

# **DYCOM INDUSTRIES, INC.**

## **FINANCE COMMITTEE CHARTER**

**(As adopted by the Board of Directors on February 28, 2017)**

### **Purpose**

The purpose of the Finance Committee (the "Committee") is to assist the Board of Directors (the "Board of Directors") of Dycom Industries, Inc. (the "Company") in satisfying its fiduciary responsibilities relating to the financing strategy, financial policies and financial condition of the Company.

### **Membership Requirements**

The Committee shall be comprised of the number of directors that the Board of Directors shall determine from time to time, such number not to be less than three. The members of the Committee shall be appointed annually by the Board of Directors and may be replaced or removed at any time by the Board of Directors. The Board of Directors shall appoint one member of the Committee to serve as the Chair of the Committee.

### **Meetings**

Subject to the Company's By-Laws and resolutions of the Board of Directors, the Committee shall meet at least two times annually at such times as the Chair of the Committee shall designate. The Committee shall fix its own rules of procedure, and a majority of the number of members then serving on the Committee shall constitute a quorum. Meetings of the Committee may be held in person or by conference call. In lieu of a meeting, the Committee may act by unanimous written consent. The Committee shall have the authority to create subcommittees with such powers as the Committee shall from time to time confer.

### **Responsibilities and Duties**

The Committee shall have the following responsibilities and duties:

1. Discuss and review with management matters pertaining to the Company's:
  - a. cash flow, capital spending and financing requirements;
  - b. debt ratio, fixed charge coverage and credit ratings;
  - c. dividend policy; and
  - d. financial risk management strategies, including hedging and the use of derivatives.
2. Review and assess the adequacy of, and approve changes to, the Company's investment policy.

3. Review and recommend for approval by the Board of Directors changes to the Company's Acquisition Authorization Policy (the "Acquisition Authorization Policy").
4. Review material changes to the Company's capital structure, financial arrangements, capital spending and, in accordance with the Acquisition Authorization Policy, as applicable, acquisition and disposition plans, including:
  - a. timing, maturities, terms and interest rates of debt issuances;
  - b. repurchases of outstanding indebtedness;
  - c. common stock sales, repurchases or splits and any changes in dividends; and
  - d. proposed mergers, acquisitions, divestitures, joint ventures and other strategic investments, and, as appropriate, approve or recommend their approval to the Board of Directors.
5. Review material banking relationships and lines of credit.
6. Perform any other activities consistent with this Charter, the Company's By-laws and governing law, as the Committee or the Board of Directors deems necessary or appropriate.

## **Reports**

The Committee shall keep minutes of its meetings and make them available to the Board of Directors. The Committee shall report to the Board of Directors periodically, but no less than once annually.

## **Authority**

In discharging its responsibilities, the Committee shall have authority to retain outside counsel or other consultants in the Committee's sole discretion. The Committee shall have sole authority to approve the fees and other retention terms of such consultants and to terminate such consultants. The Committee shall have the authority to create subcommittees with such powers as the Committee shall from time to time confer.

## **Performance Evaluation; Assessment of Charter**

The Committee shall annually conduct a self-evaluation of its performance and shall report to the Board of Directors the results of the self-evaluation. The Committee shall review and assess the adequacy of this Charter annually and recommend changes to the Board of Directors.