



**GREAT LAKES
DREDGE & DOCK
CORPORATION**

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GREAT LAKES DREDGE & DOCK CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Organization

The membership of the Nominating and Corporate Governance 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.

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, in its sole discretion and at the Company’s expense, retain and terminate legal, accounting or other consultants or experts, including search firms, 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 Committee's primary duties and responsibilities shall be:

- To screen and recommend to the Board individuals qualified to become Chief Executive Officer of the Company;
- To develop and recommend qualification standards and other criteria for selecting new directors, to identify and evaluate individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board and recommend to the Board such individuals as nominees to the Board for its approval;
- To oversee evaluations of the Board and the Board committees; and
- To oversee the Company's compliance with ethics policies and consider matters of corporate governance.

Process

To fulfill its duties and responsibilities, the Committee shall:

1. Develop and review periodically succession plans of the Chief Executive Officer, and screen and recommend to the Board candidate(s) for Chief Executive Officer.
2. Identify, screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, and consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders.
3. In the event there is a vacancy on the Board, identify and recommend individuals for appointment to the Board.
4. Develop and recommend qualification standards and other criteria for selecting nominees to the Board.
5. Review periodically the makeup of the Board and its committees and recommend, as appropriate, changes in the size and composition of the Board or the number, function or membership of its committees.
6. Identify Board members qualified to fill any vacancy on a standing committee of the Board, and recommend directors for appointment to any such committee.

7. Establish and evaluate the total compensation for the non-employee directors of the Company, and the appropriate mix of short- and long-term compensation and equity compensation; provided that, once established by this Committee, equity compensation awards shall be made by the Board's Compensation Committee.
8. Review annually the Company's Code of Business Conduct and Ethics, Compliance policies and any similar Company codes and policies, and, based on such periodic review, recommend changes to the Board as deemed appropriate.
9. Consider questions of possible conflicts of interest involving Board members, senior officers and key employees.
10. Annually review and reassess the adequacy of this Charter, and conduct an annual performance evaluation of the Committee.
11. Periodically make recommendations in connection with directors' and officers' indemnification insurance matters.
12. Develop and oversee annual evaluations of the Board and the Board Committees.
13. Develop and oversee an orientation program for new directors and a continuing education program for all directors.
14. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee deems appropriate or necessary.

Miscellaneous

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 independent 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 12, 2016