FINANCE AND CAPITAL MARKETS COMMITTEE CHARTER

Adopted May 6, 2019

Purpose

The purpose of the Finance and Capital Markets Committee (the "Committee") of the Board of Directors (the "Board") of Limbach Holdings, Inc. (the "Company") is to (i) oversee capital allocation of the Company including corporate investment and financing transactions; (ii) review the Company's strategies, transactions and execution related to proposed mergers, acquisitions and business divestitures and make recommendations to the Board on the same (iii) review proposed capital market transactions and other financing arrangements and make recommendations to the Board on the same and (iv) oversee the financing policies and activities of the Company that may have a material impact on the results of operations or the financial position of the Company.

Membership and Term of Office

The Committee will consist of at least three directors annually appointed by the Board for a one year term, the majority of whom shall be non-employee directors. The CEO may also serve on this Committee.

Committee members shall be recused from the discussion and vote on any matter in which they have direct or indirect self- interest that is separate and independent from the interests of the Company.

Meetings

The Committee will meet throughout the year at such times determined by the Committee or the chair of the Committee. The Committee may form and delegate authority to any subcommittee of the Committee it deems appropriate or advisable.

The Committee will report regularly to the Board on matters within the Committee's responsibilities.

Quorum

Quorum to convene meetings of the Committee for purposes of approving pricing terms of offerings, will include a minimum of two members.

Responsibilities

The Committee shall:

1. Review and recommend for approval by the Board the capital plan of the Company, including the plan for repurchasing shares of the Company's common stock, stock issuance, activity with regards to existing warrants or proposed dividends.
2. Review and recommend approval by the Board proposed mergers, acquisitions and business divestitures.
3. Review financing strategies for mergers and acquisitions and other major corporate activities.
4. Review and recommend approval to the Board proposed capital market transactions and other financing arrangements.
5. Review any necessary actions to effect financings, refinancings and capital markets activities within the limits set by the Board.
6. Review and recommend approval by the Board of proposed capital expenditures, lease commitments and asset disposals not previously approved by the Board as part of the annual plan, and recommend approval to the Board.

7. Receive reports on a periodic basis on the following topics: borrowings, balance sheet, capital position, credit and financial ratings.
8. Review and approve the Company's entry into all swap transactions, as defined in 7 U.S.C.§ 1a (47) and the rules and regulations of the Commodity Futures Trading Commission thereunder; and
    a. approve, on swap-by-swap and/or on an annual basis, any decision by the Company or its subsidiaries to enter into swaps that are exempt from the clearing and execution requirements of sections 2(h)(1) and 2 (h)(8) of the Commodity Exchange Act for the purpose of satisfying the requirements necessary to elect the End-User Exception to such clearing and execution requirements as provided for by 17 C.F.R § 39.6; and
    b. review, no less frequently than annually any such annual approval issued by the Committee.
9. Make regular reports to the Board.
10. May form and delegate authority to subcommittees or management, as appropriate.
11. Have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
12. Annually review and reassess the adequacy of this Charter.
13. Annually review its own performance.
14. Perform such other duties and functions as may, from time to time, be assigned to the Committee by the Board.