



**GREAT LAKES
DREDGE & DOCK
CORPORATION**

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GREAT LAKES DREDGE & DOCK CORPORATION
AUDIT COMMITTEE CHARTER

Organization

The membership of the Audit Committee of Great Lakes Dredge & Dock Corporation (the “Company”) shall be consistent with the applicable listing rules of The NASDAQ Stock Market (“NASDAQ”). The Audit Committee shall have at least three members, each of whom meets the independence requirements of NASDAQ and otherwise satisfies the requirements for audit committee service imposed by the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the “Exchange Act”), NASDAQ and any other applicable governmental or regulatory authorities, each as in effect from time to time. At least one member of the Audit Committee shall be an “audit committee financial expert” in accordance with the rules of the Securities and Exchange Commission, and at least one member (who may also serve as the Audit Committee financial expert) shall have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. All other Audit Committee members shall be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. No Audit Committee member shall have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

Audit Committee members shall hold their offices until their successors are elected and qualified, or until their earlier resignation or removal. All vacancies in the Audit Committee shall be filled by the Board of Directors of the Company (the “Board”). The Board shall designate one of the members as Chair of the Audit Committee, and the Audit Committee shall keep a separate book of minutes of their proceedings and actions.

The Audit Committee shall meet at least four times each year, or more frequently as circumstances dictate. To foster open communication, the Audit Committee should meet at least quarterly with management and the Internal Audit and staff and the independent auditor in separate sessions. All meetings shall be at the call of the Chair of the Audit 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. A majority of the members of the Audit Committee shall constitute a quorum for the transaction of business. The Audit Committee shall be authorized to take any permitted action by the unanimous written consent of all of the Audit Committee members.

The Committee may require 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 Audit Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Audit Committee. The Audit Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditor as well as anyone in the organization. The Audit Committee may, in its sole discretion 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 Audit Committee's primary duties and responsibilities shall be:

- To oversee the accounting and financial reporting processes of the Company, the audits of the financial statements of the Company and the Company's systems of internal controls regarding finance, accounting and legal compliance.
- To monitor the independence and performance of the Company's independent auditor and monitor the performance of the Company's internal audit function.
- To hire and fire the Company's independent auditor and approve any non-audit work performed by the independent auditor.
- To provide an avenue of communication among the independent auditor, management and the Board.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate or are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor.

Process

To fulfill its duties and responsibilities, the Audit Committee shall:

Review Procedures

1. Review and discuss the Company's annual audited financial statements and quarterly financial statements prior to filing with the SEC or distributing to stockholders or the public. Such review should include discussion with management and the independent auditor of significant issues regarding accounting principles, practices and judgments, including the Company's disclosures under

“Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Based on this review and discussion, make a recommendation to the Board as to whether the Company’s financial statements should be included in the Company’s filings with the SEC.

2. Discuss earnings press releases generally, including the use of “pro forma” or “adjusted” non-GAAP presentations, as well as financial information and earnings guidance provided to analysts and ratings agencies.
3. Review reports to management prepared by the independent auditor or internal audit staff and any responses to the same by management.
4. Review and approve any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) in accordance with the Company’s Related Party Transaction Policies and Procedures.

Independent Auditor

1. Be responsible for the appointment, compensation, retention, oversight of the work of, and termination of, the independent auditor, and approve all audit plans, engagement fees and terms (including providing comfort letters in connection with securities underwritings) and all non-audit engagements with the independent auditor. The independent auditor shall report directly to the Audit Committee.
2. Establish and observe pre-approval policies and procedures for the engagement of the independent auditor to provide permitted audit and non-audit services. The Audit Committee may delegate to one or more of its members the authority to grant such pre-approvals, provided that any decisions of such member or members to grant pre-approvals must be presented to the full Audit Committee at its next scheduled meeting.
3. On an annual basis, review, assess and discuss the formal written statement received from the independent auditor delineating all relationships they have with the Company that could impair the auditor’s objectivity and/or independence. Take or recommend that the Board take appropriate action to oversee the independence of the independent auditor.
4. Review the independent auditor’s audit plan. Discuss scope, staffing, budget, locations, reliance upon management and general audit approach. Review with the independent auditor any problems or difficulties the independent auditor may have encountered in the conduct of the audit and management’s responses thereto, and resolve any disagreements between the auditors and management regarding financial reporting.
5. Develop and recommend to the Board objective policies for the Company’s hiring of employees or former employees of the independent auditor with due regard for the continuing objectivity and/or independence of such auditor.

6. Review and evaluate the lead audit partner of the independent auditor and monitor the regular rotation of the lead audit partner, the concurring partner and other audit partners engaged in the annual audit, to the extent required by law.
7. Obtain and review a report by the independent auditor describing the auditor's internal quality-control procedures and all material issues raised by the most recent internal quality-control review, or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and all steps taken to deal with such issues.

Financial Reporting Process

1. Discuss matters required to be communicated to audit committees in accordance with applicable accounting standards, including such things as management judgments and accounting estimates, significant changes in the Company's accounting practices, significant audit adjustments, disagreements with management and difficulties encountered in performing the audit.
2. Review analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.
3. Obtain and review annually, prior to the completion of the annual audit, a report from the independent auditor describing (i) all critical accounting policies and practices to be reflected in the annual audit, (ii) all alternative treatments of financial information within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, and (iii) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences. Review any reports on such topics or similar topics prepared by management. Discuss with the independent auditor any material issues raised in such reports.
4. In consultation with management and the independent auditor, consider the integrity of the Company's financial reporting processes and controls, both external and internal. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures, including the Company's risk assessment and risk management policies. Review significant findings prepared by the independent auditor together with management's responses, including the status of previous recommendations.
5. Review (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, (b) the accounting treatment accorded to significant transactions, (c) any significant accounting issues, including any second

opinions sought by management on accounting issues, (d) the development, selection and disclosure of critical accounting estimates and analyses of the effects of alternative GAAP methods, regulatory and accounting initiatives, and off-balance sheet structures on the financial statements of the Company and (e) the Company's use of reserves and accruals, as reported by management and the independent auditor.

Internal Controls and Legal Compliance

1. Review the budget, staffing, plan, changes in plan, activities, organizational structure and qualifications of the director of the internal audit department's office and internal audit group, as needed. Review significant reports prepared by the director of the internal audit department's office and internal audit group, together with management's response and follow-up to these reports.
2. Review the appointment, performance and replacement of the director of the internal audit department and any other senior personnel responsible for financial reporting.
3. Evaluate whether management is setting the appropriate tone at the top by communicating the importance of internal controls and evaluate whether the appropriate individuals possess an understanding of their roles and responsibilities with respect to internal controls.
4. Consider and review with management, the internal audit group and the independent auditor the effectiveness or weakness in the Company's internal controls. Develop, in consultation with management, a timetable for implementing recommendations to correct identified weaknesses.
5. Review the coordination between the independent auditor and internal auditor; the risk assessment processes, scopes and procedures of the Company's internal audit work; whether such risk assessment processes, scopes and procedures are adequate to attain the internal audit objectives as determined by the Company's management and approved by the Committee; and the standards for determining the quality and composition of the Company's internal audit staff.
6. Review management's monitoring of the Company's compliance with laws and the Company's Code of Business Conduct and Ethics and ensure management has proper review systems in place to ensure that the Company's financial statements, reports and other information disseminated to governmental organizations, and the public, satisfy legal requirements.
7. Request and obtain from the independent auditor assurance that the audit was conducted in a manner consistent with Section 10A (audit requirements) of the Exchange Act.

8. Request and receive reports on the design and implementation of internal controls. Review major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.
9. Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Review periodically with management, the Chief Compliance Officer and the internal audit department these procedures and any significant complaints received.

Miscellaneous

1. Meet separately, at least quarterly, with management, with internal audit staff and with the independent auditor.
2. Discuss with internal audit staff and management their views as to the competence, performance and independence of the independent auditor.
3. Prepare the report of the Audit Committee required to be included in the Company's annual report or proxy statement.
4. The Audit Committee shall review and reassess the adequacy of this Charter annually, and conduct an annual performance evaluation of the Audit Committee.
5. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Audit Committee deems appropriate or necessary.

Dated: May 12, 2016