

Dycom Industries, Inc.
Supplier Code of Conduct

Dycom Industries, Inc. and its subsidiaries (collectively, “Dycom”) are committed to conducting business with the highest standards of integrity and ethics, and with abiding respect for corporate citizenship and sustainability. This Supplier Code of Conduct (this “Code”) contains principles to promote this commitment. As used in this Code, “Supplier” refers to any entity providing products, people or services to Dycom, including its subcontractors and agents, and where applicable, the personnel of Supplier and its subcontractors and agents. At a minimum, all Suppliers must operate in full compliance with the laws, rules and regulations of the jurisdictions in which they operate or where they provide services to Dycom. Where this Code sets higher standards than what the law provides, Dycom expects Suppliers to adhere to such standards. This Code supplements, but does not supersede, any contracts between Dycom and a Supplier.

I. Ethics and Standards of Conduct

Suppliers are expected to uphold the highest standards of ethics and behavior, including:

Business Integrity

All forms of illegal or inappropriate activity, including, but not limited to, corruption, misrepresentation, extortion, embezzlement or bribery, are strictly prohibited. Records prepared for Dycom, including records of work time and expenses, must be accurate, truthful and complete, and must meet applicable standards and requirements.

Competition, Advertising and Marketing

Dycom expects Suppliers to uphold fair business standards in advertising, sales and competition. If a Supplier, strictly with Dycom’s prior written approval, engages in any advertising, marketing or promotional activities that reference or implicate Dycom, its name, logo or services in any manner, such materials must be truthful and accurate, with clear and conspicuous disclosure of material terms and limitations of advertised offers.

Alcohol and Drugs; Gambling

Suppliers must not engage in any work for or on behalf of Dycom, or in any fashion represent, or make any representations on behalf of Dycom, while under the influence of alcohol or other substances that may impair the ability to work safely. In addition, Suppliers may not possess illegal drugs or controlled substances while on Dycom premises or while conducting business with or for Dycom. This prohibition does not include legally obtained medications used as directed by a licensed medical practitioner. Gambling, including games of chance, is not allowed on Dycom premises.

Dycom Property, Funds and Information

Suppliers must use all Dycom property, including, but not limited to, equipment, funds, documents, electronic and written information and communications systems, with care and adherence to acceptable standards and Dycom's rules and procedures. Suppliers are required to report any suspected or actual misuse, theft, vulnerability, improper exploitation, or sabotage of Dycom property.

International Business; Money Laundering

Suppliers must never engage in money laundering or actions related to terrorism, or do business with parties or persons upon whom sanctions have been imposed by the U.S. Government. "Money laundering" is generally defined as engaging in acts designed to conceal or disguise the true origins of criminally derived proceeds so that the proceeds appear to have derived from legitimate origins or constitute legitimate assets. In addition, to the extent applicable, Supplier must act in full compliance with the U.S. Export Administration Act, the Export Administration Regulations, the Foreign Corrupt Practices Act and any related applicable international laws. Suppliers must (a) only make proper and permissible payments to parties outside the U.S. and (b) only exchange business courtesies in accordance with this Code and with applicable law.

Business Courtesies; Conflict of Interest

Suppliers are expected to compete based on the merit of their products and services, not through gifts, entertainment or other business courtesies. Suppliers must not provide entertainment that could embarrass Dycom or harm its reputation. Suppliers must never provide gifts or entertainment, and must not have a relationship with any employee at Dycom that is intended to improperly influence any person's business judgment, that might create the appearance of undue influence, or that is or appears to be a conflict of interest. It is never permissible to give currency as a gift. When Suppliers team with Dycom in providing goods and services to government entities within the U.S., or otherwise deal with governmental officials in connection with Dycom matters, gifts or entertainment of any value are not permitted without Dycom's express authorization.

II. Labor

All Suppliers are expected to adhere to the following labor standards:

No Child Labor; Only Voluntary Labor

Suppliers must not use child labor. The term "child" refers to any person under the age of 14, or under the applicable minimum age for completion of compulsory education, or under the minimum age for employment in any particular country, whichever is the highest. In addition, Suppliers will not use forced labor of any type, including bonded, indentured or involuntary prison labor.

Freedom of Association and Collective Bargaining

Suppliers must comply with applicable laws and regulations governing the legal rights of their employees to join or not to join worker organizations, including trade unions, and the right to collectively bargain, if they choose to be represented.

Non-Discrimination

Suppliers must not engage in discrimination on any basis prohibited by applicable/local law.

Working Hours and Wages

Compensation paid to workers must comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. Employees should have the ability to earn fair wages, as determined by applicable local law. Suppliers are fully responsible for the quality, performance, behavior, supervision and protection of their personnel.

III. Environment, Health and Safety

Dycom expects Suppliers to apply robust environment, health and safety policies and practices in their operations. Suppliers should provide a safe and healthy work environment in accordance with applicable standards, laws, rules and regulations. Suppliers should provide appropriate health and safety information and training to their employees. Dycom expects Suppliers to minimize the impact of emergency events by proactively implementing business continuity plans and response procedures.

IV. Sustainable Business Practices

Dycom expects Suppliers to comply with Dycom's Sustainable Procurement Policy.

V. Confidential Information and Privacy

Dycom values and protects confidential information, including information about its customers, employees, operations, finances, and business plans. Supplier may be granted access to confidential information of or relating to Dycom or one or more Dycom customers which Supplier is required to keep confidential. Any disclosure of Dycom's or a Dycom customer's confidential information is prohibited. This includes inadvertent disclosures, which means that suppliers must not have discussions involving Dycom's or a Dycom customer's confidential information in public areas where discussions could be easily intercepted or overheard. Suppliers may use Dycom's or a Dycom customer's confidential information solely for the purposes for which it is provided under the applicable agreement between Supplier and Dycom or in compliance with the confidential/proprietary legend, and must not make independent use of Dycom's or a Dycom customer's data.

VI. Property Rights of Others; Intellectual Property Rights

Dycom respects the property rights of others. In the conduct of business, Dycom has occasion to receive and use proprietary information of others, such as customer lists, technical developments or operational data, as well as other material that is not publicly available. Dycom must use this information only in accordance with the agreements under which such information is received. Dycom's policy is to honor and respect the intellectual property rights of others. Such intellectual property rights include patents, trademarks and copyrights. Suppliers should not engage in any improper use of the intellectual property rights of others, including the unlawful or unauthorized copying, revealing or use of anyone's intellectual property. Inappropriate use by a Supplier of others' intellectual property may expose Dycom and such Supplier to criminal and civil fines and penalties.

VII. Supplier Diversity

Dycom embraces diversity and equal opportunity as fundamental principles and key components of its corporate strategy. Suppliers are expected to: include minority-, women- and disabled veteran-owned businesses in the production of products and services.

VIII. Compliance Management Process

Suppliers must manifest their commitment to implementation of the principles of this Code with an appropriate compliance management process. As part of this process, Suppliers should create and maintain appropriate documentation and records to track and ensure compliance with this Code. The compliance management process should also include appropriate training programs for Supplier personnel.

IX. Grievance Procedures

Suppliers are expected to enable employees to communicate openly with management regarding working conditions without fear of reprisals, intimidation or harassment. Suppliers should also have grievance mechanisms in place to allow complaints from other stakeholders to be heard, assessed, and, if necessary, remedied as expeditiously as possible.

X. Reporting of Suspected Violations

Suppliers with concerns regarding an actual or potential violation of this Code may report their concerns on a confidential or anonymous basis through the Company's EthicsPoint reporting system via (i) telephone or (ii) web interface, as follows:

Web site: <http://www.dycom.ethicspoint.com>

Reporting Hotline: (888) 320-4044

April 3, 2015