



## CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

### 1. PURPOSE

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Limbach Holdings, Inc. (the “*Company*”) is appointed by the Board for the primary purposes of:

- Identifying, selecting candidates and recommending to the Board individuals qualified and suitable to serve as directors of the Company;
- Making recommendations regarding the size, structure and composition of the Board and its committees;
- Overseeing, reviewing, and making periodic recommendations concerning the Company’s corporate governance policies and stockholder engagement;
- Reviewing the Company’s policies and programs concerning corporate social responsibility, including any policies related to environmental, social and corporate governance;
- Providing Board oversight on the Company’s human capital management and
- Overseeing the Board evaluation process.

### 2. COMPOSITION AND QUALIFICATIONS

The Committee shall consist of two or more directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market, LLC (“*NASDAQ*”) and any additional requirements that the Board deems appropriate. Each member shall be an “independent director” in accordance with the listing standards of NASDAQ, as amended from time to time, subject to any exceptions thereunder.

The chair of the Committee (the “*Chair*”) shall be designated by the Board, *provided* that if the Board does not so designate a Chair, the members of the Committee, by a majority vote of the full Committee membership, may designate a Chair. Subject to the Company’s Bylaws, the Chair shall determine the agenda, the frequency and the length of meetings and shall have reasonable access to management and information for the purposes of fulfilling his or her responsibilities under this Charter. 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.

Any vacancy on the Committee shall be filled by majority vote of the Board in accordance with the Company's Bylaws. Members of the Committee may resign upon written notice to the Board. No member of the Committee shall be removed except by majority vote of the Board in accordance with the Company's Bylaws.

### **3. MEETINGS**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee may meet in separate executive sessions to discuss any matter the Committee believes should be discussed in executive session.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by the Company's Bylaws, any law, regulation, listing standard, or policy approved by a majority of the Board, to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting at such meeting where there is a quorum. Actions taken in writing, to be valid, shall be signed by all members of the Committee. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

The Committee shall report regularly to the Board on its activities, as appropriate.

### **4. DUTIES AND RESPONSIBILITIES**

#### **A. *Board Candidates and Nominees and Stockholder Proposals***

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees and stockholder proposals:

(a) To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill director positions on the Board, including persons suggested by stockholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates.

(b) To review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills,

expertise, diversity (such as diversity of knowledge, skills, experience and expertise as well as diversity of personal characteristics, such as diversity of gender, race, ethnicity, culture, thought and geography), personal and professional reputation, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

(c) To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Company, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

(d) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

(e) To review all stockholder proposals submitted to the Company (including any director candidates recommended by stockholders and any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal, all in accordance with the Company's Bylaws and other governance documents.

## **B. *Board and Committee Composition and Procedures***

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board and its committees:

(a) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of "independent directors" as may be required by NASDAQ or any legal requirement.

(b) To review periodically the size and procedures of the Board and the frequency of Board meetings to recommend to the Board any appropriate changes or the filling of any vacancies.

(c) To review annually the functioning, size and composition of standing committees of the Board (including the Committee) and, after consultation with the Chair of the Board and the Chief Executive Officer (the "**CEO**"), to make recommendations for any changes or the filling of any vacancies, including the identification of qualified individuals to serve as members of a committee, the creation and elimination of committees and the establishment of special committees to address matters that may arise.

(d) To, subject to the Certificate of Incorporation and the Bylaws of the Company, the Committee may establish and recommend to the Board of Directors guidelines for the resignation or retirement of members of the Board of Directors.

### **C. *Corporate Governance***

The Committee shall have the following duties and responsibilities with respect to general corporate governance:

(a) To review and make recommendations to the Board regarding proposed changes to the Company's Certificate of Incorporation and Bylaws.

(b) To, in consultation with the Chair of the Board and CEO (and in consultation with legal counsel), periodically review, revise, supplement, interpret and have confirmed compliance with the Company's corporate governance policies.

(c) To recommend to the Board ways to enhance and improve communications and relations with the Company's stockholders and other security holders, as applicable. Review periodically and make recommendations to the Board concerning procedures for stockholders and other interested parties to communicate with the Board.

(d) To conduct, in consultation with the Chair of the Board and the CEO, an annual review of the Company's Code of Conduct and Ethics.

(e) To assist the Board in managing the Company's overall enterprise risk by periodically assessing and responding as appropriate to risks that may arise in connection with the Company's governance structures and processes, including, among other things, assessing, annually, the Company's governance structures and processes and receiving, periodically, reports from legal counsel, other advisors and other persons, as deemed appropriate, concerning governance developments and trends.

### **D. *Governance Oversight***

The Committee shall have the following duties and responsibilities with respect to oversight:

(a) To develop the criteria for the evaluations and oversee the periodic self-evaluations conducted by the Board.

(b) To evaluate, in consultation with the Chair of the Board and the CEO, the size, needs and effectiveness of the Board.

(c) To recommend to the Board suggested modifications to the corporate governance policies of the Company, including consideration of any specific standards for the overall structure and composition of the Board.

(d) To evaluate any request for a waiver of the application of the Company's "Code of Conduct and Ethics" and to report its findings and recommendations to the full Board.

(e) To (in consultation with legal counsel) advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members and rotation of members among other

committees of the Board. The Committee shall also make recommendations to the Board of Directors regarding which Directors should serve on the various Committees of the Board.

(f) To consider, in consultations with the Audit Committee, questions of possible conflicts of interest with the Company or its affiliates as it relates to members of the Board and Company's senior executives.

(g) To set, if any, the number of other public and private company boards on which a director or director candidate serves.

(h) To evaluate annually and make recommendations to the Board concerning the independence of each director and director nominee under the independence requirements of NASDAQ and regulations promulgated by the Securities and Exchange Commission and other applicable laws and regulations. Evaluate any relationship of directors and director nominees with the Company or its competitors, suppliers, customers, service providers, or others that might be construed as an actual or potential conflict of interest.

(i) To and with management, oversee the orientation and education of directors with respect to the Company's business and financial matters, corporate governance, and other appropriate subjects. Recommend continuing education programs, as appropriate, for members of the Board.

(j) To perform any other activities consistent with this charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the committee or the Board considers appropriate and report to the full Board.

#### ***E. Human Capital Management Oversight***

(a) To review and discuss with the Company's senior management, at least on an annual basis, the Company's human capital management strategies, which may include the areas of workforce diversity and inclusion, retention and promotion, education and training, succession planning, pay equity, employee health and safety, Company culture, workforce engagement and related human resource matters. As part of the Committee's review of the Company's human capital management and diversity and inclusion practices, the Committee receives and discusses reports from management on an annual or as needed basis as deemed appropriate by the Committee.

(b) To provide Board level oversight of the Company's human capital management strategies, which may include the areas of workforce diversity and inclusion, retention and promotion, education and training, succession planning, pay equity, employee health and safety, Company culture, workforce engagement and related human resource matters.

(c). To provide Board level oversight and specific input on the Company's approach to talent management and succession planning for the Company's senior leadership team ("SLT") (the SLT is defined to be the CEO and his or her direct reports).

(d) To review the Company's human capital management programs and initiatives for the purposes of identifying qualified candidates for possible elevation to SLT roles in the Company.

(e) At least annually and in coordination with the Compensation Committee, review and evaluate the CEO's performance in light of the corporate goals and objectives relevant to the CEO. Based on this evaluation, provide such information to the Compensation Committee and the other non-employee members of the Board as may be necessary, convenient or desirable or as may be requested.

(f) Coordinate and work with the Compensation Committee to provide the information and findings related to the Committee's work in human capital management that is necessary, convenient or desirable for the Compensation Committee to undertake its responsibilities related to compensation matters.

## **5. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **6. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, with such fees to be borne by the Company. 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.

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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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