stockholders and will carefully consider the outcome of the vote when making future compensation decisions for our NEOs.

Required Vote

Approval of the compensation of our NEOs as presented in this Proxy Statement requires the affirmative vote of a majority of the shares present, either in person or by proxy, at the Annual Meeting.

RECOMMENDATION OF THE BOARD

The Board unanimously recommends that you vote "FOR" the approval of the compensation of our named executive officers as presented in this Proxy Statement.

TABLE OF CONTENTS

Executive Compensation

Compensation Discussion and Analysis

In this section we provide information regarding our philosophies, plans and practices with respect to executive compensation. This section also provides information regarding the material elements of compensation that were paid to or earned by our NEOs for the 2018 Fiscal Year. Our NEOs for the 2018 Fiscal Year were:

- Doug Black, Chief Executive Officer
- John Guthrie, Executive Vice President, Chief Financial Officer and Assistant Secretary
- Pascal Convers, Executive Vice President, Strategy, Development and Investor Relations
- Briley Brisendine, Executive Vice President, General Counsel and Secretary
- Ross Anker, Executive Vice President, Category Management, Marketing and IT

Compensation Philosophy and Objectives

Our executive compensation program is designed to encourage high performance and results that will create value for us and our stockholders while avoiding unnecessary risks. In particular, our executive compensation program has the following key objectives:

- To pay for performance.
- To reward our executives with equity in the Company in order to align their interests with the interests of our stockholders and allow our executives to share in our stockholders' success.