



CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

(Adopted September, 2016)

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 and recommending to the Board individuals qualified and suitable to serve as directors of the Company;
- Advising the Board with respect to the Board composition, procedures and committees;
- Assisting the Board in developing and ensuring compliance with the Company’s foundational and corporate governance documents; and
- Exercising oversight over the Board and over the Company’s senior executives (the “*Management*”).

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 (“*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, may designate a Chair. 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 obligations under this Charter. The Chair 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. 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.

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 privately in separate executive sessions to discuss any matter the Committee believes should be discussed privately.

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 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. Actions taken in writing, to be valid, shall be signed by all members of the Committee.

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

4. DUTIES AND RESPONSIBILITIES

A. *Board Candidates and Nominees*

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

(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, 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. The Committee shall not distinguish among nominees recommended by stockholders and other persons in considering nominees to 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.

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.

(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.

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) In consultation with the Chair of the Board and CEO, periodically to review, revise, supplement, interpret and confirm compliance with the Company’s corporate governance policies.

(c) To recommend to the Board ways to enhance services to and improve communications and relations with the Company’s stockholders.

(d) To conduct, in consultation with the Chair of the Board and the CEO, an annual review of the Company’s Code of 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 the General Counsel and other persons concerning governance developments and trends.

D. Board Oversight

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

- (a) To oversee periodic self-evaluations by the Board of its performance.
- (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 improvements to the corporate governance 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 Ethics and to report its findings and recommendations to the full Board.
- (e) To monitor the functions of the various committees of the Board and to conduct periodic reviews of their contributions to the Company.
- (f) To consider questions of possible conflicts of interest of members of the Board and of the Company's senior executives.
- (g) To establish criteria for an annual performance evaluation of the Committee by the Board.

E. Management Oversight

The Committee shall have the following duties and responsibilities with respect to oversight of members of the Company's Management:

- (a) To participate in evaluating the performance of the CEO from a corporate governance perspective.
- (b) To review annually with the Chair of the Board and the CEO the performance of Management from a corporate governance perspective.

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.

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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.