



GREAT LAKES
DREDGE & DOCK
CORPORATION

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GREAT LAKES DREDGE & DOCK CORPORATION
SAFETY ENVIRONMENTAL AND SUSTAINABILITY
COMMITTEE CHARTER

Organization

The membership of the Safety Environmental and Sustainability Committee (the “Committee”) of Great Lakes Dredge & Dock Corporation (the “Company”) shall be consistent with the applicable listing rules of The NASDAQ Stock Market (“NASDAQ”). The Committee shall be comprised of two or more directors and shall comply with any independence requirements imposed by NASDAQ and any other applicable governmental or regulatory authorities, each as in effect from time to time.

Committee members shall be appointed by the Board of Directors of the Company (the “Board”) and shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chair of the Committee.

The Committee shall meet periodically, as deemed necessary by the Chair of the Committee. All meetings shall be at the call of the Chair of the Committee. The Committee Chair, in consultation with management and other members of the Committee, shall prepare and/or approve an agenda in advance of each meeting. Materials related to agenda items shall be provided to the Committee members sufficiently in advance of the meeting where necessary to allow the members to prepare for discussion of the items at the meeting. The Committee shall maintain written minutes of its meetings, which shall be maintained with the books and records of the Company. At least annually, the Committee will evaluate its own performance including its compliance with this Charter.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may request that any director, officer or employee of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee reasonably requests.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its

activities to the Board and make such recommendations and findings as it deems appropriate. The Committee may, upon approval by the independent directors of the Board of Directors and at the Company's expense, retain and terminate legal, accounting or other consultants or experts, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

Scope of Duties and Responsibilities

The primary responsibility for management of safety, environmental and sustainability matters relating to the Company, including compliance with laws and regulations, rests with the management of the Company. The primary purpose of the Safety Environmental and Sustainability Committee is to assist the Board of Directors on matters relating to the review and oversight of:

- The Company's compliance with safety, environmental and sustainability laws and regulations and developments at the global, national, regional and local level;
- The Company's response to the above-mentioned laws and regulations as part of the Company's business strategy and operations; and
- The Company's response to evolving public issues affecting the Company in the realm of safety, environmental and sustainability.

Process

To fulfill its duties and responsibilities, the Committee shall review and provide oversight of:

1. The Company's safety, environmental and sustainability policies, practices and actions.
2. The significant risks or exposures faced by the Company in the safety, environmental and sustainability areas and the steps taken by management to address them, including review of significant issues or incidents.
3. The Company's safety, environmental and sustainability objectives and performance, including metrics relevant to that performance.
4. Significant environmental litigation and regulatory proceedings in which the Company is, or could become, involved.
5. Trends and emerging issues at the legislative, regulatory and judicial levels concerning safety, environmental and sustainability issues that affect the Company and the industry, along with the Company's positions and responses with respect thereto.
6. Public reporting relating to the Company's environmental, safety and sustainability performance.

The Committee shall make regular reports to the Board and shall make recommendations with respect to Company's policies and practices concerning safety, environmental and sustainability issues.

Miscellaneous

The Committee shall review and reassess the adequacy of this Charter annually, and conduct an annual performance evaluation of the Committee.

To the extent required by applicable legal, regulatory or stock exchange requirements or to the extent otherwise deemed desirable by the Committee, the Committee may conduct any of its duties and responsibilities in coordination with the other members of the Board of Directors.

This Committee Charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

Dated: May 6, 2020