

AMENDED AND RESTATED

FINANCE AND CAPITAL MARKETS COMMITTEE CHARTER

Amended and Restated (Updated 11/16/21)

Purposes

The primary purposes of the Finance and Capital Markets Committee (the "Committee") of the Board of Directors (the "Board") of Limbach Holdings, Inc. (the "Company") are 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 (including related to integration matters) and make recommendations to the Board on the same; (iii) approve on behalf of the Board any non-binding letter of intent for a proposed merger, acquisition or similar acquisition transaction where the gross proceeds to be paid by the Company for such a transaction is less than \$50 million and (iv) review proposed capital market transactions and other financing arrangements and make recommendations to the Board on the same (v) oversee the investor relation function of the Company and provide oversight related to investor relations policies, activities and matters that would be appropriate to raise at the Board level; (vi) 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 and (vii) undertake such other matters as may be covered by this Charter or delegated to the Committee by the Board from time-to-time.

Membership and Term of Office

The Committee will consist of at least three directors annually appointed by the Board for a one year term or until such member successor is duly elected and qualified, the majority of whom shall be non-employee directors. The CEO may also serve on this Committee. The Committee Chair shall be designated by the full Board or if it does not do so, the non-employee members of the Committee may designate a Chair by majority vote of the non-employee Committee membership.

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, but the Committee will meet at least four (4) times a year and endeavor to do so at least quarterly. The Committee may form and delegate authority to any subcommittee of the Committee it deems appropriate or advisable.

Each member of the Committee shall have one vote. One-third of the Committee members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members. The Committee shall otherwise establish its own rules of procedure.

The Committee shall meet in executive session (i) separately as the Committee alone without any members of management and (ii) as is needed, at the discretion of the Committee, with particular members of senior management.

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

Quorum for Pricing of Offerings

A quorum to convene meetings of the Committee for purposes of approving pricing terms of offerings, will include a minimum of two (2) members.

Responsibilities

The Committee shall as the Committee in good faith determines:

1. Review and recommend for approval by the Board the capital plan of the Company, including: any plan for repurchasing shares of the Company's common stock, if any, stock issuances and activity with regards to then existing warrants or dividends or proposed dividends.
2. Review and recommend approval by the Board proposed mergers, acquisitions and business divestitures or approve on behalf of the Board any non-binding letter of intent or indications of interest for a proposed merger, acquisition or similar acquisition transaction where the gross proceeds to be paid by the Company for such a transaction is less than \$50 million (or such other limit authorized by the Board) and where the entry into such arrangement does not expose the Company to a material expenditure, break-up fee or similar expense or liability (it being understood ordinary and customary costs associated with pursuing such proposed mergers, acquisitions or similar acquisition transactions would not be deemed material expenditures, expenses or liabilities for this purpose).
3. Review banking relationships, lines of credit, loan arrangements and borrowing facilities.
4. Review surety bond relationships and matters related to the Company's bonding matters and requirements.
5. Review adequacy of insurance coverage for the Company and its assets.
6. Review financing strategies for mergers and acquisitions and other major corporate activities.
7. Review and recommend approval to the Board proposed capital market transactions and other financing arrangements, and if authorized by the Board, act as the pricing committee for such transactions.
8. Review any necessary actions to effect financings, re-financings and capital markets activities within the limits set by the Board.
9. Review, and when necessary recommend changes to, the capital structure of the Company, including the amount, maturity and composition of total debt; review the terms and interest rates of individual issuances of long-term debt; and approve, subject to Board delegations, borrowing resolutions authorizing management to issue long-term debt in accordance with the capital structure directives of the Board.
10. 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 budget plan, and recommend approval to the Board.
11. Receive reports on a periodic basis on the following topics: the Company's cash plan, borrowings, balance sheet, capital position, debt ratios, debt coverage, cash flow and credit and financial ratings.
12. Review and oversee matters related to the Company's cash plan.
13. Review the Company's capital allocation and return on invested capital.
14. Take any action that is necessary or required under any investment policy that the Company has in place, including any actions delegated to the Committee by the Board. Review such investment policies as frequently as may be mandated by the Board, the Committee or any such policy.
15. Review financial risk management strategies, including the use of derivatives and the use of any hedging transactions related to credit agreements that the Company may enter into (e.g., interest rate hedges, swaps, interest rate collars or other similar means of the Company hedging interest rate risk).
16. 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.
17. Oversee and review the (i) Company's policies and procedures related to interactions and communications on behalf of the Company with Company stockholders, other investors, brokers, investment advisors, investment companies, rating agencies, analysts and others within the investment community or (ii) any other matter related to investor relations that would be appropriate for a Board level review.
18. Make regular reports to the Board.
19. At its discretion form and delegate authority to subcommittees or management, as appropriate.
20. Have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, and may retain, at the Company's expense, such independent counsel or other consultants or advisors as it deems necessary. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.
21. Annually review and reassess the adequacy of this Charter.
22. Annually review its own performance.
23. Perform such other duties and functions as may, from time to time, be assigned to the Committee by the Board.

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.