

**PHOTRONICS, INC. COMPLAINT PROCEDURE FOR  
ACCOUNTING AND AUDITING MATTERS AND VIOLATION OF COMPANY  
POLICIES**

This procedure provides for (i) the receipt, retention, and treatment of complaints received by Photronics regarding accounting, internal accounting controls, or auditing matters (“Accounting Matters”) or Photronics policies; and (ii) the confidential, anonymous submission by Photronics' employees of concerns regarding questionable Accounting Matters, or the policies of Photronics.

**1. Receipt of Complaints**

- Employees or others with complaints or concerns (“Complaints”) regarding Accounting Matters or violations of Photronics policies may report their Complaints to the General Counsel of Photronics or directly to the Audit Committee of the Board of Directors of Photronics.
- Employees may forward Complaints on a confidential or anonymous basis to the General Counsel by telephone and through e-mail or regular mail, and to the Audit Committee by regular mail.

**A. *The telephone number and addresses for the General Counsel/Compliance Officer and the Audit Committee are:***

- Telephone Number: (203) 740-5601
- E-mail Address: [generalcounsel@photronics.com](mailto:generalcounsel@photronics.com)
- Mailing Address: General Counsel/Compliance Officer

Photronics, Inc.  
15 Secor Road  
P.O. Box 5226  
Brookfield, CT 06804

**B.** Messages and letters will be received directly by the Photronics Legal Department in Brookfield, Connecticut.

**C.** If you would like to send your complaint directly to the Audit Committee, please send your complaint to:

Chairman, Audit Committee of the Board of Directors,  
Photronics, Inc.  
15 Secor Road  
P.O. Box 5226  
Brookfield, CT 06804

**D.** If you are reporting anonymously, please be as specific as possible regarding the facts of the situation so that we can investigate your Complaint thoroughly.

- E. When members of the Audit Committee visit Photronics facilities, they will notify employees at that facility of such visit and will be available to receive Complaints during the visit.

## **2. Scope of Matters Covered by This Procedure**

This procedure relates to employee Complaints regarding Accounting Matters, including, without limitation, the following:

- fraud or error in the preparation, evaluation, review or audit of any financial statement of Photronics;
- fraud or error in the preparation and maintenance of financial records of Photronics;
- deficiencies in, or noncompliance with, Photronics' internal accounting controls;
- misrepresentations or false statements regarding matters contained in the financial records, financial reports or audit reports of Photronics;
- deviation from full and fair reporting of Photronics' financial condition; or violations of Photronics' policies.

## **3. Treatment of Complaints**

- Upon receipt of a Complaint, the General Counsel will (i) determine whether the Complaint pertains to Accounting Matters or Photronics policies, and (ii) where possible, acknowledge receipt of the Complaint.
- Complaints received by the General Counsel will be referred to the Audit Committee or such other persons as the Audit Committee determines to be appropriate.
- Confidentiality of employee Complaints will be maintained, consistent with the need to conduct an adequate review.
- Corrective action will be taken when and as warranted in the judgment of the Audit Committee.
- The Company will not retaliate against any employee for any lawful actions of such employee with respect to good faith reporting of Complaints regarding Accounting Matters, as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

## **4. Reporting and Retention of Complaints and Investigation**

- The General Counsel shall maintain a log of all Complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report for the Audit Committee. Copies of each Complaint and such log will be maintained for a period of two years after completion of investigation of the Complaint, unless the matter is under investigation by a regulatory authority or subject to litigation.

If you are unsure of whether a matter is reportable, or would like to discuss any matter, please contact the General Counsel. Please contact our General Counsel at (203) 740-5312 or call the dedicated telephone number above if you have any questions regarding this policy.