



**LIMBACH HOLDINGS, INC.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

I. STATEMENT OF POLICY

This Charter specifies the authority and scope of the responsibilities of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Limbach Holdings, Inc. (the “*Company*”) and the manner in which those responsibilities shall be performed, including the Committee’s structure, processes and membership requirements. The Committee has the responsibility and authority to provide oversight and review the affairs of the Company as they relate to the compensation and benefits of the Chief Executive Officer (the “*CEO*”) and the Company’s other executive officers as the term is defined pursuant to Rule 16a-1(f) under the Securities Act of 1934, as amended (the “*Exchange Act*”) (collectively, including the CEO, the “*Executive Officers*”) and directors of the Company. In carrying out these responsibilities, the Committee shall review all relevant components of Executive Officer and director compensation for consistency with the Company’s compensation philosophy, as in effect from time to time, and with the interests of the Company’s stockholders. The Committee also has overall oversight for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of at least two Board members, each of whom shall satisfy the independence requirements of The Nasdaq Stock Market, LLC (“*NASDAQ*”) and applicable law. In addition, no director may serve on the Committee unless he or she is a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act .

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or until their earlier resignation, removal or death. Subject to the Company’s Bylaws, any member of the Committee may be removed or replaced by the Board. Unless a Committee Chair is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. Subject to the Company’s Bylaws, the Chair shall preside at all meetings of the Committee, set the agenda for each Committee meeting and shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

The Committee shall have the authority to obtain advice or assistance from compensation consultants, independent legal counsel, accounting or other advisors as appropriate to perform its duties hereunder and in accordance with NASDAQ Rule 5605(d)(3). Without limiting the generality of the foregoing, the Committee shall have sole discretion to retain, terminate or obtain the advice of any compensation consultant, independent legal counsel or other advisor to assist the Committee in the performance of its duties and shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor. Prior to selecting, or receiving advice from, any advisor, the Committee

shall consider the independence of such advisor based on any applicable criteria specified by the Securities and Exchange Commission (“*SEC*”) or NASDAQ, including the independence factors listed in NASDAQ Rule 5605(d)(3); *provided, however*, that the Committee shall not be prohibited from obtaining advice from advisors that it determines are not independent unless such retention is otherwise prohibited. The Company shall provide appropriate funding, as determined by the Committee, for payment of the fees and costs of any consultant, legal counsel or other advisor retained by the Committee to assist it in performing its duties hereunder. The Committee will also evaluate whether any compensation consultant, legal, accounting or other advisor selected or retained by the Committee has a conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

III. MEETINGS AND COMMITTEE ACTION

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or any consultant or advisor to the Committee. The Committee shall meet at least annually with the Company’s CEO and such other senior executives of the Company as the Committee deems appropriate; *provided, however*, that in accordance with the NASDAQ Rules the CEO may not be present during deliberations or voting regarding his or her compensation. The Committee shall meet periodically in executive session without the presence of management.

Formal action to be taken by the Committee shall be by the affirmative vote of at least a majority of the members present (in person or by telephone conference call) at a meeting at which a quorum is present or by unanimous written consent. A quorum shall consist of at least a majority of the members of the Committee. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

IV. AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

- Periodically review and advise the Board concerning the Company’s overall compensation philosophy, policies and plans, including a review of both regional and industry compensation practices and trends.
- Review and make recommendations to the Board regarding all compensation of the Company’s CEO and all other Executive Officers and the branch managers for each of the Company’s branches (including but not limited to salary, bonus, incentive compensation, equity awards, benefits and perquisites).
- Make recommendations to the Board regarding director compensation.

- Make recommendations to the Board regarding the establishment and terms of the Company's incentive compensation plans and administer such plans.
- Approve grants of options and other equity awards to all executive officers and directors under the Company's equity compensation plans, subject to and in accordance with the terms of such plans and such procedures or guidelines with respect to the grant of equity awards as may be adopted from time to time by the Board.
- Approve grants of options and other equity awards to all other eligible individuals under the Company's equity compensation plans, subject to and in accordance with the terms of such plans and such procedures or guidelines with respect to the grant of equity awards as may be adopted from time to time by the Board. The Committee may delegate the day-to-day administration of the Company's equity compensation plans to one or more officers and employees of the Company or an affiliate thereof.
- Make recommendations to the Board regarding compensation-related matters outside the ordinary course, including but not limited to employment agreements, severance or change-in-control plans or arrangements, and all material amendments thereto.
- Monitor and assess risks associated with the Company's compensation policies and consult with management regarding such risks.
- Report to the Board on the Committee's activities on a regular basis.
- Review and discuss the Compensation Discussion and Analysis (the "**CD&A**") if required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the SEC with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
- Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.
- Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NASDAQ rules that, with limited exceptions, stockholders approve equity compensation plans.
- If required, produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.

- Perform such other activities consistent with this Charter, the Company's Certificate of Incorporation and governing law as the Committee deems necessary or as the Board may direct.

V. PERIODIC REVIEW

The Committee shall review on at least an annual basis (i) this Charter and the scope of responsibilities of the Committee and (ii) the Committee's performance of its duties. Any proposed changes to this Charter or the scope of the Committee's responsibilities, where indicated, shall be referred to the Board for appropriate action.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

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