





5.07 Submission of Matters to a Vote of Security Holders

On March 25, 2019, the Company held its annual meeting of stockholders (the “Annual Meeting”) at the Company’s headquarters in Brookfield, Connecticut. At the Annual Meeting, the Company’s stockholders approved four (4) proposals. The proposals are described in detail in the proxy statement relating to the annual meeting.

Proposal 1.

The Company’s stockholders elected seven (7) individuals to the Board of Directors as follows:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Walter M. Fiederowicz	47,842,527	8,626,032	4,008,219
Joseph A. Fiorita, Jr.	48,643,241	7,825,318	4,008,219
Liang-Choo Hsia	52,240,506	4,228,053	4,008,219
Peter S. Kirlin	52,133,135	4,335,424	4,008,219
Constantine S. Macricostas	51,489,845	4,978,714	4,008,219
George Macricostas	47,437,802	9,030,757	4,008,219
Mitchell G. Tyson	40,590,257	15,878,302	4,008,219

Proposal 2.

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2019 as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
57,750,536	2,705,234	21,008

Proposal 3.

The Company's stockholders approved an amendment to the Company’s Employee Stock Purchase Plan to increase the number of authorized shares of common stock available for issuance from 1,500,000 to 1,850,000.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
56,361,625	96,578	10,356	4,008,219

Proposal 4.

The Company's stockholders approved by non-binding vote a resolution relating to the compensation of the named executive officers of the Company as described in the compensation discussion and analysis and the narrative disclosure as included in the proxy statement relating to the annual meeting.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
52,716,382	3,033,197	718,980	4,008,219

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHOTRONICS, INC.  
(Registrant)

DATE: March 28, 2019 BY/s/ Richelle E. Burr  
Richelle E. Burr  
Vice President, General Counsel

PHOTRONICS, INC.

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