



**DYCOM INDUSTRIES, INC.**  
**INTERNAL PROCESS FOR HANDLING COMMUNICATIONS**  
**TO AND FROM DIRECTORS**

**I. PURPOSE**

Dycom Industries, Inc. (the “Company”) hereby provides mechanisms for shareholders and other interested parties to send anonymous communications to the whole Board of Directors (the “Board”), the independent Directors, the Chairman of the Board, the chairman of any particular committee, or any particular individual Director (including any designated lead Director). The Board values the input and insights of the Company’s shareholders and believes that effective Board-shareholder communication strengthens the Board’s role as an active, informed and engaged fiduciary. To facilitate communication, this statement of the *Internal Process for Handling Communications to and from Directors* describes (i) the types of communications from the Board and (ii) the Company’s process for collecting and organizing communications that are addressed to the whole Board, the independent Directors as a group, the Chairman of the Board, the chairman of any particular committee, or any particular individual Director (including any designated lead Director) (“Director Communication”) and determining which communications will be relayed to the Directors.

**II. COMMUNICATIONS FROM THE BOARD**

The Board believes regular communications to shareholders are an important part of creating an open, candid, and productive dialogue. The Board will annually communicate about the Board, the Company’s corporate governance practices and the Board’s views on proposals submitted for shareholder consideration through a proxy statement filed with the Securities and Exchange Commission (“SEC”), provided either electronically or by mail to shareholders and posted on the Company’s website. Shareholders will receive other communications about the Company in the form of the Company’s filings with the SEC, press releases (including quarterly and annual results) and corporate presentations at investor conferences.

Attendance at the annual meeting of shareholders is expected of all Directors as if it were a regular meeting. The Board encourages shareholders to attend the Company’s annual meeting as it provides a valuable opportunity to discuss the Company, its corporate governance and other important matters.

The Board may also engage in other forms of communications upon request of shareholders. The Board, the appropriate Board committee or appropriate Director(s) will consider each request for a teleconference, in-person meeting or other form of communication on a case-by-case basis. Factors that will be considered include, without limitation, whether the matter relates to a topic of broad concern that the Board can publicly discuss, whether the matter could have a material impact on the Company’s performance or stock price, the size and/or number of shareholders making the request, availability of the applicable Board member(s) and the willingness of the group to invest the significant time required to prepare for such further communication.



All Board-shareholder communication events should be attended by the appropriate personnel for discussing corporate governance and other relevant matters. Board members, regardless of their financial literacy, should be supported by management and other employees of the Company when communicating with investors. In all communications, the Board will comply with all rules and regulations of the SEC and the New York Stock Exchange, including Regulation FD. All Board-shareholder communications should be attended by legal counsel to advise on Regulation FD compliance.

The Board also will respond to written communications on appropriate topics outlined in Section III below.

### III. COMMUNICATIONS TO THE BOARD

A. **Process Administration and Oversight.** The process of handling communications to the Board is administered by the Company's Secretary, overseen by the Governance Committee and approved by a majority of the Company's independent Directors.

B. **Methods for Collecting Communications.** Written Director Communications should be addressed to the appropriate body or Director (including any designated lead Director) and sent via email, pre-paid mail or courier to:

DYCOM INDUSTRIES, INC.  
c/o Corporate Secretary  
11780 U.S. Highway 1, Suite 600  
Palm Beach Gardens, Florida 33408  
United States of America  
Email: corporate.secretary@dycominc.com

All such communications should be clearly marked "Shareholder Communication to the Dycom Industries, Inc. Board of Directors."

C. **Collection of Communications.** The Secretary, engaging members of his or her staff as appropriate, will use reasonable efforts to collect all Director Communications (whether received as written material or e-mail) and will act as the agent of the Board and the Directors for the purpose of applying the process described in Section III.D below.

#### D. **Processing of Communications and Routine Reporting.**

1. **Review.** The Secretary, or a member of his or her staff under his or her direction, will review all collected Director Communications and will apply the process described in this Section III.D. Communications that are addressed to the Company's President and Chief Executive Officer which relate to his or her role as an officer of the Company, rather than to his or her role as a Director, are not considered to be Director Communications and are outside of the scope of this process.

2. **Filtering.** The Secretary, or a member of his or her staff under his or her direction, may "filter out" and disregard (without providing a copy to the Directors or advising them of the communication), or may otherwise handle in his or her discretion, any Director Communication that is described within any of the following categories:

- Obscene or otherwise inappropriate materials



- Unsolicited marketing or advertising material, mass mailings and "spam"
  - Unsolicited newsletters, newspapers, magazines, books and publications
3. **Referrals to other processes.** Director Communications that are described as within the scope of the section entitled "Speak Up—Sharing Your Concerns" in the Company's Code of Business Conduct and Ethics will be referred to that process, and processed as described in that policy.
4. **Routine business communications.** The Secretary, or a member of his or her staff under his or her direction, may handle in his or her discretion (without forwarding such Director Communication to the addressee or any other Director or group of Directors or advising them of the communication) any Director Communication that is described within any of the following categories, but he or she will provide a copy of the original communication to the Chairman of the Board (or to any designated lead Director, or to the Chairman of the Governance Committee) and advise him or her of any action taken with respect to the communication:
- Routine questions, complaints and comments that can be appropriately addressed by management
  - Routine invoices, bills, account statements and related communications that can be appropriately addressed by management
  - Surveys and questionnaires
  - Requests for business contacts or referrals

The Board believes that matters dealing with the Company's general business operations, current and future financial results, strategic direction and similar matters are most appropriately addressed by management. The Board expects that management will provide regular updates to investors regarding the Company's business strategy and performance.

5. **Log of communications.** The Secretary, or a member of his or her staff under his or her direction, will maintain a summary log of all communications (other than those excluded under Sections III.D.2 through III.D.4 above). At least quarterly, the Secretary will provide to the Chairman of the Board (or to any designated lead Director, or to the Chairman of the Governance Committee) a copy of all log entries made since the immediately preceding report was provided to him or her. The Secretary will promptly provide to any Director, upon his or her request, a copy of any part of, or the entire log.
6. **Forwarding communications.** The Secretary will forward, to one or more of the following groups or individuals as he or she determines is appropriate in his or her reasonable judgment (which groups or individuals may differ from the addressee named in the Director Communication), the original or a complete copy of any particular Director Communication (other than those excluded under Sections III.D.2 through III.D.4 above): the whole Board, all of the independent Directors, the Chairman of the Board, the chairman of any particular committee of the Board, or any particular individual Director (including any designated lead Director).



7. **File copies of communications.** The Secretary, or a member of his or her staff under his or her direction, will maintain an original or a copy (which may be in an electronic format), of all Director Communications (other than those excluded under Sections III.D.2 through III.D.4 above), which shall be kept in accordance with the Company's Records Retention Policy and procedures. The Secretary will promptly provide to any Director upon request a copy of any or all filed Director Communications.

#### **IV. ACTION BY CORPORATE SECRETARY**

The Secretary may immediately investigate and take any action he or she believes is necessary or appropriate in response to any matter raised in any Director Communication. At least quarterly, the Secretary will report promptly to the Governance Committee the actions taken, since the last report, in response to matters raised in any Director Communication.

#### **V. POLICY ADMINISTRATION**

This statement of *Internal Process for Handling Communications to and from Directors* supersedes any and all previously adopted or published statements of the Company's guidelines, policies and procedures regarding any of the matters or topics described herein, and will be reviewed on an annual basis by the Governance Committee to determine whether any modifications or revisions are required.

#### **VI. ONGOING PREPARATION FOR SHAREHOLDER COMMUNICATION**

The Corporate Governance Committee will receive regular reports from management of the Company regarding the following topics: communications between management and shareholders; typical investor concerns and questions; and emerging issues and pertinent corporate governance matters.