

Limbach Holdings, Inc.
Executive Committee Charter

Purpose

The purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of Limbach Holdings, Inc., a Delaware corporation (the “Company”) is to provide an efficient means of considering matters that arise between regularly scheduled Board meetings and are such that they (i) require prompt attention or (ii) are deemed appropriate by the members of the Committee for consideration on behalf of the Board, including the preliminary screening, discussion and in-depth deliberation of matters that are or may be to be brought before the full Board for approval.

Subject to the “Authority and Responsibilities” section of this Charter, the Executive Committee shall have authority to oversee the direction of the business and affairs of the Company that require attention by the Board in between regularly scheduled meetings of the Board. Subject to this Charter, to the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it. This Committee shall be an “Executive Committee” as set forth in Section 5.1 of the Company’s Bylaws.

Membership

The Committee shall be composed of not less than (3) directors. Members of the Committee, including its chairperson, shall be appointed by the Board in accordance with the Company’s Bylaws upon recommendation of the Nominating and Corporate Governance Committee. Any vacancies on the Committee shall be filled in the same manner. The Board may remove any Committee member at any time with or without cause.

Meetings and Quorum

The Committee shall meet with such frequency as the Chairperson deems necessary to fulfill its responsibilities. Meetings may take place in person, by teleconference or by video conference. A majority of the members of the Committee shall constitute a quorum for the transaction of business at a meeting. The action of a majority of those present at a meeting, at which a quorum is present, shall be the action of the Committee. Any action required to be taken at a meeting may be taken without a meeting by a written consent executed by all members either before or after the action is taken. The Committee shall keep a record of its actions and proceedings and report to the Board on a regular and timely basis. Minutes are to be distributed to Committee members and to all members of the Board. Notice of meetings of the Committee shall be given to Committee members personally or by mail, telephone, telegram, email, other electronic means or by facsimile, not less than 12 hours prior to the meeting unless the Chairperson of the Committee shall deem a shorter notice adequate or necessary in particular cases.

The Committee may request that any member of the Company’s management or any other person be present at Committee meetings. The Committee may form subcommittees comprised of Committee members for any purpose that it deems appropriate and may delegate to such subcommittees such power and authority it deems appropriate. The Committee is authorized to

adopt its own rules of procedure not inconsistent with (i) any provision of the Certificate of Incorporation or the Bylaws of the Company, each as then amended, or (ii) the laws of the State of Delaware. The Committee shall meet in executive session without the presence of any member of management as often as it deems appropriate.

Authority and Responsibilities

The Committee shall have and may exercise all the powers and authority of the Board in the oversight of management of the business and affairs of the Company except for:

- Amending the Company's Certificate of Incorporation;
- Amending the Company's Bylaws;
- Filling vacancies on the Board;
- Amending the charter of any committee of the Board;
- Adopting an agreement or plan of merger or consolidation;
- Recommending to the stockholders of the Company the sale, lease, or exchange of all, or substantially all, of the assets of the Company;
- Recommending to stockholders a dissolution of the Company or a revocation of a dissolution;
- Declaring a dividend;
- Acting on any matter where the Committee is prohibited from acting by law or the Marketplace Rules of the Nasdaq Stock Market LLC or rules of any other exchange on which the Company's securities are then traded, or
- Authorizing the issuance of Company stock or other Company securities.

Additionally, the Committee shall not have power or authority to act on any matters that (i) are expressly delegated to other committees of the Board, (ii) are under active review by the Board or another committee of the Board, unless the Board specifically authorizes such action, or (iii) under the Delaware General Corporation Law, the Company's Certificate of Incorporation or Bylaws cannot be delegated by the Board to a committee of the Board.

Additionally, the Committee shall have such power and authority and shall perform such responsibilities as specifically delegated or assigned by the Board pursuant to an express resolution from time to time.

Committee Advisors

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any outside counsel or other advisors or consultants as it deems appropriate, including any

consultant, search firm or any financial advisor. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of work performed by the counsel, advisors or consultants it retains, and is empowered to cause the Company to provide appropriate funding for the payment of the reasonable fees and expenses of such counsel, advisors or consultants. All communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

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