

PHOTRONICS, INC.

NOMINATING COMMITTEE CHARTER

PURPOSE

The Committee is established by the Board of Directors for the following purposes: (i) to assist the Board by identifying individuals qualified to become Board members, and (ii) to recommend director nominees to the Board for election.

MEMBERSHIP

1. Members. The Committee shall consist of as many members as the Board shall determine, but not less than two members. The members of the Committee shall be appointed annually by the Board.
2. Qualifications. Each member of the Committee shall meet all applicable independence and other requirements of law and of the stock exchange on which Photronics, Inc. is listed.
3. Chair. The Chair of the Committee shall be appointed by the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board.

OPERATIONS

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings.
2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda for each meeting in consultation with other members of the Committee and the Board.
3. Report to Board. The Committee shall report its actions to the Board at the next regularly scheduled Board meeting after such action was taken.
4. Self-Evaluation; Assessment of Charter. The Committee shall conduct a periodic performance self-evaluation and shall report to the Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter periodically and recommend any changes to the Board.

FUNCTIONS

1. The Committee shall identify and recommend to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with this Charter. The Committee shall report to the Board periodically on the status of any such efforts. The Committee shall also review candidates for the Board recommended by stockholders.
2. For each nominee, the Committee shall establish minimum qualifications and the qualities and skills that the Committee believes are necessary for that nominee.
3. The Committee may review with the Board, on an annual basis, the current composition of the Board in light of the characteristics of independence, skills, experience and availability of service to the Company of its members and of anticipated needs.
4. The Committee shall oversee new director orientation, and on a periodic basis shall review the need, if any, for continuing education of Board members.
5. The Committee shall recommend criteria and processes for, and lead the Board and each committee of the Board in, any performance self-evaluation undertaken by the Board.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it deems appropriate.

The Committee shall have the authority to retain search firms or advisors to assist in identifying director candidates. The Committee shall have the authority to retain and terminate such search firms or advisors and to review and approve such search firm or advisor fees.