



**DYCOM INDUSTRIES, INC.**  
**AUDIT COMMITTEE PROCEDURES FOR COMPLAINTS REGARDING**  
**ACCOUNTING, INTERNAL ACCOUNTING CONTROLS AND AUDITING MATTERS**

**I. PURPOSE**

It is the responsibility of the Audit Committee of Dycom Industries, Inc. (the “Company”) to ensure that the Company has appropriate procedures for the receipt, retention and treatment of complaints received by the Company regarding (i) accounting; (ii) internal accounting controls; (iii) auditing matters; and (iv) retaliation against whistleblowers. In addition, Section 301 of the Sarbanes-Oxley Act of 2002 requires the Audit Committee to provide for confidential, anonymous submissions by Company employees of their concerns regarding questionable accounting or auditing matters. The policy set forth below is intended to establish procedures to ensure that such complaints and concerns are promptly and effectively addressed. These procedures should be read together with the Company’s Code of Business Conduct and Ethics (the “Code”), which sets forth general procedures with respect to the reporting and treatment of complaints regarding the foregoing matters.

**II. PROCEDURES FOR SUBMISSION AND RECEIPT OF COMPLAINTS**

Company employees and other individuals may report concerns regarding accounting, internal accounting controls or auditing matters on a confidential or anonymous basis in accordance with the Company Conduct Line section of the Code.

In the event that any complaints are received by management, they will be promptly reported to the General Counsel and any documentation relating to such complaints will be promptly provided to the General Counsel. In the event a complaint is directed at a member of the Legal Department or the General Counsel, it will be promptly reported to the Chair of the Audit Committee. The content of any such reports will be as close as practical to the form in which the complaint was first received by management.

The General Counsel will periodically report to the Audit Committee about the process regarding the submission and receipt of complaints. The Audit Committee will review the process to ensure it is satisfactory in its accuracy, timeliness, confidentiality and effectiveness.

**III. PROCEDURES FOR TREATMENT OF COMPLAINTS**

All complaints will be treated as confidential to the extent possible. The General Counsel will promptly forward to the Audit Committee all complaints regarding accounting, internal accounting controls, or auditing practices received by the Company. All such complaints will initially be reviewed and evaluated under the direction of the Chair of the Audit Committee or his/her designee, and with oversight by the General Counsel, Internal Audit or such other persons as the Chair of the Audit Committee deems appropriate, within ten (10) business days of receipt. The Chair of the Audit Committee will determine whether the complaint (i) requires immediate investigation, (ii) can be discussed at the next regularly-scheduled meeting of the Audit Committee, or (iii) does not involve the Company’s accounting, internal

accounting controls or auditing practices and should be reviewed by a party other than the Audit Committee.

Each complaint involving accounting, internal accounting controls or auditing matters will be discussed at a meeting of the Audit Committee (which may be via telephone) and the Audit Committee may elect to investigate the complaint in one of the following ways or in another agreed upon manner:

- a. investigate the complaint on its own or with the assistance of an independent advisor, such as outside counsel or accountants unaffiliated with the Company's auditors;
- b. engage an independent advisor to investigate the complaint; or
- c. enlist designees within the Company to investigate the complaint. Under no circumstances will a party who has direct supervisory control or who may be responsible for the action giving rise to the complaint be charged with its investigation.

Investigations generally will be completed within sixty (60) calendar days after referral of the complaint. Any party designated to investigate the complaint will make a full report to the Audit Committee, including the results of the investigation. The General Counsel will report to the Audit Committee on the status of each complaint as developments warrant or as directed by the Audit Committee.

Following the investigation and evaluation of a complaint, the Chair of the Audit Committee will report to the Audit Committee on recommended disciplinary or remedial action, if any. The Audit Committee will then report to the Board of Directors at its next regularly-scheduled meeting with respect to the complaint and any recommended actions. The Company strictly prohibits retaliation or discrimination against any individual because he or she makes a complaint in good faith or participates in the investigation of the complaint. Any efforts to retaliate or discriminate against any person for making a complaint in good faith or for participating in the investigation of the complaint will be reported immediately to the Chair of the Audit Committee. Anyone who is determined to have retaliated or discriminated against such person will be subject to disciplinary action up to and including termination of employment or service.