

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

or

[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to
Commission file number: 001-33225



Great Lakes Dredge & Dock Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
9811 Katy Freeway, Suite 1200, Houston, TX
(Address of principal executive offices)

20-5336063
(I.R.S. Employer
Identification No.)
77024
(Zip Code)

(346) 359-1010
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, (Par Value \$0.0001)

Trading Symbol(s)
GLDD

Name of each exchange on which registered
Nasdaq Stock Market, LLC

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [] No [X]

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes [X] No []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer
Emerging growth company

[X] Accelerated filer
[] Smaller reporting company

[]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. []

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. []

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). []

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [] No [X]

The aggregate market value of common stock held by non-affiliates of the Registrant was \$789,491,555 at June 30, 2025. The aggregate market value was computed using the closing price of the common stock as of June 30, 2025 on the Nasdaq Stock Market. (For purposes of calculating the foregoing amount only, all directors and executive officers of the registrant have been treated as affiliates.)

As of February 20, 2026, 66,780,798 shares of Registrant's Common Stock, par value \$0.0001 per share, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part of 10-K
Part III

Documents Incorporated by Reference

Portions of the Proxy Statement to be filed with the Securities and Exchange Commission in connection with the 2026 Annual Meeting of Stockholders.

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Cautionary Note Regarding Forward-Looking Statements

Certain statements in this Annual Report on Form 10-K may constitute “forward-looking” statements as defined in Section 27A of the Securities Act of 1933 (the “Securities Act”), Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”), the Private Securities Litigation Reform Act of 1995 (the “PSLRA”) or in releases made by the Securities and Exchange Commission (“SEC”), all as may be amended from time to time. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of Great Lakes Dredge & Dock Corporation and its subsidiaries (“Great Lakes”), or industry results, to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Statements that are not historical fact are forward-looking statements. Forward-looking statements can be identified by, among other things, the use of forward-looking language, such as the words “plan,” “believe,” “expect,” “anticipate,” “intend,” “estimate,” “project,” “may,” “would,” “could,” “should,” “seeks,” “commitment to” or “scheduled to,” or other similar words, or the negative of these terms or other variations of these terms or comparable language, or by discussion of strategy or intentions.

These cautionary statements are being made pursuant to the Securities Act, the Exchange Act and the PSLRA with the intention of obtaining the benefits of the “safe harbor” provisions of such laws. Great Lakes cautions investors that any forward-looking statements made by Great Lakes are not guarantees or indicative of future performance. Important assumptions and other important factors that could cause actual results to differ materially from those forward-looking statements with respect to Great Lakes, include, but are not limited to, risks and uncertainties that are described in Item 1A. “Risk Factors” of this Annual Report on Form 10-K for the year ended December 31, 2025, and in other securities filings by Great Lakes with the SEC.

Although Great Lakes believes that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, actual results could differ materially from a projection or assumption in any forward-looking statements. Great Lakes’ future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. The forward-looking statements contained in this Annual Report on Form 10-K are made only as of the date hereof and we do not have or undertake any obligation to update or revise any forward-looking statements whether as a result of new information, subsequent events or otherwise, unless otherwise required by law.

Item 1. Business.

The terms “we,” “our,” “ours,” “us,” “Great Lakes,” “GLDD” and “Company” refer to Great Lakes Dredge & Dock Corporation and its subsidiaries.

Organization

Great Lakes is the largest provider of dredging services in the United States which is complemented with a long history of performing significant international projects. The Company is also fully engaged in expanding its core business into the offshore energy industry.

The Company was founded in 1890 as Lydon & Drews Partnership and performed its first project in Chicago, Illinois. The Company changed its name to Great Lakes Dredge & Dock Company in 1905 and was involved in a number of marine construction and landfill projects along the Chicago lakefront and in the surrounding Great Lakes region. The Company now operates on the East and Gulf coastlines and throughout many inland U.S. waterways. Since its founding, Great Lakes has been a leader in the building and maintenance of the nation’s navigation system, the protection of shore lines, the restoration of sensitive habitats and the creation of critical aquatic infrastructure.

The Company operates in one operating segment, which is also the Company’s one reportable segment and reporting unit.

On February 10, 2026, we entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Saltchuk Resources, Inc. (“Saltchuk”) and Huron MergeCo. Inc. (“Merger Sub”). Pursuant to the Merger Agreement, on the terms and subject to the conditions set forth therein, Merger Sub will commence a tender offer to purchase any and all of the outstanding shares of the Company’s common stock at \$17.00 per share (the “Offer”) and, following the consummation of the Offer, Merger Sub will be merged with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of Saltchuk (collectively with the Offer, the “Transaction”). The Transaction is expected to close in the second quarter of 2026, subject to customary closing conditions, including the tender of one share more than a majority of the outstanding shares of the Company’s common stock and receipt of required antitrust clearance. Upon closing of the Transaction, the Company’s common stock will be delisted from the Nasdaq Stock Market and deregistered under the Securities Exchange Act of 1934, as amended. See Part I, Item 1A, “Risk Factors,” Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and Note 1 of the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K for additional information regarding the Transaction.

Operations

Dredging

Dredging (97% of 2025 revenue). Dredging generally involves the enhancement or preservation of the navigability of waterways or the protection of shorelines through the removal or replenishment of soil, sand or rock. Domestically, our work generally is performed in coastal waterways and deep water ports. The U.S. dredging market consists of three primary types of work: capital, coastal protection and maintenance including rivers & lakes. Due to its lower materiality relative to the Company’s overall operations, projects previously presented as rivers & lakes are now included in maintenance dredging throughout this Annual Report on Form 10-K. Prior periods presented herein have been updated to conform to the current presentation. These projects typically consist of lake and river dredging, inland levee and construction dredging, environmental restoration and habitat improvement and other marine construction projects. The Company’s “bid market” is defined as the aggregate dollar value of domestic dredging projects on which the Company bid or could have bid if not for capacity constraints or other considerations. The Company experienced an average combined bid market share in the U.S. of 29% over the three-year period ended December 31, 2025, including 36%, 46% and 15% of the domestic capital, coastal protection and maintenance sectors, respectively, exclusive of liquefied natural gas (“LNG”) projects.

Domestic Capital (51% of 2025 dredging revenues). Capital dredging consists primarily of port expansion projects, which involve the deepening of channels and berthing basins to allow access by larger, deeper draft ships and the provision of land fill used to expand port facilities. This work also includes projects to prepare ports and channels for access by larger vessels into LNG terminals. In addition to port and LNG work, capital projects also include coastal restoration and land reclamations, trench digging for pipelines, tunnels and cables and other dredging related to the construction of breakwaters, jetties, canals and other marine structures. Although capital work can be impacted by budgetary constraints and economic conditions, these projects typically generate an immediate economic benefit to the ports and surrounding communities.

Coastal protection (33% of 2025 dredging revenues). Coastal protection projects generally involve moving sand from the ocean floor to shoreline locations where erosion threatens shoreline assets. Beach erosion is a continuous problem that has intensified with the rise in coastal development and has become an important issue for state and local governments concerned with protecting beachfront tourism and real estate. Coastal protection via beach nourishment is often viewed as a better response to erosion than trapping sand through the use of sea walls and jetties, or relocating buildings and other assets away from the shoreline. Generally, coastal protection projects take place during the fall and winter months to minimize interference with bird and marine life migration and breeding patterns as well as coastal recreation activities.

Maintenance (16% of 2025 dredging revenues). Maintenance dredging consists of the re-dredging of previously deepened waterways and harbors to remove silt, sand and other accumulated sediments. Due to natural sedimentation, most channels generally require maintenance dredging every one to three years, thus creating a recurring source of dredging work that is typically non-deferrable if optimal commercial navigability is to be maintained. In addition, severe weather such as hurricanes, flooding and droughts can also cause the accumulation of sediments and drive the need for maintenance dredging.

Offshore energy

Offshore energy (3% of 2025 revenue). Offshore energy consists of projects servicing the offshore wind, oil and gas, and power and telecommunication industries, both domestically and internationally.

Offshore Energy Market

While the Company continues to reinvest in our core dredging business and renew our dredging fleet, we remain steadfast in our commitment to executing a long-term strategy that maximizes growth opportunities for the Company.

We believe that Great Lakes has established a unique business position with our subsea rock installation (“SRI”) vessel, the *Acadia*, the first and only Jones Act SRI vessel being constructed in the United States, targeting the offshore wind, oil and gas and telecommunication industries, both domestically and internationally. In July 2025, the *Acadia* was launched and is expected to be delivered and operational in the first half of 2026. The *Acadia* has secured offshore wind rock placement contracts for Equinor’s Empire Wind 1 and Ørsted’s Sunrise Wind projects to protect foundations and cables in the U.S., providing full utilization for 2026.

U.S. offshore wind projects under construction have resumed installation activities as a result of preliminary injunctions from U.S. courts to lift pauses imposed by the Bureau of Ocean Energy Management in late 2025. Despite the headwinds in the U.S. domestic offshore wind market, we believe offshore wind remains an important part of the array of technologies required for the U.S. to meet the increasing demand for energy from the U.S. electrical grid. However, in anticipation of potential delays in U.S. offshore wind projects, we proactively expanded the *Acadia*’s strategic target markets to include oil and gas pipeline protection, power and telecommunications cable protection, international offshore wind and critical subsea infrastructure protection.

The international offshore wind and interconnector cable markets are strong. In January 2026, the United Kingdom (the “U.K.”) awarded 8.4 gigawatts (“GW”) of new offshore wind capacity in the largest offshore wind auction in European history. Closely following such U.K. Contracts for Difference (“CFD”) award, 10 countries in Europe and the U.K. signed the North Sea Summit “Investment Pact” to mobilize one trillion Euros in offshore wind investments for Europe. We secured our first two international offshore wind contracts in Europe with work expected to commence early in 2027, providing the *Acadia* close to full utilization for the year.

We expect to continue to build our offshore energy capabilities and position the Company for growth in the offshore energy markets, both domestically and internationally, as many of our European competitors have done in the international offshore energy markets.

Dredging Demand Drivers

The Company believes that the following factors are important drivers of the demand for its services:

- *Deep port capital projects.* Since the Panama Canal Expansion project, the market for dredging has expanded as most of the East Coast and Gulf ports have deepening and widening projects that are required to better meet the needs of maritime trade and enhance the capabilities to compete for international trade. In addition, shipping line manufacturers continue to deploy larger and deeper ships which require greater channel depths for travel. Many U.S. ports are constrained due to the channel dimension requirements that are needed to accommodate these vessels. The Company has worked on several port deepening along the East and Gulf coasts over the past years, including our current projects in Brownsville, Port Arthur, Freeport and Sabine. Funding for the Corps in 2025 was provided through continuing resolutions. On January 23, 2026,

the Corps' 2026 budget was signed into law by the President at a record \$10.4 billion. Additional details will become available once the Corps releases its work plan. The Water Resources Development Act ("WRDA") is on a two-year renewal cycle and includes legislation that authorizes the financing of Corps' projects for studies, flood and hurricane protection, dredging, ecosystem restoration and other construction projects aimed at improving rivers and harbors in the United States. The WRDA of 2022 ("WRDA 2022") included funding for deepening the New York and New Jersey shipping channels to 55 feet, as well as the Coastal Texas Protection and Restoration Program, which aims to protect the Texas Gulf Coast from hurricanes. On January 4, 2025, then President Biden signed the WRDA of 2024 ("WRDA 2024") into law, which includes several capital projects and projects designed to enhance flood protection, improve coastal resilience and support ecosystem restoration. Port deepening projects are essential to maintaining safe and efficient navigation channels in ports and harbors along our coastlines. The Company believes that port deepening and expansion work authorized under current and anticipated future legislation will continue to provide significant opportunities for the domestic dredging industry. The annual bid market for domestic capital dredging, which includes deep port capital dredging and Gulf Coast restoration, excluding LNG projects, averaged \$586 million over the three-year period ended December 31, 2025.

- *Substantial need for coastal protection.* Beach erosion is a recurring problem due to the normal ebb and flow of coastlines as well as the effects of severe storm activity. Growing populations in coastal communities and vital beach tourism are drawing attention to the importance of protecting beachfront assets. Over the past few years, both the federal government and state and local entities have funded beach projects recognizing the essential role these natural barriers play in absorbing storm energy and protecting public and private property. The 2023 Disaster Relief Supplemental Appropriations Act allocated \$1.5 billion for infrastructure repairs and beach renourishment projects. This increased budget and additional funding resulted in a strong bid market in 2025 and we expect to see additional projects in 2026. The annual bid market for domestic coastal protection over the three-year period ended December 31, 2025 averaged \$605 million.
- *Required maintenance of U.S. ports.* The channels and waterways leading to U.S. ports have stated depths on which shippers rely when entering those ports. Due to naturally occurring sedimentation and severe weather, active channels require maintenance dredging to ensure that stated depths are at authorized levels. Consequently, the need to maintain channel depth creates a recurring source of dredging work that is non-deferrable if optimal navigability is to be preserved. The Corps is responsible for federally funded projects related to navigation and flood control of U.S. waterways. The maritime industry, including the ports, has repeatedly advocated for congressional efforts to ensure that a fully funded, recurring maintenance program is in place. Additionally, on March 27, 2020, the U.S. government enacted the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act") which includes a provision that lifts caps on the Harbor Maintenance Trust Fund ("HMTF"), thereby allowing full access to future annual revenues. Additionally, Congress is utilizing the historically high level of the HMTF to support major maintenance dredging initiatives across the Corps' projects involving deepening, maintenance and coastal dredging. The annual domestic bid market for maintenance dredging over the three-year period ended December 31, 2025 averaged \$1,086 million.
- *Gulf coast restoration.* There has been continued focus on restoring the barrier islands and wetlands that provide natural protection from storms in the Gulf Coast area. Many restoration projects have commenced to repair coastal areas. Several additional projects are being planned by state and local governments to restore natural barriers. The State of Louisiana has proposed an update to its master plan calling for a \$50 billion investment in its coastal infrastructure. By law, the Louisiana Coastal Protection and Restoration Authority ("CPRA") must update its coastal master plan every six years and let the latest science guide each iteration. The 2023 plan marks the fourth released by the agency since it formed in 2005 following Hurricane Katrina. The 2023 plan contains 73 proposed projects aimed to lower the threat of storm surge and maintain as much of a natural buffer between communities and the Gulf of America as possible. Most of those specific projects are for coastal restoration, such as dredging sediment from water bottoms and pumping it elsewhere to create marsh, ridges or other natural features that provide habitat and storm protection. A handful of the projects involve diverting Mississippi River water into nearby bays to reconnect to a natural source of fresh water and sediment. Coastal restoration accounts for half the cost of the plan's \$50 billion aspirations. Many of the Gulf States, including Louisiana, have previously committed to spending a portion of the nearly \$20 billion in fines received from the 2015 BP settlement of the Deepwater Horizon oil spill to repair the natural resources impacted by the event including coastal restoration projects that include dredging.
- *Energy projects.* The growth in demand for transportation of energy worldwide has driven the need for dredging to support new terminals, harbors, channels and pipelines. In turn, several LNG, petrochemical and crude oil projects are creating the need for port development in support of energy exports. Several North American LNG export projects have been delayed over the past couple of years since the pandemic. However, with the increase in LNG prices and sustained worldwide demand, additional LNG projects are expected to advance over the next several years. Additionally, as the offshore energy market develops in the U.S., port facilities will need to meet specific requirements to be able to service this industry. We anticipate these ports will require investments for port improvements that will include some dredging in

order to serve as marshaling ports for various offshore energy projects. The Company continues to expect that future global energy demand will necessitate improvements in the energy infrastructure base and around sources of rich resources and in countries that import or export global energy.

For additional details regarding Operations, including financial information regarding our international and U.S. revenues and long-lived assets, see Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations," and Item 8. "Financial Statements and Supplementary Data" in this Annual Report on Form 10-K.

Customers

The dredging industry's customers include federal, state and local governments, foreign governments and both domestic and foreign private customers, such as utilities and oil and gas and other energy companies. Most dredging projects are competitively bid, with the award going to the lowest qualified bidder. Customers generally have few economical alternatives to dredging services. The Corps is the largest dredging customer in the U.S. and has responsibility for federally funded projects related to navigation and flood control. In addition, the U.S. Coast Guard and the U.S. Navy are responsible for awarding federal contracts with respect to their own facilities. In 2025, approximately 48% of the Company's total revenues were generated from 29 different contracts with federal agencies or third parties operating under contracts with federal agencies.

Offshore energy customers include both domestic and foreign customers, such as utility companies, offshore wind developers, cable installers, offshore installation contractors and oil and gas companies.

Bidding Process

Most of the Company's contracts are obtained through competitive bidding on terms specified by the party inviting the bid. The types of equipment required to perform the specified service, project site conditions, the estimated project duration, seasonality, location and complexity of a project affect the cost of performing the contract and the price that contractors will bid.

For contracts under its jurisdiction, the Corps typically prepares a fair and reasonable cost estimate based on the specifications of the project. To be successful, a bidder must be determined by the Corps to be a responsible bidder (i.e., a bidder that generally has the necessary equipment and experience to successfully complete the project as well as the ability to obtain a surety bid bond) and submit the lowest responsive bid that does not exceed 125% of the Corps' original estimate. Contracts for state and local governments are generally awarded to the lowest qualified bidder. Contracts for private customers are awarded based on, among other things, the contractor's experience, equipment and schedule, safety record and contractual terms, as well as price. While substantially all of the Company's contracts are competitively bid, some government contracts are awarded through a sole source procurement process involving negotiation between the contractor and the government, while other projects are bid by the Corps through a "request for proposal" process. The request for proposal process benefits both Great Lakes and its customers as customers can award contracts based on factors beyond price, including experience, skill and specialized equipment.

Offshore energy project bidding is generally available to contractors after going through a pre-qualification process and being invited to bid through a request for quotation process. The bidding process is competitive and may involve multiple stages and bids for a single project. Final selection is typically made based on various criteria, including schedule availability, price, and contractual terms and conditions, among others.

Bonding and Project Guarantees

For most domestic projects and some foreign projects, dredging service providers are required to obtain three types of bonds: bid bonds, performance bonds and payment bonds. These bonds are typically provided by large insurance companies. A bid bond is required to serve as a guarantee so that if a service provider's bid is chosen, the service provider will sign the contract. Bid bonds are generally obtained for a percentage of bid value and amounts outstanding typically range from \$1.0 million to \$10.0 million. After a contract is signed, the bid bond is replaced by a performance bond, the purpose of which is to guarantee that the job will be completed. If the service provider fails to complete a job, the bonding company would be required to complete the job and would be entitled to be paid the contract price directly by the customer. Additionally, the bonding company would be entitled to be paid by the service provider for any costs incurred in excess of the contract price. A service provider's ability to obtain performance bonds with respect to a particular contract depends upon the size of the contract, as well as the size of the service provider and its financial position. A payment bond is required to protect the service provider's suppliers and subcontractors in the event that the service provider cannot make timely payments. Payment bonds are generally written at 100% of the contract value.

The Company has bonding agreements with Liberty Mutual Insurance Company, Philadelphia Indemnity Insurance Company, Ascot Surety and Casualty Company, Ascot Insurance Company, Endurance Assurance Company, Endurance American Insurance Company, Lexon Insurance Company, Bond Safeguard Insurance Company, AXIS Insurance Company and AXIS Reinsurance Company (collectively, the "Sureties") under which the Company can obtain performance, bid and payment bonds. The Company has bonding agreements in place with Argonaut Insurance Company and Westchester Fire Insurance Company but does not currently have

the ability to obtain new performance, bid, and payment bonds from these sureties. The Company also currently has outstanding bonds with AXIS Insurance Company, Liberty Mutual Insurance Company, Endurance Assurance Corporation, Westchester Fire Insurance Company, Travelers Casualty and Surety Company of America, Ascot Surety & Casualty Company, and Philadelphia Indemnity Insurance Company. Great Lakes has never experienced difficulty in obtaining bonding for any of its projects and Great Lakes has never failed to complete a marine project in its 136 year history.

For certain projects, including foreign, private and offshore energy projects, letters of credit or bank guarantees are required as security for the performance and, if applicable, bid or advance payment guarantees. The Company obtains its letters of credit under the ABL Amendment (as defined below). Bid guarantees are usually 2% to 5% of the service provider's bid. Performance and advance payment guarantees are each typically 5% to 20% of the contract value.

Competition

The U.S. dredging industry is highly fragmented, composed of many small operators, primarily in maintenance dredging. Most of these dredges are smaller and service the inland, as opposed to coastal waterways, and therefore do not generally compete with Great Lakes. Competition is determined by the size and complexity of the job, equipment bonding and certification requirements and government regulations. Great Lakes and two other companies comprised approximately 56% of the Company's defined bid market related to domestic capital (excluding LNG), coastal protection and maintenance over the three-year period ended December 31, 2025. Within the Company's bid market, competition is determined primarily on the basis of price. In addition, the Foreign Dredge Act of 1906 (the "Dredging Act") and Section 27 of the Merchant Marine Act of 1920 (the "Jones Act") provide significant barriers to entry with respect to foreign competition. Together these two laws prohibit foreign-built, chartered or operated vessels from competing in the U.S. See "Business—Government Regulations" below. The U.S. offshore energy competition, specifically for subsea rock installation, comes from international SRI vessels; however, the Jones Act provides significant barriers to international competition for certain projects.

Competition in the international market for both dredging and offshore energy is dominated by four large European companies all of which operate larger equipment and fleets that are more extensive than the Company's fleet. Additionally, a large Chinese dredging company controls most of its local market and is a key player in the international market. There are also several governmentally supported dredging companies that operate on a local or regional basis. The Company targets opportunities that are well suited to its equipment and where it can be most competitive.

Equipment

Great Lakes' fleet of dredges, material barges and other specialized equipment is the largest and most diverse in the U.S. The Company operates three principal types of dredging equipment: hopper dredges, hydraulic dredges and mechanical dredges.

Hopper Dredges. Hopper dredges are typically self-propelled and have the general appearance of an ocean-going vessel. The dredge has hollow hulls, or "hoppers," into which material is suctioned hydraulically through drag-arms. Once the hoppers are filled, the dredge sails to the designated disposal site and either (i) bottom dumps the material or (ii) pumps the material from the hoppers through a pipeline to a designated site. Hopper dredges can operate in rough waters, are less likely than other types of dredges to interfere with ship traffic and can be relocated quickly from one project to another. Hopper dredges primarily work on coastal protection and maintenance projects. The Company took delivery of a 6,500 cubic yard trailing suction hopper dredge, the *Amelia Island*, which began operations in the third quarter of 2025. The *Galveston Island*, another 6,500 cubic yard trailing suction hopper dredge, began operations in the first quarter of 2024. The *Galveston Island* and *Amelia Island* hopper dredges have provided the Company with added capacity and the opportunity to potentially retire older dredges.

Hydraulic Dredges. Hydraulic dredges remove material using a revolving cutterhead which cuts and churns the sediment on the channel or ocean floor and hydraulically pumps the material by pipe to the disposal location. These dredges are very powerful and can dredge some types of rock. Certain dredged materials can be directly pumped for miles with the aid of multiple booster pumps. Hydraulic dredges work with an assortment of support equipment, which help with the positioning and movement of the dredge, handling of the pipelines and the placement of the dredged material. Unlike hopper dredges, relocating hydraulic dredges and all their ancillary equipment requires specialized vessels and additional time, and their operations can be impacted by ship traffic and rough waters. Our smaller hydraulic dredges use pipe sizes ranging from 18" to 22" and operate at between 2,500 and 6,000 total horsepower, while the Company's other hydraulic dredges use pipe sizes ranging from 18" to 30" and operate at between 1,900 and 16,650 total horsepower. During 2025, the Company sold one of its smaller hydraulic dredges as part of its ongoing fleet modernization program.

Mechanical Dredges. There are two basic types of mechanical dredges: clamshell and backhoe. In both types, the dredge uses a bucket to excavate material from the channel or ocean floor. The dredged material is placed by the bucket into material barges, or "scows," for transport to the designated disposal area. The scows are emptied by bottom-dumping, direct pump-out or removal by a

crane with a bucket. The backhoe dredge is capable of removing hard-packed sediments, blasted rock and debris and can work in tight areas such as along docks or terminals. Clamshell dredges with specialized buckets are ideally suited to handle softer silts and maintenance material requiring environmentally controlled excavation and disposal. Additionally, the Company owns an electric clamshell dredge which provides an advantage in those markets with stringent emissions standards. During 2025, the Company sold one mechanical dredge as part of its ongoing fleet modernization program.

Scows. The Company has the largest fleet of material barges in the domestic industry, which provides cost advantages when dredged material is required to be disposed far offshore or when material requires controlled disposal. The Company uses scows with its hydraulic dredges and mechanical dredges. Scows are an efficient and cost-effective way to move material and increase dredging production. The Company has thirteen scows in its fleet with a capacity ranging from 5,000 to 8,800 cubic yards. The Company placed into service three new scows during 2022, each 8,800 cubic yards in size. During 2023, the Company entered into a sale leaseback transaction for the three scows placed into service in 2022. The transaction generated gross cash proceeds of \$29.5 million. Additionally in 2023, the Company retired three scows as part of its ongoing fleet modernization program.

Multi Cats. In 2023, the Company took delivery of two Damen multifunctional all-purpose vessels (“Multi Cats”), the *Cape Hatteras* and the *Cape Canaveral*. These vessels greatly improve the safety and efficiency of pipe and anchor operations. The two vessels are the first Damen Multi Cats to be built in the U.S. and are fully compliant with the U.S. Coast Guard and the Corps stability criteria.

The Company has numerous pieces of smaller equipment that support its dredging operations. Great Lakes’ domestic dredging fleet is typically positioned on the East and Gulf Coasts, with certain of its dredges on inland rivers and lakes. The mobility of the fleet enables the Company to move equipment in response to changes in demand.

The Company continually assesses its need to upgrade and expand its dredging fleet to take advantage of improving technology, to address the changing needs of the dredging market and to retire older, less efficient dredges.

The Company is also committed to a reliability-assured maintenance program, which it believes is reflected in the long lives of most of its equipment and its low level of unscheduled downtime on jobs. To the extent that market conditions warrant the expenditures, Great Lakes can prolong the useful life of its vessels.

Certification of equipment by the U.S. Coast Guard and establishment of the permissible loading capacity by the American Bureau of Shipping (“A.B.S.”) are important factors in the Company’s dredging business. Many projects, such as coastal protection projects with offshore sand borrow sites and dredging projects in exposed entrance channels or with offshore disposal areas, are restricted by federal regulations to be performed only by dredges or scows that have U.S. Coast Guard certification and a load line established by A.B.S. The certifications indicate that the dredge is structurally capable of operating in open waters. The Company has more certified dredging vessels than any of the Company’s domestic competitors and makes substantial investments to maintain these certifications.

Seasonality

Seasonality generally does have a significant impact on the Company’s operations. Moreover, many East Coast coastal protection projects are limited by environmental windows that require work to be performed in winter months to protect wildlife habitats. The Company can mitigate the impact of these environmental restrictions to a certain extent because the Company has the flexibility to reposition its equipment to project sites, if available, that are not limited by these restrictions. In addition, rivers and lakes in the northern U.S. freeze during the winter, significantly reducing the Company’s ability to operate and transport its equipment in the relevant geographies. Fish spawning and flooding can affect dredging operations as well.

Weather

The Company’s ability to perform its contracts may depend on weather conditions. Inclement or hazardous weather conditions can delay the completion of a project, can result in disruption or early termination of a project, unanticipated recovery costs or liability exposure and additional costs. As part of bidding on fixed-price contracts, the Company makes allowances, consistent with historical weather data, for project downtime due to adverse weather conditions. In the event that the Company experiences adverse weather beyond these allowances, a project may require additional days to complete, resulting in additional costs and decreased gross profit margins. Conversely, favorable weather can accelerate the completion of the project, resulting in cost savings and increased gross profit margins. Typically, Great Lakes is exposed to significant weather in the first and fourth quarters, and certain projects are required to be performed in environmental windows that occur during these periods. See “Business-Seasonality” above.

Weather is difficult to predict and historical records exist for only the last 100-125 years. Changes in weather patterns may cause a deviation from project weather allowances on a more frequent basis and consequently increase or decrease gross profit margin, as applicable, on a project-by-project basis. In a typical year, the Company works on many projects in multiple geographic locations

and experiences both positive and negative deviations from project weather allowances. Recent years have seen a marked change in weather patterns, particularly in the Northeastern U.S., which has adversely impacted some of our projects.

Backlog

The Company's contract backlog represents its estimate of the revenues that will be realized under the portion of the contracts remaining to be performed. These estimates are based primarily upon the time and costs required to mobilize the necessary assets to and from the project site, the amount and type of material to be dredged and the expected production capabilities of the equipment performing the work. However, these estimates are necessarily subject to variances based upon actual circumstances. Because of these factors, as well as factors affecting the time required to complete each job, backlog is not always indicative of future revenues or profitability. In addition, a significant amount of the Company's backlog relates to federal government contracts, which can be canceled at any time without penalty, subject to the Company's right, in some cases, to recover the Company's actual committed costs and profit on work performed up to the date of cancellation. The Company's backlog may fluctuate significantly from quarter to quarter based upon the type and size of the projects the Company is awarded from the bid market. A quarterly increase or decrease of the Company's backlog does not necessarily result in an improvement or a deterioration of the Company's business. The Company's backlog includes only those projects for which the Company has obtained a signed contract with the customer. The components of the Company's backlog including dollar amount and other related information are addressed in more detail in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Bidding Activity and Backlog."

Human Capital Management

At December 31, 2025, the Company employed 380 full-time salaried and non-exempt personnel in the U.S., including those in a corporate function. In addition, the Company employs U.S. hourly personnel, most of whom are unionized, on a project-by-project basis. Crews are generally available for hire on relatively short notice. During 2025, the Company employed an average of approximately 716 hourly personnel to meet domestic project requirements.

The Company's employees are based across the U.S. with several project locations on the coasts and office locations in Houston, Texas and Staten Island, New York.

At December 31, 2025, the Company employed 15 foreign nationals and 3 local staff to manage and administer its Middle East operations.

The Company seeks to attract, select, hire, retain, incentivize and integrate our existing and future employees. To achieve our goal of attracting and retaining the most talented employees in the industry, we offer a respectful and safe work environment with competitive compensation and benefits that support employees' physical, financial and emotional health. The principal objective of our equity incentive plans is to attract, retain and motivate executives and selected employees through the granting of stock-based compensation awards. We offer employees benefits including a 401(k) plan with employer contributions; health, life and disability insurance; additional voluntary insurance; paid time off; parental leave; and paid employee assistance programs.

Safety

Safety is a core value at GLDD, and our Incident & Injury Free® (IIF®) safety approach management program is integrated into all aspects of our culture. The Company's safety culture is committed to training, behavioral based awareness and mutual responsibility for the wellbeing of its employees. The Company's goal is sustainable safety excellence. Incident prevention in all areas has top priority in the Company's business planning, in the overall conduct of its business and in the operation and maintenance of our equipment (marine and land) and facilities.

Unions

The Company is a party to numerous collective bargaining agreements in the U.S. that govern its relationships with its unionized hourly workforce. However, two unions represent a large majority of our dredging employees - the International Union of Operating Engineers ("IUOE") Local 25 and the Seafarers International Union ("SIU"). The Company's master and ancillary contracts with IUOE Local 25 will expire on September 30, 2027. Our agreements with the SIU expire on February 28, 2029. The Company has not experienced any major labor disputes in the past five years and believes it has good relationships with the unions that represent a significant number of its hourly employees; however, there can be no assurances that the Company will not experience labor strikes or disturbances in the future.

Government Regulations

The Company is subject to government regulations pursuant to the Dredging Act, the Jones Act, the Shipping Act, 1916 (the "Shipping Act") and the vessel documentation laws set forth in Chapter 121 of Title 46 of the United States Code. These statutes require vessels engaged in dredging in the navigable waters of the United States to be documented with a coastwise endorsement, and, among other things, to be owned and controlled by U.S. citizens, to be manned by U.S. crews, and to be built in the United States. The

U.S. citizen ownership and control standards require the vessel-owning entity to be at least 75% U.S. citizen owned and prohibit the chartering of the vessel to any entity that does not meet the 75% U.S. citizen ownership test.

Environmental Matters

The Company's operations, facilities and vessels are subject to various environmental laws and regulations related to, among other things: dredging operations; the disposal of dredged material; protection of wetlands; storm water and waste water discharges; and air emissions. The Company is also subject to laws designed to protect certain marine species and habitats. Compliance with these statutes and regulations can delay appropriation and/or performance of particular projects and increase related project costs. Non-compliance can also result in fines, penalties and claims by third parties seeking damages for alleged personal injury, as well as damages to property and natural resources.

Certain environmental laws such as the U.S. Comprehensive Environmental Response, Compensation and Liability Act of 1980, the Clean Water Act and the Oil Pollution Act of 1990 impose strict and, under some circumstances joint and several, liability on owners and operators of facilities and vessels for investigation and remediation of releases and discharges of regulated materials, and also impose liability for related damages to natural resources. The Company's past and ongoing operations involve the use, and from time to time the release or discharge, of regulated materials which could result in liability under these and other environmental laws. The Company has remediated known releases and discharges as deemed necessary, but there can be no guarantee that additional costs will not be incurred if, for example, third party claims arise or new conditions are discovered.

The Company's projects may involve remediation, demolition, excavation, transportation, management and disposal of hazardous waste and other regulated materials. Various laws strictly regulate the removal, treatment and transportation of hazardous water and other regulated materials and impose liability for human health effects and environmental contamination caused by these materials. The Company takes steps to limit its potential liability by hiring qualified subcontractors from time to time to remove such materials from our projects, and some project contracts require the client to retain liability for hazardous waste generation.

Based on the Company's experience and available information, the Company believes that the future cost of compliance with existing environmental laws and regulations (and liability for known environmental conditions) will not have a material adverse effect on the Company's business, financial position, results of operations or cash flows. However, the Company cannot predict what environmental legislation or regulations will be enacted in the future, how existing or future laws or regulations will be enforced, administered or interpreted or the amount of future expenditures that may be required to comply with these environmental or health and safety laws or regulations or to respond to newly discovered conditions, such as future cleanup matters or other environmental claims.

Information about our Executive Officers

The following table sets forth the names and ages of all of the Company's executive officers and the positions and offices currently held by them.

Name	Age	Position
Lasse J. Petterson	69	President, Chief Executive Officer
Scott Kornblau	54	Senior Vice President, Chief Financial Officer
David Johanson	54	Senior Vice President, Project Acquisition & Operations
Christopher G. Gunsten	56	Senior Vice President, Project Services & Fleet Engineering
Eleni Beyko	60	Senior Vice President, Offshore Energy
Vivienne R. Schiffer	66	Senior Vice President, Chief Legal Officer, Chief Compliance Officer & Corporate Secretary
William H. Hanson	69	Senior Vice President, Market Development

Lasse J. Petterson, President, Chief Executive Officer

Mr. Petterson has served as Chief Executive Officer ("CEO") since May 2017, as a member of our board of directors since 2016 and was also named President in 2020. Mr. Petterson most recently had served as a private consultant to clients in the Oil & Gas sector and served as Chief Operating Officer ("COO") and Executive Vice President at Chicago Bridge and Iron ("CB&I") from 2009 to 2013. Reporting directly to the CEO, he was responsible for all of CB&I's engineering, procurement and construction project operations and sales. Prior to CB&I, Mr. Petterson was CEO of Gearbulk, Ltd., a privately held company that owns and operates one of the largest fleets of gantry craned open hatch bulk vessels in the world. He was also President and COO of AMEC Inc. Americas, a subsidiary of AMEC plc, a British multinational consulting, engineering and project management company. Prior to joining AMEC, Mr. Petterson served in various executive and operational positions for Aker Maritime, Inc., the deepwater division of Aker Maritime ASA of Norway over the course of 20 years. He spent the first nine years of his career in various positions at Norwegian Contractors,

an offshore oil & gas platform contractor. Mr. Petterson holds both master's and bachelor's degrees from the Norwegian University of Technology.

Scott Kornblau, Senior Vice President and Chief Financial Officer

Mr. Kornblau was named Senior Vice President and Chief Financial Officer ("CFO") when he joined the Company in October 2021, and also served as Treasurer of the Company from January 2022 through April 2024. In his over 25 years of professional experience prior, Mr. Kornblau has held various finance and leadership positions at Diamond Offshore Drilling, Inc. ("Diamond"), most recently as Senior Vice President and Chief Financial Officer since July 2018. Prior to Mr. Kornblau's appointment as CFO, he held the roles of acting CFO since December 2017 in addition to his Vice President and Treasurer position at Diamond since January 2017. Mr. Kornblau earned a Bachelor of Arts degree in Accounting from the University of Texas at Austin. Mr. Kornblau is a certified public accountant.

David Johanson, Senior Vice President, Project Acquisition & Operations

Mr. Johanson was named Senior Vice President, Project Acquisition & Operation in July 2022 after serving as Senior Vice President, Gulf Region. Before that, Mr. Johanson was promoted to Vice President and Hydraulic Division Manager in 2015 and served as Vice President Project Director of Charleston Deepening Projects from 2018-2020, which included the largest dredging contract ever awarded by the U.S. Army Corps of Engineers. He joined the Company in 1994 as a field engineer and has held positions of increasing responsibility in project management. Mr. Johanson earned a Bachelor of Science degree in Ocean Engineering from the Virginia Polytechnic Institute & State University and a MBA with a finance specialization from the University of South Carolina. He is a current board member of the Western Dredging Association, a member of the Moles and a member of American Society of Civil Engineers.

Christopher G. Gunsten, Senior Vice President, Project Services & Fleet Engineering

Mr. Gunsten was appointed to the position of Senior Vice President, Project Services & Fleet Engineering in July 2022 after serving as Senior Vice President, Project Services. Previously he served as Vice President, International Operations with responsibility for acquiring projects, providing estimation data and leading field supervision of work in progress. Mr. Gunsten began his career with the Company as a field engineer in 1992. His career highlights include serving as Deputy Project Manager for Chevron's Wheatstone LNG Project's Engineering, Procure and Construct dredging subcontract in Onslow, WA, Australia valued at \$1.2 billion AUD, as Project Manager executing a series of capital projects for the USACE New York District's 45 and 50 Foot Harbor Deepening Programs and as Operations Manager for the Company's Øresund Fixed Link Project in Copenhagen, Denmark. He received his Bachelor of Science degree in Civil Engineering from Rutgers University and his MBA from Loyola University Chicago.

Eleni Beyko, Senior Vice President, Offshore Energy

Dr. Beyko joined Great Lakes in January 2021 as Senior Vice President, Offshore Wind and currently serves as the Company's Senior Vice President, Offshore Energy. She is responsible for offshore energy strategy, business development and operations. Dr. Beyko has over 30 years of experience in business and executive leadership for the automobile and offshore energy industries. In the last 5 years, she has organically built GLDD's capability and team in offshore energy, developed the business and the client base in the US, and is now focusing on building GLDD's capability for international operations in offshore energy, aiming to achieve international growth for Great Lakes. Before joining GLDD, she served as Director, Energy Transition for Americas at TechnipFMC. She was responsible for positioning TechnipFMC to support the transition into new and economically viable wind energy resources, and managing the Makani wind-borne energy spar offshore platform installation in partnership with Shell and Google X. Dr. Beyko graduated with a Diploma from the National Technical University Athens in Mechanical Engineering, Naval Architecture & Marine Engineering. She attended the University of Michigan where she earned her MSE, Naval Architecture and Marine Engineering, MSE Applied Mechanics, Mechanical Engineering, Master of Business Administration (MBA) and Ph.D., Naval Architecture and Marine Engineering.

Vivienne R. Schiffer, Senior Vice President, Chief Legal Officer, Chief Compliance Officer and Corporate Secretary

Ms. Schiffer joined the Company in December 2020 as Senior Vice President, Chief Legal Officer, Chief Compliance Officer and Corporate Secretary. Ms. Schiffer leads the Company's legal, compliance and human resource organizations, providing legal and business counsel. Ms. Schiffer's specific responsibilities include the oversight of corporate governance, policy and regulatory strategy development, litigation, environmental matters, intellectual property, global corporate compliance, cybersecurity and labor and employment laws. Ms. Schiffer was a corporate and securities partner in the global firm of Thompson & Knight, LLP, now Holland & Knight, LLP, from 2003 to 2010. She was of counsel in the firm's corporate and securities section from 2011 until 2020. She has over 40 years of experience and has held significant legal, business and operational leadership roles in the industrials sector. Ms. Schiffer

earned a Bachelor of Science degree from the University of Central Arkansas and a Juris Doctor degree from Tulane University. A member of the Asian American Journalists Association, Ms. Schiffer holds a certification in sustainability from Stanford University Graduate School of Business and a certification in Cybersecurity Governance for the Board of Directors from the Massachusetts Institute of Technology Sloan School of Management.

William H. Hanson, Senior Vice President, Market Development

Mr. Hanson was named Senior Vice President, Market Development in January 2023 after serving as Senior Vice President - Government Relations & Business Development, a position he had held since March 2020. He was named Vice President of the Company in 2004. Mr. Hanson worked for Connolly Pacific of Long Beach, California before joining GLDD in 1988. Prior to his work at Connolly Pacific, Mr. Hanson was with the U.S. Army Corps of Engineers. Mr. Hanson serves on several Federal Advisory Committees as well as on boards of groups with national and regional interest to the Company and several academic advisory boards related to ocean and coastal engineering. Mr. Hanson is an Ocean Engineering graduate of Texas A&M University where he was named a distinguished alumnus in 2013.

Availability of Information

You may read and obtain copies of any materials Great Lakes files with the SEC, including without limitation, the Company's Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, free of charge, at the SEC's website, www.sec.gov. Great Lakes' SEC filings are also available to the public, free of charge, on our corporate website, www.gldd.com, at "Investors – Financials & Filings", as soon as reasonably practicable after Great Lakes electronically files such material with, or furnishes it to, the SEC. The reference to the Company's website does not constitute incorporation by reference of information contained on or accessible through such website.

Item 1A. Risk Factors.

The following risk factors address the material risks and uncertainties concerning our business. You should carefully consider the following risks and other information contained or incorporated by reference into this Annual Report on Form 10-K when evaluating our business and financial condition and an investment in our common stock. Should any of the following risks or uncertainties develop into actual events, such developments could have material adverse effects on our business, financial condition, cash flows or results of operations. Risks not currently known to the Company or that the Company currently deems to be immaterial may also materially and adversely affect the Company's business, operating results, financial condition and the actual outcome of matters as to which forward-looking statements are made in this report.

We have grouped our Risk Factors under captions that we believe describe various categories of potential risk. For the reader's convenience, we have not duplicated risk factors that could be considered to be included in more than one category.

Risk Factor Summary

The following is a summary of the principal risks that could adversely affect, or have adversely affected, the Company's business, operating results and financial condition:

- Failure to satisfy the conditions to the Transaction;
- Uncertainties associated with the Transaction;
- Failure to complete the Transaction within the expected timeframe or at all;
- Provisions in the Merger Agreement limiting our ability to pursue alternatives to the Transaction;
- Restrictions on the conduct of our business under the Merger Agreement;
- Potential lawsuits arising out of the proposed Transaction;
- Stockholders' inability to benefit from future Company growth if the Transaction is completed;
- Unexpected difficulties related to the Transaction and integration of both companies;
- A reduction in government funding for dredging and other contracts, or government cancellation of such contracts, or the inability of the Corps to let bids to market;
- Our ability to qualify as an eligible bidder under government contract criteria and to compete successfully against other qualified bidders in order to obtain government dredging and other contracts;

- The political environment and governmental fiscal and monetary policies;
- Cost over-runs, operating cost inflation and potential claims for liquidated damages, particularly with respect to our fixed-price contracts;
- The timing of our performance on contracts and new contracts being awarded to us;
- Significant liabilities that could be imposed were we to fail to comply with government contracting regulations;
- Project delays related to the increasingly negative impacts of climate change or other unusual, non-historical weather patterns;
- Costs necessary to operate and maintain our existing vessels and the construction of new vessels, including with respect to changes in applicable regulations or standards;
- Equipment or mechanical failures;
- Pandemic, epidemic or outbreak of an infectious disease;
- Disruptions to our supply chain for procurement of new vessel build materials or maintenance on our existing vessels;
- Capital and operational costs due to environmental regulations;
- Market and regulatory responses to climate change, including proposed regulations concerning emissions reporting and future emissions reduction goals;
- Contract penalties for any projects that are completed late;
- Force majeure events, including natural disasters, war and terrorists' actions;
- Changes in the amount of our estimated backlog;
- Significant negative changes attributable to large, single customer contracts;
- Our ability to obtain financing for the construction of new vessels;
- Our ability to secure contracts to utilize our new offshore energy vessel;
- Unforeseen delays and cost overruns related to the construction of our new vessels;
- Any failure to comply with the Jones Act provisions on coastwise trade, or if those provisions were modified, repealed or interpreted differently;
- Our ability to comply with anti-discrimination laws, including those pertaining to diversity, equity and inclusion programs;
- Fluctuations in fuel prices, particularly given our dependence on petroleum-based products;
- Impacts of nationwide inflation on procurement of new build and vessel maintenance materials;
- Our ability to obtain bonding or letters of credit and risks associated with draws by the surety on outstanding bonds or calls by the beneficiary on outstanding letters of credit;
- Acquisition integration and consolidation, including transaction expenses, unexpected liabilities and operational challenges and risks;
- Divestitures and discontinued operations, including retained liabilities from businesses that we sell or discontinue;
- Potential penalties and reputational damage as a result of legal and regulatory proceedings;
- Any liabilities imposed on us for the obligations of joint ventures and similar arrangements and subcontractors;
- Increased costs of certain material used in our operations due to newly imposed tariffs;
- Unionized labor force work stoppages;
- Any liabilities for job-related claims under federal law, which does not provide for the liability limitations typically present under state law;
- Operational hazards, including any liabilities or losses relating to personal or property damage resulting from our operations;

- Our substantial amount of indebtedness, which makes us more vulnerable to adverse economic and competitive conditions;
- Restrictions on the operation of our business imposed by financing terms and covenants;
- Impacts of adverse capital and credit market conditions on our ability to meet liquidity needs and access capital;
- Limitations on our hedging strategy imposed by statutory and regulatory requirements for derivative transactions;
- Foreign exchange risks, in particular, related to the new offshore energy vessel build;
- Losses attributable to our investments in privately financed projects;
- Restrictions on foreign ownership of our common stock;
- Restrictions imposed by Delaware law and our charter on takeover transactions that stockholders may consider to be favorable;
- Restrictions on our ability to declare dividends imposed by our financing agreements or Delaware law;
- Significant fluctuations in the market price of our common stock, which may make it difficult for holders to resell our common stock when they want or at prices that they find attractive;
- Our ability to fully implement our share repurchase program and whether such program will enhance long-term stockholder value;
- Changes in previously recorded net revenue and profit as a result of the significant estimates made in connection with our methods of accounting for recognized revenue;
- Maintaining an adequate level of insurance coverage;
- Our ability to find, attract and retain key personnel and skilled labor;
- Disruptions, failures, data corruption, cyber-based attacks, security breaches, or regulatory non-compliance affecting our information technology and operational technology systems; and
- Impairments of our goodwill or other intangible assets.

Risks Related to the Pending Transaction

The Transaction is subject to a number of conditions, which may not be satisfied in a timely manner or at all.

On February 10, 2026, we entered into the Merger Agreement with Saltechuk and Merger Sub. Completion of the Transaction is subject to various closing conditions, including the tender of one share more than a majority of the outstanding shares of our common stock and receipt of required antitrust clearance. There can be no assurance that these conditions will be satisfied or that the Transaction will be completed within the expected timeframe or at all. In addition, the Transaction may fail to close for other reasons.

Uncertainties associated with the Transaction could adversely affect our business, results of operations, financial condition and stock price.

The announcement and pendency of the Transaction, as well as any delays in the expected timeframe, could cause disruption and create uncertainties, which could have an adverse effect on our business, results of operations financial condition and stock price, regardless of whether the Transaction is completed. These risks include, but are not limited to:

- an adverse effect on our relationship with customers, suppliers, subcontractors and personnel, including if our customers, suppliers, subcontractors or others attempt to negotiate changes in existing business relationships, consider entering into business relationships with parties other than us, delay or defer decisions concerning their business with us, or terminate their existing business relationships with us during the pendency of the Transaction;
- distraction of our current personnel as a result of the Transaction, which could result in a decline in their productivity or cause distractions in the workplace;
- difficulties attracting and retaining key personnel, including departure of key personnel because of issues relating to uncertainty about their future with us or a desire not to remain with the Company following the completion of the Transaction;
- a diversion of a significant amount of management time and resources towards completion of the Transaction;

- being subject to certain restrictions on the conduct of our business;
- possibly foregoing certain business opportunities or strategic transactions that we might otherwise pursue absent the pending Transaction;
- significant or unexpected costs, charges or expenses resulting from the proposed Transaction, including the requirement that we pay a termination fee of approximately \$37 million if the Merger Agreement is validly terminated under certain circumstances;
- uncertainties related to the continued availability of capital and financing and rating agency actions;
- potential litigation relating to the Transaction that could prevent or delay the Transaction or otherwise negatively impact our business; and
- other developments beyond our control, including, but not limited to, changes in domestic or global and general and industry-specific economic and market conditions that may affect the timing or success of the Transaction.

Failure to complete the Transaction within the expected timeframe, or at all, could adversely affect our business and stock price.

The closing of the Transaction may not occur on the expected timeline or at all. While it is currently anticipated that the Transaction will be consummated in the second quarter of calendar year 2026, we cannot assure you that the conditions set forth in the Merger Agreement will be satisfied (or waived, if permitted by the Merger Agreement and applicable law) in a timely manner or at all, or that an effect, event, development, or change will not transpire that could delay or prevent these conditions from being satisfied (or waived, if permitted by the Merger Agreement and applicable law).

In addition, we cannot assure you that the Company or Saltchuk will not terminate the Merger Agreement if entitled to do so. The Merger Agreement contains certain termination rights for the Company and Saltchuk, including, among others (i) if the Transaction is not consummated by June 10, 2026, subject to a potential extension, (ii) if the other party breaches its representations, warranties or covenants in a manner that would cause certain conditions to the closing set forth in the Merger Agreement to not be satisfied and fails to timely cure such breach within the period provided by the terms of the Merger Agreement, or (iii) if any judgment, law or order prohibiting the Transaction has become final and non-appealable.

If the Merger Agreement is terminated and the Transaction is not consummated, the price of our common stock may decline and you may not recover your investment or receive a price for your shares similar to what has been offered pursuant to the Transaction. Such a decline could also make it difficult to find a party willing to offer equivalent or more attractive consideration than Saltchuk in the Transaction. In addition, upon termination of the Merger Agreement in specified circumstances, we may be required to pay Saltchuk (or one or more of its designees) a termination fee of approximately \$37 million. If we are required to pay this termination fee, such fee, together with costs incurred to execute the Merger Agreement and pursue the Transaction, could have a material adverse effect on our financial condition, results of operations and stock price.

The Merger Agreement contains provisions that limit our ability to pursue alternatives to the Transaction and may discourage other third parties from offering a favorable alternative transaction proposal.

Under the Merger Agreement, we will be restricted from soliciting, initiating, or knowingly facilitating or encouraging the submission of, furnishing non-public information to any third party in connection with, entering into or participating in any discussions or negotiations with any third party with respect to, or entering into any agreement providing for, any alternative acquisition proposals from third parties or, with respect to certain of the foregoing restrictions, any inquiries, expressions of interest, proposals or offers that would reasonably be expected to lead to an alternative acquisition proposal, subject to certain limited exceptions. Upon termination of the Merger Agreement under certain circumstances we will be required to pay Saltchuk a termination fee of approximately \$37 million, including if the Merger Agreement is terminated by Saltchuk following a change of recommendation by our board of directors, or by us to either enter into a superior proposal or if the offer is terminated under certain circumstances and following a change of recommendation by our board of directors.

These provisions could discourage a third party that may have an interest in acquiring all or a significant part of our business from considering or proposing that acquisition, even if such third party were prepared to pay consideration with a higher value than the value of the consideration in the Transaction. If the Merger Agreement is terminated and we decide to seek another business combination, we may not be able to negotiate or consummate a transaction with another party on terms comparable to, or better than, the terms of the Merger Agreement. In certain circumstances, we would be required to pay Saltchuk a termination fee of approximately \$37 million if such a business combination is agreed to or consummated within 12 months after such termination.

We are subject to certain restrictions on the conduct of our business under the terms of the Merger Agreement.

Under the terms of the Merger Agreement, we have agreed to certain restrictions on the operations of our business. We have agreed to use our reasonable best efforts to limit the conduct of our business to those actions undertaken in the ordinary course of business consistent with past practice and to refrain from, among other things: incurring debt; establishing, adopting, entering into, negotiating or amending any material Company Benefit Plans (as defined in the Merger Agreement); increasing the compensation or benefits payable or to become payable to any director, employee or independent contractor, granting any rights to severance or termination pay or other material termination benefits, or hiring or terminating any employee (other than for cause) with annual base compensation equal to or greater than \$200,000; entering into, amending or terminating certain contracts; settling certain legal proceedings; materially changing our methods, policies or procedures of financial accounting; and incurring certain capital expenditures, in each case, subject to certain exceptions set forth in the Merger Agreement. Because of these restrictions, we may be prevented from undertaking certain actions with respect to our strategic plans or the conduct of our business that we might otherwise have taken if not for the Merger Agreement.

Lawsuits may be filed against us and the members of our board of directors arising out of the proposed Transaction, which may delay or prevent the proposed Transaction or otherwise negatively affect our business and operations.

Putative stockholder complaints, including stockholder class action complaints, and other complaints may be filed against us, our board of directors and others in connection with the transactions contemplated by the Merger Agreement. The outcome of litigation is uncertain, and we may not be successful in defending against any such future claims. Lawsuits that may be filed against us, our board of directors or others could delay or prevent the Transaction, divert the attention of our management and employees from our day-to-day business, and otherwise adversely affect our business, results of operations, and financial condition.

Our stockholders will not benefit from future growth opportunities as stockholders of the Company if the Transaction is completed.

If the Transaction is completed, our stockholders will receive cash for their shares of common stock and will no longer have the opportunity to participate in any future growth or potential appreciation in the value of the Company.

Risks Related to our Business

A reduction in government funding for dredging or other contracts, or government cancellation of such contracts, or the inability of the Corps to let bids to market could materially adversely affect our business operations, revenues and profits.

A substantial portion of our revenue is derived from federal government contracts, particularly dredging contracts. Revenues related to dredging contracts with federal agencies or companies operating under contracts with federal agencies and the percentage as a total of dredging revenue for the years ended December 31, 2025, 2024 and 2023 were as follows:

	2025	2024	2023
Federal government revenue (in US \$1,000)	\$ 422,541	\$ 430,980	\$ 438,790
Percent of revenue from federal government	48%	57%	74%

Amounts spent by the federal government on dredging are subject to the budgetary and legislative processes. We would expect the federal government to continue to improve and maintain ports as it has for many years, which will necessitate a certain level of federal spending. However, there can be no assurance that the federal government will allocate any particular amount or level of funds to be spent on dredging projects for any specified period. In addition, Congress must approve budgets that govern spending by many of the federal agencies we support. When Congress is unable to agree on budget priorities, and thus is unable to pass the annual budget on a timely basis, Congress typically enacts a continuing resolution. A continuing resolution allows U.S. federal government agencies to operate at spending levels approved in the previous budget cycle. Under a continuing resolution, funding may not be available for new projects or may be delayed on current projects. Any such funding delays would likely result in new projects being delayed or canceled and could have a material adverse effect on our revenue and operating results. Furthermore, a failure to complete the budget process and fund government operations pursuant to a continuing resolution may result in a U.S. federal government shutdown. An extended shutdown may result in us incurring substantial costs without reimbursement under our contracts and the delay or cancellation of key projects, which could have a material adverse effect on our revenue and operating results.

In addition, potential contract cancellations, modifications, protests, suspensions or terminations may arise from resolution of these issues and could cause our revenues, profits and cash flows to be lower. Federal government contracts can be canceled at any time without penalty to the government, subject to, in most cases, our contractual right to recover our actual committed costs and profit on work performed up to the date of cancellation. Accordingly, there can be no assurance that the federal government will not cancel any federal government contracts that have been or are awarded to us. Even if a contract is not cancelled, the government may elect to not award further work pursuant to a contract. There is no guarantee that the current presidential administration or Congress

will not divert funds away from the Corps or from our other customers relying on funding from the federal government. There is also no guarantee that additional national emergencies will not be declared in the future. A significant reduction in government funding for dredging or remediation contracts could materially adversely affect our business, operations, revenues and profits.

Our inability to qualify as an eligible bidder for government contracts or to compete successfully with other qualified bidders for certain contracts could materially adversely affect our business operations, revenues and profits.

The U.S. government and various state, local and foreign government agencies conduct rigorous competitive processes for awarding many contracts. Some contracts include multiple award task order contracts in which several contractors are selected as eligible bidders for future work. We will face strong competition and pricing pressures for any additional contract awards from the U.S. government and other domestic and foreign government agencies, and we may be required to qualify or continue to qualify under various multiple award task order contract criteria. Further, much of our work depends on our compliance with environmental and other regulations. Any claim by the government that we have violated any laws or regulations could result in our suspension or debarment from bidding for or being awarded government contracts. Our inability to qualify as an eligible bidder under government contract criteria could preclude us from competing for certain government contract awards. In addition, our inability to qualify as an eligible bidder, or to compete successfully when bidding for certain government contracts and to win those contracts, could materially adversely affect our business, operations, revenues and profits.

Our business and operating results could be adversely affected by the political environment and governmental fiscal and monetary policies.

An unpredictable or volatile political environment in the United States, including any social unrest, could negatively impact business and market conditions, economic growth, financial stability, and business, consumer, investor and regulatory sentiments, any one or more of which in turn could cause our business and financial results to be adversely impacted. It is difficult to predict the legislative and regulatory impacts that may result from the presidential administration or a change in the make-up of either the Senate or House of Representatives, and these may cause broader economic impacts due to shifts in governing ideology and governing style, and we may be subject to new or changing laws or regulations that may be promulgated in the future. There is no certainty that any presidential administration or Senate and/or the House of Representatives will maintain the level of federal spending and support for the dredging industry and offshore energy development. For example, in 2025 President Trump signed an Executive Order pausing the issuance of new or renewing offshore wind leases and permits that could have resulted in additional contracted work for the Company. A significant reduction in such funding or support could materially adversely affect our business and operating results.

Our significant number of fixed-price contracts subjects us to risks associated with cost over-runs, operating cost inflation and potential claims for liquidated damages. If we are unable to accurately estimate our project costs our profitability could suffer.

We conduct our business under various types of contracts where costs are estimated in advance of our performance. Most dredging contracts are fixed-price contracts where the customer pays a fixed price per unit (e.g., cubic yard) of material dredged. Fixed-price contracts carry inherent risks, including risks of losses from underestimating costs, weather delays, operational difficulties and other changes that can occur over the contract period. If our estimates prove inaccurate, if there are errors or ambiguities as to contract specifications or if circumstances change due to, among other things, unanticipated conditions or technical problems, difficulties in obtaining permits or approvals, changes in local laws or labor conditions, inclement or hazardous weather conditions, changes in cost of equipment or materials or our suppliers' or subcontractors' inability to perform, then cost over-runs and delays in performance are likely to occur. We may not be able to obtain compensation for additional work performed or expenses incurred, or may be delayed in receiving necessary approvals or payments. Additionally, we may be required to pay liquidated damages upon our failure to meet schedule or performance requirements of our contracts. If we were to significantly underestimate the costs on one or more significant contracts, the resulting losses could have a material adverse effect on our business, operating results, cash flows or financial condition.

Our quarterly and annual operating results may vary significantly based on the timing of contract awards and performance.

Our quarterly and annual results of operations have fluctuated from period to period in the past and may continue to fluctuate in the future. Accordingly, the results of any past quarter or quarters are not an indication of future performance in our business operations or the valuation of our stock. Our operating results could vary greatly from period to period due to factors such as:

- the timing of contract awards and the commencement or progress of work under awarded contracts;
- inclement or hazardous weather conditions, including non-historical weather patterns that may result in underestimated delays in dredging, disruption or early termination of projects, unanticipated recovery costs or liability exposure and additional contract expenses;
- site conditions that differ from those presented by our customers, which results in delays or slower than anticipated progress on projects;
- planned and unplanned equipment downtime, or equipment mobilization to and from projects, including those due to the impacts of unplanned national health emergencies;
- our ability to recognize revenue from pending change orders, which is recognized only when the parties to a contract approve a modification that either creates new, or changes existing, enforceable rights and obligations of the parties to the contract; and
- environmental restrictions requiring that certain projects be performed in winter months to protect wildlife habitats.

If our results of operations from quarter to quarter fail to meet the expectations of public market analysts and investors, our stock price could be negatively impacted. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Primary Factors that Determine Operating Profitability.”

If we fail to comply with government contracting regulations, we could be subject to significant potential liabilities and loss of revenue.

Our contracts with federal, state, local and foreign governmental customers are subject to various procurement regulations and contract provisions. These regulations also subject us to examinations by government auditors and investigators, from time to time, to ensure compliance and to review costs. Violations of government contracting regulations could result in the imposition of civil and criminal penalties, which could include termination of contracts, forfeiture of profits, imposition of payments and fines and suspension or debarment from future government contracting. If we fail to continue to qualify for or are suspended from work under a government contract for any reason, we could suffer a material adverse effect on our business, operating results, cash flows or financial condition.

In addition, we may be subject to litigation brought by private individuals on behalf of the government relating to our government contracts, referred to in this annual report as “*qui tam*” actions, which could include claims for up to treble damages. *Qui tam* actions are sealed by the court at the time of filing. The only parties privy to the information in the complaint are the complainant, the U.S. government and the court. Therefore, it is possible that *qui tam* actions have been filed against us and it is possible that we are subject to liability exposure arising out of *qui tam* actions.

Project delays related to the increasingly negative impacts of climate change or other unusual, non-historical weather patterns have and may continue to impact our ability to perform projects on time and on budget and therefore could materially adversely affect our business operations, revenues and profits.

The timely and efficient performance of our projects are dependent on weather conditions. Severe storms or other weather-related problems may deviate from expected historical weather patterns as a result of climate change or other factors, and can, and have, caused substantial delays on our projects. Delays may affect our ability to perform on our projects or increase the cost of our performing certain projects, and may result in our inability to perform certain projects on time and on budget. We attempt to plan for all scenarios and assign risk when bidding on projects. For example, we have updated our modeling for current and future weather patterns to better estimate those costs. We expect that the severity of unusual storms and weather patterns will continue to fluctuate and may continue to adversely impact our ability to complete projects on time and on budget and therefore could materially adversely affect our business operations, revenues and profits.

Costs necessary to operate and maintain our vessels tend to increase with the age of the vessel, and costs of such maintenance, as well as costs associated with new build programs, may also increase due to changes in applicable regulations or standards, which could decrease our profits.

Capital expenditures and other costs necessary to operate and maintain our vessels tend to increase with the age of the vessel. Accordingly, it is likely that the operating costs of our vessels will increase.

The average age of our more significant vessels as of December 31, 2025, by equipment type, is as follows:

Type of Equipment	Quantity	Average Age in Years
Hopper Dredges	6	22
Hydraulic Dredges	7	48
Mechanical Dredges	3	50
Scows	13	14
Multi Cats	2	3
Other Support Vessels	74	27
Total	105	27

Remaining economic life has not been presented, because it is not reasonably quantifiable. That is because, to the extent that market conditions warrant the expenditures, we can prolong the vessels' lives. In our domestic market, we operate in an industry where a significant portion of our competitors' equipment is of a similar age. It is common in the dredging industry to make maintenance and capital expenditures in order to extend the economic life of equipment.

In addition, changes in governmental regulations, safety or other equipment standards, as well as compliance with standards imposed by maritime self-regulatory organizations, standards imposed by vessel classification societies and customer requirements or competition, may require us to make significant additional expenditures. For example, if the U.S. Coast Guard enacts new standards, we may be required to incur expenditures for alterations or the addition of new equipment (e.g., more fuel-efficient engines). In order to satisfy any such requirements, we may need to take our vessels out of service for extended periods of time, with corresponding losses of revenues.

Equipment or mechanical failures could result in increased costs, project delays and reduced revenues.

The successful performance of contracts requires a high degree of reliability of our vessels, barges and other equipment. The average age of our marine fleet as of December 31, 2025 was 27 years. Breakdowns not only add to the costs of executing a project, but they can also delay the completion of subsequent contracts, which are scheduled to utilize the same assets. We operate a scheduled maintenance program in order to keep all assets in good working order, but despite this, breakdowns can and do occur, resulting in loss of revenue.

A pandemic, epidemic or outbreak of an infectious disease affecting our markets or impacting our facilities or suppliers could adversely impact our business.

If another pandemic, epidemic or outbreak of an infectious disease or other public health crisis were to affect our markets or facilities or those of our suppliers, our business could be adversely affected. Another pandemic could cause disruptions in and restrictions on our ability to travel, and in the future these disruptions and restrictions could restrict our ability to perform work for future projects in different locations. If an infectious disease were to have a widespread outbreak at one or more of our vessels or facilities, our operations may be affected significantly, our productivity may be affected, key personnel necessary to conduct our operations or replacement crew may be unavailable, our ability to complete projects in accordance with our contractual obligations may be affected and we may incur increased labor and materials costs. If the shipyards with which we contract were affected by an outbreak of infectious disease, repairs of our vessels as well as new construction may be delayed and we may incur increased labor and materials costs and our ability to perform our projects on time may be adversely affected. In addition, we may experience difficulties with certain suppliers or with vendors in their supply chains, and our business could be affected if we become unable to procure essential supplies or services in adequate quantities and at acceptable prices.

Our clients, which are the Corps, private clients and other federal, state or local agencies, may be impacted by a pandemic, and if prolonged, these impacts may lead to cancellations or delays in projects. Funds for dredging projects may also be diverted for public health, economic or other priorities. Overall, the potential impact of a pandemic, epidemic or outbreak of an infectious disease with respect to our markets or our facilities is difficult to predict and could adversely impact our business.

Disruptions to our supply chain affecting our markets or impacting our facilities or suppliers could prohibit procurement of materials necessary for maintenance of our existing vessels and new vessel build materials and adversely impact our business.

Supply chain issues could cause disruptions that restrict our ability to perform work for future projects. Our ability to complete projects in accordance with our contractual obligations may be affected, and we may incur increased labor and materials costs. If the shipyards with which we contract are affected, regulatory dry docking and repairs and general maintenance of our vessels, as well as new construction, may be delayed and we may incur increased labor and materials costs. In addition, we may experience difficulties with certain suppliers or with vendors in their supply chains, and our business could be affected if we become unable to procure essential supplies or services in adequate quantities and at acceptable prices.

Environmental regulations could force us to incur capital and operational costs.

Our industries, and more specifically, our operations, facilities, vessels and equipment, are subject to various environmental laws and regulations relating to, among other things: dredging operations; the disposal of dredged material; protection of wetlands; storm water and waste water discharges; transportation and disposal of hazardous wastes and other regulated materials; air emissions; and disposal or remediation of contaminated soil, sediments, surface water and groundwater. We are also subject to laws designed to protect certain marine or land species and habitats. Compliance with these statutes and regulations can delay permitting and/or performance of particular projects and increase related project costs. These delays and increased costs could have a material adverse effect on our business, results of operations, cash flows or financial condition. Non-compliance can also result in fines, penalties and claims by third parties seeking damages for alleged personal injury, as well as damages to property and natural resources and suspension or debarment from future government contracting.

Certain environmental laws such as the U.S. Comprehensive Environmental Response, Compensation and Liability Act of 1980, the Marine Protection, Research and Sanctuaries Act, and the Oil Pollution Act of 1990 impose strict and, under some circumstances joint and several, liability on owners and lessees of land and facilities as well as owners and operators of vessels. Such obligations may include investigation and remediation of releases and discharges of regulated materials, and also impose liability for related damages to natural resources. Our past and ongoing operations involve the use, and from time to time the release or discharge, of regulated materials which could result in liability under these and other environmental laws. We have remediated known releases and discharges as deemed necessary, but there can be no guarantee that additional costs will not be incurred if, for example, third party claims arise or new conditions are discovered.

Our projects may involve excavation, remediation, demolition, transportation, management and disposal of hazardous waste and other regulated materials. Various laws strictly regulate the removal, treatment and transportation of hazardous waste and other regulated materials and impose liability for human health effects and environmental contamination caused by these materials. Services rendered in connection with hazardous substance and material removal and site development may involve professional judgments by licensed experts about the nature of soil conditions and other physical conditions, including the extent to which hazardous substances and materials are present, and about the probable effect of procedures to mitigate problems or otherwise affect those conditions. If the judgments and the recommendations based upon those judgments are incorrect, we may be liable for resulting damages, which may be material. The failure of certain contractual protections to protect us from incurring such liability, such as staying out of the ownership chain for hazardous waste and other regulated materials and securing indemnification obligations from our customers or subcontractors, could have a material adverse effect on our business, results of operations, revenues or profits.

Environmental requirements have generally become more stringent over time, for example in the areas of air emissions controls for vessels and ballast treatment and handling. New laws or stricter enforcement of existing laws or the discovery of currently unknown conditions or accidental discharges of regulated materials in the future could cause us to incur additional costs for environmental matters which might be significant.

We may be affected by market or regulatory responses to climate change.

Increased concern about the potential impact of greenhouse gases ("GHG"), such as carbon dioxide resulting from combustion of fossil fuels, on climate change has resulted in efforts to regulate their emission. Legislation, international protocols, regulation or other restrictions on GHG emissions could also affect our customers. Such legislation or restrictions could increase the costs of projects for our customers or, in some cases, prevent a project from going forward, thereby potentially reducing the need for our services which could in turn have a material adverse effect on our operations and financial condition. Additionally, in our normal course of operations, we use a significant amount of fossil fuels. The costs of controlling our GHG emissions or obtaining required emissions allowances in response to any regulatory change in our industry could increase materially.

Many jurisdictions, including the European Union and California, have regulations which would require us to report emissions data from our operations. If we were to perform projects in jurisdictions with emissions reporting requirements, it may require a substantial outlay of capital by the Company, as well as management time and attention to ensure the Company's compliance.

Penalties for late completion of contracts could reduce our profits.

In many instances, including in our fixed-price contracts, we guarantee that we will complete a project by a scheduled date. If we subsequently fail to complete the project as scheduled, we may be liable for any customer losses resulting from such delay, generally in the form of contractually agreed-upon liquidated damages. In addition, failure to maintain a required schedule could cause us to default on our government contracts, giving rise to a variety of potential damages. To the extent that these events occur, the total costs of the project could exceed our original estimates, and we could experience reduced profits or, in some cases, a loss for that project.

Force majeure events could negatively impact our business, operations, revenues, cash flows and profits.

Force majeure or extraordinary events beyond the control of the contracting parties, such as natural and man-made disasters, as well as terrorist actions, could negatively impact the economies in which we operate. We typically negotiate contract language where we are allowed certain relief from force majeure events in private client contracts and review and attempt to mitigate force majeure events in both public and private client contracts. We remain obligated to perform our services after most extraordinary events subject to relief that may be available pursuant to a force majeure clause.

If a contract contains a force majeure provision, we may be able to obtain an extension of time to complete our obligations under such contract, but we will still be subject to our other contractual obligations in the event of such an extraordinary event. Because we cannot predict the length, severity or location of any potential force majeure event, it is not possible to determine the specific effects any such event may have on us. Depending on the specific circumstances of any particular force majeure event, or if we are unable to react quickly to such an event, our operations may be affected significantly, our productivity may be affected, our ability to complete projects in accordance with our contractual obligations may be affected, our payments from customers may be delayed and we may incur increased labor and materials costs, which could have a negative impact on our financial condition, relationships with customers or suppliers, and our reputation.

The amount of our estimated backlog may change and may not be indicative of future revenues.

Our contract backlog represents our estimate of the revenues that we will realize under the portion of the contracts remaining to be performed. These estimates are based primarily upon the time and costs required to mobilize the necessary assets to and from the project site, the amount and type of material to be dredged and the expected production capabilities of the equipment performing the work. However, these estimates are necessarily subject to variances based upon actual circumstances. From time to time, changes in project scope may occur with respect to contracts reflected in our backlog and could reduce the dollar amount of our backlog and the timing of the revenue and profits that we actually earn. Projects may remain in our backlog for an extended period of time because of the nature of the project and the timing of the particular services or equipment required by the project.

Because of these factors, as well as factors affecting the time required to complete each job, backlog is not necessarily indicative of future revenues or profitability. In addition, a significant amount of our total backlog (51% as of December 31, 2025) relates to federal government contracts, which can be canceled at any time without penalty to the government, subject, in most cases, to our contractual right to recover our actual committed costs and profit on work performed up to the date of cancellation.

Below is our backlog from federal government contracts as of December 31, 2025, 2024, and 2023 and the percentage of those contracts to total backlog as of the same date.

	2025	2024	2023
Federal government backlog (in US \$1,000)	\$ 452,869	\$ 662,933	\$ 350,242
Percentage of total backlog from federal government	51%	53%	32%

As we engage in a new foreign project, we may have backlog with foreign governments that use local laws and regulations to change the terms of a contract in backlog or to limit our ability to receive payment on a timely basis. In addition to our United States federal contracts, our other contracts in backlog are with state and local municipalities or private companies that may have funding constraints or impose restrictions on timing. The termination, modification or suspension of projects currently in backlog could have a material adverse effect on our business, operating results, cash flows or financial condition. As of December 31, 2025, approximately 41% of the Company's total backlog is from five private customers.

Loss of a single customer contract could significantly decrease revenue.

Our individual customer contracts may relate to large-scale projects that can be responsible for a significant portion of our revenue and/or backlog. Loss of any current customer contract could significantly decrease our revenue or expected revenue. Lower utilization, workforce reductions or asset relocations, resulting from the loss of a customer contract or otherwise, could have a material adverse effect on our business, operating results, cash flows or financial condition.

Inability to obtain secure financing or financing on favorable terms for any future new vessels could negatively impact our business, financial position and/or results of operations.

Unforeseen issues could arise in our ability to obtain secure financing or to obtain secure financing on terms favorable to us for building any future new vessels. The inability to obtain favorable financing may also impact our ability to bring future new vessels into service within the timeline anticipated by the Company, which may have an adverse effect on our business, financial position and/or results of operations.

Inability to secure contracts to utilize our new offshore energy vessel could adversely impact our business strategy and have a material adverse effect on our operating results, cash flows or financial condition.

Our ability to obtain contracts on terms favorable to the Company to utilize the *Acadia*, our new vessel for subsea rock installation, could be impacted by unforeseen market conditions or changing political climates. As the costs to build this new vessel have already been incurred, the lack of a favorable secure contracts could have a material adverse effect on the Company's business, financial position and results of operations. On January 20, 2025, President Trump issued an Executive Order that temporarily prevents consideration of any area in the Outer Continental Shelf for any new or renewed wind energy leasing for the purposes of generation of electricity until the Executive Order is revoked. The Executive Order also requires an immediate review of federal wind leasing and permitting practices. The inability or unwillingness of our clients and potential clients to commit to or invest in new or existing offshore wind projects in the U.S. due to this policy change could have a material adverse effect on the Company's business, financial position and results of operations. Further, the possibility of future changes to environmental requirements and regulations and changes in the policies of the U.S. presidential administration could delay or halt plans for U.S. offshore wind projects, which would adversely impact our business strategy and could have a material adverse effect on the Company's operating results, cash flows or financial condition.

Unforeseen delays and cost overruns could postpone delivery of or halt plans to build new vessels and, as a result, negatively impact our business strategy.

While our previously disclosed new build program has largely been completed, we may plan new vessels in the future. Unknown mechanical or engineering issues involving new vessels could adversely affect the Company's business, operating results, cash flows or financial condition. Our future revenues and profitability will also be impacted to some extent by our ability to secure financing for new vessels and bring them into service within the timeline anticipated by the Company. The Company contracts with shipyards to build new vessels. Construction projects are subject to risks of delay and cost overruns resulting from shortages of equipment, materials and skilled labor; lack of shipyard availability; unforeseen design and engineering problems; work stoppages; weather interference; unanticipated cost increases; unscheduled delays in the delivery of material and equipment; and financial and other difficulties at shipyards including labor disputes, shipyard insolvency and inability to obtain necessary certifications and approvals. Delays may also occur as a result of a shipyard giving priority to other customers. A significant delay in the construction of new vessels or a shipyard's inability to perform under the construction contract could negatively impact the Company's ability to fulfill contract commitments and to realize timely revenues with respect to vessels under construction. Significant cost overruns or delays for vessels under construction could also adversely affect the Company's business, operating results, cash flows or financial condition. For example, the Company has experienced delays from the shipyard in the build of its soon to be completed SRI vessel, now expected to be operational in the first half of 2026. The Company is in discussions with the shipyard to limit any additional delays and are working with our customers to evaluate and limit any potential negative impacts of such delays, which may include loss of revenues, delays in completion of Company work under previously negotiated contracts, or increased costs to the Company. Our future revenues and profitability will also be impacted to some extent if we are unable to bring any new ordered vessels into service within the timeline anticipated by the Company as a result of an inability to obtain favorable steel prices or secure appropriate financing. Changes in governmental regulations, safety or other equipment standards, as well as compliance with standards imposed by maritime self-regulatory organizations and customer requirements or competition, could also substantially increase the cost of such construction beyond what we currently expect such costs to be.

Our business would be adversely affected if we failed to comply with Jones Act provisions on coastwise trade, or if those provisions were modified, repealed or interpreted differently.

We are subject to the Jones Act and other federal laws that restrict dredging in U.S. waters and maritime transportation between points in the United States to vessels operating under the U.S. flag, built in the United States, at least 75% owned and operated by U.S. citizens and manned by U.S. crews. We are responsible for monitoring the ownership of our common stock to ensure compliance with these laws. If we do not comply with these restrictions, we would be prohibited from operating our vessels in the U.S. market, and under certain circumstances we would be deemed to have undertaken an unapproved foreign transfer, resulting in severe penalties, including permanent loss of U.S. dredging rights for our vessels, fines or forfeiture of the vessels.

In the past, interest groups have unsuccessfully lobbied Congress to modify or repeal the Jones Act to facilitate foreign flag competition for trades and cargoes currently reserved for U.S. flag vessels under the Jones Act. We believe that continued efforts may be made to modify or repeal the Jones Act or other federal laws currently benefiting U.S. flag vessels. If these efforts are ever successful, it could result in significantly increased competition and have a material adverse effect on our business, results of operations, cash flows or financial condition.

In addition, Customs and Border Protection (“CBP”), the federal agency that interprets the Jones Act, may issue letter rulings which adversely impact our business. In the past, CBP has issued letter rulings which have the potential to adversely impact Jones Act qualified vessels to be the exclusive operators in certain sectors of the new United States offshore energy industry. The Company challenged these CBP letter rulings in federal court in Houston, Texas, citing the “Plain Language” of the Jones Act. The challenge was rejected at the District Court level and at the 5th Circuit based upon the courts’ findings that the Company lacked standing. These adverse rulings, as well as other adverse letter rulings by CBP, may adversely impact our competitive advantage in the United States offshore energy industry, which could have a material adverse effect on our business, results of operations, cash flows or financial condition.

If we fail to comply with anti-discrimination laws, including those pertaining to diversity, equity and inclusion programs, we could be subject to legal action and reputational risk.

On January 21, 2025, President Trump issued an Executive Order prohibiting diversity, equity and inclusion initiatives at companies that are party to federal contracts to the extent that such initiatives violate applicable federal anti-discrimination laws. The Executive Order requires federal contractors, including the Company, to agree that such federal contractor’s compliance with federal anti-discrimination laws is material to the government’s payment decisions and to certify that such federal contractor does not operate any illegal programs promoting diversity, equity and inclusion that violate any applicable federal anti-discrimination laws. The Executive Order also provides that the Office of Federal Contract Compliance Programs within the Department of Labor may not allow federal contractors, including the Company, to engage in workforce balancing on the basis of certain protected characteristics. Recently, the Equal Employment Opportunity Commission signaled that it will be aggressively enforcing the Executive Order by filing a lawsuit against a high-profile publicly traded company for alleged violations. While we believe we are in compliance with the Executive Order, if we are not, or if the federal government believes we are not in compliance, then we could be subject to legal action, including under the False Claims Act, or debarment. Any such action could have a material adverse effect on our business, results of operations, cash flows or financial condition, as well as impact our ability to secure contracts with our customers and to hire and retain employees, distract our management team and negatively impact our reputation in the market and our industry.

Our operating costs depend significantly on the price of petroleum-based products, and price increases could adversely affect our profits.

Fuel prices fluctuate based on market events outside of our control. We use diesel fuel and other petroleum-based products to operate our equipment used in our dredging contracts. Fluctuations in supplies relative to demand and other factors can cause unanticipated increases in their cost. Most of our contracts do not allow us to adjust our pricing for higher fuel costs during a contract term and we may be unable to secure price increases reflecting rising costs when renewing or bidding contracts. In addition, the International Maritime Organization issued regulations regarding use of low sulfur fuel, which has increased the demand for low sulfur fuel. We use low sulfur fuel in many of our domestic operations, and future increases in the costs of fuel and other petroleum-based products used in our business, particularly if a bid has been submitted for a contract and the costs of those products have been estimated at amounts less than the actual costs thereof, could result in a lower profit, or even a loss, on one or more contracts.

Our investing and operating costs depend significantly on the prices of new build and general maintenance and repair materials, and price increases due to high nationwide inflation could adversely affect our profits.

The prices of steel and other materials to build and develop new vessels, as well as to maintain and/or repair our existing vessels, fluctuate based on market events outside of our control. An increase in the cost of steel and other materials may adversely impact the cost to build new vessels and the cost of general maintenance and/or repairs of our existing vessels.

An inability to obtain bonding or letters of credit would limit our ability to obtain future contracts, which could, along with any draws on existing arrangements, adversely affect our business, operating results, cash flows and financial condition.

We are generally required to post bonds in connection with our domestic dredging contracts and bonds or letters of credit with our foreign dredging contracts, certain private domestic dredging contracts, and offshore energy contracts to ensure job completion if we ever fail to finish a project. We have entered into bonding agreements with various surety companies (the "Sureties") pursuant to which the Sureties issue bid bonds, performance bonds and payment bonds, and provide guarantees required by us in the day-to-day operations of our dredging business. Historically, we have had a strong bonding capacity, but surety companies issue bonds on a project-by-project basis and can decline to issue bonds at any time or require the posting of collateral as a condition to issuing any bonds. With respect to our foreign dredging, certain private domestic dredging and our offshore energy business, we generally obtain letters of credit under our ABL Credit Agreement. However, access to our senior credit facility under our ABL Credit Agreement may be limited by failure to meet certain levels of availability or other defined financial or other requirements. If we are unable to obtain bonds or letters of credit on terms reasonably acceptable to us, our ability to take on future work would be severely limited.

Acquisitions involve integration, consolidation and strategic risks and may involve significant transaction expenses and unexpected liabilities, which could adversely affect our business and results of operations.

We may seek business acquisition activities in the future as a means of broadening our offerings and capturing additional market opportunities by our business units. We may be exposed to certain additional risks resulting from these activities. Acquisitions may expose us to operational challenges and risks, including:

- the effects of valuation methodologies which may not accurately capture the value proposition;
- the failure to integrate acquired businesses into our operations, financial reporting and controls with the efficiency and effectiveness initially expected resulting in a potentially significant detriment to our financial results and our operations as a whole;
- the management of the growth resulting from acquisition activities;
- the inability to capitalize on expected synergies;
- the assumption of liabilities of an acquired business (for example, litigation, tax liabilities, environmental liabilities), including liabilities that were contingent or unknown at the time of the acquisition and that pose future risks to our working capital needs, cash flows and the profitability of related operations;
- the assumption of unprofitable projects that pose future risks to our working capital needs, cash flows and the profitability of related operations;
- the risks associated with entering new markets;
- diversion of management's attention from our existing business;
- failure to retain key personnel, customers or contracts of any acquired business;
- potential adverse effects on our ability to comply with terms and covenants in our existing debt financing;
- potential impairment of acquired intangible assets; and
- additional debt financing, which may not be available on attractive terms.

We may not have the appropriate management, financial or other resources needed to integrate any businesses that we acquire. Any future acquisitions may result in significant transaction expenses and unexpected liabilities.

Divestitures and discontinued operations could negatively impact our business, and any retained liabilities could adversely affect our financial results.

As part of our strategic process, we review our operations for assets and businesses which may no longer be aligned with our strategic initiatives and long-term objectives. For example, we have divested our historical environmental & infrastructure business and historical demolition business. We continue to review our assets and strategy and may pursue additional divestitures. Divestitures pose risks and challenges that could negatively impact our business, including required separation or carve-out activities and costs, disputes with buyers or potential impairment charges. We may also dispose of a business at a price or on terms that are less than we had previously anticipated or fail to close a transaction at all. Dispositions may also involve continued financial involvement, as we may be required to retain responsibility for, or agree to indemnify buyers against contingent liabilities related to businesses sold, such as lawsuits, surety obligations, tax liabilities or environmental matters. It may also be difficult to determine whether a claim from a third party stemmed from actions taken by us or by another party and we may expend substantial resources trying to determine which party has responsibility for the claim. Under these types of arrangements, performance by the divested businesses or other conditions outside of our control could affect future financial results and such claims or conditions may divert management attention from our continuing business.

If we do not realize the expected benefits or synergies of any divestiture transaction or if we underestimated the valuation of the charge related to placing an asset held for sale in discontinued operations, our consolidated financial position, results of operations and cash flows could be negatively impacted. Any divestiture may result in a dilutive impact to our future earnings if we are unable to offset the dilutive impact from the loss of revenue associated with the divestiture, as well as significant write-offs, including those related to goodwill and other intangible assets, which could have a material adverse effect on our results of operations and financial condition.

We could face liabilities and/or damage to our reputation as a result of legal and regulatory proceedings.

We operate in a highly regulated environment with constantly evolving legal and regulatory frameworks. From time to time, we are subject to legal and regulatory proceedings in the ordinary course of our business. These include proceedings relating to aspects of our businesses that are specific to us and proceedings that are typical in the businesses in which we operate.

We are currently a defendant in a number of litigation matters, including those described in Item 3. "Legal Proceedings" of this Annual Report on Form 10-K. In certain of these matters, the plaintiffs are seeking large and/or indeterminate amounts of damages. These matters are also subject to many uncertainties, and it is possible that some of these matters could ultimately be decided, resolved or settled adversely to the Company. An adverse outcome in a legal or regulatory matter could, depending on the facts, have an adverse effect on our business, results of operations, cash flows or financial condition.

Furthermore, whether the ultimate outcomes are favorable or unfavorable, these matters can also have significant adverse reputational impacts, including negative publicity and press speculation about us, whether valid or not, which may be damaging to our business, results of operations, cash flows or financial condition.

Liabilities for the obligations of our joint ventures and similar arrangements and subcontractors could materially decrease our profitability and liquidity.

Some of our projects are performed through joint ventures and similar arrangements with other parties. In addition to the usual liability of contractors for the completion of contracts and the warranty of our work, if work is performed through a joint venture or similar arrangement, we also have potential liability for the work performed by the joint venture or arrangement or a performance or payment default by another member of the joint venture or arrangement. In these projects, even if we satisfactorily complete our project responsibilities within budget, we may incur additional unforeseen costs due to the failure of the other party or parties to the arrangement to perform or complete work, fund expenditures or make payments in accordance with contract specifications. In some joint ventures and similar arrangements, we may not be the controlling member. In these cases, we may have limited control over the actions of the joint venture. In addition, joint ventures or arrangements may not be subject to the same requirements regarding internal controls and internal control over financial reporting that we follow. To the extent the controlling member makes decisions that negatively impact the joint venture or arrangement or internal control problems arise within the joint venture or arrangement, it could have a material adverse impact on our business, results of operations, cash flows or financial condition.

Depending on the nature of work required to complete the project, we may choose to subcontract a portion of the project. In our industries, the prime contractor is often responsible for the performance of the entire contract, including subcontract work. Thus, we are subject to risks associated with the failure of one or more subcontractors to perform as anticipated. In addition, in some cases, we pay our subcontractors before our customers pay us for the related services. If we choose, or are required, to pay our subcontractors

for work performed for customers who fail to pay, or delay paying us for the related work, we could experience a material decrease in profitability and liquidity.

New tariffs have increased our costs and could adversely affect our business operations, revenues and profits.

In recent years, the United States has imposed Section 232 tariffs and other import taxes on certain steel and aluminum products, such as imported dredge-related machinery and pipes. These tariffs and other import taxes have increased the prices of these inputs. Increased prices for imported steel and aluminum products have led domestic sellers to respond with market-based increases to prices for such inputs as well. We cannot be sure of the ultimate effect such tariffs or any additional import taxes will have on our operating profits. If we are not able to pass these price increases on to our customers or to secure adequate alternative sources for such inputs on a timely basis, the tariffs and other import taxes may have a material adverse effect on our business operations, revenues and profits. The current U.S. presidential administration has increased tariffs on certain imported products and generally on imports from certain countries. For example, in February 2025, President Trump imposed a 25% tariff on imported steel and aluminum and in June 2025 he raised this tariff to 50%. The Company does not currently, has not had and does not expect a material adverse impact to its operating results, cash flows or financial condition from the tariffs imposed during the first few weeks of President Trump's administration. However, any future tariffs imposed could have a material adverse impact to our operating results, cash flows or financial condition.

Our business could suffer in the event of a work stoppage by our unionized labor force.

We are a party to numerous collective bargaining agreements in the U.S. that govern our industry's relationships with our unionized hourly workforce. Two unions represent approximately 67% of our hourly dredging employees—the IUOE Local 25 and the Seafarers International Union. The Company's master and ancillary contracts with IUOE Local 25 expire on September 30, 2027. Our agreements with the Seafarers International Union expire on February 28, 2029. The inability to successfully renegotiate contracts with these unions as they expire, or any future strikes, employee slowdowns or similar actions by one or more unions could have a material adverse effect on our ability to operate our business.

Liabilities imposed by federal laws for job-related claims by seagoing employees could increase our costs and reduce our profitability.

Substantially all of our maritime employees are covered by provisions of the Jones Act, the U.S. Longshore and Harbor Workers' Compensation Act, the Seaman's Wage Act and general maritime law. These laws typically operate to make liability limits established by state workers' compensation laws inapplicable to these employees and to permit these employees and their representatives to pursue actions against employers for job-related injuries in federal or state courts. Because we are not generally protected by the limits imposed by state workers' compensation statutes with respect to our seagoing employees, we have greater exposure for claims made by these employees as compared to industries whose employees are not covered by these provisions. Successful claims could materially increase our costs and reduce our profitability. Further, the number and resolution of these claims could increase our insurance costs.

The significant operating risks and hazards inherent in the operation of our business could result in personal or property damage, which could result in losses or liabilities to us.

The dredging business is generally subject to a number of risks and hazards, including environmental hazards, industrial accidents, encountering unusual or unexpected geological formations, cave-ins below water levels, collisions, disruption of transportation services, flooding and unexploded ordnance. These risks could result in personal injury, damage to or destruction of dredges, barges, transportation vessels, other maritime vessels, other structures, buildings or equipment, environmental damage, performance delays, monetary losses or legal liability to third parties. We may also be exposed to disruption of our operations, early termination of projects, unanticipated recovery costs and loss of use of our equipment that may materially adversely affect our business, results of operations, cash flows or financial condition.

Our safety record is an important consideration for our customers. Some of our customers require that we maintain certain specified safety record guidelines to be eligible to bid for contracts with these customers. Furthermore, contract terms may provide for automatic termination or forfeiture of some of our contract revenue in the event that our safety record fails to adhere to agreed-upon guidelines during performance of the contract. As a result, if serious accidents or fatalities occur or our safety record were to deteriorate, we may be ineligible to bid on certain work, and existing contracts could be terminated or less profitable than expected. Adverse experience with hazards and claims could have a negative effect on our reputation with our existing or potential new customers and our prospects for future work.

Risks Related to our Financing

We have substantial indebtedness, which makes us more vulnerable to adverse economic and competitive conditions.

We currently have a substantial amount of indebtedness. As of December 31, 2025, we had indebtedness of \$380.0 million, consisting of our senior subordinated notes and borrowings on our revolving credit facility. As of December 31, 2025, we had approximately \$57.9 million of undrawn letters of credit, leaving \$316.7 million of additional borrowing capacity under our revolving credit facility. These figures exclude contingent obligations, including \$1.3 billion of performance bonds outstanding under the Company's agreements with the Sureties and other bonding agreements. Our level of indebtedness could:

- require us to dedicate a portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital and capital expenditures, pay dividends and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and our industries;
- affect our competitiveness compared to our less leveraged competitors;
- increase our exposure to both general and industry-specific adverse economic conditions; and
- limit, among other things, our ability to borrow additional funds and issue performance letters of credit.

We and our subsidiaries also may be able to incur substantial additional indebtedness in the future. The terms of our revolving credit facility and the indenture under which our senior subordinated notes are issued limit, but do not prohibit, us or our subsidiaries from incurring additional indebtedness. If new indebtedness is added to our current debt levels, the related risks that we and our subsidiaries now face could intensify.

Terms and covenants in our financing arrangements limit, and other future financing agreements may limit, our ability to operate our business.

The credit agreements governing our senior revolving credit facility, as well as the indenture governing our senior notes, contain, and any of our other future financing agreements may contain, terms and covenants imposing operating and financial restrictions on our business.

For example, the maximum borrowing capacity under the ABL Amendment is determined by a formula and may fluctuate depending on the value of the collateral included in such formula at the time of determination. If the value of our collateral were to decrease, our borrowing capacity on which we are able to draw additional funds or issue letters of credit could be limited. In addition, the credit agreement governing our senior revolving credit facility requires us to satisfy a fixed charge coverage ratio under certain circumstances. If we fail to satisfy such covenant, we would be in default and the lenders (through the administrative agent or collateral agent, as applicable) could elect to declare all amounts outstanding to be immediately due and payable, enforce their interests in the collateral pledged and/or restrict our ability to make additional borrowings, as applicable. The covenants in the credit agreements governing our senior revolving credit facility, as well as the indenture governing our senior notes, subject to specified exceptions and to varying degrees, restrict our ability to, among other things:

- incur additional indebtedness;
- create, incur, assume or permit to exist any liens;
- enter into sale and leaseback transactions;
- enter into operating and finance leases;
- make investments, loans and advancements;
- merge, consolidate or reorganize with, or dispose of all or substantially all assets to, a third party;
- sell assets;
- make acquisitions;
- pay dividends;
- enter into transactions with affiliates;

- prepay or redeem other indebtedness; and
- issue certain types of capital stock.

These restrictions may interfere with our ability to obtain financings or to engage in other business activities, which could have a material adverse effect on our results of operations, cash flows or financial condition.

Adverse capital and credit market conditions may affect our ability to access capital and meet liquidity needs.

The domestic and worldwide capital and credit markets may experience significant volatility, disruptions and dislocations with respect to price and credit availability. Should we need additional funds or to refinance our existing indebtedness, we may not be able to obtain such additional funds or refinancing on acceptable terms, or at all.

We need liquidity to pay our operating and capital expenses, interest on our debt and remaining obligations on our new build program. Without sufficient liquidity, we will be forced to curtail our operations, and our business will suffer. The principal sources of our liquidity are cash flow from operations and borrowings under our senior revolving credit facility. Earnings from our operations and our working capital requirements can vary significantly from period to period based primarily on the mix of our projects underway and the percentage of project work completed during the period. Capital expenditures may also vary significantly from period to period. While we manage cash requirements for working capital and capital expenditure needs, unpredictability in cash collections and payments has required us in the past and may in the future require us to borrow on our line of credit from time to time to meet the needs of our operations.

In the event these resources do not satisfy our liquidity needs, we may have to seek additional financing. The availability of additional financing will depend on a variety of factors such as market conditions, the general availability of credit, the volume of trading activities, our credit ratings and credit capacity, as well as the possibility that customers or lenders could develop a negative perception of our long- or short-term financial prospects if the level of our business activity decreased due to a market downturn. If internal sources of liquidity prove to be insufficient, we may not be able to successfully obtain additional financing on favorable terms, or at all. During the second quarter of 2024, Moody's Investor Services changed our outlook from negative to stable and reaffirmed our corporate credit rating at B2. In the fourth quarter of 2025, S&P Global Ratings ("S&P") upgraded our corporate credit rating from B- to B and reaffirmed our outlook as stable. On February 11, 2026, S&P placed their rating of the Company on a credit watch with positive implication, reflecting that the credit quality will likely strengthen and upon close of the Transaction could result in a one-notch upgrade, or withdrawal of the rating with the repayment of the debt. This credit watch is expected to be resolved at close of the Transaction. These credit ratings are below investment grade and could raise our cost of financing. As a consequence, we may not be able to issue additional debt in amounts and/or with terms that we consider to be reasonable. One or more of these occurrences could limit our ability to pursue other business opportunities.

Regulatory requirements for derivative transactions could adversely impact our ability to hedge interest rate, currency or commodity risks.

We may enter into interest rate swap agreements to manage the interest rate paid with respect to our fixed rate indebtedness, foreign exchange forward contracts to hedge currency risk and heating oil commodity swap contracts to hedge the risk that fluctuations in diesel fuel prices will have an adverse impact on cash flows associated with our domestic dredging contracts. The Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank") and regulations adopted by a number of U.S. federal regulatory agencies created a comprehensive statutory and regulatory framework for derivative transactions, including foreign currency and other over-the-counter derivative hedging transactions. While a number of provisions of Dodd-Frank have been implemented, certain key provisions have not yet been implemented or remain subject to uncertainty. Furthermore, certain provisions of Dodd-Frank may be modified or repealed in the future. Any substantial change in the financial regulatory environment could create additional new compliance costs for us or cause us to alter the manner in which we manage risk, which could have a materially adverse effect on our business. The rules adopted or to be adopted under Dodd-Frank may significantly reduce our ability to execute strategic hedges to manage our interest expense, reduce our fuel commodity uncertainty and hedge our currency risk thus protecting our cash flows. In addition, the banks and other derivatives dealers who are our contractual counterparties are required to comply with extensive regulation under Dodd-Frank. The cost of our counterparties' compliance will likely be passed on to customers such as ourselves, thus potentially decreasing the benefits to us of hedging transactions and potentially reducing our profitability.

We may be subject to foreign exchange risks, which could result in large cash losses.

We are exposed to market risk associated with changes in foreign currency exchange rates. The primary foreign currencies to which the Company has exposure are the Bahraini Dinar and the Euro. We have unhedged foreign currency exposure related to the

new inclined fall-pipe vessel for subsea rock installation build. Our international contracts may be denominated in foreign currencies, which will result in additional risk of fluctuating currency values and exchange rates, hard currency shortages and controls on currency exchange. Changes in the value of foreign currencies could increase our U.S. dollar costs for, or reduce our U.S. dollar revenues from, our foreign operations. Any increased costs or reduced revenues as a result of foreign currency fluctuations could affect our profits.

Our investments in, and extensions of payment terms for, privately financed projects could result in significant losses.

We have participated and may continue to participate in privately financed projects that enable state and local governments and other customers to finance dredging, such as dredging of local navigable waterways and lakes, coastal protection and infrastructure projects. These projects typically include the facilitation of non-recourse financing and the provision of dredging, environmental, infrastructure and related services. We may incur contractually reimbursable costs and may accept extended payment terms, extend debt financing and/or make an equity investment in an entity prior to, in connection with, or as part of project financing, and in some cases we may be the sole or primary source of the project financing. Project financing may also involve the use of real estate, environmental, wetlands or similar credits. If a project is unable to obtain other financing on terms acceptable to it in amounts sufficient to repay or redeem our investments, we could incur losses on our investments and any related contractual receivables. After completion of these projects, the return on our equity investments can be dependent on the operational success of the project and market factors or sale of the aforementioned credits, which may not be under our control. As a result, we could sustain a loss of part or all of our equity investments in such projects or have to recognize the value of the credits at a lower amount than expected in the contract bid.

Risks Related to our Stock

Our common stock is subject to restrictions on foreign ownership.

We are subject to government regulations pursuant to the Dredging Act, the Jones Act, the Shipping Act and the vessel documentation laws set forth in Chapter 121 of Title 46 of the United States Code. These statutes require vessels engaged in the transport of merchandise or passengers, or dredging in the navigable waters of the U.S., to be owned and controlled by U.S. citizens. The U.S. citizenship ownership and control standards require the vessel-owning entity to be at least 75% U.S.-citizen owned. Our certificate of incorporation contains provisions limiting non-citizenship ownership of our capital stock. If our board of directors determines that persons who are not citizens of the U.S. own more than 22.5% of our outstanding capital stock or more than 22.5% of our voting power, we may redeem such stock. The required redemption price could be materially different from the current price of our common stock or the price at which the non-citizen acquired the common stock. If a non-citizen purchases our common stock, there can be no assurance that they will not be required to divest the shares and such divestiture could result in a material loss. Such restrictions and redemption rights may make our equity securities less attractive to potential investors, which may result in our common stock having a lower market price than it might have in the absence of such restrictions and redemption rights.

Delaware law and our charter documents may impede or discourage a takeover that our stockholders may consider favorable.

The provisions of our certificate of incorporation and bylaws may deter, delay or prevent a third-party from acquiring us. These provisions include:

- limitations on the ability of stockholders to amend our charter documents, including stockholder supermajority voting requirements;
- the inability of stockholders to call special meetings;
- advance notice requirements for nominations for election to the board of directors and for stockholder proposals; and
- the authority of our board of directors to issue, without stockholder approval, up to 1,000,000 shares of preferred stock with such terms as the board of directors may determine and to issue additional shares of our common stock.

We are also subject to the protections of Section 203 of the Delaware General Corporation Law, which prevents us from engaging in a business combination with a person who acquires at least 15% of our common stock for a period of three years from the date such person acquired such common stock, unless the board of directors or stockholder approval was obtained.

These provisions could have the effect of delaying, deferring or preventing a change in control of our company, discourage others from making tender offers for our shares, lower the market price of our stock or impede the ability of our stockholders to change our management, even if such changes would be beneficial to our stockholders.

Our stockholders may not receive dividends because of restrictions in our debt agreements or Delaware law.

Our ability to pay dividends is restricted by the agreements governing our debt, including our ABL Credit Agreement, our bonding agreements and the indenture governing our senior unsecured notes. In addition, under Delaware law, our board of directors may not authorize payment of a dividend unless it is either paid out of our surplus, as calculated in accordance with the Delaware General Corporation Law, or, if we do not have a surplus, it is paid out of our net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year. To the extent we do not have adequate surplus or net profits, we will be prohibited from paying dividends.

Significant fluctuations in the market price of our common stock may affect the ability of holders to resell our common stock at prices that they find attractive.

The price of our common stock on the NASDAQ Global Market constantly changes. We expect that the market price of our common stock will continue to fluctuate. The market price of our common stock may fluctuate as a result of a variety of factors, many of which are beyond our control. These factors include:

- changes in market conditions;
- quarterly variations in our operating results;
- operating results that vary from the expectations of management, securities analysts and investors;
- changes in expectations as to our future financial performance;
- announcements of strategic developments, significant contracts, acquisitions and other material events by us or our competitors;
- the operating and securities price performance of other companies that investors believe are comparable to us;
- future sales of our equity or equity-related securities;
- changes in the economy and the financial markets;
- departures of key personnel;
- changes in governmental regulations; and
- geopolitical conditions, such as acts or threats of terrorism, political instability, civil unrest or military conflicts.

In addition, in recent years, global stock markets have experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies for reasons often unrelated to their operating performance. These broad market fluctuations may adversely affect the market price of our common stock, regardless of our operating results.

Volatility in the financial markets could cause a decline in our stock price, which could trigger an impairment of the goodwill of individual reporting units that could be material to our consolidated financial statements. A significant drop in the price of our stock could also expose us to the risk of securities class action lawsuits, which could result in substantial costs and divert management's attention and resources, which could adversely affect our business. Additionally, volatility or a lack of positive performance in our stock price may adversely affect our ability to retain key employees, many of whom are awarded equity securities, the value of which is dependent on the performance of our stock price.

We cannot guarantee that our share repurchase program will be fully implemented or that it will enhance long-term stockholder value.

On March 14, 2025, our board of directors approved a new share repurchase program authorizing the repurchase of up to \$50 million of our common stock from time to time before March 14, 2026. We are not obligated to repurchase a specified number or dollar value of shares, on any particular timetable or at all. There can be no assurance that we will repurchase stock at favorable prices. The repurchase program may be suspended or terminated at any time and, even if fully implemented, may not enhance long-term stockholder value.

General Risk Factors

Our methods of accounting for recognized revenue involve significant estimates and could result in a change in previously recorded revenue and profit.

We recognize revenue on our projects using generally accepted accounting principles in the United States (“GAAP”) including guidance from Revenue from Contracts with Customers, as amended (commonly referred to as ASC 606). The majority of our work is performed on a fixed-price basis. Contract revenue is recorded over time based on estimates which we develop from information known to us at the time of recording, but which may change. The cumulative impact of revisions to estimates is reflected in the period in which these changes are experienced or become known. Given the risks associated with the variables in these types of estimates, it is possible for actual costs to vary from estimates previously made, which may result in reductions or reversals of previously recorded net revenues and profits.

Our current insurance coverage may not be adequate, and we may not be able to obtain insurance at acceptable rates, or at all.

We maintain various insurance policies, including hull and machinery, pollution liability, general liability and personal injury. We partially self-insure risks covered by our policies. While we reserve for such self-insured exposures when appropriate for accounting purposes, we are not required to, and do not, specifically set aside funds for the self-insured portion of claims. We may not have insurance coverage or sufficient insurance coverage for all exposures potentially arising from a project. Furthermore, in situations where there is insurance coverage, if multiple policies are involved, we may be subject to a number of self-retention or deductible amounts which in the aggregate could have an adverse effect on our business, results of operations, cash flows or financial condition. At any given time, we are subject to Jones Act personal injury claims and claims from third parties for personal injuries, as well as commercial or property damage claims. Our insurance policies may not be adequate to protect us from liabilities that we incur in our business. We may not be able to obtain similar levels of insurance on reasonable terms, or at all. Our inability to obtain such insurance coverage at acceptable rates or at all could have a material adverse effect on our business, results of operations, cash flows or financial condition.

If we are unable to find, attract and retain skilled labor and key personnel, including governance personnel, our business, results of operations, cash flows or financial condition could be materially and adversely affected.

Our ability to attract and retain reliable, qualified personnel is a significant factor that enables us to successfully bid for and profitably complete our work. This includes members of our board of directors, management, project managers, estimators, skilled engineers, supervisors, foremen, equipment operators and laborers. The loss of the services of any of our management could have a material adverse effect on us. If we do not succeed in retaining our current key employees and attracting, developing and retaining new highly-skilled employees, our reputation may be harmed and our operations and future earnings may be negatively impacted. We may not be able to maintain an adequate skilled labor force necessary to operate efficiently and to support our growth strategy. We have from time to time experienced, and may in the future experience, shortages of certain types of qualified equipment operating personnel. We have experienced, and may continue to experience, some difficulty finding skilled labor in the current labor shortage market. The supply of experienced engineers, project managers, field supervisors and other skilled workers may not be sufficient to meet current or expected demand. If we are unable to hire employees with the requisite skills, we may also be forced to incur significant training expenses. The occurrence of any of the foregoing could have an adverse effect on our business, results of operations, cash flows or financial condition.

In addition, any abrupt changes in our management or board of directors may lead to concerns regarding the direction or stability of our business, which may be exploited by our competitors, result in the loss of business opportunities, cause concern to our current or potential customers or suppliers, or make it more difficult to retain existing personnel or attract and retain new personnel. Changes in management or the board of directors could be time-consuming, result in significant additional costs to us and could be disruptive of our operations and divert the time and attention of management and our employees away from our business operations and executing on our strategic plan. The unexpected loss of members of our board of directors or senior management team could be disruptive to our operations, jeopardize our ability to raise additional funding and have an adverse effect on our business. The failure of our directors or any new members of our board of directors or management to perform effectively could have a significant negative impact on our business, financial condition and results of operations.

Disruptions, failures, data corruption, cyber-based attacks, security breaches, or regulatory non-compliance affecting our information technology and operational technology systems could materially adversely affect our operations, project execution, regulatory standing, and financial condition.

We rely extensively on information technology (“IT”) and operational technology (“OT”) systems to conduct business operations, including financial and operational processes, communications, procurement, and the collection and analysis of operational

data. These systems support vessel navigation, positioning, propulsion monitoring, maintenance diagnostics, environmental reporting, and coordination with ports and customers. Disruptions or compromises of these systems could impair vessel operations, delay project execution, affect safety and environmental compliance, disrupt customer service, or impair financial and operational reporting.

Our systems may be affected by events beyond our control, such as power outages, natural disasters, catastrophic events, and network failures. They are also subject to evolving cybersecurity threats, including malware, ransomware, phishing, spoofing, unauthorized access attempts, supply chain compromises, data corruption, data exfiltration, denial-of-service attacks, zero-day vulnerabilities, and emerging attack techniques leveraging artificial intelligence. Threat actors may target both corporate IT systems and vessel-based or remote operational environments.

As a federal contractor, we are subject to cybersecurity and information security requirements under applicable federal standards, including those issued by National Institute of Standards and Technology (“NIST”) cybersecurity framework and the Cybersecurity Maturity Model Certification framework. In addition, we operate vessels subject to U.S. Coast Guard jurisdiction and are required to comply with maritime cybersecurity regulations applicable to U.S.-flagged vessels, including requirements related to cybersecurity planning, designated accountability, incident reporting, system protection, and capabilities intended to detect, respond to, and recover from cybersecurity incidents affecting maritime operations. We also operate in jurisdictions with differing privacy, data protection, and cybersecurity laws, including cross-border data transfer restrictions such as those under the General Data Protection Regulation. Regulatory requirements and interpretations continue to evolve, and compliance may require operational, technical, and contractual adjustments.

A disruption or failure of our IT or OT systems, whether resulting from operational issues, cybersecurity incidents, regulatory non-compliance, third-party failures, or other causes, could materially adversely affect our operations and business performance. Potential impacts include vessel downtime, project delays, safety incidents, data loss, transaction errors, environmental compliance issues, increased remediation and recovery costs, litigation, penalties, operational restrictions, loss of customers or suppliers, reputational harm, increased insurance costs, and heightened regulatory scrutiny or enforcement actions.

Impairments to our goodwill or other intangible assets could negatively affect our financial condition and results of operations.

Under current accounting guidelines, we must assess, at least annually and potentially more frequently, whether the value of our goodwill and other intangible assets have been impaired. Any impairment of goodwill or other intangible assets as a result of such analysis would result in a non-cash charge against earnings, which charge could materially adversely affect our business, operating results or financial condition. We test goodwill annually for impairment in the third quarter of each year, or more frequently should circumstances dictate. A significant and sustained decline in our future cash flows, a significant adverse change in the economic environment, slower growth rates or our stock price falling below our net book value per share for a sustained period could result in the need to perform additional impairment analysis in future periods. If we were to conclude that a future write-down of goodwill or other intangible assets is necessary, then we would be required to record a non-cash charge against earnings, which, in turn, could have a material adverse effect on our business, results of operations or financial condition.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity.

Our process for assessing, identifying, and managing material risk from cybersecurity threats is integrated into our enterprise risk management framework and encompasses risks associated with both IT and OT systems, including systems supporting vessels operations, remote monitoring, navigation, positioning, engine performance, maintenance diagnostics, and our integrated operations center.

The Audit Committee of the board of directors oversees enterprise risk management, including cybersecurity, IT and OT risks, and receives updates from the Director of Internal Audit on the enterprise risk management risk register, including cybersecurity risks, at least three times per year.

Our cybersecurity risk management program includes managed threat intelligence, endpoint vulnerability scanning, network segmentation and segregation between IT and OT environments, security assessments, continuous monitoring tools, and incident response capabilities designed to identify, evaluate, and mitigate cybersecurity risks. We engage third-party cybersecurity service providers, including extended managed detection and response providers and specialized security firms, to support monitoring and response across cloud services, networks, endpoints, and hybrid IT/OT environments. The program is informed by NIST and is

periodically reviewed and updated through internal assessments, penetration testing, targeted testing, tabletop exercises, and external reviews.

Cybersecurity leadership is provided by the Chief Information Security Officer (“CISO”) and the Chief Legal Officer. The CISO has a comprehensive background in various enterprise-wide information technology and cybersecurity leadership roles within the global energy and oil and gas sectors and strategy consulting. The Chief Legal Officer has specific training in cybersecurity awareness and holds a certificate of Cybersecurity Governance for the Board of Directors from the Massachusetts Institute of Technology Sloan School of Management. The CISO is responsible for cybersecurity strategy, protection of IT and OT systems, business continuity, threat assessment, cybersecurity governance, and maintenance of the cybersecurity risk register. The CISO reports to the Chief Financial Officer and provides cybersecurity updates to the Audit Committee and the full board of directors at least annually. The Chief Legal Officer reports to the Chief Executive Officer and oversees regulatory compliance and disclosure obligations related to cybersecurity incidents and reports significant incidents to the Audit Committee and the board of directors. A cross-functional cybersecurity risk management team led by the CISO meets bi-weekly to review mitigation activities, cybersecurity metrics, emerging threat developments, and the security posture of both corporate and vessel-based systems.

We maintain business continuity and disaster recovery plans designed to support the resilience of critical business and vessel operations. These plans include defined recovery time and recovery point objectives, business impact analyses, escalation procedures, crisis management protocols, and coordination across operational, legal, financial, and executive functions. Periodic training and exercises are conducted to enhance preparedness for both IT and OT-related disruption scenarios. In addition, we engage consultants to assess our resilience against applicable practices and standards for our industry.

We maintain processes to address cybersecurity risks associated with third-party service providers and suppliers, including contractual security requirements, due diligence assessments, and implementation of enhanced supplier security expectations. These measures are intended to address evolving regulatory and operational requirements relating to security management practices, information handling, asset management, workforce training, incident notification, and subcontractor oversight. However, third-party controls may not prevent all future incidents or compliance failures.

To support regulatory compliance and certain customer requirements, we are implementing segmented and access-controlled data environments, including protected enclaves, for designated sensitive data sets. Despite these safeguards, we may face regulatory scrutiny, enforcement actions, contractual claims, penalties, or reputational harm if our cybersecurity controls are determined to be inadequate or if a material incident occurs.

Cybersecurity matters are reported to senior management as appropriate. Incidents with potential business, operational, regulatory, or financial impact may be escalated on a 24/7 basis under established incident response and continuity procedures to an incident response team led by the appropriate Business Continuity Coordinator (“BCC”). Management prepares analyses and reports to support operational decision-making, regulatory compliance, and disclosure determinations. The BCC provides information to the Chief Legal Officer for evaluation and, where appropriate, reporting to the Audit Committee and the board of directors.

Although we have not experienced any material cybersecurity incidents to date, cybersecurity threats and regulatory expectations continue to evolve. Future incidents or compliance failures could materially adversely affect our business strategy, operating results, cash flows, or financial condition, as further described in the risk factor titled “Disruptions, failures, data corruption, cyber-based attacks, security breaches, or regulatory non-compliance affecting our information technology and operational technology systems could materially adversely affect our operations, project execution, regulatory standing, and financial condition.” included in Part I, Item 1A of this Annual Report on Form 10-K.

Item 2. Properties.

The Company owns or leases the properties described below. The Company believes that its existing facilities are adequate for its operations.

The Company's headquarters are located at 9811 Katy Freeway, Suite 1200, Houston, Texas 77024 with approximately 33,630 square feet of office space that it leases with a term expiring in 2030. As of December 31, 2025, the Company owns or leases the following additional facilities, as well as other less material owned or leased facilities:

Location	Type of Facility	Size	Leased or Owned
Staten Island, NY	Yard	4.4 Acres	Owned
Morgan City, LA	Yard	6.4 Acres	Owned
Norfolk, VA	Yard	15.3 Acres	Owned
Chesapeake, VA	Yard	16.2 Acres	Leased
Little Rock, AR	Yard	11.8 Acres	Leased
Cape Girardeau, MO	Office	726 Square feet	Owned
Cape Girardeau, MO	Storage	7,200 Square feet	Owned
Cape Girardeau, MO	Yard	18.4 Acres	Owned
Ste Genevieve, MO	Storage	8,000 Square feet	Leased

Item 3. Legal Proceedings.

For additional discussion of certain litigation involving the Company, see the disclosures under "Legal proceedings and other contingencies" included within Note 12, "Commitments and contingencies," to the Company's consolidated financial statements.

Item 4. Mine Safety Disclosures.

Not applicable.

Part II

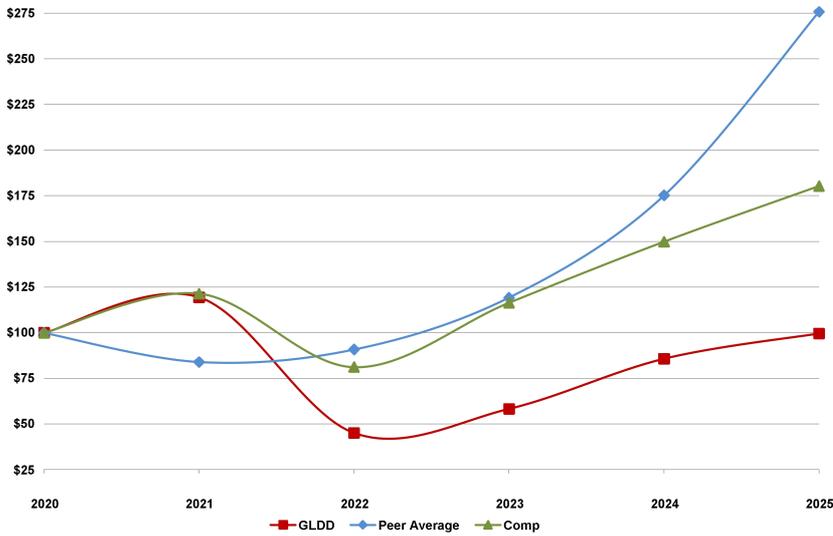
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our common stock is traded under the symbol “GLDD” on the NASDAQ Global Market.

The graph below shows the cumulative total return to stockholders of the Company’s common stock during a five year period ended December 31, 2025, the last trading day of our 2025 fiscal year, compared with the return on the NASDAQ Composite Index and a group of our peers which we use internally as a benchmark for our performance. The graph assumes initial investments of \$100 each on December 31, 2020, in GLDD stock (assuming reinvestment of all dividends paid during the period), the NASDAQ Composite Index and the peer group companies, collectively.

COMPARISON OF 5 YEAR CUMULATIVE RETURN*
Among Great Lakes Dredge & Dock Corporation, Peer Average and NASDAQ Composite Index



* \$100 invested on December 31, 2020 in stock or index, including reinvestment of dividends. Fiscal year ended December 31.

	12/31/2020	12/31/2021	12/31/2022	12/31/2023	12/31/2024	12/31/2025
Great Lakes Dredge & Dock Corp	\$ 100.00	\$ 119.36	\$ 45.18	\$ 58.31	\$ 85.73	\$ 99.62
Peer Average (see below)	100.00	83.97	90.81	119.18	175.24	275.76
NASDAQ Composite Index	100.00	121.39	81.21	116.47	149.83	180.33

The peer group in the graph above is composed of the following member companies:

Company	Ticker
Ameresco	AMRC
Argan, Inc.	AGX
Badger Infrastructure Solutions Ltd.	BADFF
Construction Partners Inc	ROAD
Forum Energy Technologies, Inc.	FET
Helix Energy Solutions Group, Inc.	HLX
KLX Energy Services Holdings, Inc.	KLXE
Limbach Holdings, Inc.	LMB
Matrix Service Company	MTRX
Mistras Group, Inc.	MG
NVS Global Inc	NVEE
NWPX Infrastructure, Inc.	NWPX
Oil States International, Inc.	OIS
Orion Group Holdings, Inc.	ORN
ProPetro Holding Corp.	Pump
Southland Holdings, Inc.	SLND
Sterling Infrastructure, Inc.	STRL
Team, Inc.	TISI
Tidewater Inc.	TDW

Given the usage of this peer group for compensation purposes and the fact that each peer is a capital-intensive business, the Company deems it appropriate to also use this peer group for showing the comparative cumulative total return to stockholders of Great Lakes.

Holders of Record

As of February 20, 2026, the Company had approximately 15 shareholders of record of the Company's common stock. A substantial number of holders of the Company's common stock are "street name" or beneficial holders, whose shares are held of record by banks, brokers and other financial institutions.

Dividends

The Company does not currently pay dividends to its common stockholders. The declaration and payment of future dividends will be at the discretion of Great Lakes' board of directors and depends on many factors, including general economic and business conditions, the Company's strategic plans, financial results and condition, legal requirements including restrictions and limitations contained in the Company's senior credit agreement, bonding agreements and the indenture relating to the senior unsecured notes and other factors the board of directors deems relevant. Accordingly, the Company cannot ensure the size of any such dividend or that the Company will pay any future dividend.

Issuer Purchases of Equity Securities

The following table provides information regarding repurchases of the Company's common stock during the quarter ended December 31, 2025.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Aggregate Dollar Value That May Yet Be Purchased Under the Plans or Programs (1)
October 1, 2025 - October 31, 2025	—	\$ —	—	\$ 38,406,008
November 1, 2025 - November 30, 2025	—	\$ —	—	\$ 38,406,008
December 1, 2025 - December 31, 2025	—	\$ —	—	\$ 38,406,008
Total	—	\$ —	—	\$ 38,406,008

(1) - On March 14, 2025, the Company announced that its board of directors approved a share repurchase program, authorizing, but not obligating, the repurchase of up to an aggregate amount of \$50.0 million of its common stock from time to time through March 14, 2026.

Item 6. [Reserved]

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Overview

Great Lakes is the largest provider of dredging services in the United States which is complemented with a long history of performing significant international projects. The Company is also fully engaged in expanding its core business into the offshore energy industry. The Company operates in one operating segment, which is also the Company's one reportable segment and reporting unit.

Dredging generally involves the enhancement or preservation of the navigability of waterways or the protection of shorelines through the removal or replenishment of soil, sand or rock. Domestically, our work generally is performed in coastal waterways and deep water ports. The U.S. dredging market consists of four primary types of work: capital, coastal protection and maintenance. Capital dredging consists primarily of port expansion projects, which involve the deepening of channels and berthing basins to allow access by larger, deeper draft ships and the provision of land fill used to expand port facilities. In addition to port work, capital projects also include coastal restoration and land reclamations, trench digging for pipelines, tunnels, and cables and other dredging related to the construction of breakwaters, jetties, canals and other marine structures. Coastal protection projects generally involve moving sand from the ocean floor to shoreline locations where erosion threatens shoreline assets. Maintenance dredging consists of the re-dredging of previously deepened waterways and harbors to remove silt, sand and other accumulated sediments. Due to natural sedimentation, most channels generally require maintenance dredging every one to three years, thus creating a recurring source of dredging work that is typically non-deferrable if optimal commercial navigability is to be maintained. In addition, severe weather such as hurricanes, flooding and droughts can also cause the accumulation of sediments or severe erosion and drive the need for maintenance and coastal protection dredging.

The Company's bid market is defined as the aggregate dollar value of domestic dredging projects on which we bid or could have bid if not for capacity constraints or other considerations ("bid market"). We experienced an average combined bid market share in the U.S. of 29% over the three-year period ended December 31, 2025, including 36%, 46% and 15% of the domestic capital, coastal protection and maintenance sectors, respectively.

The Company's largest domestic customer is the U.S. Army Corps of Engineers (the "Corps"), which has responsibility for federally funded projects related to navigation and flood control of U.S. waterways. Multi-jurisdictional cost sharing arrangements allow the Corps to utilize funds from sources other than the federal budget to prioritize additional projects where waterway infrastructure improvements can have an impact to large regions. Although some of a project's funding may ultimately be derived from multiple sources, the Corps maintains the authority over the project and is our customer. In 2025, our revenues earned from contracts with federal government agencies were approximately 48% of total revenue, down from the average of the three-year period ended December 31, 2024 of 65%. The decrease in the federal government revenue percentage is a result of additional revenues from state and local governments and private customers during 2025.

The Company's fleet, which includes 16 dredges, 13 material transportation barges, 2 multi cats, and numerous other support vessels, is the largest and most diverse fleet of any U.S. dredging company. Our fleet of dredging equipment can be utilized on one or many types of work and in various geographic locations. This flexible approach to our fleet utilization, driven by the project scope and equipment, enables us to move equipment in response to changes in demand for dredging services to take advantage of the most attractive opportunities.

The Company's vessels are subject to periodic regulatory dry dock inspections to verify that the vessels have been maintained in accordance with the rules of the U.S. Coast Guard and the American Bureau of Shipping ("ABS") and that recommended repairs have been satisfactorily completed. Regulatory dry dock frequency is a statutory requirement mandated by the U.S. Coast Guard and the ABS. The Company's vessels undergo regulatory dry-docks every two to three years or every five years, depending on the vessel type and may also go into dry dock on an as-needed basis for upgrades, maintenance and/or repairs. The Company did not commence any regulatory dry dock inspections during the fourth quarter of 2025, but did return to work the vessel that was dry docked for regulatory inspections as of September 30, 2025. During the fourth quarter of 2024, the Company returned to work the vessel that was dry docked for regulatory inspections as of September 30, 2024. The Company experienced regulatory dry dock inspections on 6 and 4 dredges in 2025 and 2024, respectively.

As of the end of the fourth quarter of 2025, the Company had no dredges cold stacked. During 2025, the Company began the activation of a previously cold stacked dredge and it commenced operations in the fourth quarter of 2025.

While the Company continues to reinvest in our core dredging business and renew our dredging fleet, we remain steadfast in our commitment to executing a long-term strategy that maximizes growth opportunities for the Company.

We believe that Great Lakes has established a unique business position with our subsea rock installation (“SRI”) vessel, the Acadia, the first and only Jones Act SRI vessel being constructed in the United States, targeting the offshore wind, oil and gas and telecommunication industries, both domestically and internationally. In July 2025, the Acadia was launched and is expected to be delivered and operational in the first half of 2026. The Acadia has secured offshore wind rock placement contracts for Equinor’s Empire Wind 1 and Ørsted’s Sunrise Wind projects to protect foundations and cables in the U.S., providing full utilization for 2026.

U.S. offshore wind projects under construction have resumed installation activities as a result of preliminary injunctions from U.S. courts to lift pauses imposed by the Bureau of Ocean Energy Management in late 2025. Despite the headwinds in the U.S. domestic offshore wind market, we believe offshore wind remains an important part of the array of technologies required for the U.S. to meet the increasing demand for energy from the U.S. electrical grid. However, in anticipation of potential delays in U.S. offshore wind projects, we proactively expanded the Acadia’s strategic target markets to include oil and gas pipeline protection, power and telecommunications cable protection, international offshore wind and critical subsea infrastructure protection.

The international offshore wind and interconnector cable markets are strong. In January 2026, the United Kingdom (the “U.K.”) awarded 8.4 GW of new offshore wind capacity in the largest offshore wind auction in European history. Closely following such U.K. CfD award, 10 countries in Europe and the U.K. signed the North Sea Summit “Investment Pact” to mobilize one trillion Euros in offshore wind investments for Europe. We secured our first two international offshore wind contracts in Europe with work expected to commence early in 2027, providing the Acadia close to full utilization for the year.

We expect to continue to build our offshore energy capabilities and position the Company for growth in the offshore energy markets, both domestically and internationally, as many of our European competitors have done in the international offshore energy markets.

Pending Transaction with Saltchuk

On February 10, 2026, we entered into the Merger Agreement with Saltchuk and Merger Sub. Pursuant to the Merger Agreement, on the terms and subject to the conditions set forth therein, Merger Sub will commence a tender offer to purchase any and all of the outstanding shares of the Company’s common stock at \$17.00 per share and, following the consummation of the Offer, Merger Sub will be merged with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of Saltchuk.

The Transaction is expected to close in the second quarter of 2026, subject to customary closing conditions, including the tender of one share more than a majority of the outstanding shares of the Company’s common stock and receipt of required antitrust clearance. Upon closing of the Transaction, the Company’s common stock will be delisted from the Nasdaq Stock Market and deregistered under the Securities Exchange Act of 1934, as amended.

The Merger Agreement also contains certain termination rights for the Company and Saltchuk and further provides that, upon termination of the Merger Agreement under specified circumstances, including certain terminations in connection with an alternative acquisition proposal as permitted by the terms of the Merger Agreement, the Company will be required to pay Saltchuk a termination fee of approximately \$37 million.

See Part I, Item 1A, “Risk Factors,” Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and Note 1 of the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K for additional information regarding the transaction.

Contract Revenues

Most of the Company’s contracts are obtained through competitive bidding on terms specified by the party inviting the bid. The types of equipment required to perform the specified service, project site conditions, the estimated project duration, seasonality, location and complexity of a project affect the cost of performing the contract and the price that contractors will bid.

Fixed-price contracts, which comprise substantially all of the Company’s revenue, will most often represent a single performance obligation as the promise to transfer the individual services is not separately identifiable from other promises in the contracts and, therefore, not distinct. We capitalize certain pre-contract and pre-construction costs, and defer recognition over the life of the contract. Our performance obligations are satisfied over time and revenue is recognized using contract fulfillment costs incurred to date compared to total estimated costs at completion, also known as cost-to-cost, to measure progress towards completion. Contract modifications are changes in the scope or price (or both) of a contract that are approved by the parties to the contract. We recognize a contract modification when the parties to a contract approve a modification that either creates new, or changes existing, enforceable

rights and obligations of the parties to the contract. Contract modifications are included in the transaction price only if it is probable that the modification estimate will not result in a significant reversal of revenue. Revisions in estimated gross profit percentages are recorded in the period during which the change in circumstances is experienced or becomes known. As the duration of most of our contracts are one year or less, the cumulative net impact of these revisions in estimates, individually and in the aggregate across our projects, does not significantly affect our results across annual reporting periods. Provisions for estimated losses on contracts in progress are made in the period in which such losses are determined.

Costs and Expenses

The components of costs of contract revenues include labor, equipment (including depreciation, maintenance, insurance and long-term rentals), subcontracts, fuel, supplies, short-term rentals and project overhead. Hourly labor generally is hired on a project-by-project basis. The Company is a party to numerous collective bargaining agreements in the U.S. that govern our relationships with our unionized hourly workforce.

Primary Factors that Determine Operating Profitability

The Company's results of operations for an annual or quarterly period are generally determined by the following three factors:

- *Bid wins and dredge employment*— The Company recognizes backlog upon a project being awarded. We begin to recognize revenues when a dredging contract commences a major activity on the project. The period prior to the commencement of a major activity for dredging projects can range from 45 days to six months depending on the complexity of the project and environmental work windows. Although our dredging fleet is subject to downtime for scheduled periodic maintenance and regulatory dry dockings, we seek to maximize our revenues by employing our dredging fleet on a full-time basis. If a dredge is idle (i.e., the dredge is not employed on a dredging project or undergoing scheduled periodic maintenance and repair), we do not earn revenue with respect to that dredge during the time period for which it is idle.
- *Project and dredge mix*— The Company's domestic dredging projects generally involve capital, maintenance and coastal protection work, while our foreign dredging projects generally involve capital work. In addition, our projects vary in duration which is generally driven by the type of work undertaken. In general, projects of longer duration result in less dredge downtime in a given period. For example, capital deepening projects generally span several years due to their complexity and environmental windows. Moreover, our dredges have different physical performance capabilities and typically work on certain types of dredging projects. Accordingly, our dredges have different daily revenue generating capacities.

We generally expect to achieve different levels of gross profit margin (i.e., gross profit divided by revenues) for work performed on the different types of dredging projects and for work performed by different types of dredges. Our expected gross margin for a project is based upon our estimates at the time of the bid. Although we seek to bid on and win projects that will maximize our gross margin, we cannot control the type of dredging projects that are available for bid from time to time, the type of dredge that is needed to complete these projects, the competitive landscape at the time of bid or the time schedule upon which these projects are required to be completed. As a result, in some quarters the Company works on a mix of dredging projects that, in the aggregate, have relatively high expected gross margins (based on project type and dredges employed) and in other quarters, we work on a mix of dredging projects that, in the aggregate, have relatively low expected gross margins (based on project type and dredges employed).

- *Project execution*—The Company seeks to execute all of our projects consistent with or at a higher production than our as-bid project estimates. In general, our ability to achieve our project estimates depends upon many factors including soil conditions, weather, variances from estimated project conditions, equipment mobilization time periods, unplanned equipment downtime or other events or circumstances beyond our control. If we experience any of these events and circumstances, the completion of a project will often be accelerated or delayed, as applicable, and, consequently, we will experience project results that are better or worse than our as-bid project estimates. We do our best to estimate for events and circumstances that are not within our control; however, these situations are inherent in dredging.

Critical Accounting Policies and Estimates

The Company's significant accounting policies are discussed in the Notes to the consolidated financial statements included in Item 15 of this Annual Report on Form 10-K. The application of certain of these policies requires significant judgments or an estimation process that can affect our results of operations, financial position and cash flows, as well as the related footnote disclosures. We base our estimates on historical experience and other assumptions that we believe are reasonable. If actual amounts are ultimately different from previous estimates, the revisions are included in our results of operations for the period in which the

actual amounts become known. The following accounting policies comprise those that management believes are the most critical to aid in fully understanding and evaluating our reported financial results.

Cost-to-cost method of revenue recognition— Revenue is recognized using contract fulfillment costs incurred to date compared to total estimated costs at completion, also known as cost-to-cost, to measure progress towards completion. Additionally, we capitalize certain pre-contract and pre-construction costs and defer recognition over the life of the contract. In preparing estimates, we draw on our extensive experience in the dredging businesses. We use this experience in conjunction with the project specifications to select equipment and to design a production technique for a project. We also utilize our database of historical dredging information which includes daily costs, mobilization and dredge production references on the same or similar projects to ensure that our estimates are as accurate as possible, given current circumstances. The daily costs and project duration are significant factors in our cost estimates to complete the project. Weather events, mechanical delays or other unplanned downtime instances may cause the actual costs to complete the project to differ from these estimates.

Contract modifications are changes in the scope or price (or both) of a contract that are approved by the parties to the contract. We recognize a contract modification when the parties to a contract approve a modification that either creates new, or changes existing, enforceable rights and obligations of the parties to the contract. Contract modifications are included in the transaction price only if it is probable that the modification estimate will not result in a significant reversal of revenue. Contract modifications are routine in the performance of the Company's contracts. In most instances, contract modifications are for services that are not distinct, and, therefore, are accounted for as part of the existing contract. Revisions in estimated gross profit percentages are recorded in the period during which the change in circumstances is experienced or becomes known. As the duration of most of the Company's contracts is one year or less, the cumulative net impact of these revisions in estimates, individually and in the aggregate across projects, does not significantly affect results across annual reporting periods. Provisions for estimated losses on contracts in progress are made in the period in which such losses are determined.

Impairment of goodwill—Goodwill is tested for impairment at the reporting unit level on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying value. The Company believes that this estimate is a critical accounting estimate because: (i) goodwill is a material asset and (ii) the impact of an impairment could be material to the consolidated balance sheet and consolidated statement of operations. We perform our annual impairment test as of July 1 each year.

When conducting the annual impairment test for goodwill, the Company can choose to assess qualitative factors to determine whether it is more likely than not the fair value of the reporting unit is below its carrying value. Qualitative factors considered include macroeconomic, industry and market environments, overall financial performance and market indications of value. If a qualitative assessment determines an impairment is more likely than not, the Company is required to perform a quantitative impairment test. Otherwise, no further analysis is required. The Company also may elect to forego this step and just perform the quantitative impairment test.

When performing a quantitative impairment test, the Company assesses the fair values of its reporting unit using both an income-based approach and a market-based approach. Under the income approach, the fair value of the reporting unit is based on the present value of estimated future cash flows. The income approach is dependent on a number of factors, including estimates of expected future revenue, profitability and capital expenditures related to our new build program, future market growth trends, forecasted revenues and expenses, working capital assumptions, appropriate discount rates and other variables. The market approach measures the value of a reporting unit through comparison to comparable companies. Under the market approach, the Company uses the guideline public company method by applying estimated market-based enterprise value multiples to the reporting unit's estimated trailing and forward Adjusted EBITDA. The Company analyzes companies that performed similar services or are considered peers. Due to the fact that there are no public companies that are direct competitors, the Company weighs the results of this approach less than the income approach.

In 2025, the Company performed a qualitative goodwill impairment test. The Company performed its annual test of impairment as of August 1, 2025 with no indication of impairment as of the test date. The Company assessed qualitative factors for any indications of potential impairment of the reporting unit. Upon completing this assessment, it was determined that the fair value of the reporting unit is more likely than not greater than its carrying value as of the assessment date and, as a result, a quantitative test was not performed. The Company will continue to monitor for changes in facts or circumstances that may impact its estimates. The Company will perform its next scheduled annual test of goodwill in the third quarter of 2026 should no triggering events occur which would require a test prior to the next annual test. At December 31, 2025 and 2024, our goodwill was \$76.6 million.

Results of Operations—Fiscal Years Ended December 31, 2025, 2024 and 2023

The following table sets forth the components of net income (loss) from continuing operations and Adjusted EBITDA, as defined below, as a percentage of contract revenues for the years ended December 31, 2025, 2024 and 2023. The selected financial data presented below have been derived from the Company's consolidated financial statements; items may not sum due to rounding.

	2025		2024		2023
Contract revenues	100.0	%	100.0	%	100.0
Costs of contract revenues	(77.1)		(78.9)		(86.8)
Gross profit	22.9		21.1		13.2
General and administrative expenses	8.8		9.3		9.7
Other gains	(0.3)		(0.4)		(1.3)
Operating income	14.4		12.2		4.8
Interest expense—net	(1.9)		(2.3)		(2.1)
Loss on extinguishment of debt	(1.2)		—		—
Other income	—		0.1		0.4
Income before income taxes	11.3		10.0		3.1
Income tax provision	(3.0)		(2.4)		(0.7)
Net income	8.3		7.6		2.4
Adjusted EBITDA	19.3	%	17.8	%	12.4

Adjusted EBITDA, as provided herein, represents net income of Great Lakes Dredge & Dock Corporation, adjusted for net interest expense, income taxes, depreciation and amortization expense, debt extinguishment, accelerated maintenance expense for new international deployments, goodwill or asset impairments and gains on bargain purchase acquisitions. Adjusted EBITDA from continuing operations is not a measure derived in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Company presents Adjusted EBITDA as an additional measure by which to evaluate our operating trends. We believe that Adjusted EBITDA is a measure frequently used to evaluate performance of companies with substantial leverage and that our primary stakeholders (i.e., its stockholders, bondholders and banks) use Adjusted EBITDA to evaluate our period to period performance. Additionally, management believes that Adjusted EBITDA provides a transparent measure of our recurring operating performance and allows management to readily view operating trends, perform analytical comparisons and identify strategies to improve operating performance. For this reason, we use a measure based upon Adjusted EBITDA to assess performance for purposes of determining compensation under our incentive plan. Adjusted EBITDA should not be considered an alternative to, or more meaningful than, amounts determined in accordance with GAAP including: (a) operating income as an indicator of operating performance; or (b) cash flows from operations as a measure of liquidity. As such, the Company's use of Adjusted EBITDA, instead of a GAAP measure, has limitations as an analytical tool, including the inability to determine profitability or liquidity due to the exclusion of accelerated maintenance expense for new international deployments, goodwill or asset impairments, gains on bargain purchase acquisitions, net interest expense and income tax expense and the associated significant cash requirements and the exclusion of depreciation and amortization, which represent significant and unavoidable operating costs given the level of indebtedness and capital expenditures needed to maintain our business. For these reasons, we use net income (loss) to measure our operating performance and use Adjusted EBITDA only as a supplement. The following is a reconciliation of net income of Great Lakes Dredge & Dock Corporation to Adjusted EBITDA (in thousands):

	2025		2024		2023
(in thousands)					
Net income	\$ 73,469		\$ 57,265		\$ 13,906
Adjusted for:					
Interest expense—net	16,751		17,880		12,140
Income tax provision	26,851		18,120		4,406
Depreciation and amortization	43,422		42,699		42,525
Loss on extinguishment of debt	10,822		—		—
Adjusted EBITDA	\$ 171,315		\$ 135,964		\$ 72,977

Adjusted net income and adjusted diluted earnings per share, as provided herein, represents net income and diluted earnings per share of Great Lakes Dredge & Dock Corporation, adjusted for loss on extinguishment of debt, net of tax. We believe adjusted net income and adjusted diluted earnings per share provide useful information about the Company's operating performance. We believe excluding the non-recurring loss on extinguishment of debt provides investors with an alternative and supplemental understanding of our core business. The following is a reconciliation of net income and diluted earnings per share to adjusted net income and adjusted diluted earnings per share of Great Lakes Dredge & Dock Corporation (in thousands, except per share amounts).

	2025	2024	2023
Net income	\$ 73,469	\$ 57,265	\$ 13,906
Loss on extinguishment of debt, net of tax	8,089	—	—
Adjusted net income	\$ 81,558	\$ 57,265	\$ 13,906
Weighted-average common shares outstanding — diluted	67,747	67,847	66,957
Diluted earnings per share	\$ 1.08	\$ 0.84	\$ 0.21
Loss on extinguishment of debt, net of tax	0.12	—	—
Adjusted diluted earnings per share	\$ 1.20	\$ 0.84	\$ 0.21

Components of Contract Revenues

The following table sets forth, by type of work, the Company's contract revenues for the years ended December 31, 2025, 2024 and 2023 (in thousands):

Revenues	2025	2024	2023
Capital	\$ 441,056	\$ 348,085	\$ 186,715
Coastal protection	281,598	253,360	196,343
Maintenance	135,394	161,248	203,904
Total dredging revenues	858,048	762,693	586,962
Offshore energy	30,229	—	2,663
Total revenues	\$ 888,277	\$ 762,693	\$ 589,625

Year Ended December 31, 2025 Compared to Year Ended December 31, 2024

Total revenue was \$888.3 million in 2025, an increase of \$125.6 million, or 16%, from 2024 total revenue of \$762.7 million. The increase in revenues from the prior year was largely attributable to a significant increase in domestic capital and coastal protection project revenues, the delivery of the *Amelia Island*, the Company's newest hopper dredge which began operations in the third quarter of 2025 and offshore energy revenue earned on projects in New York following no offshore energy projects in 2024. These increases were partially offset by decreases in maintenance revenues.

Domestic capital dredging revenues increased \$93.0 million, or 27%, to \$441.1 million in 2025 when compared to 2024 revenues of \$348.1 million. The increase in domestic capital dredging revenues was mostly due to a higher amount of revenue earned on projects in Alabama, Texas, Florida and Louisiana in the current year when compared to prior year. These increases were partially offset by lower revenue earned on projects in Virginia in the current year.

Coastal protection revenues were \$281.6 million in 2025, an increase of \$28.2 million, or 11%, from \$253.4 million in 2024. The increase in coastal protection revenues for the year ended December 31, 2025 was mainly attributable to an increase in revenue earned on projects in New Jersey, South Carolina, Delaware and New York in the current year when compared to the prior year. This increase was partially offset by lower revenue earned on projects in Alabama, Florida and Maryland in the current year.

Revenues from maintenance dredging projects in 2025 were \$135.4 million, a decrease of \$25.8 million, or 16%, from \$161.2 million in 2024. The decrease in maintenance revenues during the current year was primarily attributable to a decrease in revenue earned on projects in Florida, Mississippi, Puerto Rico and Texas when compared with prior year. This decrease was offset by an increase in revenue earned on projects in Virginia, New York, South Carolina, Louisiana and Arkansas in the current year.

Revenues from offshore energy projects in 2025 were \$30.2 million. Offshore energy revenues during the current year were attributable to revenue earned on projects in New York. The Company did not earn revenues from offshore energy in 2024.

Consolidated gross profit for the year ended December 31, 2025 increased by \$42.9 million, or 27%, to \$203.5 million from \$160.6 million for the year ended December 31, 2024. Gross profit margin (gross profit divided by revenue) for the full year 2025 increased to 22.9%, compared to the prior year's gross profit margin of 21.1%. The higher gross profit and gross profit margin for 2025 were driven by increased revenues as well as improved utilization and project performance in the current year. Additionally, the project mix during the current year include a larger proportion of higher margin capital projects than prior year.

General and administrative expenses totaled \$78.0 million for the year ended December 31, 2025, up from \$70.8 million for the year ended December 31, 2024. The increase was primarily attributable to higher incentive compensation and employee benefit expenses incurred in 2025 as compared to prior year, as well as Transaction related expenses incurred in the current year.

Loss on extinguishment of debt totaled \$10.8 million for the year ended December 31, 2025. The loss was attributable to expensing the remaining outstanding deferred debt issuance costs of \$7.7 million and the payment of the call premium of \$3.1 million, inclusive of fees, upon the repayment of the Second Lien Credit Agreement (as defined below) during the fourth quarter.

Other gains for the year ended December 31, 2025 was a gain of \$2.3 million, as compared to a gain of \$3.0 million for the year ended December 31, 2024. The gain in 2025 was mainly attributable to gains on disposals of assets.

Operating income was \$127.8 million and \$92.8 million for the years ended December 31, 2025 and 2024, respectively. The \$35.0 million increase was a result of higher gross profit in the current year when compared to prior year, partially offset by higher general and administrative expenses in the current year when compared to prior year.

The Company's net interest expense for 2025 totaled \$16.8 million compared to \$17.9 million in 2024. The decrease in net interest expense was primarily due to the repayment of the Second Lien Credit Agreement during the fourth quarter of 2025, partially offset by an increase in interest expense from higher borrowings under the revolver.

Income tax provision in 2025 was \$26.9 million, compared to \$18.1 million in 2024. The increased expense was due to the increase in pretax net income. The effective tax rate for the year ended December 31, 2025 was 26.8% compared to 24.0% for the year ended December 31, 2024.

For the year ended December 31, 2025, net income was \$73.5 million compared to \$57.3 million for the year ended December 31, 2024. The increase in net income of \$16.2 million, or 28% from 2024, was primarily driven by the substantial improvement to operating income in the current year when compared to prior year, partially offset by an increase in the income tax provision and the loss on extinguishment of debt in the current year when compared to prior year.

Adjusted EBITDA (as defined and reconciled on page 41) was \$171.3 million and \$136.0 million for the years ended December 31, 2025 and 2024, respectively. The increase in Adjusted EBITDA of \$35.3 million, or 26% from 2024, was driven by the increase in gross profit, excluding depreciation, partially offset by an increase in general and administrative expense.

Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

For a discussion comparing our consolidated operating results from the year ended December 31, 2024 with the year ended December 31, 2023, refer to Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operation – Year Ended December 31, 2024 Compared to Year Ended December 31, 2023" in our Annual Report on Form 10-K for the year ended December 31, 2024, which was filed with the Commission on February 20, 2025.

Bidding Activity and Backlog

The following table sets forth, by type of work, the Company's backlog as of the dates indicated (in thousands):

Backlog (in thousands)	2025	2024	2023
Dredging:			
Capital	\$ 549,895	\$ 799,565	\$ 741,839
Coastal protection	128,302	328,073	138,394
Maintenance	85,034	66,561	158,869
Total dredging backlog	763,231	1,194,199	1,039,102
Offshore energy	124,824	44,945	44,604
Total backlog	\$ 888,055	\$ 1,239,144	\$ 1,083,706

Total backlog does not include \$200.2 million of domestic low bids pending formal award and additional phases (“options”) pending on projects currently in dredging backlog or \$2.9 million of options pending award related to offshore energy contracts at December 31, 2025. The Company expects to perform on its offshore energy contracts using the *Acadia*, an inclined fall-pipe vessel for subsea rock installation currently under construction, which is expected to be delivered and operational in the first half of 2026.

The Company’s contract backlog represents our estimate of the revenues that will be realized under the portion of the contracts remaining to be performed. These estimates are based primarily upon the time and costs required to mobilize the necessary assets to and from the project site, the amount and type of material to be dredged and the expected production capabilities of the equipment performing the work. However, these estimates are necessarily subject to variances based upon actual circumstances. Because of these factors, as well as factors affecting the time required to complete each job, backlog is not always indicative of future revenues or profitability. Also, 59% of our December 31, 2025 dredging backlog relates to federal government contracts, which can be canceled at any time without penalty to the government, subject to our contractual right to recover our actual committed costs and profit on work performed up to the date of cancellation. Our backlog may fluctuate significantly from quarter to quarter based upon the type and size of the projects we are awarded from the bid market. A quarterly increase or decrease of our backlog does not necessarily result in an improvement or a deterioration of our business. Our backlog includes only those projects for which we have obtained a signed contract with the customer.

Approximately 90% of the Company’s dredging backlog and 40% of the Company’s offshore energy backlog at December 31, 2025 are expected to be completed and converted to revenue in 2026 with the remainder to be completed in 2027. This amount may fluctuate as vessel schedules are adjusted in the future.

The 2025 domestic dredging bid market, excluding LNG projects, totaled \$1.7 billion, a decrease of \$1.2 billion, or 43%, compared to the 2024 bid market total of \$2.9 billion. The total domestic dredging bid market for the current year period included awards for two domestic capital projects in Virginia and Texas, fifteen coastal protection projects in Delaware, Florida, Louisiana and North Carolina, and twenty four maintenance projects in Alabama, Connecticut, Delaware, Florida, Georgia, Louisiana, Maryland, Mississippi, New York, North Carolina, Oregon, Pennsylvania, South Carolina, Texas, Virginia. The Company won 14% of the overall 2025 domestic bid market, lower than the 33% win rate of the overall 2024 domestic bid market and lower than the win rate of 29% over the three-year period ended December 31, 2025. Variability in contract wins from period to period is not unusual. We believe trends in our win rate over the prior three-year periods provide a historical background against which current year results can be compared.

The Company’s December 31, 2025 contracted dredging backlog was \$0.8 billion. This represents a decrease of \$431 million, or 36%, over our December 31, 2024 dredging backlog of \$1.2 billion. Total dredging backlog at the end of 2025 does not reflect approximately \$124.8 million of performance obligations related to offshore energy contracts or approximately \$200.2 million of domestic low bids pending formal award and additional phases (“options”) pending on projects currently in dredging backlog or \$2.9 million of options pending award related to offshore energy contracts at December 31, 2025. Included in the Company’s backlog at December 31, 2025 are three LNG projects, including the Brownsville Ship Channel project for Next Decade Corporation’s Rio Grande LNG project, the Port Arthur LNG Phase 1 project for Marine Dredging and Disposal and Woodside Louisiana LNG project.

The Water Resources Development Act (“WRDA”) is on a two-year renewal cycle and includes legislation that authorizes the financing of Corps’ projects for studies, flood and hurricane protection, dredging, ecosystem restoration and other construction projects aimed at improving rivers and harbors in the United States. WRDA 2022 included funding for deepening the New York and New Jersey shipping channels to 55 feet, as well as the Coastal Texas Protection and Restoration Program, which aims to protect the Texas Gulf Coast from hurricanes. On January 4, 2025, then President Biden signed the WRDA of 2024 (“WRDA 2024”) into law, which includes several capital projects and projects designed to enhance flood protection, improve coastal resilience and support ecosystem restoration.

The 2024 Energy and Water Appropriations Bill provided a record \$8.7 billion in total funding to the Corps. Additionally, the 2023 Disaster Relief Supplemental Appropriations Act allocated \$1.5 billion for infrastructure repairs and beach renourishment projects. This increased budget and additional funding have supported a record bid market in 2024 of \$2.9 billion, which included a robust beach renourishment market and thirteen capital projects.

Funding for the Corps in 2025 was provided through continuing resolutions. In addition, the 2023 Disaster Relief Supplemental Appropriations Act allocated \$1.5 billion for infrastructure repairs and beach renourishment projects. These funds primarily support maintenance activities and beach renourishment efforts. On January 23, 2026 the Corps’ 2026 budget was signed by the President at a record \$10.4 billion. Additional details will become available once the Corps releases its work plan, but one key highlight is Congress utilizing the historically high level of the HMTF to support major maintenance dredging initiatives across the United States.

The Company did not win either of the two domestic capital dredging projects awarded in 2025, compared to 37%, or \$389.1 million, in the prior year. Domestic capital dredging work made up \$549.9 million, or 72%, of our December 31, 2025 contracted dredging backlog. During 2025, the Company continued to earn revenue from deepening projects in Texas, Alabama and Florida, which were in dredging backlog at December 31, 2024. These deepening projects continue the trend of ensuring all East Coast and Gulf of America ports will be able to accommodate the deeper draft vessels currently used on several trade routes. The nation's governors continue to show commitment to their respective ports through engagement and funding. Finally, Congress has also shown a commitment to ports and waterways, providing record annual budgets for the Corps for port deepening and channel maintenance. In addition to this port work, a greater amount of coastal restoration and rehabilitation projects are being funded in the Gulf Coast region as the states utilize available monies for ecosystem priorities, a portion of which is allocated to dredging. We expect approximately 89% of our domestic capital dredging backlog at December 31, 2025 to be performed in 2026, with the remainder performed in 2027.

The Company won 11%, or \$57.2 million, of the coastal protection projects awarded in 2025, compared to 63%, or \$557.8 million, in the prior year. During 2025, the Company was awarded four coastal protection projects in Delaware and Florida. We have contracted dredging backlog related to coastal protection of \$128.3 million at December 31, 2025 compared to \$328.1 million at the end of 2024. During the year ended December 31, 2025, the Company continued to earn revenue on coastal protection projects in New Jersey, Florida, South Carolina and New York, which were in dredging backlog at December 31, 2024. We expect 100% of our coastal protection dredging backlog at December 31, 2025 to be performed in 2026. Coastal protection and storm impacts continue to provide the major impetus for coastal project investment at federal and state levels. Strong hurricane and storm seasons have resulted in an increase in beach erosion and other damage which adds to the recurring nature of our business and the need for more frequent coastal protection and port maintenance projects.

The Company won 16%, or \$179.9 million, of the maintenance dredging projects awarded in 2025 compared to 2%, or \$18.1 million, in 2024. The decrease in the Company's maintenance project awards in 2024 is primarily the result of the increase in capital and coastal protection projects awarded to the Company during the same period. During 2025 the Company was awarded seven maintenance projects in Georgia, Louisiana, North Carolina, New York, Texas and Virginia. During the year ended December 31, 2025, the Company continued to earn revenue on projects in Puerto Rico, Virginia, Arkansas, Mississippi and Texas, which were in dredging backlog at December 31, 2024. Our contracted maintenance dredging backlog at December 31, 2025 of \$85.0 million is \$18.4 million higher than the backlog of \$66.6 million at December 31, 2024. We expect 100% of our maintenance dredging backlog at December 31, 2025 to be performed in 2026. Past WRDA bills called for full use of the HMTF for its intended purpose of maintaining future access to the waterways and ports that support our nation's economy. On March 27, 2020, the U.S. government enacted the CARES Act which includes a provision that lifts caps on the HMTF, thereby allowing full access to future annual revenues. Through the increased appropriation of HMTF monies, the Company has seen increased funding for harbor maintenance projects let for bid throughout 2025 and expects this trend to continue in 2026.

Liquidity and Capital Resources

The Company's principal sources of liquidity are net cash flows provided by operating activities, availability under our revolving credit facility and proceeds from issuances of long-term debt. See Note 6, "Long-term debt," to our consolidated financial statements included in Item 15 of this Annual Report on Form 10-K. Our principal uses of cash are to meet debt service requirements, finance capital expenditures, and provide working capital and other general corporate purposes.

The Company's net cash provided by operating activities for the years ended December 31, 2025, 2024 and 2023 totaled \$246.7 million, \$70.1 million and \$47.4 million, respectively. Normal increases or decreases in the level of working capital relative to the level of operational activity impact cash flow from operating activities. The increase in cash provided by operating activities during 2025 relates primarily to higher earnings in 2025, as well as a significant reduction in accounts receivables, increase in billings in excess of contract revenues, increase in deferred income taxes and other changes in working capital, partially offset by increases in prepaid expenses and other assets and contract revenues in excess of billings compared to 2024. The increase in cash provided by operating activities during 2024 relates primarily to significantly higher earnings in 2024, as well as increases in deferred income taxes, amortization of capitalized contract costs and a decrease in prepaid expenses and other current assets, partially offset by the increases in accounts receivable and decreases in billings in excess of contract revenues and other changes in working capital compared to 2023.

The Company's net cash flows used in investing activities for the years ended December 31, 2025, 2024 and 2023 totaled \$144.6 million, \$115.7 million and \$120.1 million, respectively. Investing activities in all periods primarily relate to investments in our new build program, normal course upgrades and capital maintenance of our dredging fleet. The Company took delivery of the a 6,500 cubic yard trailing suction hopper dredge, the *Amelia Island*, which began operations in the third quarter of 2025. The *Galveston Island*, another 6,500 cubic yard trailing suction hopper dredge, began operations in the first quarter of 2024. The delivery of the new *Galveston Island* and *Amelia Island* hopper dredges provide the Company with added capacity and the opportunity to potentially retire older dredges. In November 2021, the Company entered into a \$197 million contract with Philly Shipyard to build the *Acadia*, the first

U.S. flagged Jones Act compliant, inclined fall-pipe subsea rock installation vessel to support the offshore energy industry, which is expected to be delivered and operational in the first half of 2026. During the year ended December 31, 2025, the Company invested \$32.3 million and \$69.1 million in the *Amelia Island* and the *Acadia*, respectively. The Company anticipates that remaining new build program payments will be made with cash on hand, future cash flows generated from operations, revolver availability, and possible future financing transactions. In 2025, 2024 and 2023, we received \$2.6 million, \$9.5 million and \$30.7 million, respectively, in proceeds from dispositions of property and equipment.

The Company's net cash flows used in financing activities for the year ended December 31, 2025 totaled \$98.9 million. The Company's net cash flows provided by financing activities for the years ended December 31, 2024 and 2023 totaled \$32.1 million and \$89.9 million, respectively. The increase in net cash flows used in financing activities during 2025 is primarily due to payment of the Second Lien Credit Agreement discussed below of \$100.0 million along with the prepayment penalty associated with it of \$3.1 million and the repurchase of the Company's common stock of \$11.6 million, partially offset by net borrowing under the Company's revolving credit debt facility of \$20 million during 2025. On October 24, 2025 the Company completed an amendment to its existing revolving debt facility, upsizing the facility by \$100 million to \$430 million and extending its maturity to the earlier of October 24, 2030 and the date that is ninety-one (91) days prior to the scheduled maturity date of the Company's unsecured senior notes which is currently June 1, 2029, if the Company fails to refinance its unsecured senior notes prior to their scheduled maturity date but only if such scheduled maturity date is prior to the maturity date of the ABL Credit Agreement. As of February 20, 2026, the Company had \$50 million in borrowings under its revolving debt facility. The decrease in net cash flows used in financing activities during 2024, as compared to 2023, is primarily due to net borrowings under the Company's revolving debt facility and Second Lien Credit Agreement during 2024 of \$45.0 million, compared to net borrowings of \$90.0 million on the Company's revolving debt facility during 2023. On April 24, 2024, the Company and certain of its subsidiaries entered into a \$150.0 million second lien credit agreement (as amended, supplemented or otherwise modified from time to time, the "Second Lien Credit Agreement") with Guggenheim Corporate Funding, LLC, on behalf of one or more clients, as the lender, and Guggenheim Credit Services, LLC as Administrative Agent, Collateral Agent and Lead Arranger. The Company borrowed \$100.0 million under the Second Lien Credit Agreement on the closing date. The net proceeds from the Second Lien Credit Agreement were used to repay amounts outstanding under the ABL Credit Agreement, to pay fees and expenses associated with the Second Lien Credit Agreement and ABL Amendment and for general corporate purposes, including to fund new build payments. Additionally, the deferred financing fees associated with the Second Lien Credit Agreement of approximately \$11.6 million increased the net cash flows used in financing activities during 2024. The cash provided by financing activities in 2023 primarily relates to \$208.0 million of revolving debt facility borrowings, partially offset by \$118.0 million of revolving debt facility repayments.

The Company expects to spend between approximately \$65 million and \$75 million on capital expenditures in 2026, inclusive of capitalized interest, which is comprised of vessels in our new build program and maintenance capital expenditures. The Company anticipates that remaining new build program payments will be made with cash on hand, future cash flows generated from operations, revolver availability and potential new sources of financing.

The availability of additional financing will depend on a variety of factors such as market conditions, the general availability of credit, the volume of trading activities, our credit ratings and credit capacity, as well as the possibility that customers or lenders could develop a negative perception of our long- or short-term financial prospects if the level of our business activity decreased due to a market downturn. If internal sources of liquidity prove to be insufficient, we may not be able to successfully obtain additional financing on favorable terms, or at all. During the second quarter of 2024, Moody's Investor Services changed our outlook from negative to stable and reaffirmed our corporate credit rating at B2. In the fourth quarter of 2025, S&P upgraded our corporate credit rating from B- to B and reaffirmed our outlook as stable. On February 11, 2026, S&P placed their rating of the Company on a credit watch with positive implication, reflecting that the credit quality will likely strengthen and upon close of the Transaction could result on a one-notch upgrade, or withdrawal of the rating with the repayment of the debt. This credit watch is expected to be resolved at close of the Transaction. These credit ratings are below investment grade and could raise our cost of financing. As a consequence, we may not be able to issue additional debt in amounts and/or with terms that we consider to be reasonable. One or more of these occurrences could limit our ability to pursue other business opportunities.

Commitments, contingencies and liquidity matters

Refer to Note 6, "Long-term debt," in the Company's consolidated financial statements for discussion of the Company's ABL Credit Agreement and Senior Notes. Refer to Note 4, "Leases," in the Company's consolidated financial statements for discussion of the Company's leases. Additionally, refer to Note 12, "Commitments and contingencies," in the consolidated financial statements for discussion of the Company's surety agreements.

Other

The future declaration and payment of dividends will be at the discretion of the Company's board of directors and will depend on many factors, including general economic and business conditions, our strategic plans, our financial results and condition and legal

requirements, including restrictions and limitations contained in the ABL Credit Agreement, surety bonding agreement and the indenture relating to our senior notes. Accordingly, we cannot make any assurances as to the size of any such dividend or that it will pay any such dividend in future quarters.

The Company believes its cash and cash equivalents, its anticipated cash flows from operations and availability under its revolving credit facility will be sufficient to fund the Company's operations, capital expenditures and the scheduled debt service requirements for the next twelve months. Beyond the next twelve months, the Company's ability to fund its working capital needs, planned capital expenditures, scheduled debt payments and dividends, if any, and to comply with all the financial terms and covenants required under the ABL Amendment and bonding agreements, depends on its future operating performance and cash flows, which in turn are subject to prevailing economic conditions and to financial, business and other factors, some of which are beyond the Company's control.

Contractual Obligations

Additional information related to contractual obligations can be found within this Item 7 in our "Liquidity and Capital Resources" section and also in Note 6, "Long-term debt," and Note 4, "Leases" and Note 12, "Commitments and contingencies," to our consolidated financial statements.

Other Off-Balance Sheet and Contingent Obligations

The Company had outstanding letters of credit relating to contract guarantees and insurance payment liabilities totaling \$57.9 million at December 31, 2025. We have granted liens on a substantial portion of the owned operating equipment as security for borrowings and letter of credits under the ABL Credit Agreement and other indebtedness.

At December 31, 2025, the Company had outstanding performance bonds with a notional amount of \$1.3 billion. The revenue value remaining in backlog related to the projects totaled \$554.4 million.

Certain foreign projects performed by the Company have warranty periods, typically spanning no more than one to three years beyond project completion, whereby we retain responsibility to maintain the project site to certain specifications during the warranty period. Generally, any potential liability of the Company is mitigated by insurance, shared responsibilities with consortium partners, and/or recourse to owner-provided specifications.

The Company considers it unlikely that it would have to perform under any of its contingent obligations.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

In May 2021, the Company sold \$325.0 million of unsecured 5.25% Senior Notes due June 1, 2029 pursuant to a private offering. The Company used the net proceeds from the offering, together with cash on hand, to redeem all \$325.0 million aggregate principal amount of its prior outstanding 8% Notes. The 2029 Notes were priced to investors at par and will mature on June 1, 2029. At December 31, 2025, the Company had long-term senior notes outstanding with a recorded face value of \$325.0 million. The fair value of these existing notes, which bear interest at a fixed rate of 5.25%, was \$317.0 million at December 31, 2025 based on market prices. Assuming a 10% decrease in interest rates from the rates at December 31, 2025 the fair value of this fixed rate debt would have increased to \$323.0 million.

We are exposed to market risks related to fluctuations in interest rates on our outstanding variable rate indebtedness. As of December 31, 2025 we had \$55.0 million of variable rate indebtedness, \$50 million of which is hedged by interest rate swaps to convert a portion of our variable rate debt into fixed-rate debt. All of the outstanding borrowings under the revolving credit facility are at variable rates based on the Secured Overnight Financing Rate ("SOFR"). At December 31, 2025 our weighted average interest rate on our variable rate indebtedness, after adjusting for the effects of interest rate swaps, was 5.7%. A hypothetical 10% increase in the weighted average interest rate on our variable rate indebtedness as of December 31, 2025 would increase our annual interest cost by approximately \$28.5 thousand. A 10% increase in interest rate would result in \$0.1 million change in the fair value of the Interest Rate Swaps outstanding at December 31, 2025.

A significant operating cost for the Company is diesel fuel, which represents approximately 10% of our costs of contract revenues. We use fuel commodity forward contracts, typically with durations of less than one year, to reduce the impacts of changing fuel prices on operations. We do not purchase fuel hedges for trading purposes. Based on our 2026 projected domestic fuel consumption, an approximate 10% increase in the average price per gallon of fuel would have a \$0.2 million effect on fuel expense, after the effect of fuel commodity contracts in place at December 31, 2025. At December 31, 2025 we had outstanding arrangements to hedge the price of a portion of our fuel purchases related to domestic dredging work in backlog, representing approximately 90% of its anticipated domestic fuel requirements through May 2027. As of December 31, 2025, there were 14.4 million gallons remaining on these contracts. Under these agreements, we will pay fixed prices ranging from \$2.03 to \$2.47 per gallon. At December 31, 2025, the fair value liabilities on these contracts was \$1.3 million, based on quoted market prices and is recorded in accrued liabilities. A 10% change in forward fuel prices would result in a \$2.8 million change in the fair value of fuel hedges outstanding at December 31, 2025.

Item 8. Financial Statements and Supplementary Data.

The consolidated financial statements (including financial statement schedules listed under Item 15 of this Report) of the Company called for by this Item, together with the Report of Independent Registered Public Accounting Firm dated February 23, 2026, are set forth on pages 56 to 82 inclusive, of this Report, and are hereby incorporated by reference into this Item. Financial statement schedules not included in this Report have been omitted because they are not applicable or because the information called for is shown in the consolidated financial statements or notes thereto.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.**Disclosure Controls and Procedures.****a) Evaluation of disclosure controls and procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures, as required by Rule 13a-15(b) under the Securities Exchange Act of 1934 (the "Exchange Act") as of December 31, 2025. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act (a) is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure and (b) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the Company's disclosure controls and procedures, as designed and implemented, were effective as of December 31, 2025. Notwithstanding the foregoing, a control system, no matter how well designed, implemented and operated can provide only reasonable, not absolute, assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in our periodic reports.

b) Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the fiscal quarter ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

c) Management's annual report on internal control over financial reporting

The management of Great Lakes Dredge & Dock Corporation, including its Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f), and 15d-15(f) under the Securities Exchange Act of 1934). Management has used the framework set forth in the report entitled *Internal Control—Integrated Framework (2013)* published by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) to evaluate the effectiveness of the Company’s internal control over financial reporting.

The phrase “internal control over financial reporting” refers to the process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, and overseen by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with general accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on the financial statements.

Neither internal control over financial reporting nor disclosure controls and procedures can provide absolute assurance of achieving financial reporting objectives because of their inherent limitations. Internal control over financial reporting and disclosure controls are processes that involve human diligence and compliance, and are subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting and disclosure controls also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented, detected or reported on a timely basis by internal control over financial reporting or disclosure controls. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design safeguards for these processes that will reduce, although may not eliminate, these risks.

Our independent registered public accounting firm, Deloitte & Touche LLP, who audited Great Lakes’ consolidated financial statements included in this Annual Report on Form 10-K, has issued a report on Great Lakes’ internal control over financial reporting, which is included herein.

Management has concluded that our internal control over financial reporting was effective as of December 31, 2025.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Great Lakes Dredge & Dock Corporation

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Great Lakes Dredge & Dock Corporation and subsidiaries (the "Company") as of December 31, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2025, of the Company and our report dated February 23, 2026, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Houston, Texas

February 23, 2026

Item 9B. Other Information.

Securities Trading Plans of Executive Officers and Directors

Rule 10b5-1 under the Exchange Act provides an affirmative defense that enables pre-arranged transactions in securities in a manner that avoids concerns about initiating transactions at a future date while possibly in possession of material nonpublic information. Our Securities Trading and Disclosure of Confidential Information policy permits our officers and directors to enter into trading plans designed to comply with Rule 10b5-1.

On September 4, 2025, Lasse Petterson, Director and President and Chief Executive Officer, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1 (c) and provides for the sale of up to 592,652 shares of our common stock by May 27, 2026. On October 27, 2025, Mr. Petterson terminated this Rule 10b5-1 trading arrangement with no shares sold under the arrangement.

During the quarterly period ended December 31, 2025, none of our other officers (as defined in Rule 16a-1(f) under the Exchange Act) or directors adopted or terminated a Rule 10b5-1 trading plan or adopted or terminated a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K).

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

None.

Item 10. Directors, Executive Officers and Corporate Governance.

Information regarding our executive officers is incorporated by reference herein from the discussion under Item 1. “Business—Information about our Executive Officers” in this Annual Report on Form 10-K.

Code of Ethics

The Company has adopted a written code of business conduct and ethics that applies to all of our employees, including our principal executive officer, principal financial officer, principal accounting officer, controller, and persons performing similar functions. The Company’s code of business conduct and ethics can be found on our website at www.gldd.com. We will post on our website any amendments to or waivers of the code of business conduct and ethics for executive officers or directors, in accordance with applicable laws and regulations.

Insider Trading Policy

The Company has adopted a statement of policy concerning securities trading and disclosure of confidential information (the “Insider Trading Policy”) governing the purchase and sale and other disposition of GLDD common stock and the disclosure of confidential information, in each case, by our directors, executive officers and certain non-executive officers, key employees and associated family members, and has implemented related processes for the Company and its subsidiaries. The Company believes that the Insider Trading Policy and the Company’s processes are reasonably designed to promote compliance with insider trading laws, rules and regulations, and the Nasdaq listing standards. The foregoing summary of the Insider Trading Policy is not complete and is qualified in its entirety by reference to the Insider Trading Policy attached hereto as Exhibit 19.

The remaining information called for by this Item 10 is incorporated by reference herein from the discussions under the principal headings “Election of Directors,” “Corporate Governance,” “Security Ownership of Certain Beneficial Owners and Management” and “Delinquent Section 16(a) Reports” in the definitive Proxy Statement for the 2026 Annual Meeting of Stockholders.

Item 11. Executive Compensation.

The information required by Item 11 of Form 10-K including information about the Company’s executive and director compensation and certain related matters is incorporated by reference herein from the discussions under the principal headings “Corporate Governance” and “Compensation Discussion and Analysis,” including under the subheadings “Executive Compensation Tables” and “CEO Pay Ratio” in the definitive Proxy Statement for the 2026 Annual Meeting of Stockholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by Item 12 of Form 10-K including with respect to the security ownership of certain beneficial owners and management and certain equity compensation plan information is incorporated by reference herein from the discussion under the principal headings “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” in our definitive Proxy Statement for the 2026 Annual Meeting of Stockholders.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by Item 13 of Form 10-K is incorporated by reference herein from the discussions under the principal headings “Corporate Governance,” “Certain Relationships and Related Transactions” and “Compensation Discussion and Analysis,” including under subheading “Potential Payments Upon Termination or Change in Control” in the definitive Proxy Statement for the 2026 Annual Meeting of Stockholders.

Item 14. Principal Accounting Fees and Services.

Our independent registered public accounting firm is Deloitte & Touche LLP (PCAOB ID No. 34).

The information required by Item 14 of Form 10-K is incorporated by reference herein from the discussion under the principal heading “Ratification of Independent Registered Public Accounting Firm,” including under subheading “Matters Related to Independent Registered Public Accounting Firm” in the definitive Proxy Statement for the 2026 Annual Meeting of Stockholders.

Item 15. Exhibits, Financial Statement Schedules.

(a) Documents filed as part of this report

1. Financial Statements

The financial statements are set forth on pages 56 to 82 of this Report and are incorporated by reference in Item 8 of this Report.

2. Financial Statement Schedules

All other schedules, except Schedule II—Valuation and Qualifying Accounts on page 83, are omitted because they are not required or the required information is shown in the financial statements or notes thereto.

3. Exhibits

The exhibits required to be filed by Item 601 of Regulation S-K are listed in the “Exhibit Index” which is attached hereto and incorporated by reference herein.

Item 16. Form 10-K Summary.

None.

GREAT LAKES DREDGE & DOCK CORPORATION AND SUBSIDIARIES

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Great Lakes Dredge & Dock Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Great Lakes Dredge & Dock Corporation and subsidiaries (the "Company") as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income, equity, and cash flows, for each of the three years in the period ended December 31, 2025, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

- We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated December 31, 2025, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue Recognition – Estimated Costs at Completion— Refer to Notes 1 and 10 to the financial statements

Critical Audit Matter Description

During 2025, the Company's contract revenues were \$888.3 million, all of which represented revenue recognized over time as work progressed on individual contracts. The Company recognizes revenue on its contracts utilizing the cost-to-cost method for determining progress toward completion of each contract. Revenue is recognized using contract fulfillment costs incurred to date compared to total estimated fulfillment costs at completion. Daily costs and project duration are significant factors in the estimates of fulfillment costs at completion to complete the project.

We identified estimated contract fulfillment costs at completion used in revenue recognition as a critical audit matter because of the judgments inherent in management's estimates related to contracts that were in progress at December 31, 2025. This required extensive audit effort and a high degree of auditor judgment when performing audit procedures on the total estimated contract fulfillment costs which underlie management's determination of revenue on contracts in progress.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to management's total estimated contract fulfillment costs at completion for contracts in progress included the following, among others:

- We tested the effectiveness of internal controls over revenue recognition, including management's internal controls over estimated revenue and estimated contract fulfillment costs at completion.
- We selected a sample of contracts with customers, and we performed the following:
 - o Tested management's process of determining the estimated contract revenue and estimated contract fulfillment costs at completion and evaluated management's ability to achieve the total estimated contract fulfillment costs by obtaining relevant support and inquiring with the Company's project managers and engineers, comparing the estimates to management's work plans, and comparing expected profit margins to those achieved on similar contracts to evaluate whether the estimates were within an acceptable range, a range developed for further investigation considering the historical activity.
 - o For a selection of contracts, we performed in-person site visits and held meetings with the project site managers and others who are part of the Company's operations responsible for execution of the projects and outside of the accounting and finance function, to evaluate the contract status against assumptions used by management to develop its estimated revenue and fulfillment costs
- We evaluated management's ability to accurately estimate contract fulfillment costs at completion by performing a hindsight analysis using historical projects and comparing the margin at contract inception compared to margin at completion.

Houston Texas
February 23, 2026

We have served as the Company's auditor since 1991.

Great Lakes Dredge & Dock Corporation and Subsidiaries

Consolidated Balance Sheets
As of December 31, 2025 and 2024
(in thousands, except per share amounts)

	2025	2024
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 13,361	\$ 10,216
Accounts receivable—net	70,169	118,030
Contract revenues in excess of billings	81,110	74,197
Inventories	27,926	29,866
Prepaid expenses	3,067	2,828
Other current assets	21,810	28,281
Total current assets	<u>217,443</u>	<u>263,418</u>
PROPERTY AND EQUIPMENT—Net	803,289	703,252
OPERATING LEASE ASSETS	76,266	96,099
GOODWILL	76,576	76,576
INVENTORIES—Noncurrent	97,645	95,269
OTHER	14,530	20,489
TOTAL	<u>\$ 1,285,749</u>	<u>\$ 1,255,103</u>
LIABILITIES AND EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 109,489	\$ 101,309
Accrued expenses	49,466	41,640
Operating lease liabilities	22,081	47,268
Billings in excess of contract revenues	34,780	25,796
Total current liabilities	<u>215,816</u>	<u>216,013</u>
LONG-TERM DEBT	378,169	448,216
OPERATING LEASE LIABILITIES—Noncurrent	55,622	50,432
DEFERRED INCOME TAXES	104,055	78,985
OTHER	14,945	12,547
Total liabilities	<u>768,607</u>	<u>806,193</u>
COMMITMENTS AND CONTINGENCIES (Note 12)		
EQUITY:		
Common stock—\$.0001 par value; 170,000 shares authorized, 68,087 and 67,280 shares issued at December 31, 2025 and December 31, 2024, respectively, and 66,775 and 67,280 shares outstanding at December 31, 2025 and December 31, 2024, respectively.	7	7
Treasury stock; 1,312 and zero shares at December 31, 2025 and December 31, 2024, respectively.	(11,594)	—
Additional paid-in capital	329,071	322,383
Accumulated retained earnings	200,954	127,485
Accumulated other comprehensive loss	(1,296)	(965)
Total equity	<u>517,142</u>	<u>448,910</u>
TOTAL	<u>\$ 1,285,749</u>	<u>\$ 1,255,103</u>

See notes to consolidated financial statements.

Great Lakes Dredge & Dock Corporation and Subsidiaries

Consolidated Statements of Operations
For the Years Ended December 31, 2025, 2024 and 2023
(in thousands, except per share amounts)

	2025	2024	2023
Contract revenues	\$ 888,277	\$ 762,693	\$ 589,625
Costs of contract revenues	684,792	602,117	511,893
Gross profit	203,485	160,576	77,732
General and administrative expenses	77,970	70,769	57,056
Other gains	(2,273)	(2,998)	(7,543)
Operating income	127,788	92,805	28,219
Interest expense—net	(16,751)	(17,880)	(12,140)
Loss on extinguishment of debt	(10,822)	—	—
Other income	105	460	2,233
Income before income taxes	100,320	75,385	18,312
Income tax provision	(26,851)	(18,120)	(4,406)
Net income	\$ 73,469	\$ 57,265	\$ 13,906
Basic earnings per share	\$ 1.10	\$ 0.85	\$ 0.21
Basic weighted average shares	66,869	67,085	66,469
Diluted earnings per share	\$ 1.08	\$ 0.84	\$ 0.21
Diluted weighted average shares	67,747	67,847	66,957

See notes to consolidated financial statements.

Great Lakes Dredge & Dock Corporation and Subsidiaries

Consolidated Statements of Comprehensive Income
For the Years Ended December 31, 2025, 2024 and 2023
(in thousands)

	2025	2024	2023
Net income	\$ 73,469	\$ 57,265	\$ 13,906
Net change in cash flow derivative hedges—net of tax (1)	(331)	1,050	(1,824)
Comprehensive income	\$ 73,138	\$ 58,315	\$ 12,082

(1) Net of income tax benefit of \$112 for the year ended December 31, 2025, net of income tax provision of \$(355) for the year ended December 31, 2024 and net of income tax benefit of \$616 for the year ended December 31, 2023.

See notes to consolidated financial statements.

Great Lakes Dredge & Dock Corporation and Subsidiaries

Consolidated Statements of Equity
For the Years Ended December 31, 2025, 2024 and 2023
(in thousands)

	Shares of Common Stock	Common Stock	Treasury Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
BALANCE—January 1, 2023	66,188	\$ 6	\$ —	\$ 312,091	\$ 56,314	\$ (191)	\$ 368,220
Share-based compensation	56	—	—	5,231	—	—	5,231
Vesting of restricted stock units and impact of shares withheld for taxes	156	—	—	(1,019)	—	—	(1,019)
Exercise of options and purchases from employee stock plans	223	—	—	1,034	—	—	1,034
Net income	—	—	—	—	13,906	—	13,906
Other comprehensive income—net of tax	—	—	—	—	—	(1,824)	(1,824)
BALANCE—December 31, 2023	66,623	\$ 6	\$ —	\$ 317,337	\$ 70,220	\$ (2,015)	\$ 385,548
Share-based compensation	37	1	—	4,751	—	—	4,752
Vesting of restricted stock units and impact of shares withheld for taxes	411	—	—	(1,332)	—	—	(1,332)
Exercise of options and purchases from employee stock plans	209	—	—	1,627	—	—	1,627
Net income	—	—	—	—	57,265	—	57,265
Other comprehensive income—net of tax	—	—	—	—	—	1,050	1,050
BALANCE—December 31, 2024	67,280	\$ 7	\$ —	\$ 322,383	\$ 127,485	\$ (965)	\$ 448,910
Share-based compensation	21	—	—	6,714	—	—	6,714
Vesting of restricted stock units and impact of shares withheld for taxes	644	—	—	(1,206)	—	—	(1,206)
Exercise of options and purchases from employee stock plans	142	—	—	1,180	—	—	1,180
Repurchase of common stock	(1,312)	—	(11,594)	—	—	—	(11,594)
Net income	—	—	—	—	73,469	—	73,469
Other comprehensive loss—net of tax	—	—	—	—	—	(331)	(331)
BALANCE—December 31, 2025	66,775	\$ 7	\$ (11,594)	\$ 329,071	\$ 200,954	\$ (1,296)	\$ 517,142

See notes to consolidated financial statements.

Great Lakes Dredge & Dock Corporation and Subsidiaries
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2025, 2024 and 2023
(in thousands)

	2025	2024	2023
OPERATING ACTIVITIES:			
Net income	\$ 73,469	\$ 57,265	\$ 13,906
Adjustments to reconcile net income to net cash flows provided by operating activities:			
Depreciation and amortization	43,422	42,699	42,525
Deferred income taxes	25,182	16,398	3,733
Gain on sale of assets	(2,273)	(2,897)	(485)
Amortization of capitalized contract costs	17,492	21,895	11,474
Amortization of deferred financing fees	3,060	2,581	965
Loss on extinguishment of debt	10,822	—	—
Share-based compensation expense	11,470	8,580	6,316
Changes in assets and liabilities:			
Accounts receivable	47,861	(63,220)	(9,921)
Contract revenues in excess of billings	(6,913)	(5,462)	(2,813)
Inventories	(436)	(4,898)	(11,000)
Prepaid expenses and other current assets	(9,810)	(7,510)	(21,724)
Accounts payable and accrued expenses	14,172	8,689	1,376
Billings in excess of contract revenues	8,984	(3,764)	19,647
Other noncurrent assets and liabilities	10,176	(294)	(6,574)
Cash provided by operating activities	246,678	70,062	47,425
INVESTING ACTIVITIES:			
Purchases of property and equipment	(147,218)	(125,145)	(150,840)
Proceeds from dispositions of property and equipment	2,609	9,450	30,699
Cash used in investing activities	(144,609)	(115,695)	(120,141)
FINANCING ACTIVITIES:			
Deferred financing fees	(2,168)	(11,564)	—
Payment for extinguishment of debt	(3,111)	—	—
Taxes paid on settlement of vested share awards	(1,206)	(1,332)	(1,019)
Exercise of options and purchases from employee stock plans	1,180	1,627	1,034
Borrowings under revolving loans	271,000	86,000	208,000
Borrowings under Second Lien Credit Agreement	—	100,000	—
Repayments of Second Lien Term loan	(100,000)	—	—
Repayments of revolving loans	(251,000)	(141,000)	(118,000)
Repurchases of common stock	(11,594)	—	—
Payments on finance lease obligations	(2,025)	(1,643)	(84)
Cash (used in) provided by financing activities	(98,924)	32,088	89,931
Net increase (decrease) in cash, cash equivalents and restricted cash	3,145	(13,545)	17,215
Cash, cash equivalents and restricted cash at beginning of period	10,216	23,761	6,546
Cash, cash equivalents and restricted cash at end of period	\$ 13,361	\$ 10,216	\$ 23,761
Reconciliation of cash, cash equivalents and restricted cash			
Cash and cash equivalents	\$ 13,361	\$ 10,216	\$ 22,841
Restricted cash included in other long-term assets	—	—	920
Cash, cash equivalents and restricted cash at end of period	\$ 13,361	\$ 10,216	\$ 23,761
Supplemental Cash Flow Information			
Cash paid for interest	\$ 30,325	\$ 29,729	\$ 20,738
Non-cash Investing and Financing Activities			
Property and equipment purchased but not yet paid	\$ 9,888	\$ 13,211	\$ 6,000

See notes to consolidated financial statements.

GREAT LAKES DREDGE & DOCK CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AS OF December 31, 2025 AND 2024 AND FOR THE

YEARS ENDED December 31, 2025, 2024 AND 2023

(In thousands, except per share amounts or as otherwise noted)

1. NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization—Great Lakes Dredge & Dock Corporation and its subsidiaries (the “Company” or “Great Lakes”) are in the business of marine construction, primarily dredging. The Company is the largest provider of dredging services in the United States which is complemented with a long history of performing significant international projects. In addition, the Company is fully engaged in expanding its core business into the offshore energy industry. The mobility of the Company’s fleet enables the Company to move equipment in response to changes in demand for dredging services.

Agreement and Plan of Merger with Saltchuk

On February 10, 2026, the Company entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Saltchuk Resources, Inc. (“Saltchuk”) and Huron MergeCo., Inc. (“Merger Sub”). Pursuant to the Merger Agreement, on the terms and subject to the conditions set forth therein, Merger Sub will commence a tender offer to purchase any and all of the outstanding shares of the Company’s common stock at \$17.00 per share (the “Offer”) and, following the consummation of the Offer, Merger Sub will be merged with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of Saltchuk (collectively with the Offer, the “Transaction”).

The Transaction is expected to close in the second quarter of 2026, subject to customary closing conditions, including the tender of one share more than a majority of the outstanding shares of the Company’s common stock and receipt of required antitrust clearance. Upon closing of the Transaction, the Company’s common stock will be delisted from the Nasdaq Stock Market and deregistered under the Securities Exchange Act of 1934, as amended.

The Merger Agreement also contains certain termination rights for the Company and Saltchuk and further provides that, upon termination of the Merger Agreement under specified circumstances, including certain terminations in connection with an alternative acquisition proposal as permitted by the terms of the Merger Agreement, the Company will be required to pay Saltchuk a termination fee of approximately \$37 million.

Principles of Consolidation and Basis of Presentation—The consolidated financial statements include the accounts of Great Lakes Dredge & Dock Corporation and its majority-owned subsidiaries. All intercompany accounts and transactions are eliminated in consolidation. The equity method of accounting is used for investments in unconsolidated investees in which the Company has significant influence, but not control. Other investments, if any, are carried at cost.

Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Revenue and Cost Recognition on Contracts—Revenue is recognized using contract fulfillment costs incurred to date compared to total estimated costs at completion, also known as cost-to-cost, to measure progress towards completion. Additionally, the Company capitalizes certain pre-contract and pre-construction costs, and defers recognition over the life of the contract. The Company’s performance obligations are satisfied over time and revenue is recognized using the cost-to-cost method, described above. Contract modifications are changes in the scope or price (or both) of a contract that are approved by the parties to the contract. The Company recognizes a contract modification when the parties to a contract approve a modification that either creates new, or changes existing, enforceable rights and obligations of the parties to the contract. Contract modifications are routine in the performance of the Company’s contracts. In most instances, contract modifications are for services that are not distinct, and, therefore, are accounted for as part of the existing contract. Contract modifications are included in the transaction price only if it is probable that the modification estimate will not result in a significant reversal of revenue. Revisions in estimated gross profit percentages are recorded in the period during which the change in circumstances is experienced or becomes known. As the duration of most of the Company’s contracts is one year or less, the cumulative net impact of these revisions in estimates, individually and in the aggregate across projects, does not significantly affect results across annual reporting periods. Provisions for estimated losses on contracts in progress are made in the period in which such losses are determined.

The components of costs of contract revenues include labor, equipment (including depreciation, maintenance, insurance and long-term rentals), subcontracts, fuel, supplies, short-term rentals and project overhead. Hourly labor generally is hired on a project-by-project basis. The Company is a party to numerous collective bargaining agreements in the U.S. that govern its relationships with its unionized hourly workforce.

Classification of Current Assets and Liabilities—The Company includes in current assets and liabilities amounts realizable and payable in the normal course of contract completion, unless completion of such contracts extends significantly beyond one year.

Cash Equivalents—The Company considers all highly liquid investments with a maturity at purchase of three months or less to be cash equivalents.

Accounts Receivable—Accounts receivable represent amounts due or billable under the terms of contracts with customers, including amounts related to retainage. The Company anticipates collection of retainage generally within one year, and accordingly presents retainage as a current asset. The Company provides an allowance for estimated uncollectible accounts receivable based on historical and expected losses and when events or conditions indicate that amounts outstanding are not recoverable.

Inventories—Inventories consist of pipe and spare parts used in the Company's dredging operations. Pipe and spare parts are purchased in large quantities; therefore, a certain amount of pipe and spare part inventories is not anticipated to be used within the current year and is classified as long-term. Spare part inventories are stated at weighted average historical cost, and are charged to expense when used in operations. Pipe inventory is recorded at cost and amortized to expense over the period of its use.

Property and Equipment—Capital additions, improvements, and major renewals are classified as property and equipment and are carried at depreciated cost. Maintenance and repairs that do not significantly extend the useful lives of the assets or enhance the capabilities of such assets are charged to expenses as incurred. Depreciation is recorded over the estimated useful lives of property and equipment using the straight-line method and the mid-year depreciation convention. The estimated useful lives by class of assets are:

<u>Class</u>	<u>Useful Life (years)</u>
Buildings and improvements	10
Furniture and fixtures	5-10
Vehicles, dozers, and other light operating equipment and systems	3-5
Heavy operating equipment (dredges and barges)	10-30

Leasehold improvements are amortized over the shorter of their remaining useful lives or the remaining terms of the leases.

Goodwill—Goodwill represents the excess of acquisition cost over fair value of the net assets acquired. Goodwill is tested annually for impairment in the third quarter of each year, or more frequently should circumstances dictate. GAAP requires that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

When conducting the annual impairment test for goodwill, the Company can choose to assess qualitative factors to determine whether it is more likely than not the fair value of the reporting unit is below its carrying value. Qualitative factors considered include macroeconomic, industry and market environments, overall financial performance and market indications of value. If a qualitative assessment determines an impairment is more likely than not, the Company is required to perform a quantitative impairment test. Otherwise, no further analysis is required. The Company also may elect to forego this step and just perform the quantitative impairment test.

When performing a quantitative impairment test, the Company assesses the fair values of its reporting unit using both an income-based approach and a market-based approach. Under the income approach, the fair value of the reporting unit is based on the present value of estimated future cash flows. The income approach is dependent on a number of factors, including estimates of expected future revenue, profitability and capital expenditures related to our new build program, future market growth trends, forecasted revenues and expenses, working capital assumptions, appropriate discount rates and other variables. The market approach measures the value of a reporting unit through comparison to comparable companies. Under the market approach, the Company uses the guideline public company method by applying estimated market-based enterprise value multiples to the reporting unit's estimated trailing and forward Adjusted EBITDA. The Company analyzes companies that performed similar services or are considered peers. Due to the fact that there are no public companies that are direct competitors, the Company weighs the results of this approach less than the income approach.

The Company has one operating segment which is also the Company's one reportable segment and reporting unit of which the Company tests goodwill for impairment. In 2025, the Company performed a qualitative goodwill impairment test. The Company performed its annual test of impairment as of August 1, 2025 with no indication of impairment as of the test date. The Company assessed qualitative factors for any indications of potential impairment of the reporting unit. Upon completing this assessment, it was determined that the fair value of the reporting unit is more likely than not greater than its carrying value as of the assessment date and, as a result, a quantitative test was not performed. The Company will continue to monitor for changes in facts or circumstances that may impact its estimates. The Company will perform its next scheduled annual test of goodwill in the third quarter of 2026 should no triggering events occur which would require a test prior to the next annual test.

Long-Lived Assets—Long-lived assets are comprised of property and equipment subject to depreciation. Long-lived assets to be held and used are reviewed for possible impairment whenever events indicate that the carrying amount of such assets may not be recoverable. Recoverability of long-lived assets is measured by comparing the projected undiscounted cash flows associated with the assets to their carrying amounts. If an asset is considered impaired, the carrying amount would be reduced to its fair value. No triggering events were identified in 2025 or 2024. If long-lived assets are to be disposed, depreciation is discontinued, if applicable, and the assets are reclassified as held for sale at the lower of their carrying amounts or fair values less estimated costs to sell.

Other Gains and Losses—Other gains and losses include gains and losses on property and equipment that has been retired or otherwise disposed of and the transfer of control is complete. This also includes any impairment expense related to assets that have been designated as held for sale whose carrying amounts exceed their fair values. In 2025, the Company recognized \$2.3 million in gains primarily on disposals of assets. In 2024, the Company recognized \$2.9 million in gains primarily on disposals of assets and \$0.1 million in adjustments to the gain associated with the early termination of an offshore energy contract in 2023. In 2023, the Company recognized \$0.1 million in gains on disposals of assets. Additionally, the Company recognized a \$7.4 million gain associated with the early termination of an offshore energy contract.

Self-insurance Reserves—The Company self-insures costs associated with its seagoing employees covered by the provisions of Jones Act, workers' compensation claims, hull and equipment liability, and general business liabilities up to certain limits. Insurance reserves are established for estimates of the loss that the Company may ultimately incur on reported claims, as well as estimates of claims that have been incurred but not yet reported. In determining its estimates, the Company considers historical loss experience and judgments about the present and expected levels of cost per claim. Trends in actual experience are a significant factor in the determination of such reserves.

Income Taxes—The provision for income taxes includes federal, foreign, and state income taxes currently payable and those deferred because of temporary differences between the financial statement and tax basis of assets and liabilities. Recorded deferred income tax assets and liabilities are based on the estimated future tax effects of differences between the financial and tax basis of assets and liabilities, given the effect of currently enacted tax laws. Refer to Note 8, Income Taxes.

Hedging Instruments—At times, the Company designates certain derivative contracts as a cash flow hedge as defined by GAAP. Accordingly, the Company formally documents, at the inception of each hedge, all relationships between hedging instruments and hedged items, as well as its risk-management objective and strategy for undertaking hedge transactions. This process includes linking all derivatives to highly-probable forecasted transactions.

The Company formally assesses, at inception and on an ongoing basis, the effectiveness of hedges in offsetting changes in the cash flows of hedged items. Hedge accounting treatment may be discontinued when (1) it is determined that the derivative is no longer highly effective in offsetting changes in the cash flows of a hedged item (including hedged items for forecasted future transactions), (2) the derivative expires or is sold, terminated or exercised, (3) it is no longer probable that the forecasted transaction will occur or (4) management determines that designating the derivative as a hedging instrument is no longer appropriate. If management elects to stop hedge accounting, it would be on a prospective basis and any hedges in place would be recognized in accumulated other comprehensive income (loss) until all the related forecasted transactions are completed or are probable of not occurring.

Recently Issued Accounting Pronouncements—In December 2023, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2023-09, "Income Taxes (Topic 740)" ("ASU 2023-09"). One of the amendments in ASU 2023-09 includes disclosure of, on an annual basis, a tabular rate reconciliation of (i) the reported income tax expense (or benefit) from continuing operations, to (ii) the product of the income (or loss) from continuing operations before income taxes and the applicable statutory federal income tax rate of the jurisdiction of domicile using specific categories, including separate disclosure for any reconciling items within certain categories that are equal to or greater than a specified quantitative threshold of 5%. ASU 2023-09 also requires disclosure of, on an annual basis, the year to date amount of income taxes paid (net of refunds received) disaggregated by federal, state, and foreign jurisdictions, including additional disaggregated information on income taxes paid (net of refunds received) to an individual jurisdiction equal to or greater than 5% of total income taxes paid (net of refunds received). We adopted ASU

2023-09 in the fourth quarter of 2025 and applied it prospectively, as disclosed in Note 8, Income Taxes. The adoption did not have an impact on our consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, Intangibles - Goodwill and Other - Internal-Use Software. The ASU issued updated guidance on accounting for internal-use software, effective for annual reporting periods beginning after December 15, 2027, with early adoption permitted. The amendments modernize guidance to consider different methods of software development, updating the requirements for capitalization of software costs. The adoption of this ASU is not expected to have a material impact on the Company's consolidated financial statements and related disclosures.

In July 2025, the FASB issued ASU 2025-05, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets, which amends Topic 326 to provide for a practical expedient for all entities and an accounting policy election for entities other than public business entities related to the estimation of expected credit losses for current accounts receivable and current contract assets that arise from transactions accounted for under FASB ASU 2016-10, Revenue from Contracts with Customers (Topic 606). All entities may elect a practical expedient that assumes that current conditions as of the balance sheet date do not change for the remaining life of the asset. The amendments will be effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. Early adoption is permitted. Entities should apply the new guidance prospectively. We are currently evaluating the potential impact of electing the practical expedient and do not expect it to have a material impact on our condensed consolidated financial statements.

In November 2024, the FASB issued ASU 2024-03, Disaggregation of Income Statement Expenses. The ASU primarily requires companies to disclose additional information about specific expense categories in the notes to financial statements at interim and annual reporting periods. The guidance will be applied on a prospective basis with the option to apply the standard retrospectively. The new guidance will be effective for the Company's year ending December 31, 2027 and interim periods during the year ended December 31, 2028. Management is currently evaluating the impact of this guidance.

Reclassifications—Certain reclassifications have been made to prior period consolidated statements of cash flows to conform to current period presentation. These reclassifications have no effect on net cash flows.

2. EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income attributable to common stockholders by the weighted-average number of common shares outstanding during the reporting period. Diluted earnings per share is computed similar to basic earnings per share except that it reflects the potential dilution that could occur if dilutive securities or other obligations to issue common stock were exercised or converted into common stock.

The computations for basic and diluted earnings (loss) per share for the years ended December 31, 2025, 2024 and 2023 are as follows:

	2025	2024	2023
Net income	\$ 73,469	\$ 57,265	\$ 13,906
Weighted-average common shares outstanding — basic	66,869	67,085	66,469
Effect of stock options and restricted stock units	878	762	488
Weighted-average common shares outstanding — diluted	67,747	67,847	66,957
Basic earnings per share	\$ 1.10	\$ 0.85	\$ 0.21
Diluted earnings per share	\$ 1.08	\$ 0.84	\$ 0.21

For the years ended December 31, 2025, 2024 and 2023, 16 thousand, 57 thousand and 430 thousand, respectively, NQSOs and RSUs were excluded from the calculation of diluted earnings per share based on the application of the treasury stock method, as such NQSOs and RSUs were determined to be anti-dilutive.

3. PROPERTY AND EQUIPMENT

Property and equipment at December 31, 2025 and 2024 are as follows:

	2025	2024
Land	\$ 9,348	\$ 9,348
Buildings and improvements	1,315	1,315
Furniture and fixtures	24,078	21,197
Operating equipment	1,068,285	922,402
Construction in progress	240,894	264,525
Total property and equipment	1,343,920	1,218,787
Accumulated depreciation	(540,631)	(515,535)
Property and equipment—net	\$ 803,289	\$ 703,252

Operating equipment of \$100 was classified as held for sale, excluded from property and equipment, as of December 31, 2025. Other gains in the consolidated statement of operations for the year ended December 31, 2025 include \$2.3 million of gains related to the retirement of assets which were classified as held for sale as of December 31, 2024. The Company had no assets classified as held for sale as of December 31, 2024.

Depreciation expense was \$43.4 million, \$42.7 million and \$42.5 million, for the years ended December 31, 2025, 2024 and 2023, respectively.

4. LEASES

The Company leases certain operating equipment and office facilities under long-term operating leases expiring at various dates through 2030. Leases with an initial term greater than twelve months are recorded on the Company's balance sheet as an operating or finance lease asset and operating or finance lease liability. Operating leases are included in operating lease assets, operating lease liabilities, and operating lease liabilities noncurrent in the Company's consolidated balance sheets. Finance leases are included in other assets, lease liabilities, and other in the Company's consolidated balance sheets and are measured at the present value of lease payments over the lease term. Substantially all of the Company's leases are classified as operating leases. Leases with an initial term of twelve months or less with purchase options or extension options that are not reasonably certain to be exercised are not recorded on the balance sheet. The Company recognizes lease expense for these leases on a straight-line basis over the lease term.

The equipment leases contain renewal or purchase options that specify prices at the then fair value upon the expiration of the lease terms. The leases also contain default provisions that are triggered by an acceleration of debt maturity under the terms of the Company's ABL Credit Agreement, or, in certain instances, cross default to other equipment leases and certain lease arrangements require that the Company maintain certain financial ratios comparable to those required by its ABL Credit Agreement. Additionally, the leases typically contain provisions whereby the Company indemnifies the lessors for the tax treatment attributable to such leases based on the tax rules in place at lease inception. The tax indemnifications do not have a contractual dollar limit. To date, no lessors have asserted any claims against the Company under these tax indemnification provisions.

The exercise of lease renewal options is at the Company's sole discretion and is considered in the measurement of operating lease assets and operating lease liabilities when it is reasonably certain the Company will exercise the option. Certain leases also include options to purchase the leased property. The depreciable life of assets and leasehold improvements are limited by the expected lease term, unless there is a transfer of title or purchase option reasonably certain of exercise.

On November 1, 2023, the Company entered into a purchase agreement to sell certain vessels (the "Property") for gross cash proceeds of \$29.5 million. Concurrent with the sale of these certain vessels, the Company entered into a seven-year lease at an annual rental rate of approximately \$4.2 million. The Company determined that the transactions represented a sale and leaseback and, accordingly, established new operating lease right of use assets and operating lease liabilities. The lease did not include an implicit rate of return; therefore, the Company used an incremental borrowing rate. Under the leaseback agreement, the Company has the option to i) purchase the Property after six years with an early buyout option; ii) purchase the Property at the end of the lease at the then fair value; iii) renew the lease at the then fair market value or iv) return the Property to the purchaser.

Lease costs

The Company's lease costs are recorded in costs of contract revenues and general and administrative expenses. For the years ended December 31, 2025, 2024 and 2023, respectively, lease costs are as follows:

Lease terms and commitments

	2025	2024	2023
Operating lease costs	\$ 50,586	\$ 34,663	\$ 29,945
Finance lease costs			
Amortization of finance lease assets	1,793	1,792	95
Interest expense on lease liabilities	250	380	24
Short-term lease costs	53,329	61,139	68,119
Total lease cost	<u>\$ 105,958</u>	<u>\$ 97,974</u>	<u>\$ 98,183</u>

As recorded on the balance sheet, the Company's maturity analysis of its operating lease liabilities as of December 31, 2025 is as follows:

	Operating	Finance
2026	\$ 25,134	\$ 1,960
2027	20,469	422
2028	15,509	56
2029	12,041	—
2030	8,365	—
Thereafter	6,434	—
Minimum lease payments	87,952	2,438
Imputed interest	(10,249)	(204)
Present value of minimum lease liabilities	<u>\$ 77,703</u>	<u>\$ 2,234</u>

As most of the Company's leases do not provide an implicit rate, the Company used its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments.

Additional information related to the Company's leases as of December 31, 2025, 2024 and 2023 respectively, is as follows:

	2025	2024	2023
Operating			
Weighted average remaining lease term (years)	3.9	3.2	4.5
Weighted average discount rate	6.5%	6.5%	5.6%
Finance			
Weighted average remaining lease term (years)	1.4	2.3	3.3
Weighted average discount rate	7.9%	7.9%	7.9%

Supplemental balance sheet information related to finance leases as of December 31, 2025 and 2024 respectively, is as follows:

	2025	2024
Finance lease assets:		
Other noncurrent assets	\$ 5,752	\$ 6,020
Accumulated depreciation	(3,680)	(1,887)
Total other noncurrent assets	<u>\$ 2,072</u>	<u>\$ 4,133</u>
Finance lease liabilities:		
Accrued expenses	1,787	1,829
Other noncurrent liabilities	447	2,465
Total finance lease liabilities	<u>\$ 2,234</u>	<u>\$ 4,294</u>

Supplemental cash flow information related to leases during the years ended December 31, 2025, 2024 and 2023 respectively, is as follows:

	2025	2024	2023
Operating cash flows from operating leases	\$ (50,353)	\$ (31,970)	\$ (29,016)
Operating cash flows from finance leases	250	(380)	(24)
Financing cash flows from finance leases	(2,025)	(1,643)	(84)
Lease liabilities arising from obtaining new operating lease assets	30,417	39,539	24,808
Lease liabilities arising from obtaining new finance lease assets	(284)	2,264	3,757

5. ACCRUED EXPENSES

Accrued expenses at December 31, 2025 and 2024 were as follows:

	2025	2024
Payroll and employee benefits	\$ 24,209	\$ 20,140
Insurance	13,854	13,832
Interest	1,570	1,783
Fuel hedge contracts	1,256	1,065
Income and other taxes	2,141	2,130
Finance lease liabilities	1,787	1,829
Contract reserves	3,858	148
Other	791	713
Total accrued expenses	<u>\$ 49,466</u>	<u>\$ 41,640</u>

6. LONG-TERM DEBT

Long-term debt at December 31, 2025 and 2024 were as follows:

	2025	2024
Revolving credit facility	\$ 55,000	\$ 35,000
Second lien credit agreement	—	90,597
2029 Notes	323,169	322,619
Total	<u>\$ 378,169</u>	<u>\$ 448,216</u>

Second lien credit agreement

On April 24, 2024, the Company, Great Lakes Dredge & Dock Company, LLC, NASDI Holdings, LLC, Great Lakes Environmental & Infrastructure Solutions, LLC, Great Lakes U.S. Fleet Management, LLC, and Drews Services LLC (collectively, the "Credit Parties") entered into a \$150.0 million second lien credit agreement (as amended, supplemented or otherwise modified from time to time, the "Second Lien Credit Agreement") with Guggenheim Corporate Funding, LLC, on behalf of one or more clients, as the lender, and Guggenheim Credit Services, LLC as Administrative Agent, Collateral Agent and Lead Arranger ("GCS"). On October 24, 2025, the Company utilized its revolver to fully repay and terminate the Second Lien Credit Agreement. As part of the repayment the Company incurred a loss on extinguishment due to the expensing of the remaining outstanding deferred debt issuance costs of \$7.7 million and the payment of the call premium of \$3.1 million, inclusive of fees.

Credit agreement

On April 24, 2024, the Credit Parties, PNC Bank, National Association ("PNC"), as agent for the lenders, and certain financial institutions party thereto entered into an amendment to the ABL Credit Agreement described below (the "ABL Amendment"). The ABL Amendment (w) eliminates the Company's ability to increase the commitments under the senior secured revolving credit facility (x) modifies the pricing of loans and undrawn commitments as summarized below and (y) makes certain other customary changes in connection with the Credit Parties' entry into the Second Lien Credit Agreement. The Company has availability of up to \$200.0 million for the issuance of letters of credit under the ABL Amendment.

The ABL Amendment modifies the Applicable Margin for Advances (each as defined in the ABL Amendment) as follows: (i) following the ABL Amendment closing date through and including the date immediately prior to the date on which the Borrowing Base Certificate is required to be delivered for most recently completed fiscal quarter (commencing with the fiscal quarter ending on September 30, 2024) (the "Adjustment Date"), (a) the Applicable Margin for Domestic Rate Loans Advances is 1.50% and (b) the Applicable Margins for Term SOFR Rate Loans Advances is 2.50%, (ii) beginning as of the Adjustment Date, to the extent the quarterly average undrawn availability for the prior fiscal quarter is (x) greater than 66.7% of the Maximum Revolving Advance Amount, (a) the Applicable Margin for Domestic Rate Loans Advances is 1.25% and (b) the Applicable Margins for Term SOFR Rate Loans Advances is 2.25%; (y) to the extent the quarterly average undrawn availability for the prior fiscal quarter is less than or equal to 66.7% of the Maximum Revolving Advance Amount but greater than 33.3%, (a) the Applicable Margin for Domestic Rate Loans Advances is 1.50% and (b) the Applicable Margins for Term SOFR Rate Loans Advances is 2.50%; and (z) to the extent the quarterly average undrawn availability for the prior fiscal quarter is less than or equal to 33.3% of the Maximum Revolving Advance Amount, (a) Applicable Margin for Domestic Rate Loans Advances is 1.75% and (b) the Applicable Margin for Term SOFR Rate Loans Advances is 2.75%. Additionally, the Company has an option to borrow at Green Loan Advance Rates, each of which will be 0.05% lower than the corresponding applicable rate if the Company certifies that it will use such proceeds to invest in renewable energy and clean transportation projects and it complies with green loan principles.

On May 2, 2025, the Credit Parties, PNC, as agent for the lenders, and certain financial institutions party thereto entered into an amendment to the ABL Credit Agreement (the "ABL Second Amendment"). The ABL Second Amendment increased the aggregate principal amount of the Company's senior secured revolving credit facility from \$300.0 million to \$330.0 million, with all other material terms remaining unchanged. The Company incurred approximately \$0.6 million in debt issuance costs associated with entering into the ABL Second Amendment. These costs will be amortized over the remaining life of the facility.

On October 24, 2025 the Credit Parties, PNC, as agent for the lenders, and certain financial institutions party thereto entered into an amendment to the ABL Credit Agreement (the "ABL Third Amendment"), increasing the aggregate principal amount of the Company's senior secured revolving credit facility from \$330.0 million to \$430.0 million and extending its maturity to the earlier of October 24, 2030 or the date that is ninety-one (91) days prior to the scheduled maturity date of the Company's unsecured senior notes, which is currently June 1, 2029, if the Company fails to refinance its unsecured senior notes prior to their scheduled maturity date but only if such scheduled maturity date is prior to the maturity date of the ABL Credit Agreement.

On July 29, 2022, the Credit Parties entered into a second amended and restated revolving credit and security agreement (as amended by the ABL Amendment, the ABL Second Amendment and the ABL Third Amendment (together, the "Amendments"), and as may be further amended, supplemented or otherwise modified from time to time, the "ABL Credit Agreement") with certain financial institutions from time to time party thereto as lenders, PNC Bank, National Association, as Agent (the "Agent"), PNC Capital Markets, CIBC Bank USA, Bank of America, N.A. and Truist Securities, Inc., as Joint Lead Arrangers and Joint Bookrunners, CIBC Bank USA and Truist Bank as Co-Syndication Agents, Bank of America, N.A., as Documentation Agent and PNC Bank National Association, as Green Loan Coordinator. The ABL Credit Agreement amended and restated the prior ABL Credit Agreement dated as of May 3, 2019 by and among the financial institutions from time to time party thereto as lenders, the Agent and the Credit Parties party thereto such that the terms and conditions of the prior credit agreement had been subsumed and replaced in their entirety by the terms and conditions of the ABL Credit Agreement, including the amount available under the revolving credit facility. The terms of the ABL Credit Agreement, other than as set forth in the Amendments above, are summarized below.

The maximum borrowing capacity under the ABL Credit Agreement is determined by a formula and may fluctuate depending on the value of the collateral included in such formula at the time of determination.

The ABL Credit Agreement contains a green loan option where the Company can borrow at the lower interest rates described below so long as such funds are used to fund capital investments related to renewable energy and clean transportation projects and are consistent with green loan principles. The green loan option is subject to a \$35.0 million sublimit.

The ABL Credit Agreement contains customary representations and affirmative and negative covenants, including a springing financial covenant that requires the Credit Parties to maintain a fixed charge coverage ratio (ratio of earnings before income taxes, depreciation and amortization, net interest expenses, non-cash charges and losses and certain other non-recurring charges, minus capital expenditures, income and franchise taxes, to net cash interest expense plus scheduled cash principal payments with respect to debt plus restricted payments paid in cash) of not less than 1.10 to 1.00. The springing financial covenant is triggered when the undrawn availability of the ABL Credit Agreement is less than 12.5% of the maximum loan amount for five consecutive days. The ABL Credit Agreement also contains customary events of default (including non-payment of principal or interest on any material debt and breaches of covenants) as well as events of default relating to certain actions by the Company's surety bonding providers. The obligations of the Credit Parties under the ABL Credit Agreement are unconditionally guaranteed, on a joint and several basis, by each existing and subsequently acquired or formed material direct and indirect domestic subsidiary of the Company. Borrowings under the ABL Credit Agreement will be used to pay fees and expenses related to the ABL Credit Agreement, finance acquisitions permitted

under the ABL Credit Agreement, finance ongoing working capital, for other general corporate purposes, and with respect to any green loan, fund capital investments related to renewable energy and clean transportation projects.

The obligations under the ABL Credit Agreement are secured by substantially all of the assets of the Credit Parties. The outstanding obligations thereunder shall be secured by a valid first priority perfected lien on substantially all of the U.S. flagged and located vessels of the Credit Parties and a valid perfected lien on all domestic accounts receivable and substantially all other assets of the Credit Parties, subject to the permitted liens and interests of other parties (including the Company's surety bonding providers).

The Company had \$55.0 million and \$35.0 million borrowings on the revolver as of December 31, 2025 and 2024, respectively. There were \$57.9 million and \$43.5 million of letters of credit outstanding as of December 31, 2025 and 2024, respectively. The Company had \$316.7 million and \$221.2 million of net availability under the ABL Amendment as of December 31, 2025 and 2024, respectively. The availability under the ABL Amendment was suppressed by \$0.4 million and \$0.3 million as of December 31, 2025 and 2024, respectively, as a result of certain limitations of borrowing related to reserves and compliance with the Company's obligations set forth in the ABL Credit Agreement or the prior credit agreement. Based on the aforementioned variable interest rate components, the weighted average interest rate on the revolver borrowings is 5.71% and 6.70% as of December 31, 2025 and 2024, respectively.

Senior notes and subsidiary guarantors

In May 2021, the Company sold \$325.0 million of unsecured 5.25% Senior Notes (the "2029 Notes") pursuant to a private offering. The 2029 Notes were priced to investors at par and will mature on June 1, 2029. The Company used the net proceeds from the offering, together with cash on hand, to redeem all \$325.0 million aggregate principal amount of its outstanding 8.00% Senior Notes due 2022.

The Company's obligations under these 2029 Notes are guaranteed by each of the Company's existing and future 100% owned domestic subsidiaries that are co-borrowers or guarantors under the ABL Credit Agreement. Such guarantees are full, unconditional and joint and several. The parent company issuer has no independent assets or operations and all non-guarantor subsidiaries have been determined to be minor.

The weighted average interest rate on the Company's total outstanding borrowings, after adjusting for the effects of interest rate swaps, was 5.37%, and 6.77% as of December 31, 2025 and 2024, respectively.

Other

The scheduled principal payments through the maturity date of the Company's long-term debt at December 31, 2025, are as follows:

Years Ending December 31,	
2026	\$ —
2027	—
2028	—
2029	380,000
2030	—
Thereafter	—
Total	\$ 380,000

The Company incurred amortization of deferred financing fees for its long-term debt of \$3.1 million, \$2.6 million and \$1.0 million for each of the years ended December 31, 2025, 2024 and 2023. Such amortization is recorded as a component of net interest expense.

7. FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value hierarchy has been established by GAAP that requires an entity to maximize the use of observable

inputs and minimize the use of unobservable inputs when measuring fair value. The accounting guidance describes three levels of inputs that may be used to measure fair value:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company is exposed to counterparty credit risk associated with non-performance of its various derivative instruments. The Company's risk would be limited to any unrealized gains on current positions. To help mitigate this risk, the Company transacts only with counterparties that are rated as investment grade or higher. In addition, all counterparties are monitored on a continuous basis.

The Company utilizes the market approach to measure fair value for its financial assets and liabilities. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. At times, the Company holds certain derivative contracts that it uses to manage foreign currency risk or commodity price risk. The Company does not hold or issue derivatives for speculative or trading purposes. The fair values of these financial instruments are summarized as follows:

	Fair Value Hierarchy Levels	Fair Value at			
		December 31, 2025		December 31, 2024	
		Assets	Liabilities	Assets	Liabilities
Derivatives designated as cash flow hedging instruments:					
Fuel hedge contracts	2	\$ 82	\$ 1,256	\$ —	\$ 1,065
Interest rate swaps	2	—	116	217	—
Total derivatives		\$ 82	\$ 1,372	\$ 217	\$ 1,065

Fuel hedge contracts

The Company is exposed to certain market risks, primarily commodity price risk as it relates to the diesel fuel purchase requirements, which occur in the normal course of business. The Company enters into heating oil commodity swap contracts to hedge the risk that fluctuations in diesel fuel prices will have an adverse impact on cash flows associated with its domestic dredging contracts. The Company's goal is to hedge approximately 80% of the eligible fuel requirements for work in domestic dredging backlog.

As of December 31, 2025, the Company was party to various swap arrangements to hedge the price of a portion of its diesel fuel purchase requirements for work in its backlog to be performed through May 2027. As of December 31, 2025, there were 14.4 million gallons remaining on these contracts representing forecasted domestic fuel purchases through May 2027. Under these swap agreements, the Company will pay fixed prices ranging from \$2.03 to \$2.47 per gallon.

At December 31, 2025 and 2024, the fair value liability of the fuel hedge contracts were estimated to be \$1.3 million and \$1.1 million, respectively, and is recorded in accrued expenses. For fuel hedge contracts considered to be highly effective, the losses reclassified to earnings from changes in fair value of derivatives, net of cash settlements and taxes, for the year ended December 31, 2025 were \$0.1 million. The remaining gains and losses included in the accumulated other comprehensive income (loss) at December 31, 2025 will be reclassified into earnings over the next twelve months, corresponding to the period during which the hedged fuel is expected to be utilized. Changes in the fair value of fuel hedge contracts not considered highly effective are recorded as costs of contract revenues in the Statement of Operations. The fair value of fuel hedges are corroborated using inputs that are readily observable in public markets; therefore, the Company determines fair values of these fuel hedges using Level 2 inputs.

Interest rate swaps

The Company is exposed to certain market risks, including interest rate risks related to the floating interest rates on its variable rate debt. The Company has entered into interest rate swaps to convert a portion of its variable rate debt into fixed-rate debt and hedge the risk that fluctuations in interest rates could have an adverse impact on net interest expense.

As of December 31, 2025, the Company was party to one interest rate swap with a total notional value of \$50 million effective August 5, 2024 and a maturity date of August 24, 2026. Under this interest rate swap, the Company will pay a fixed rate of 3.88% on

the notional amount and receive payments from the counterparty based on the 30-day SOFR rate, effectively modifying the Company's exposure to interest rate risk by converting a portion of its floating-rate debt to a fixed interest rate of 6.13%.

As of December 31, 2025 the fair value liability of the Company's interest rate swap was \$116 and is recorded in accrued expenses in the consolidated balance sheets. For interest rate swaps considered to be highly effective, the gains reclassified to earnings from changes in fair value of derivatives, net of cash settlements and taxes, for the year ended December 31, 2025 were \$166. The remaining gains and losses included in accumulated other comprehensive loss at December 31, 2025 will be reclassified into earnings over the next eight months, corresponding to the period during which the interest rate swap is expected to be utilized. Changes in the fair value of interest rate swaps not considered highly effective are recorded as interest expense in the consolidated statements of operations. The fair values of interest rate swaps are corroborated using inputs that are readily observable in public markets; therefore, the Company determines the fair value of these interest rate swaps using Level 2 inputs.

Assets and liabilities measured at fair value on a nonrecurring basis

All other nonfinancial assets and liabilities measured at fair value in the financial statements on a nonrecurring basis are subject to fair value measurements and disclosures. Nonfinancial assets and liabilities included in the consolidated balance sheets and measured on a nonrecurring basis consist of goodwill and long-lived assets. Goodwill and long-lived assets are measured at fair value to test for and measure impairment, if any, at least annually for goodwill or when necessary for both goodwill and long-lived assets.

Accumulated other comprehensive income

Changes in the components of the accumulated balances of other comprehensive income are as follows:

	2025	2024
Derivatives:		
Fuel Hedge Contracts		
Reclassification of derivative losses to earnings—net of tax	\$ 144	\$ 1,593
Change in fair value of derivatives—net of tax	(226)	(208)
Net change in cash flow derivative fuel hedges—net of tax	<u>\$ (82)</u>	<u>\$ 1,385</u>
Foreign Currency Exchange Hedge Contracts		
Reclassification of derivative losses to earnings—net of tax	\$ —	\$ 208
Change in fair value of derivatives—net of tax	—	(705)
Net change in cash flow derivative foreign currency hedges—net of tax	<u>\$ —</u>	<u>\$ (497)</u>
Interest Rate Swaps		
Reclassification of derivative gains to earnings—net of tax	\$ (166)	\$ (233)
Change in fair value of derivatives—net of tax	(83)	395
Net change in cash flow derivative foreign currency hedges—net of tax	<u>\$ (249)</u>	<u>\$ 162</u>
Total net change in cash flow derivative hedges - net of tax	<u>\$ (331)</u>	<u>\$ 1,050</u>

Adjustments reclassified from accumulated balances of other comprehensive income to earnings are as follows:

	Statement of Operations Location	2025	2024
Derivatives:			
Fuel hedge contracts	Costs of contract revenues	\$ 192	\$ 2,132
Foreign currency exchange hedge contracts	Other income	—	278
Interest rate swaps	Interest expense—net	(222)	(312)
	Income tax (expense) benefit	(8)	530
		<u>\$ (22)</u>	<u>\$ 1,568</u>

Other financial instruments

The carrying value of financial instruments included in current assets and current liabilities approximates fair value due to the short-term maturities of these instruments. Based on timing of the cash flows and comparison to current market interest rates, the carrying values of the ABL Amendment approximate fair value at December 31, 2025. In May 2021, the Company sold \$325.0 million of the 2029 Notes pursuant to a private offering, which were outstanding at December 31, 2022 (See Note 6, Long-Term Debt). The 2029 Notes were priced to investors at par and will mature on June 1, 2029. The 2029 Notes are senior unsecured obligations of the Company and its subsidiaries that guarantee the 2029 Notes. The fair value of the 2029 Notes was \$317.0 million at December 31, 2025, which is a Level 1 fair value measurement as the senior notes value was obtained using quoted prices in active markets. It is impracticable to determine the fair value of outstanding letters of credit or performance, bid and payment bonds due to uncertainties as to the amount and timing of future obligations, if any.

8. INCOME TAXES

The Company's income tax provision for the years ended December 31, 2025, 2024 and 2023 are as follows:

	2025	2024	2023
Income tax provision	\$ 26,851	\$ 18,120	\$ 4,406

The Company's income before income tax from domestic and foreign operations for the years ended December 31, 2025, 2024 and 2023 are as follows:

	2025	2024	2023
Domestic operations	\$ 101,527	\$ 77,285	\$ 19,549
Foreign operations	(1,207)	(1,900)	(1,237)
Total income before income taxes	\$ 100,320	\$ 75,385	\$ 18,312

The provision for income taxes as of December 31, 2025, 2024 and 2023 is as follows:

	2025	2024	2023
Federal:			
Current	\$ —	\$ 156	\$ —
Deferred	21,617	15,814	3,292
State:			
Current	1,587	1,780	422
Deferred	3,565	584	442
Foreign:			
Current	82	(214)	250
Deferred	—	—	—
Total	\$ 26,851	\$ 18,120	\$ 4,406

We adopted ASU 2023-09 "Income Taxes (Topic: 740): Improvements to Income Tax Disclosures" on a prospective basis beginning with the year ended December 31, 2025. The Company's income tax provision reconciles to the provision at the statutory U.S. federal income tax rate of 21% for the years ended December 31, 2025, as follows:

	2025	
	Amount	Percent
Tax provision at statutory U.S. federal income tax rate	\$ 21,067	21.0%
State income tax — net of federal income tax benefit ⁽¹⁾	4,819	4.8
Foreign tax effects	65	0.1
Tax credits	(719)	(0.7)
Nontaxable or nondeductible items		
Nondeductible officer compensation	1,308	1.3
Other	311	0.3
Income tax provision	\$ 26,851	26.8%

⁽¹⁾ State taxes in Texas and New Jersey made up the majority of the tax effect in this category.

The Company's income tax provision reconciles to the provision at the statutory U.S. federal income tax rate of 21% for the years ended December 31, 2024 and 2023, as follows:

	2024	2023
Tax provision at statutory U.S. federal income tax rate	15,831	3,846
State income tax — net of federal income tax benefit	1,990	774
Research and development tax credits	(600)	(796)
Nondeductible officer compensation	894	178
Stock based compensation	132	315
Other	(127)	89
Income tax provision	<u>\$ 18,120</u>	<u>\$ 4,406</u>

On July 4, 2025, the One Big Beautiful Bill Act (OBBBA) was signed into law, which, among other things, includes a broad range of tax reform provisions that may affect the Company's financial results. The OBBBA allows an elective deduction for domestic research and development, permanent reinstatement of bonus depreciation on qualified property and modifications to the calculation for excess business interest expense limitation under §163(j) to the current tax estimate, among other provisions. The OBBBA includes multiple effective dates, with certain provisions effective in 2025 and other phased in through 2027. There were no material impacts of the OBBBA on the Company's tax provision for 2025. The future impacts of the tax related provisions in the OBBBA will depend on our facts in each year and anticipated guidance from the U.S. Department of the Treasury.

At December 31, 2025 and 2024, the Company had loss carryforwards for federal income tax purposes of \$6.5 million and \$2.9 million, respectively. The loss carryforwards at December 31, 2025 may be carried forward indefinitely. The Company also has indefinite life carryforwards as a result of interest limitations. Starting in 2022, the Company has research costs attributable to research and development that are currently expensed but are required to be capitalized for U.S. tax purposes and amortized primarily over 5 or 15 years.

At December 31, 2025 and 2024, the Company had gross net operating loss carryforwards for state income tax purposes totaling \$173.2 million and \$184.5 million, respectively, which expire between 2030 and 2045. The Company has established a valuation allowance that was \$5.5 million and \$7.3 million as of December 31, 2025 and 2024, respectively. The Company believes that the remaining net operating losses, net of the valuation allowance, will be fully utilized in future periods.

The Company also has no foreign gross net operating loss carryforwards as of December 31, 2025 and 2024, respectively.

The Company's policy is to recognize interest and penalties related to income tax matters in income tax expense. As of December 31, 2025, 2024 and 2023 the Company had no interest and penalties recorded.

The Organisation for Economic Co-operation and Development has proposed a global minimum tax of 15% of reported profits ("Pillar 2") that has been agreed upon in principle by over 140 countries. During 2023, many countries took steps to incorporate Pillar 2 model rule concepts into their domestic laws. Although the model rules provide a framework for applying the minimum tax, countries may enact Pillar 2 slightly differently than the model rules and on different timelines and may adjust domestic tax incentives in response to Pillar 2. The Company will continue to analyze the law to determine potential impacts. At this time, the Company does not expect the Pillar 2 legislation to have a material impact on its consolidated financial statements.

The Company files income tax returns at the U.S. federal level and in various state and foreign jurisdictions. U.S. federal income tax years prior to 2022 are closed and no longer subject to examination. With few exceptions, the statute of limitations in state taxing jurisdictions in which the Company operates has expired for all years prior to 2021. In foreign jurisdictions in which the Company operates, years prior to 2021 are closed and are no longer subject to examination.

The Company's deferred tax assets (liabilities) at December 31, 2025 and 2024 are as follows:

	2025	2024
Deferred tax assets:		
Operating lease assets	\$ 20,184	\$ 25,753
Accrued liabilities	8,920	5,030
Federal NOLs and interest limitations	1,371	4,364
State NOLs	8,105	10,216
Research costs	—	7,681
Tax credit carryforwards	6,011	5,292
Valuation allowance	(5,489)	(7,315)
Total deferred tax assets	39,102	51,021
Deferred tax liabilities:		
Depreciation and amortization	(123,377)	(104,643)
Operating lease liabilities	(19,780)	(25,308)
Other liabilities	—	(55)
Total deferred tax liabilities	(143,157)	(130,006)
Net noncurrent deferred tax liabilities	\$ (104,055)	\$ (78,985)

Deferred tax assets relate primarily to reserves and other liabilities for costs and expenses not currently deductible for tax purposes as well as net operating loss and other carryforwards. Deferred tax liabilities relate primarily to the cumulative difference between book depreciation and amounts deducted for tax purposes. The Company evaluates its ability to realize deferred tax assets by considering all available positive and negative evidence. This evidence includes its cumulative earnings or losses in recent years. The Company further considers the impact on these cumulative earnings or losses of discontinued operations and other divested operations and joint ventures, restructuring charges and other nonrecurring adjustments that are not indicative of its ability to generate taxable income in future periods. The Company also considers sources of taxable income, such as the amount and timing of realization of its deferred tax liabilities relative to the timing of expiration of loss carryforwards. When it is estimated to be more likely than not that all or some portion of deferred tax assets will not be realized, the Company establishes a valuation allowance for the amount of such deferred tax assets considered to be unrealizable. After evaluating the positive and negative evidence for future realization of deferred tax assets, the Company recorded valuation allowances for certain state net operating loss carryforwards to reduce the balance of these deferred tax assets at December 31, 2025 and 2024 as it was more likely than not that the balance of these tax items would not be realized. By contrast, after evaluating the positive and negative evidence, the Company concluded that it was more likely than not that the deferred federal income tax asset and remaining state net operating loss carryforwards recorded at December 31, 2025 and 2024 would ultimately be realized and determined that no valuation allowance was required.

We adopted ASU 2023-09 on a prospective basis for the year ended December 31, 2025 and have included the following table as a result of our adoption, which represents income taxes paid, net of refunds received, for the year ended December 31, 2025:

	2025
Income taxes paid, net of refunds	
Federal	\$ 575
State	
New Jersey	550
Texas	527
Florida	215
New York	155
Virginia	127
Other States	20
Total	\$ 2,169

Below is a summary of income taxes paid for years ended December 31, 2024 and 2023:

	2024	2023
Income taxes paid, net of refunds	2,489	132

9. SHARE-BASED COMPENSATION

On May 5, 2021, the Company's stockholders approved the Great Lakes Dredge & Dock Corporation 2021 Long-Term Incentive Plan (the "Incentive Plan"), which previously had been approved by the Company's board of directors subject to stockholder approval. The Incentive Plan replaces the 2017 Long-Term Incentive Plan (the "Prior Plan") and is largely based on the Prior Plan, but with updates to the available shares and other administrative changes. The Incentive Plan permits the granting of stock options, stock appreciation rights, restricted stock and restricted stock units to the Company's employees and directors for up to 1.5 million shares of common stock, plus the number of shares that remained available for future grant under the Prior Plan as of the effectiveness of the Incentive Plan. The Company may also issue share-based compensation as inducement awards to new employees upon approval of the board of directors and/or the applicable committee or committees thereof, as may be required.

Compensation cost charged to expense related to share-based compensation arrangements was \$11.5 million, \$8.6 million and \$6.3 million, for the years ended December 31, 2025, 2024 and 2023, respectively.

Non-qualified stock options

The NQSO awards were granted with an exercise price equal to the market price of the Company's common stock at the date of grant. The option awards generally vest in three equal annual installments commencing on the first anniversary of the grant date, and have ten year exercise periods.

The fair value of the NQSOs was determined at the grant date using a Black-Scholes option pricing model, which requires the Company to make several assumptions. The risk-free interest rate is based on the U.S. Treasury yield curve in effect for the expected term of the option at the time of grant. The annual dividend yield on the Company's common stock is based on estimates of future dividends during the expected term of the NQSOs. The expected life of the NQSOs was determined from historical exercise data providing a reasonable basis upon which to estimate the expected life. The volatility assumptions were based on historical volatility of Great Lakes. There is not an active market for options on the Company's common stock and, as such, implied volatility for the Company's stock was not considered. Additionally, the Company's general policy is to issue new shares of registered common stock to satisfy stock option exercises or grants of restricted stock. No NQSO awards were granted in 2025, 2024 and 2023. The aggregate intrinsic value of stock options represents the difference between market value on the date of exercise and the option price. No stock options were exercised during 2025. The aggregate intrinsic value of stock options exercised during 2024 was \$0.1 million. No stock options were exercised during 2023.

There were no outstanding stock options or activity under the Incentive Plan as of December 31, 2025, and during the year ended December 31, 2025.

Restricted stock units

RSUs primarily vest in equal portions over the three-year vesting period. The fair value of RSUs was based upon the Company's stock price on the date of grant. A summary of the status of the Company's non-vested RSUs as of December 31, 2025, and changes during the year ended December 31, 2025, is presented below:

Non-vested Restricted Stock Units	Shares	Weighted-Average Grant-Date Fair Value	
Outstanding as of January 1, 2025	1,646	\$	9.52
Granted	1,019		11.50
Vested	(848)		9.83
Forfeited	(33)		9.52
Outstanding as of December 31, 2025	1,784	\$	10.47
Expected to vest at December 31, 2025	1,908	\$	10.53

As of December 31, 2025, there was \$11.5 million of total unrecognized compensation cost related to non-vested RSUs granted under the Incentive Plan. That cost for non-vested RSUs is expected to be recognized over a weighted-average period of 2.0 years.

The Incentive Plan permits the employee to use vested shares from RSUs to satisfy the grantee's U.S. federal income tax liability resulting from the issuance of the shares through the Company's retention of that number of common shares having a market value as of the vesting date equal to such tax obligation up to the minimum statutory withholding requirements. The amount related to shares used for such tax withholding obligations was approximately \$1.8 million, \$2.5 million and \$0.6 million for the years ended December 31, 2025, 2024 and 2023, respectively.

Director compensation

The Company uses a combination of cash and share-based compensation to attract and retain qualified candidates to serve on its board of directors. Compensation is paid to non-employee directors. Directors who are employees receive no additional compensation for services as members of the board of directors or any of its committees. Share-based compensation is paid pursuant to the Incentive Plan. Each non-employee director of the Company receives an annual retainer of \$176, payable quarterly in arrears, and is generally paid 45% in cash and 55% in common stock or deferred restricted stock units of the Company. Directors may elect to receive some or all of the cash retainer in common stock or deferred restricted stock units. In 2025, the Chairman of the Board of Directors received an additional \$100 of annual compensation, paid 100% in common stock.

In the years ended December 31, 2025, 2024 and 2023, 21 thousand, 37 thousand and 56 thousand shares, respectively, of the Company's common stock or restricted stock units were issued to non-employee directors under the Incentive Plan.

10. REVENUE

The Company's revenue is derived from contracts for services with federal, state, local and foreign governmental entities and private customers. Revenues are generally derived from the enhancement or preservation of navigability of waterways or the protection of shorelines through the removal or replenishment of soil, sand or rock.

Performance obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the unit of account upon which the Company's revenue is calculated. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue as the performance obligation is satisfied. Fixed-price contracts, which comprise substantially all of the Company's revenue, will most often represent a single performance obligation as the promise to transfer the individual services is not separately identifiable from other promises in the contracts and, therefore, not distinct.

The Company's performance obligations are satisfied over time and revenue is recognized using contract fulfillment costs incurred to date compared to total estimated costs at completion, also known as cost-to-cost, to measure progress towards completion. As the Company's performance creates an asset that the customer controls, this method provides a faithful depiction of the transfer of an asset to the customer. Generally, the Company has an enforceable right to payment for performance completed to date.

The majority of the Company's contracts are completed in a year or less. At December 31, 2025, the Company had \$763.2 million of remaining performance obligations, which the Company refers to as total dredging backlog. Total dredging backlog does not include \$124.8 million of performance obligations related to offshore energy contracts. The Company expects to perform on its offshore energy contracts using the inclined fall-pipe vessel for subsea rock installation which is expected to be delivered and operational in the 2026. We anticipate that approximately 90% of the Company's dredging backlog and 40% of the Company's offshore energy backlog will be completed in 2026 with the remaining to be completed in 2027.

Transaction price

The transaction price is calculated using the Company's estimated costs to complete a project plus a profit margin. These costs are based on the types of equipment required to perform the specified service, project site conditions, the estimated project duration, seasonality, location and complexity of a project.

The nature of the Company's contracts gives rise to several types of variable consideration, including pay on quantity dredged for dredging projects and dredging project contract modifications. Estimated pay quantity is the amount of material the Company expects to dredge for which it will receive payment. Estimated quantity to be dredged is calculated using engineering estimates based on current survey data and the Company's knowledge based on historical project experience.

Revenue by category

Domestically, the Company's work generally is performed in coastal waterways and deep-water ports. The U.S. dredging market consists of four primary types of work: capital, coastal protection and maintenance. Foreign projects typically involve capital work.

The following table sets forth, by type of work, the Company's contract revenues for the years ended December 31, 2025, 2024 and 2023:

Revenues	2025		2024		2023	
Capital	\$	441,056	\$	348,085	\$	186,715
Coastal protection		281,598		253,360		196,343
Maintenance		135,394		161,248		203,904
Total dredging revenues		858,048		762,693		586,962
Offshore energy		30,229		—		2,663
Total revenues	\$	888,277	\$	762,693	\$	589,625

The following table sets forth, by type of customer, the Company's contract revenues for the years ended December 31, 2025, 2024 and 2023:

Revenues	2025		2024		2023	
Federal government	\$	422,541	\$	430,980	\$	438,790
State and local government		115,841		154,427		129,583
Private		319,666		177,286		18,589
Total dredging revenues		858,048		762,693		586,962
Offshore energy - private		30,229		—		2,663
Total revenues	\$	888,277	\$	762,693	\$	589,625

Contract balances

Billings on contracts are generally submitted after verification with the customers of physical progress and are recognized as accounts receivable in the balance sheet. For billings that do not match the timing of revenue recognition, the difference between amounts billed and recognized as revenue is reflected in the balance sheet as either contract revenues in excess of billings or billings in excess of contract revenues. Certain pre-contract and pre-construction costs are capitalized and reflected as contract assets in the balance sheet. Customer advances, deposits and commissions are reflected in the balance sheet as contract liabilities.

Accounts receivable at December 31, 2025 and 2024 are as follows:

	2025		2024	
Completed contracts	\$	2,979	\$	660
Contracts in progress		56,283		105,159
Retainage		11,271		12,575
		70,533		118,394
Allowance for credit losses		(364)		(364)
Total accounts receivable—net	\$	70,169	\$	118,030

The components of contracts in progress at December 31, 2025 and 2024 are as follows:

	2025	2024
Costs and earnings in excess of billings:		
Costs and earnings for contracts in progress	\$ 193,341	\$ 206,933
Amounts billed	(129,801)	(153,208)
Costs and earnings in excess of billings for contracts in progress	63,540	53,725
Costs and earnings in excess of billings for completed contracts	17,570	20,472
Total contract revenues in excess of billings	\$ 81,110	\$ 74,197
Current portion of contract revenues in excess of billings	\$ 81,110	\$ 74,197
Billings in excess of costs and earnings:		
Amounts billed	\$ (821,398)	\$ (303,810)
Costs and earnings for contracts in progress	786,618	278,014
Total billings in excess of contract revenues	\$ (34,780)	\$ (25,796)

At December 31, 2025 and 2024, costs to fulfill contracts with customers recognized as other current assets were \$8.6 million and \$10.3 million, respectively. At December 31, 2025 and 2024, costs to fulfill contracts with customers recognized as other noncurrent assets were \$2.4 million and \$7.6 million, respectively. These costs relate to pre-contract and pre-construction activities. During the years ended December 31, 2025 and 2024 the company amortized pre-contract and pre-construction costs of \$17.5 million and \$21.9 million, respectively. The Company recognized \$25.8 million in revenues during the year ended December 31, 2025 that was recorded as billings in excess of contract revenues as of December 31, 2024.

The Company's largest domestic customer is the U.S. Army Corps of Engineers (the "Corps"), which has responsibility for federally funded projects related to navigation and flood control of U.S. waterways. In 2025, 2024 and 2023, 48%, 57% and 75%, respectively, of contract revenues were earned from contracts with federal government agencies, including the Corps, as well as other federal entities such as the U.S. Coast Guard and U.S. Navy. At December 31, 2025 and 2024, approximately 12% and 19% respectively, of accounts receivable, including contract revenues in excess of billings and retainage, were due on contracts with federal government agencies. The Company depends on its ability to continue to obtain federal government contracts, and indirectly, on the amount of federal funding for new and current government dredging projects. Therefore, the Company's operations can be influenced by the level and timing of federal funding.

The Company derived revenues and gross loss from foreign project operations for the years ended December 31, 2025, 2024, and 2023, as follows:

	2025	2024	2023
Contract revenues	\$ —	\$ —	\$ —
Costs of contract revenues	(1,179)	(1,808)	(1,142)
Gross loss	\$ (1,179)	\$ (1,808)	\$ (1,142)

In 2023, foreign revenues were primarily from work done in the Middle East. The majority of the Company's long-lived assets are marine vessels and related equipment. At any point in time, the Company may employ certain assets outside of the U.S., as needed, to perform work on the Company's foreign projects. As of December 31, 2024 and 2023, long-lived assets located outside of the U.S. had no net book value. Currently our assets outside of the U.S. do not include dredges. Revenue from foreign projects has been concentrated in the Middle East which comprised less than 1% of total contract revenues in 2025, 2024 and 2023. At December 31, 2025, there were no accounts receivable due on contracts in the Middle East.

11. RETIREMENT PLANS

The Company sponsors two 401(k) savings plans, one covering substantially all non-union salaried employees ("Salaried Plan"), a second covering its hourly employees ("Hourly Plan"). Under the Salaried Plan and the Hourly Plan, individual employees may contribute a percentage of compensation and the Company will match a portion of the employees' contributions. The Salaried Plan also includes a discretionary profit-sharing component, permitting the Company to make discretionary employer contributions to all eligible employees of these plans. Additionally, the Company sponsors a Supplemental Savings Plan in which the Company makes contributions for certain key executives. The Company's expense for matching, discretionary and Supplemental Savings Plan contributions for 2025, 2024 and 2023, was \$7.1 million, \$6.1 million and \$4.8 million, respectively.

The Company also contributes to various multiemployer pension plans pursuant to collective bargaining agreements. In 2025, 2024 and 2023, the Company contributed \$7.5 million, \$5.3 million and \$5.2 million respectively to all of the multiemployer plans that provide pension benefits. The information available to the Company about the multiemployer plans in which it participates, whether via request to the plan or publicly available, is generally dated due to the nature of the reporting cycle of multiemployer plans and legal requirements under the Employee Retirement Income Security Act ("ERISA") as amended by the Multiemployer Pension Plan Amendments Act ("MPPAA"). Based upon these plans' most recently available annual reports, the Company's contributions to these plans were less than 5% of each plan's total contributions.

The Company does not expect any future increased contributions to have a material negative impact on its financial position, results of operations or cash flows for future years. The risks of participating in multiemployer plans are different from single employer plans as assets contributed are available to provide benefits to employees of other employers and unfunded obligations from an employer that discontinues contributions are the responsibility of all remaining employers. In addition, in the event of a plan's termination or the Company's withdrawal from a plan, the Company may be liable for a portion of the plan's unfunded vested benefits. However, information from the plans' administrators is not available to permit the Company to determine its share, if any, of unfunded vested benefits.

12. COMMITMENTS AND CONTINGENCIES

Commercial commitments

Performance and bid bonds are customarily required for dredging and marine construction projects. The Company has bonding agreements with Argonaut Insurance Company, Liberty Mutual Insurance Company and Philadelphia Indemnity Insurance Company, (collectively, the "Sureties") under which the Company can obtain performance, bid and payment bonds. The Company also currently has outstanding bonds with ACE Holdings, Travelers Casualty and Surety Company of America, Berkley Insurance Company and Zurich American Insurance Company. Bid bonds are generally obtained for a percentage of bid value and amounts outstanding typically range from \$1.0 million to \$10.0 million. At December 31, 2025, the Company had outstanding performance bonds with a notional amount of approximately \$1.3 billion. The revenue value remaining in backlog related to the projects totaled approximately \$554.4 million.

Certain foreign projects performed by the Company have warranty periods, typically spanning no more than one to three years beyond project completion, whereby the Company retains responsibility to maintain the project site to certain specifications during the warranty period. Generally, any potential liability of the Company is mitigated by insurance, shared responsibilities with consortium partners, and/or recourse to owner-provided specifications.

Legal proceedings and other contingencies

As is customary with negotiated contracts and modifications or claims to competitively bid contracts with the federal government, the government has the right to audit the books and records of the Company to ensure compliance with such contracts, modifications, or claims, and the applicable federal laws. The government has the ability to seek a price adjustment based on the results of such audit. Any such audits have not had, and are not expected to have, a material impact on the financial position, operations or cash flows of the Company.

Various legal actions, claims, assessments and other contingencies arising in the ordinary course of business are pending against the Company and certain of its subsidiaries. The Company will defend itself vigorously on all matters. These matters are subject to many uncertainties, and it is possible that some of these matters could ultimately be decided, resolved or settled adversely to the Company. Although the Company is subject to various claims and legal actions that arise in the ordinary course of business, the Company is not currently a party to any material legal proceedings or environmental claims. The Company records an accrual when it is probable a liability has been incurred and the amount of loss can be reasonably estimated. The Company does not believe any of these proceedings, individually or in the aggregate, would be expected to have a material effect on results of operations, cash flows or financial condition.

Lease obligations

The Company leases certain operating equipment and office facilities under long-term operating leases expiring at various dates through 2030. The equipment leases contain renewal or purchase options that specify prices at the then fair value upon the expiration of the lease terms. The leases also contain default provisions that are triggered by an acceleration of debt maturity under the terms of the Company's ABL Credit Agreement, or, in certain instances, cross default to other equipment leases and certain lease arrangements require that the Company maintain certain financial ratios comparable to those required by its ABL Credit Agreement. Additionally, the leases typically contain provisions whereby the Company indemnifies the lessors for the tax treatment attributable to such leases based on the tax rules in place at lease inception. The tax indemnifications do not have a contractual dollar limit. To date, no lessors have asserted any claims against the Company under these tax indemnification provisions.

13. SEGMENT INFORMATION

The Company reports segment information based on the management approach which designates the internal reporting used by the Chief Operating Decision Maker ("CODM"), which is the Company's Chief Executive Officer, for making decisions and assessing performance as the source of the Company's reportable segments. The Company has determined it has one reportable segment: dredging.

As the Company operates in one reportable segment, the CODM is provided financial reports which include (i) a consolidated statement of operations, (ii) plant expenses (as defined below), (iii) a summary of contract revenues by work type and backlog by customer type, (iv) a consolidated balance sheet and (v) a contract analysis of revenues and margins by project. These financial reports assist the CODM in assessing the Company's financial performance and in allocating resources appropriately.

The dredging segment provides dredging services, which generally involves the enhancement or preservation of the navigability of waterways or the protection of shorelines through the removal or replenishment of soil, sand or rock. The Company derives its revenue primarily in the United States and manages its business activities on a consolidated basis. The accounting policies of the dredging segment are the same as those described in the summary of significant accounting policies. The measure of segment assets is reported on the consolidated balance sheet as total consolidated assets. The CODM uses net income and Adjusted EBITDA to evaluate income generated from segment assets in deciding whether to reinvest profits into the operating segment or into other parts of the entity. Net income and Adjusted EBITDA are used to monitor budgeted versus actual results and to assess performance of the segment.

Net income from the Company's reportable segment is as follows:

	2025	2024
Contract revenues	\$ 888,277	\$ 762,693
Less:		
Direct contract cost	502,597	449,748
Plant expenses excluding depreciation expense *	138,773	109,670
Depreciation expense	43,422	42,699
General and administrative expenses	77,970	70,769
Other (gains) losses	(2,273)	(2,998)
Interest expense	17,312	18,556
Loss on extinguishment of debt	10,822	—
Interest income	(561)	(676)
Other (income) expense	(105)	(460)
Income tax provision	26,851	18,120
Net income	\$ 73,469	\$ 57,265

* Consists of indirect expenses that are allocated to contracts, including, but not limited to: maintenance, supplies, wear and insurance.

Great Lakes Dredge & Dock Corporation
Schedule II—Valuation and Qualifying Accounts
For the Years Ended December 31, 2025, 2024 and 2023
(In thousands)

Description	Beginning Balance	Additions	Deductions	Ending balance
Year ended December 31, 2023				
Allowances deducted from assets to which they apply:				
Allowances for doubtful accounts	\$ 564	\$ —	\$ 200	\$ 364
Valuation allowance for deferred tax assets	6,012	546	—	6,558
Total	\$ 6,576	\$ 546	\$ 200	\$ 6,922
Year ended December 31, 2024				
Allowances deducted from assets to which they apply:				
Allowances for doubtful accounts	\$ 364	\$ —	\$ —	\$ 364
Valuation allowance for deferred tax assets	6,558	757	—	7,315
Total	\$ 6,922	\$ 757	\$ —	\$ 7,679
Year ended December 31, 2025				
Allowances deducted from assets to which they apply:				
Allowances for doubtful accounts	\$ 364	\$ —	\$ —	\$ 364
Valuation allowance for deferred tax assets	7,315	(1,826)	—	5,489
Total	\$ 7,679	\$ (1,826)	\$ —	\$ 5,853

I. EXHIBIT INDEX

Number	Document Description
2.1	<u>Amended and Restated Agreement and Plan of Merger dated as of December 22, 2003, among Great Lakes Dredge & Dock Corporation, GLDD Acquisitions Corp., GLDD Merger Sub, Inc. and Vectura Holding Company LLC. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on January 6, 2004).</u>
2.2	<u>Agreement and Plan of Merger by and among GLDD Acquisitions Corp., Aldabra Acquisition Corporation, and certain shareholders of Aldabra Acquisition Corporation and GLDD Acquisitions Corp., dated as of June 20, 2006. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on June 22, 2006).</u>
2.3	<u>Agreement and Plan of Merger, dated as of February 10, 2026, by and among Great Lakes Dredge & Dock Corporation, Saltchuk Resources, Inc. and Huron MergeCo., Inc. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on February 11, 2026).</u>
3.1	<u>Second Amended and Restated Certificate of Incorporation of Great Lakes Dredge & Dock Corporation, effective May 9, 2024. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Quarterly Report on Form 10-O filed with the Commission on August 6, 2024).</u>
3.2	<u>Second Amended and Restated Bylaws of Great Lakes Dredge & Dock Corporation, dated as of January 12, 2023. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on January 19, 2023).</u>
3.3	<u>Certificate of Ownership and Merger of Great Lakes Dredge & Dock Corporation with and into Great Lakes Dredge & Dock Holdings Corp. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on December 29, 2006).</u>
4.1	<u>Description of Great Lakes Dredge & Dock Corporation Securities Registered Pursuant to Section 12 of the Exchange Act.</u>
4.2	<u>Specimen Common Stock Certificate for Great Lakes Dredge & Dock Corporation. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Annual Report on Form 10-K filed with the Commission on March 22, 2007).</u>
4.3	<u>Indenture, dated May 25, 2021, among Great Lakes Dredge & Dock Corporation, as Issuer, the guarantors party thereto, and Wells Fargo Bank, National Association, as Trustee, relating to the 2029 Notes. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Quarterly Report on Form 10-O filed with the Commission on August 3, 2021).</u>
4.4	<u>Form of 2029 Notes. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Quarterly Report on Form 10-O filed with the Commission on August 3, 2021).</u>
10.1	<u>Employment Agreement between Great Lakes Dredge & Dock Corporation and Lasse Petterson, dated as of April 28, 2017. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on May 1, 2017). †</u>
10.2	<u>Employment Agreement between Great Lakes Dredge & Dock Corporation and Scott Komblau, dated as of September 29, 2021. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on October 4, 2021). †</u>
10.3	<u>Employment Agreement between Great Lakes Dredge & Dock Corporation and Vivienne Schiffer, dated as of December 7, 2020. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Annual Report on Form 10-K filed with the Commission on February 23, 2022). †</u>
10.4	<u>Employment Agreement between Great Lakes Dredge & Dock Corporation and Eleni Beyko, dated as of January 8, 2021. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Annual Report on Form 10-K filed with the Commission on February 16, 2024). †</u>
10.5	<u>Second Amended and Restated Great Lakes Dredge & Dock Company, LLC Annual Bonus Plan effective as of January 1, 2012. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on January 17, 2012). †</u>

Number	Document Description
10.6	<u>401 (k) Savings Plan, (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Annual Report on Form 10-K filed with the Commission on March 30, 2005), †</u>
10.7	<u>Amended and Restated Great Lakes Dredge & Dock Corporation Supplemental Savings Plan effective January 1, 2014, (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Annual Report on Form 10-K filed with the Commission on March 11, 2014), †</u>
10.8	<u>Great Lakes Dredge & Dock Corporation Director Deferral Plan, adopted on November 8, 2017, (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Annual Report on Form 10-K filed with the Commission on February 28, 2018), †</u>
10.9	<u>Form of Investor Rights Agreement among Aldabra Acquisition Corporation, Great Lakes Dredge & Dock Holdings Corp., Madison Dearborn Capital Partners IV, L.P., certain stockholders of Aldabra Acquisition Corporation and certain stockholders of GLDD Acquisitions Corp., (Incorporated by reference to Great Lakes Dredge & Dock Holding Corp.'s Registration Statement on Form S-4 filed with the Commission on August 24, 2006),</u>
10.10	<u>Great Lakes Dredge & Dock Corporation 2017 Long-Term Incentive Plan, (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on May 17, 2017), †</u>
10.11	<u>Great Lakes Dredge & Dock Corporation 2021 Long-Term Incentive Plan, as amended, (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on May 12, 2025), †</u>
10.12	<u>Form of Great Lakes Dredge & Dock Corporation Restricted Stock Unit Award Agreement pursuant to the Great Lakes Dredge & Dock Corporation 2017 Long-Term Incentive Plan, (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2018), †</u>
10.13	<u>Form of Great Lakes Dredge & Dock Corporation Performance-Based Restricted Stock Unit Award Agreement (Three Year Form) pursuant to the Great Lakes Dredge & Dock Corporation 2017 Long-Term Incentive Plan, (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2018), †</u>
10.14	<u>Restricted Stock Unit Award Notice pursuant to the Great Lakes Dredge & Dock Corporation 2017 Long-Term Incentive Plan, (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Quarterly Report on Form 10-Q filed with the Commission on May 3, 2019), †</u>
10.15	<u>Performance-Based Restricted Stock Unit Award Notice pursuant to the Great Lakes Dredge & Dock Corporation 2017 Long-Term Incentive Plan, (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Quarterly Report on Form 10-Q filed with the Commission on May 3, 2019), †</u>
10.16	<u>Purchase Agreement, dated May 12, 2021, by and among the Company, certain subsidiary guarantors named therein and BofA Securities, Inc., as representative of the initial purchasers named therein, (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on May 18, 2021),</u>
10.17	<u>Second Amended and Restated Revolving Credit and Security Agreement dated as of July 29, 2022 by and among Great Lakes Dredge & Dock Corporation, as Borrower, each other Credit Party party hereto from time to time, the financial institutions which are now or which hereafter become a party hereto as lenders, PNC Bank, National Association, as Agent, PNC Capital Markets, CIBC Bank USA, Bank of America, N.A. and Truist Securities, Inc., as Joint Lead Arrangers and Joint Bookrunners, CIBC Bank USA and Truist Bank as Co-Syndication Agents, Bank of America, N.A., as Documentation Agent and PNC Bank National Association, as Green Loan Coordinator, (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on August 1, 2022),</u>
10.18	<u>Vessel Construction Agreement, dated June 5, 2020 by and between Conrad Shipyard, L.L.C., and Great Lakes Dredge & Dock Company, L.L.C., (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Quarterly Report on Form 10-Q filed with the Commission on August 4, 2020), (1)</u>
10.19	<u>Vessel Construction Agreement, dated November 15, 2021 by and between Philly Shipyard Inc., and Great Lakes Dredge & Dock Company, L.L.C., (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Annual Report on Form 10-K filed with the Commission on February 23, 2022), (1)</u>

Number	Document Description
10.20	Consulting Agreement, dated December 1, 2022, between Great Lakes Dredge & Dock Company, LLC and David E. Simonelli. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Quarterly Report on Form 10-Q filed with the Commission on May 2, 2023).
10.21	Amendment No. 1 to Second Amended and Restated Revolving Credit and Security Agreement, dated April 24, 2024. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on April 25, 2024).
10.22	Amendment No. 2 to Second Amended and Restated Revolving Credit and Security Agreement, dated May 2, 2025. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Quarterly Report on Form 10-Q filed with the Commission on August 5, 2025).
10.23	Amendment No. 3 to Second Amended and Restated Revolving Credit and Security Agreement, dated October 24, 2025 (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on October 27, 2025).
10.24	Form of Transaction Bonus Agreement. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on February 11, 2026). †
10.25	Great Lakes Dredge & Dock Company, LLC Severance Pay Plan. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on February 11, 2026). †
10.26	Letter Agreement, dated as of February 10, 2026, by and among Great Lakes Dredge & Dock Corporation, Saltchuk Resources, Inc. and Lasse Petterson. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on February 11, 2026). †
10.27	Letter Agreement, dated as of February 10, 2026, by and among Great Lakes Dredge & Dock Corporation, Saltchuk Resources, Inc. and Scott Kornblau. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on February 11, 2026). †
10.28	Letter Agreement, dated as of February 10, 2026, by and among Great Lakes Dredge & Dock Corporation, Saltchuk Resources, Inc. and Vivienne R. Schiffer. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Current Report on Form 8-K filed with the Commission on February 11, 2026). †
19	Great Lakes Dredge & Dock Corporation Insider Trading Policy. *
21	Subsidiaries of Great Lakes Dredge & Dock Corporation. *
23.1	Consent of Deloitte & Touche LLP. *
31.1	Certification Pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
31.2	Certification Pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
97	Great Lakes Dredge & Dock Corporation Statement of Policy Regarding Incentive Compensation Recoupment. (Incorporated by reference to Great Lakes Dredge & Dock Corporation's Annual Report on Form 10-K filed with the Commission on February 16, 2024).
101.INS	Inline XBRL Instance Document. *
101.SCH	Inline XBRL Taxonomy Extension Schema with embedded Linkbase documents. *
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101) *

(1)

Portions of this exhibit have been omitted pursuant to Rule 601(b)(10) of Regulation S-K. The omitted information is not material and is the type of information that the Company treats as private and confidential.

* Filed herewith

† Compensatory plan or arrangement

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Great Lakes Dredge & Dock Corporation
(registrant)

By: _____ /s/ Scott Kornblau
Scott Kornblau
Senior Vice President and Chief Financial Officer
(Principal Financial Officer and Duly Authorized Officer)

Date: February 23, 2026

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capabilities and on the dates indicated.

Signature	Date	Title
_____ /s/ Lasse J. Petterson Lasse J. Petterson	February 23, 2026	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ Scott Kornblau Scott Kornblau	February 23, 2026	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
_____ /s/ Ryan M. Bayer Ryan M. Bayer	February 23, 2026	Vice President and Chief Accounting Officer (Principal Accounting Officer)
_____ /s/ Lawrence R. Dickerson Lawrence R. Dickerson	February 23, 2026	Chairman of the Board and Director
_____ /s/ Dana Armstrong Dana Armstrong	February 23, 2026	Director
_____ /s/ Kathleen M. Shanahan Kathleen M. Shanahan	February 23, 2026	Director
_____ /s/ Earl Shipp Earl Shipp	February 23, 2026	Director
_____ /s/ Ronald R. Steger Ronald R. Steger	February 23, 2026	Director



GREAT LAKES DREDGE & DOCK CORPORATION
 POLICY AND PROCEDURES

Securities Trading and Disclosure of Confidential Information			
Applicable Company Segment: Corporate Policy (all divisions)	Revision Frequency: Annually	Revision Date: May 8, 2025	Page: Page 1 of 12
Policy Owner: Chief Compliance Officer		Approved By: Board of Directors	

Purpose: To explain the Company’s policies and procedures related to trading in Company securities and the disclosure of confidential information for key employees and directors of Great Lakes Dredge & Dock Corporation and subsidiaries.

Policy: See Attached Document and Addenda

Scope: This policy applies to all Senior Personnel. Senior Personnel means:

- a. All directors and executive officers of the Company.
- b. All directors and officers of the subsidiaries of the Company whom the Company may designate.
- c. All non-executive officers.
- d. Other persons whom the Company may designate.

This policy also applies to Senior Personnel’s family members (including a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law), anyone who lives in his/her household, and any person who does not live in his/her household but whose transactions in Company securities are directed by Senior Personnel or are subject to his/her influence or control (such as parents, children or friends who consult with Senior Personnel before they trade in Company securities). This policy also applies to other persons to the extent provided herein.

Responsibilities: See Attached Document and Addenda

Definitions:

Blackout Period: Length of time where all transactions in Company securities are prohibited, except to the extent otherwise provided in this Policy Statement.

- a. **Event-Specific Blackout Period:** Results when an event occurs that is material to the Company and is known by certain parties, so long as the event remains material and non- public. Such blackouts will not be announced unless a person whose trades are subject to pre-clearance requests permission to trade in the Company’s securities during an event- specific blackout. In such case, the Pre-Clearance Officer will inform the requester of the existence of a blackout period, without being required to disclose the reason.
- b. **Quarterly Blackout Period:** The period beginning on the fifteenth day of the last month of the end of each quarter and ending at the start of trading on the Nasdaq Stock Market on the second full trading day following the Company’s earnings press release for any quarter or year end.

Company: Great Lakes Dredge & Dock Corporation, a Delaware corporation.

Exchange Act: Securities Exchange Act of 1934.



GREAT LAKES DREDGE & DOCK CORPORATION
POLICY AND PROCEDURES

Securities Trading and Disclosure of Confidential Information			
Applicable Company Segment: Corporate Policy (all divisions)	Revision Frequency: Annually	Revision Date: May 8, 2025	Page: Page 2 of 12
Policy Owner: Chief Compliance Officer		Approved By: Board of Directors	

Material Information: Information that could reasonably affect a reasonable person's investment decision whether to buy, sell or hold the stock.

Non-public Information: Information that has not been disclosed to the public in a manner designed to reach investors generally (e.g., SEC filings, press releases or publicly accessible conference calls) and, even after such a disclosure has been made, until a reasonable time has passed after it has been disclosed.

Officer: The principal officers of the Company and may include officers of subsidiaries.

Pre-Clearance Officer: The Chief Compliance Officer or the Chief Financial Officer

SEC: Securities and Exchange Commission

Short sales of Company securities: The sale of a security that the seller does not own.

Procedure: See Attached Document and Addenda



GREAT LAKES DREDGE & DOCK CORPORATION
STATEMENT OF POLICY TO SENIOR PERSONNEL CONCERNING
SECURITIES TRADING AND DISCLOSURE OF
CONFIDENTIAL INFORMATION

This Policy Statement has been adopted by the Board of Directors of Great Lakes Dredge & Dock Corporation, a Delaware corporation (the “Company”). In adopting this Policy Statement, the Board is mindful that the Company has responsibilities to several constituencies and has various objectives and that the manner in which the Company’s Senior Personnel trade in the Company’s securities can affect those responsibilities and objectives. Consequently, while all Company personnel are required to comply with applicable law, this Policy Statement is broader than mere compliance with applicable securities laws and may prohibit conduct that is permitted by applicable law. Compliance with this Policy Statement is required of all Senior Personnel of the Company. Capitalized terms not defined in this Statement of Policy shall have the meaning set forth in the Policy.

This Policy Statement also applies to Senior Personnel’s family members (including a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law), anyone who lives in your household, and any person who does not live in your household but whose transactions in Company securities are directed by you or are subject to your influence or control (such as parents, children or friends who consult with you before they trade in Company securities). Senior Personnel are responsible for the transactions of these other persons and therefore should make them aware of the need to confer with you before they trade in the Company’s securities. This policy also applies to other persons to the extent provided herein.

Prohibition Against Trading and Tipping While Aware of Material, Non-Public Information.

It is a violation of Company policy for any person to engage in any transaction, which shall include any purchase, sale, gift or other transfer in the Company’s securities, if he or she is aware of material, non-public information concerning the Company. It also violates Company policy for any Senior Personnel in possession of material, non-public information to recommend that another person buy or sell the Company’s securities. Information is “material” if it could reasonably affect a reasonable person’s decision whether to buy, sell or hold the stock. Although it is not possible to list all types of information that might be deemed material under particular circumstances, information concerning the following subjects is often found material: (i) financial information (including internal forecasts and budgets), and particularly financial information which departs in any way from what the market would expect; (ii) significant acquisitions or dispositions (including mergers, tender offers and asset purchase or sale transactions); (iii) changes in debt ratings; (iv) significant write-downs of assets or additions to reserves for bad debts or contingent liabilities; (v) liquidity problems; (vi) stock splits and repurchases; (vii) extraordinary management

developments; (viii) significant financing transactions; (ix) major price or marketing changes; (x) labor negotiations; (xi) significant litigation or investigations by governmental bodies; (xii) unusual gains or losses in major operations; (xiii) award or loss of a significant contract; (xiv) a major cybersecurity incident; (xv) significant changes in the Company's prospects and (xvi) a change in auditors or auditor notification that the Company may no longer rely on an audit report. Information about a company generally is not material if its public dissemination would not have any impact on the price of the Company's publicly traded securities. It should be noted that either positive or adverse information may be material.

It should also be noted that materiality may depend on the type of securities involved in the analysis. Materiality can frequently be uncertain and, since your actions will be judged with hindsight, caution should be exercised. If you have any questions in this area, you should contact the Chief Compliance Officer.

Information is "**non-public**" if it has not been disclosed to the public in a manner designed to reach investors generally (*e.g.*, SEC filings, press releases or publicly accessible conference calls) and, even after such a disclosure has been made, until one full trading day has passed after it has been disclosed by means likely to result in widespread public awareness.

It also violates Company policy for any Senior Personnel to use any non-public information about the Company for personal benefit, including by trading in the securities in another company such as a competitor, customer or supplier of the Company. These prohibitions against trading while in possession of material, non-public information (or using such information for personal benefit) also apply to material, non-public information about any other company that has been obtained in the course of a person's work for the Company.

This policy continues to apply to your transactions in Company securities even after you have terminated employment or other services to the Company or a subsidiary. If you are aware of material, non-public information when your employment or service relationship terminates, you may not trade in Company securities until that information becomes public or is no longer material.

Restrictions on Selective Disclosure of Material, Non-Public Information.

It is a violation of Company policy to disclose in any manner any material, non-public information to any person except as follows: (i) disclosure to a person who has signed an appropriate agreement to hold such information in confidence; (ii) disclosure to other Senior Personnel of the Company; (iii) disclosure to Company personnel who need the information to carry out their services to the Company; (iv) disclosure to the Company's lawyers, accountants or advisors if the information disclosed is related to a matter on which they are involved; or (v) as approved by the Chief Executive Officer, Chief Financial Officer or Chief Legal Officer of the Company. All communications with investors, investor representatives, securities analysts and securities professionals shall be made solely by the Company's Chief Executive Officer, Chief Financial Officer, Director of Investor Relations or a person specifically designated by any of these individuals. All requests for information about the Company from stockholders, the financial press, investment analysts and others in the media or financial communities, whether or not involving confidential or non-public information, should be directed to Investor Relations at 346-359-1010. If any Senior Personnel should inadvertently selectively disclose any material, non-public information to any person not covered by the exceptions above, Company policy requires that such inadvertent disclosure be reported as soon as possible to the Chief Financial Officer and the Chief

Legal Officer of the Company. Such inadvertent disclosure may arise because of a mistaken belief about the materiality or non-public nature of the disclosed information, the identity of the recipient of such disclosure, the applicability of a confidentiality agreement or numerous other reasons. Applicable law (Regulation FD, in particular) may require the Company publicly to disclose promptly the information that had been inadvertently disclosed.

Blackout Periods and Pre-Clearance Procedures.

It is not permissible for any Senior Personnel to engage in any transaction, which shall include any purchase, sale, gift, or other transfer in the Company's securities, without first obtaining pre-clearance of the transaction from the Chief Compliance Officer or the Chief Financial Officer. The officer providing such pre-clearance is referred to herein as the "**Pre-Clearance Officer.**" A request for pre-clearance should be submitted to the Pre-Clearance Officer at least two days in advance of the proposed transaction. Normally, the Pre-Clearance Officer will clear, to the extent consistent with Company policy, any transaction that complies with this Policy Statement and applicable securities law and occurs outside of a period where all such transactions are expressly prohibited (a "**Blackout Period**"). However, the Pre-Clearance Officer is under no obligation to approve, and may determine not to permit, any transaction submitted for pre-clearance, even if the transaction falls outside of a Blackout Period. If pre-clearance is denied, such denial must be kept confidential by the person requesting pre-clearance. Unless otherwise provided, pre-clearance of a transaction is valid for three business days. If the transaction is not executed within that time, the person requesting pre-clearance must request pre-clearance again.

Quarterly Blackout Period. The most common form of Blackout Period, the "**Quarterly Blackout Period,**" shall mean the period beginning at the start of the fifteenth day of the last month of the end of each quarter and ending at the start of trading on the Nasdaq Stock Market on the second full trading day following the Company's earnings press release for any quarter or year end. The release of quarterly or annual financial results invariably has the potential to have a material effect on the market for the Company's securities. As such, the Quarterly Blackout Period is imposed to avoid even the appearance of insider trading. No transaction in Company securities may be conducted during a Quarterly Blackout Period other than pursuant to a properly adopted Rule 10b5-1 trading plan.

Event-Specific Blackout Period. From time to time, an event may occur that is material to the Company and is known by certain parties. So long as the event remains material and non-public, directors, officers, and such other persons as are designated by the Pre-Clearance Officer may not trade in the Company's securities other than pursuant to a properly adopted Rule 10b5-1 trading plan. The existence of an event-specific blackout will not be announced. If, however, a person whose trades are subject to pre-clearance requests permission to trade in the Company's securities during an event-specific blackout, the Pre-Clearance Officer will inform the requester of the existence of a blackout period, without being required to disclose the reason for the blackout. Any person made aware of the existence of an event-specific blackout should not disclose the existence of the blackout to any other person. The failure of the Pre-Clearance Officer to designate a person as being subject to an event-specific blackout will not relieve that person of the obligation not to trade while aware of material non-public information. Notwithstanding the above, a person in possession of material, non-public information about the Company may not engage in any

transaction involving the Company's securities either outside or inside the Blackout Period other than pursuant to a properly adopted Rule 10b5-1 trading plan.

Prearranged Trading Plans.

Rule 10b5-1(c) under the Securities Exchange Act of 1934 (the "**Exchange Act**") provides an affirmative defense to a claim of insider trading by providing that a person will not be viewed as having traded on the basis of material, non-public information if that person can demonstrate that the transaction was effected pursuant to a properly qualified, adopted and submitted written plan (or contract or instruction) that was established in good faith before the person became aware of that information as set forth in the following paragraph. Prearranged trading plans permit an insider to trade during Company Blackout Periods or at a time when the insider is otherwise in possession of material, non-public information.

As a matter of Company policy, Senior Personnel may not implement a prearranged trading plan under Rule 10b5-1 without prior clearance. Before entering into a trading plan, Senior Personnel must contact the Pre-Clearance Officer to inquire if a Blackout Period is in effect and to obtain pre-clearance of the contemplated plan. Additionally, Senior Personnel may make trades pursuant to a plan only if such plan meets the requirements set forth on Addendum 2. Senior Personnel may only enter into a trading plan when they are not in possession of material, non-public information. In addition, Senior Personnel may not enter into a trading plan during a Blackout Period or an employee benefit plan blackout period. Once a trading plan is pre-cleared, and adopted, the person adopting the plan must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. Trades made pursuant to Rule 10b5-1 plans by executive officers and directors must still be reported to the Pre-Clearance Officer. Additionally, the person adopting the plan must report any modification or termination of a Rule 10b5-1 plan to the Pre-Clearance Officer within one business day of such modification or termination.

Stock Option Exercises and Equity Award Vesting.

This Policy Statement does not apply to the exercise of employee stock options awarded under the Company's long-term incentive plans where no Company stock is sold in the market to fund the exercise price of an option. However, this Policy Statement does apply to (i) any sale of shares subject to an employee stock option as part of a cashless exercise of an option (whether net proceeds are received in cash or shares) and (ii) any other sale or exchange of shares to generate the consideration needed to fund the exercise price of an option.

In addition, this Policy Statement does not apply to the vesting of equity awards that occurs during a Blackout Period, or the exercise of a tax withholding right pursuant to which any Senior Personnel elect to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any equity award.

Hedging Transactions; Short Sales.

Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a director, officer or employee to continue to own Company securities obtained through employee benefit plans or

otherwise, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as the Company's other shareholders. Therefore, the Company prohibits Senior Personnel as well as all Company employees from engaging in such transactions.

Short sales of Company securities (*i.e.*, the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in the Company's prospects. In addition, short sales may reduce a seller's incentive to seek to improve the Company's performance. For these reasons, short sales of Company securities are also prohibited. In addition, Section 16(c) of the Exchange Act prohibits officers and directors from engaging in short sales.

Margin Accounts and Pledging.

Securities held in a margin account or pledged as collateral for a loan may be sold without your consent by the broker if you fail to meet a margin call or by the lender in foreclosure if you default on the loan. A margin or foreclosure sale that occurs when you are aware of material non-public information may, under some circumstances, result in unlawful insider trading. Therefore, the Company prohibits Senior Personnel as well as all Company employees from engaging in such transactions.

Implementation.

The Board of Directors may adopt such reasonable procedures as it deems necessary or desirable in order to implement this Policy Statement.

Personal Responsibility for Compliance with this Policy Statement.

Compliance with this Policy Statement, including having the Pre-Clearance Officer preclear a proposed transaction, is not an assurance that an insider trading violation will not be found to have occurred. This Policy Statement is only designed to reduce the risk that such violation will be found to have occurred. Senior Personnel should remember that the ultimate responsibility for adhering to this Policy Statement and avoiding improper trading rests exclusively with each individual and that pre-clearance of trades and, if applicable, of SEC Rule 10b5-1 trading plans, by the Pre-Clearance Officer does not reduce the obligations imposed on each individual by applicable laws. Any action on the part of the Company or the Pre-Clearance Officer or any other employee pursuant to this Policy Statement (or otherwise) does not in any way constitute legal advice or insulate any Senior Personnel from liability under applicable securities laws. If an individual violates this Policy Statement, the Company may take legal and/or disciplinary action, including dismissal for cause, as applicable. Senior Personnel must notify the Chief Compliance Officer or Chief Financial Officer if they become aware of a breach of this Policy Statement.

Penalties for Violations of Insider Trading Laws.

Individuals who trade on material, non-public information (or tip information to others who trade) can be liable for civil and criminal penalties, in addition to legal and disciplinary action from the Company, including dismissal for cause.

* * * *

If you have any doubt as to your responsibilities under these guidelines, please seek clarification and guidance from the Chief Compliance Officer before you act. Do not try to resolve uncertainties on your own.

The Company expects strict compliance with the foregoing policies by all persons subject to this Policy Statement. Any failure to observe these guidelines may result in serious legal difficulties for you, as well as the Company. Furthermore, any failure to follow the letter and spirit of this Policy Statement will be considered a matter of extreme seriousness and may serve as a basis for termination of employment or service.

ADDENDUM 1 TO
STATEMENT OF POLICY TO SENIOR PERSONNEL CONCERNING
SECURITIES TRADING AND DISCLOSURE OF CONFIDENTIAL
INFORMATION (THE "POLICY")

This Addendum has been adopted by the Board of Directors of Great Lakes Dredge & Dock Corporation, a Delaware corporation (the "Company"). Capitalized terms not defined in this Addendum shall have the meaning set forth in the Policy.

A. Guidelines Regarding Strategic Transactions.

From time to time, the Company may engage in strategic transactions, including acquisitions, divestitures, partnerships or other combinations. Prior to entering into such transaction, the Company conducts due diligence and analysis regarding the strategic transactions and may engage the Board in discussion or consultation. Although such deliberations may not necessarily in every instance rise to the level of material information for securities law purposes, the Board desires to restrict trading and utilization of information regarding such potential strategic transactions as follows:

1. Information regarding strategic transactions shall be considered confidential information of the Company.
 2. The Chief Compliance Officer may nominate to the Board Chair and the Chief Executive Officer ("CEO") certain strategic transactions for consideration as "Top Tier Targets." The Board Chair and CEO shall determine which strategic transactions shall be deemed Top Tier Targets, and the identity of Top Tier Targets shall be shared with each Director.
 3. Senior Personnel with prior ownership of the Top Tier Target, or a conflict of interest or potential conflict of interest in a Top Tier Target shall disclose such ownership, conflict or potential conflict to the Board.
 4. Senior Personnel who have knowledge regarding the Company's interest in Top Tier Targets shall be prohibited from buying or selling securities of the Top Tier Target. However, Senior Personnel with prior ownership of a Top Tier Target may sell his/her ownership position within five (5) business days of being notified of the placement of a company on the Top Tier Target list following approval from the Chief Compliance Officer.
 5. The Chief Compliance Officer shall review the Company's interest level in and process and progress regarding each Top Tier Target and shall consider whether the Company's activity rises to the level of material information for securities law purposes. In such cases, the Chief Compliance Officer shall initiate an Event Specific Blackout and follow the procedures set forth in the Policy.
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B. Board Consideration of Prior Ownership or Conflicts.

In the event Senior Personnel has prior ownership of a company later designated as a Top Tier Target (and does not sell his/her position in accordance with Section A4 above) or otherwise discloses a conflict of interest or potential conflict of interest, the Board shall consider whether such individual shall be excluded from participation in deliberations, analysis and/or decision-making regarding the Top Tier Target. Unless otherwise determined by the Board, restrictions shall not apply to an individual with a *de minimis* ownership or *Passive Investment* in a Top Tier Target.

“Passive Investment” means a purely financial involvement in an organization for which the individual performs no managerial functions, provides no advice, and has no ability to influence the policies, products or business of the outside organization. Passive Investments include ownership of shares in a public or private company, whether held individually, in a 401K plan or as an investment in a stock mutual fund or stock market index fund.

Senior Personnel are expected to follow the letter and spirit of the Policy and this Addendum. Failure to observe these guidelines may result in serious consequences for both Senior Personnel personally as well as the Company.

May 8, 2025

ADDENDUM 2 TO
STATEMENT OF POLICY TO SENIOR PERSONNEL CONCERNING
SECURITIES TRADING AND DISCLOSURE OF CONFIDENTIAL
INFORMATION (THE "POLICY")

Guidelines for Rule 10b5-1 Trading Plans

*Capitalized terms not defined herein have the meanings
ascribed to them in the Policy*

To be effective, a Rule 10b5-1 trading plan must:

1. Include representations certifying that (a) you are not aware of material non-public information at the time of adoption and (b) you are entering into the plan in good faith, and not as part of a plan or scheme to shield trades that would otherwise be considered violations of the insider trading laws;
 2. Specify the beginning and end dates for the Rule 10b5-1 trading plan;
 3. Specify either (a) the amount and price of the Company securities to be purchased or sold and the dates for such purchases or sales or (b) a formula that determines the amount and price of the Company securities to be purchased or sold and the dates for such purchases or sales;
 4. Be established outside of any and all Blackout Periods;
 5. Be put in place only at a broker acceptable to the Company's Pre-Clearance Officer;
 6. Be reviewed by the Company's Pre-Clearance Officer before the Rule 10b5-1 trading plan is put in place;
 7. Be subsequently modified only during an open trading window and with approval from the Company's Pre-Clearance Officer;
 8. If modified, meet all requirements of a newly adopted plan, as if adopted on the date of modification;
 9. If terminated before the end of its term and a new plan is put into place, be implemented only during a non-Blackout Period unless an exception is otherwise approved in advance by the Company's Pre-Clearance Officer;
-

10. Comply with the following “cooling-off” periods:
 - a. For the Company’s directors and Section 16 officers, provide that no trade under a Rule 10b5-1 trading plan may occur until the later of (i) 90 days after the adoption of the plan or (ii) two business days after the filing of the Company’s Form 10-Q (or Form 10-K for any plan executed during the fourth fiscal quarter) for the fiscal quarter in which the plan was adopted, up to a maximum of 120 days after adoption of the plan; or
 - b. For other insiders, provide that no trade may occur until 30 days after adoption of the Rule 10b5-1 trading plan;
11. Be the sole outstanding Rule 10b5-1 trading plan for such insider, unless an exception is approved in advance by the Company’s Pre-Clearance Officer, after evaluating whether any such additional plan would be permitted by Rule 10b5-1; and
12. Be, if such Rule 10b5-1 trading plan is a single-trade plan, the sole single-trade plan within any consecutive twelve month period.

Additionally, the Company requires that you act in good faith with respect to the Rule 10b5-1 plan for the entire duration of the plan.

May 8, 2025

SUBSIDIARIES OF THE REGISTRANT

<u>Name</u>	<u>Jurisdiction of Incorporation</u>
Great Lakes Dredge & Dock Company, LLC	Delaware
Great Lakes U.S. Fleet Management, LLC	Delaware
Great Lakes Environmental & Infrastructure Solutions, LLC	Delaware
Great Lakes Dredge & Dock do Brasil Ltda.	Brazil
Great Lakes Dredge & Dock (Bahamas) Ltd.	Bahamas
Great Lakes Dredge & Dock (UK) Limited	United Kingdom
NASDI Holdings, LLC	Delaware
Terra Contracting Services, LLC	Delaware
Terra Fluid Management, LLC	Delaware
Drews Services LLC	South Carolina

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-153207 on Form S-3 and Registration Statement Nos. 333-287107, 333-287108, 333-150067, 333-256955 and 333-185350 on Form S-8 of our reports dated February 23, 2026, relating to the financial statements of Great Lakes Dredge & Dock Corporation and the effectiveness of Great Lakes Dredge & Dock Corporation's internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Chicago, Illinois
February 23, 2026

CERTIFICATIONS PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

I, Lasse J. Petterson, certify that:

1. I have reviewed this annual report on Form 10-K of Great Lakes Dredge & Dock Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2026

/s/ LASSE J. PETERSON
Lasse J. Petterson
President and Chief Executive Officer

CERTIFICATIONS PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

I, Scott Kornblau, certify that:

1. I have reviewed this annual report on Form 10-K of Great Lakes Dredge & Dock Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 23, 2026

/s/ SCOTT KORNBLAUScott Kornblau
Senior Vice President and Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Great Lakes Dredge & Dock Corporation (the "Company") on Form 10-K for the year ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lasse J. Petterson, President and Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by Great Lakes Dredge & Dock Corporation for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

/s/ LASSE J. PETERSON

Lasse J. Petterson
President and Chief Executive Officer
Date: February 23, 2026

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Great Lakes Dredge & Dock Corporation and will be retained by Great Lakes Dredge & Dock Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Great Lakes Dredge & Dock Corporation (the "Company") on Form 10-K for the year ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Scott Kornblau, Senior Vice President and Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by Great Lakes Dredge & Dock Corporation for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

/s/ SCOTT KORNBLAU

Scott Kornblau
Senior Vice President and Chief Financial Officer

Date: February 23, 2026

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Great Lakes Dredge & Dock Corporation and will be retained by Great Lakes Dredge & Dock Corporation and furnished to the Securities and Exchange Commission or its staff upon request.
