



**DYCOM INDUSTRIES, INC.
MANAGEMENT DISCLOSURE COMMITTEE POLICY**

Dycom Industries, Inc. (“Dycom”) shall maintain a management disclosure committee (the “Disclosure Committee”) consisting of members of its senior management and staff. The Disclosure Committee brings together on a regular basis Dycom’s employees involved in the review and consideration of Dycom’s current, periodic, and annual disclosures, including Dycom’s senior financial reporting team.

The purpose of the Disclosure Committee is to (i) discuss events that could trigger potential disclosures and to review Dycom’s potential disclosures, (ii) review and assesses Dycom’s disclosure controls, and (iii) assist and advise the Chief Executive Officer and Chief Financial Officer in making required certifications in Dycom’s reports that are filed with the U. S. Securities and Exchange Commission. The Disclosure Committee shall meet as needed to discharge its duties.

The Audit Committee of Dycom’s Board of Directors may, as necessary, consult with members of the Disclosure Committee. The Disclosure Committee shall identify matters that should be raised with the Audit Committee and document these matters contemporaneously.

The Disclosure Committee shall report to Dycom’s Chief Executive Officer and its Chief Financial Officer and, as appropriate, to Dycom’s Audit Committee.