



**CORPORATE ETHICS & LEGAL COMPLIANCE  
POLICY (VERSION 5.0)**

Orion Group Holdings, Inc.

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**PRESIDENT & CEO's MESSAGE**

Orion Companies (collectively, the “Company” or “Orion”) and their employees have established a reputation for fair dealing and honesty and for conducting business in accordance with the highest professional, legal and moral standards. This reputation is dependent upon the continuing personal integrity of all of our employees and their ongoing commitment to the following Core Values:

- **SAFETY** - We are equally responsible and accountable for our personal safety and the safety of our teammates. Every person is authorized to stop work when an unsafe condition is present or anticipated.
- **QUALITY** - We are in business to perform quality work. We strive for predictable excellence in every task, every day.
- **DELIVERY** - We work safely and efficiently, learn from our mistakes, adapt to changes, and proactively communicate to our team, our clients, and our stockholders. We do what we say we will do.
- **TEAMWORK** - We are one team with one mission: Committed to excellence, diversity, inclusivity, and respect, as we inspire, develop, train, reward, and retain our people.
- **INTEGRITY** - It is our mission to be honest, ethical, transparent, sincere, and forthright in our dealings with others. We build our core values upon this foundation of Integrity.

In addition to the Company’s Core Values, the following principles should also govern ethical decisions to steward compliance with our own policies as well as with applicable laws, regulations, customer and creditor expectations alike and to serve the best interests of our stockholders.

- **FAIRNESS AND HONESTY** - *To our employees, customers, suppliers, creditors, competitors and stockholders as well as governmental authorities and the general public.* In addition to observing all applicable laws and regulations in all aspects of its operations, Orion is fully committed to the fundamental principles of fairness and honesty and to adherence to the highest standards of moral behavior in the conduct of its business.
- **RESPECT** - *For all of our constituencies.* Orion is fully committed to the fundamental principles of respect for each other, respect for the health and safety of our employees and the general public, respect for the environment, respect for the right of our employees to an equal opportunity workplace free of unlawful discrimination and harassment of any nature, respect for the laws applicable to our business and operations, and respect for the needs of our employees, customers, suppliers and others.
- **CANDOR** - *Within Orion,* we are committed to the free and open discussion of ideas, problems and issues among our officers and employees and with Orion's outside legal and accounting professionals. *Outside Orion,* we are committed to candor with our customers, suppliers and others, while at all times protecting Orion's confidential information and trade secrets, and to candor with our creditors and stockholders and full compliance with all applicable securities laws and regulations.



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In approving this Statement of Policy, Orion Group Holdings, Inc.'s Board of Directors and the Company's senior management reaffirm their strong commitment that the business practices of Orion be conducted in accordance with the highest professional, legal and moral standards. **These standards are applicable to every employee, officer, director, and agent of all Orion Companies.**

Although daily life provides a spectrum of situations that can never be adequately anticipated by any set of rules, we have endeavored to articulate our general policies in the following Statement of Policy concerning Corporate Ethics & Legal Compliance ("Statement"). Please read the Statement carefully. I am confident that each of us will comply with the Statement, and that our valued reputation for the highest standard of business integrity will be maintained. This Statement together with our Code of Conduct and Code of Ethics for the Principal Executive Officer and Senior Financial Officers serves as the blueprint for Orion's internal policies, now and subsequently issued. If you have any doubts about my expectations, please contact me.

/s/ Travis J. Boone

Travis J. Boone

President and Chief Executive Officer



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**GENERAL COUNSEL'S MESSAGE**

*The policies set forth in this Statement apply to all employees, officers, directors, representatives, and agents of Orion. This Statement has been prepared to enable you to understand and follow Orion's general policies with respect to business conduct. Additional policies have been and will be formulated on the subjects covered in the Statement, including, without limitation, Orion's Code of Business Conduct & Ethics ("Code of Conduct"), policies issued by the Legal Department, and policies issued by the Human Resources and Finance Departments, among others (collectively, "Internal Policies"). We trust and hope that this Statement and the Internal Policies will provide a useful guide to you in your day-to-day business activities.*

**You should be aware that complying with this Statement and all other Internal Policies is a condition of your employment and is expected and required of all Orion employees.** The failure to comply with this Statement or any of such Internal Policies will be cause for disciplinary action, up to and including dismissal. *In addition, you are required to comply with the provisions of this Statement regarding confidentiality and Company property, as well as with any employee confidentiality agreement to which you may be party, after your employment with Orion has ceased.*

This Statement is being provided to Company management personnel at all Company locations. You are expected to communicate this Statement and the requirements herein to those employees who report to you or whom you supervise. The Code of Conduct, which covers most of the matters discussed in this Statement in summary fashion, will be distributed to all Orion employees.

Much of this Statement summarizes legal requirements. It is not intended to make you an expert in such areas. Instead, it is designed to alert you to problems that you may face and enable you to know when you should obtain legal guidance before taking action that may have an adverse legal effect on Orion. Moreover, the legal requirements summarized herein are US legal requirements; different and/or additional legal requirements may apply to business conducted in other countries. Please contact me with any questions or concerns you may have with regard to the laws of other jurisdictions.

*This Statement is not an employment contract.* Orion is not creating any right to employment by issuing this Statement. Furthermore, this Statement is cumulative of and in addition to, and not limiting of, any and all other policy statements, policies (including Internal Policies) and agreements (including, without limitation, employee confidentiality agreements) to which any Orion employee is subject.

**Please remember that legal difficulties usually can be avoided or minimized if legal advice is obtained at the outset of business dealings or projects, rather than at a later stage.** I would be happy to assist you at any time. I encourage and expect you to call me directly at 713-852-6543, or by email: [generalcounsel@orn.net](mailto:generalcounsel@orn.net)) if you have any questions or require legal advice about this Statement, any other Internal Policy, or any other aspect of Orion's business.

**"Orion" and "Company" as used in these Statements and Policy refer to Orion Group Holdings, Inc., and all of its current and future subsidiaries and affiliates.**

*/s/ E. Chipman ("Chip") Earle*

E. Chipman Earle

Executive Vice President, General Counsel,  
CAO, CCO and Corporate Secretary



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### **PURPOSE:**

This policy outlines the expectations and guidelines for conducting business on behalf of Orion Group Holdings, Inc. and its subsidiaries and affiliates (collectively the “**Company**”).

### **SCOPE:**

There are specific laws pertaining to confidential information, trade secrets, Company property, political contributions, employee relations, the protection of the environment, health and safety compliance, securities trading, government contract, anti-trust compliance, anti-corruption because of their particular importance to our business activities. However, this policy is not limited to these matters, but extends to all applicable laws and regulations but domestically and internationally.

While Orion is involved in highly competitive business activities and hence must compete vigorously for market share and the maximization of profits, at the same time Orion must do so in strict compliance with all laws and regulations applicable to its activities. **No employee should at any time take any action on behalf of Orion that he or she knows, or has reason to suspect, violates any applicable law or regulation.**

### **RESPONSIBILITY:**

Each Company employee is expected and required to adhere to the following principles of business conduct set forth in this policy to ensure that Orion conducts itself in accordance with the highest professional, legal and moral standards and in a manner consistent with its obligations to its stockholders and others.

### **REFERENCE DOCUMENTS:**

1. Code of Business Conduct & Ethics
2. Code of Ethics for CEO and CFO
3. Antitrust Compliance Policy
4. Corporate Disclosure Policy
5. Disclosure Controls & Procedures Policy
6. Anticorruption Policy and FCPA Handout
7. Government Contracting Policy
8. Insider Trading Policy
9. Short-Swing Trading and Reporting Policy
10. Whistleblower Policy
11. Corporate Governance Guidelines



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**POLICY:**

**1.0 BUSINESS CONDUCT**

**1.1 Loyalty to Orion**

*As an Orion employee, you have duties of loyalty and care to Orion that require you to conduct yourself at all times in a manner that is in the best interests of Orion and its stockholders. In particular, you are required to devote your full working time, talents, skills, and energies to the furtherance of Orion's legitimate business goals and objectives, and you are required not to engage in activities that compete with Orion or otherwise are not in the best interests of Orion or its businesses or activities. In addition, as an Orion employee, you may not usurp or pursue any business or commercial opportunity or prospect that Orion is pursuing or reasonably may pursue. No Orion employee should be subject, or even appear to be subject to influences, interests, associations or relationships that conflict with the best interests of Orion. This means avoiding any activity that compromises, might compromise, or might seem to compromise the employee's integrity or Orion's best interests. These requirements are explained in more detail in [Section 2](#) below.*

**1.2 Orion Property**

All files, documents, email, technology, specifications, designs, processes, plans, intellectual property, and other materials or items (regardless of media, written, electronic or otherwise, and whether stored in local or central databases, on personal computers, in files or otherwise) of or developed or conceived by or for Orion are the *exclusive property of Orion*, and may not be removed from Orion locations except as necessary to conduct Orion's business, and then only to the extent necessary to do so. None of such materials or items is to be retained, and all such materials and items must be returned to Orion upon the termination of an employee's employment with Orion. All such materials and items developed, conceived, produced, or obtained by Orion employees in the course of their employment or by using Orion resources are the exclusive property of Orion

All documents and other materials stored on Orion computers or data bases (including personal computers and data bases thereon), and all email, are subject to review and monitoring by authorized representatives of the Company, without prior notice or consent.

**1.3 Confidential Information**

Orion prohibits the unauthorized disclosure or use of (i) confidential and/or proprietary information of third parties, except to the extent disclosed to Orion, and then subject to the terms of any applicable confidentiality agreement; (ii) Orion confidential and/or proprietary information, such as its costs, estimates, cost controls, estimating and bidding procedures, processes, systems, software, and controls, specifications, prices, commercial terms, customers, customer ordering patterns and preferences, sales, marketing and business plans and information, cost and revenue budgets, forecasts and plans, finances, financial information, technological information, processes and techniques, know-how, other intellectual property, and all other trade secrets or confidential or proprietary information; and (iii) all



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information concerning Orion's legal, financial or business affairs. *The obligations not to disclose or misuse the Company's confidential or proprietary information continue after employment has terminated.*

In addition, certain Orion employees are bound by a *confidentiality agreement with the Company*, which, among other things, prohibits the disclosure and restricts the use of Orion confidential and/or proprietary information during employment with Orion and for certain periods thereafter. If a question arises, please review that agreement and this Statement, and call the General Counsel with any concerns you may have.

These requirements, which continue beyond the term of employment with Orion, are explained in more detail in such confidentiality agreements and in Section 3 below.

**1.4 Accurate Recording and Reporting of Transactions**

**It is Orion's strict policy to make and keep books, records and accounts that, in reasonable detail, accurately and fairly reflect the transactions, finances, operations, and dispositions of assets of Orion, all in accordance with Generally Accepted Accounting Principles and Practices consistently applied, and the Company's internal control and accounting policies and procedures.** To that end, no undisclosed or unrecorded fund or asset shall be established for any purpose. No withdrawal shall be made from any disbursement account except by check or other acceptable means of transfer customarily used by major banks, and then only by authorized personnel; and no check shall be made payable to "cash" or any other unidentified payee. *No false or artificial entries shall be made in the books or records of Orion for any reason, and no employee shall engage in any arrangement that results in any such entry.* The policy of accurate and fair recording also applies to an employee's maintenance of time reports, expense accounts and other similar records. These requirements are explained in more detail in Appendix 1 attached hereto.

While it has always been of extreme importance, now that we are a public reporting company, it is essential that our financial statements accurately and fairly reflect the Company's results of operations and financial condition, as those financial statements will be filed with the Securities & Exchange Commission ("SEC") and provided to the public. The penalties for filing or providing materially inaccurate financial statements or information to the SEC or the public are severe.

**1.5 Candor**

*Senior management must be informed at all times of matters that might affect Orion's reputation for honesty and integrity or otherwise materially impact its business, operations, and results of operations or financial condition.* Concealment of such matters may be considered a signal that this Statement can be ignored, and such conduct cannot be tolerated. Accordingly, there shall be full and open communication with senior management even when it appears that less candor may be desirable to protect Orion or members of management. Likewise, there shall be no concealment of information from Orion's internal accounting staff and independent accountants/auditors, the General Counsel, or outside legal counsel.



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Here again, being a public company highlights the importance of such communications. Depending on the nature of the matter, Orion may be required to disclose such matter in order to comply with its obligations under the securities laws, and failures to comply carry significant consequences for the Company and its employees.

### 2.0 CONFLICTS OF INTEREST

*Conducting any business or any other activity that competes or interferes with (or may compete or interfere with) any of Orion's businesses, activities or commercial interests, or that involves a business or commercial opportunity or prospect that Orion is pursuing or reasonably may pursue based on its then current business or activities, is prohibited.* Moreover, employees may not engage in any other vocational or other activities that interfere with the employee providing his or her full attention and working time and efforts to the performance of his or her assigned duties and responsibilities. If there is any doubt as to whether your or any subordinate's activities may conflict with these standards, please contact your supervisor and the Company's Director, Human Resources and/or the General Counsel.

A conflict of interest exists when an employee's absolute duty to give his or her undivided business loyalty to Orion can be affected by actual or potential personal benefit from another source. Each employee is expected to avoid any influence, interest, association or relationship that interferes, might interfere or might appear to interfere with the employee's independent exercise of judgment in Orion's best interest.

Disclosures of personal interests or other circumstances that constitute or might constitute conflicts of interest are to be reported promptly and candidly to your supervisor or directly to the Director, Human Resources, or the General Counsel. Senior management will arrange for resolution of the conflict in a manner best suited to the interests of Orion. Prompt and full disclosure is always the appropriate initial step toward resolving any actual or potential conflict of interest.

Although it is impossible to prepare a list of all potential conflict-of-interest situations, they generally arise in three situations:

- a. **Interest of Employee.** When an employee, a member of the employee's household, or a trust in which the employee is involved has a significant direct or indirect financial interest in, or obligation to, or is an actual or potential customer, supplier or competitor of Orion;
- b. **Interest of Relative.** When an employee conducts business on behalf of Orion with a supplier or customer of which any relative by blood or marriage is a principal, director, officer or representative;
- c. **Gifts, etc.** When an employee, a member of the employee's household, a trust in which the employee is involved, or any other person or entity designated by the employee accepts any gift, credit, payment, service or anything else of more than token or nominal value from an actual or potential customer, supplier or competitor of Orion.



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Employees must remain alert to circumstances that could interfere with their duty of undivided loyalty to Orion. **If you have any doubt about any situation or circumstance, you should promptly contact your supervisor, the Director, Human Resources, or the General Counsel for assistance.**

### **3.0 CONFIDENTIAL INFORMATION**

One of Orion's most valuable assets consists of its confidential business information, proprietary information, know-how, intellectual property, and similar information, data and property that Orion has obtained, conceived, developed, and/or compiled, or that it subsequently obtains, conceives, develops, or compiles. Orion, at considerable expense and through the exercise of significant efforts, has obtained, conceived, developed, and/or compiled, continues to obtain, conceive, develop, and compile, and has and continues to protect the confidentiality and value of a substantial body of confidential and/or proprietary information, processes, systems, procedures, cost information, trade secrets, and intellectual property, all of which are the exclusive property of Orion and may be used only in the furtherance of Orion's legitimate business and commercial interests, and for no other purposes.

**No employee may disclose Orion's confidential or proprietary information to anyone outside of Orion except in connection with the properly authorized pursuit of Orion's legitimate business and commercial interests, and then only to the extent that such information is protected by a confidentiality agreement with such third party that has been approved by the General Counsel.** Further, all such information should be disclosed to other employees of Orion only if and only to the extent such employees "need to know" the information in order to achieve or implement Orion's business or commercial objectives. **MOREOVER, ALL ORION CONFIDENTIAL INFORMATION, WHETHER DISTRIBUTED INTERNALLY OR EXTERNALLY SHOULD BE PROMINENTLY MARKED "CONFIDENTIAL."**

Orion's confidential and/or proprietary information includes, without limitation, trade secrets, costs, cost estimates and bidding and cost estimating procedures, processes, systems, and controls, prices (including its prices as well as those of vendors and suppliers), commercial terms, customer and prospective customer lists, data and information about customers and prospective customers (including prices, pricing, other commercial terms, contract terms, ordering patterns and preferences), suppliers, vendors, subcontractors, prospective vendors, suppliers, and subcontractors, data and information about suppliers, vendors or subcontractors, and prospective suppliers, vendors or subcontractors (including prices, pricing, and other commercial terms, contract terms, ordering and delivery patterns, specifications, configurations and features), business plans and strategies, sales and marketing plans and strategies, cost and revenue budgets and plans, forecasts, financial information, finances, legal, financial and business affairs, business and commercial prospects, merger, acquisition or divestiture opportunities, plans and strategies, operations, processes and techniques, research and development, know-how, designs, inventions, and intellectual property, including in each case any and all compilations, analyses, summaries, embodiments, and formulations of any thereof and any and all related information and data.

From time to time, Orion evaluates, among other things, the possibility of acquiring or disposing of assets, making investments in other businesses, and entering into joint venture arrangements. Under no circumstances should these or other material matters be discussed informally as office gossip, over cocktails, at home or otherwise. Such discussions materially enhance the likelihood that Orion's strategic





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plans will become known to others prior to the time that Orion is prepared to execute them. Premature disclosure materially restricts Orion's planning flexibility and may make it impossible to conclude the proposed project. Moreover, such informal discussions may force Orion to prematurely disclose such plans in order to comply with applicable securities laws and regulations.

Unauthorized disclosure of confidential information may (a) *result in penalties under applicable state and federal laws*, (b) *constitute criminal theft of trade secrets and other intellectual property*, and (c) *compromise Orion's ability to achieve its strategic objectives*.

**Each employee should refrain from discussing confidential aspects of Orion's business and operations with anyone inside Orion who does not need to know the confidential information and with everyone outside Orion.**

### 4.0 POLITICAL CONTRIBUTIONS

*Political contributions by corporations in federal elections, whether by direct or indirect use of corporate funds or resources, are unlawful.* While the limitations on political contributions by corporations in state elections vary from state to state, it is Orion's policy not to make any political contributions in such elections except with the prior approval of Orion's Chief Executive Officer. While individual participation in the political process and in campaign contributions is proper and is encouraged by Orion, an employee's contribution must not be made, or even appear to be made, with Orion's funds; nor should the selection of a candidate or a party be, or seem to be, coerced by Orion. *Fines and jail sentences may be imposed on Orion's directors and officers who violate the political contribution laws and Orion itself may be fined.*

### 5.0 EMPLOYEE RELATIONS

#### 5.1 General

It is Orion's philosophy that moral business conduct begins at "home," internally within our own organization. It is, therefore, the policy of Orion that it and all employees have an obligation:

- a. to respect each employee as an individual and to be courteous and considerate to each employee;
- b. to treat each employee, applicant, supplier or business associate without discrimination with regard to race, color, sex, age, religion, veteran status, national origin or disability and to comply with all applicable laws and regulations in that regard;
- c. to provide all employees with a work environment free from harassment of a sexual, racial, ethnic or religious nature;
- d. to encourage all employees to voice their opinions freely about the policies and practices of Orion;
- e. to provide and maintain safe, clean and orderly work facilities and areas;
- f. to offer competitive standards of pay and benefits; and
- g. to operate in compliance with all applicable federal, state and local laws and regulations affecting employees.



**You should be aware that the law forbids discrimination in employment or termination on the basis of race, color, sex, age, religion, veteran status, national origin or disability.**

## 5.2 Sexual Harassment

It is illegal for any employee to engage in unwelcome sexual advances, requests for sexual favors, verbal or physical conduct of a sexual nature, or any other physical action or verbal conduct that might be construed as sexual harassment. Such activity is not condoned by Orion, and Orion's policy expressly prohibits this type of behavior. **Any employee who believes that he or she has been the subject of sexual harassment should report the alleged act immediately to his or her supervisor or to the Director, Human Resources.** An investigation of all complaints will be undertaken immediately.

## 6.0 HEALTH, SAFETY AND ENVIRONMENTAL REGULATIONS

Certain Orion facilities, operations and activities are subject to operating permits and authorizations that describe in detail the conditions under which the facilities can be legally operated. In addition, all aspects of Orion's operations are subject to comprehensive federal, state and local health, safety, and environmental regulation. **It is Orion's policy to comply fully with the terms and conditions of all operating permits and authorizations and with the provisions of all applicable health, safety, and environmental laws and regulations.** The Safety Manager or designated party responsible for safety at each Orion facility is responsible for understanding (and ensuring other relevant employees understand) the terms and conditions of all operating permits and authorizations and the provisions of all health, safety, and environmental laws and regulations applicable to his or her facility or project site, and for ensuring that Orion puts forth its best, good-faith efforts to attain and maintain compliance therewith. Failure to comply with these requirements may result in the denial of a permit renewal application as well as monetary penalties and other sanctions **including criminal sanctions for the Company and individuals.**

**The health and safety of our employees and visitors to our facilities is a primary goal and commitment of Orion.** The federal Occupational Safety and Health Act and its state and local counterparts and the US Coast Guard regulate both physical safety and exposure to harmful or hazardous substances in the workplace. In addition, the federal Toxic Substances Control Act regulates all chemical substances or mixtures which may present an unreasonable risk of injury to human health or the environment. **It is Orion's policy to comply fully with all such applicable laws and regulations.** Understanding and compliance with these statutes and their implementing regulations, also, is the responsibility of the Safety Manager of each Orion facility.

The environmental, health and safety laws and regulations are detailed and complex. If you are faced with an environmental, health or safety issue with which you are unfamiliar, you should consult Orion's Health, Safety & Environmental Policies & Procedures, and contact your Safety Manager, the Director of Human Resources, or the General Counsel.



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### 7.0 MATERIAL, NON-PUBLIC INFORMATION AND TRADING IN SECURITIES (Stock)

**It is Orion's policy that the Company and all officers, directors, and employees comply strictly with applicable securities laws and regulations.** These laws and regulations are complex and the Company has adopted several policies and related procedures to ensure compliance. Following below is a brief summary of certain legal and policy prohibitions that are the most relevant to most Orion employees in this regard.

No individual, regardless of their position within the Company, should purchase or sell the Company's securities (stock) while in possession of material, nonpublic (or "inside") information. If an individual possesses material, nonpublic information, he must abstain from trading until that information has been disclosed by the Company to the public or it has ceased to be material. Moreover, (i) trading in the securities of other companies about which an individual has obtained or received material nonpublic information by virtue of his relationship with Orion; and (ii) communicating any such material nonpublic information (of Orion or another company) to others who may trade on or while in possession of such information are also prohibited.

Information is "material" when there is a substantial likelihood that a reasonable investor would consider the information important in deciding to buy, sell, or hold Company or other securities. Changes in dividend policies, major business developments, developments concerning major projects, customers, or suppliers, the purchase or sale of significant assets, extraordinary management developments, and possible acquisitions are all non-exclusive examples of information which may be considered "material."

Information is "nonpublic" until it has been effectively communicated to the market place in a manner that makes it available to investors generally. Once the information has been publicized - such as in a SEC filing or to a news service - and investors have had sufficient time to evaluate it, the information will no longer be considered "nonpublic." As a general rule, information will be considered "nonpublic" for at least two business days after its publication. Those who are privy to undisclosed revenue forecasts or earnings results must exercise particular caution not to trade until this information has been released to and absorbed by the market.

Penalties for trading on (or while in possession of) material, nonpublic information or communicating ("tipping") such information to others who trade on (or while in possession of it) include severe criminal and civil penalties and disgorging of all profits. The Company may be subject to penalties as well should an employee trade on or while in possession of inside information.

### 8.0 ANTITRUST COMPLIANCE

**Complete compliance with all applicable antitrust laws is the policy of Orion and the responsibility of each employee.** Failure to comply could result in serious consequences for Orion and offending employees. Violations of many antitrust laws are crimes, which could subject Orion and the individuals to heavy fines, and individuals to possible imprisonment as well. While the Antitrust laws are too expansive to be summarized here meaningfully, the main impacts on Orion's operations are addressed below. Also, see the Company's Antitrust Compliance Policy for further detail.



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The antitrust laws prohibit agreements and understandings that unreasonably restrain trade. The law completely prohibits any understanding whatsoever between competitors with respect to price or any element of price (e.g., discounts, rebates, freight breaks, payment terms, credit terms, or any other item that could impact price or the effective price), including arrangements between competitors that may tend to stabilize prices. Thus, an agreement among competitors to adhere to a specific formula for determining price is just as unlawful as an agreement as to the price itself.

Note that the sharing of cost information among competitors is simply another way to discuss prices with competitors. It will be viewed under the Antitrust laws as a means to achieve price fixing among competitors, which is patently illegal. In addition, sharing of cost information would violate aspects of this Statement regarding confidentiality and would be detrimental to Orion's business interests.

Also, flatly prohibited are any understandings between competitors with respect to the division or allocation of markets, territories, or customers; bid rigging; agreements not to participate in bids; and the boycotting by competitors of third parties. All such arrangements are completely illegal. They cannot be defended or justified in any way, no matter how good the competitors' intentions may have been.

The principal antitrust risks to Orion can be avoided by avoiding communications with competitors that present the risk of exchanging competitively sensitive information such as pricing and cost information and plans with respect to upcoming project bids.

**All employees must avoid the exchange of sensitive business information with competitors.**

### 9.0 COMPLIANCE WITH OTHER LAWS

#### 9.1 Bribery of Public Officials

Bribery, or the giving of money or anything else of value in an attempt to influence the action of a public official, is unlawful. No employee is authorized to pay any bribe or make any other illegal payment on behalf of Orion, no matter how small the amount. This prohibition extends to payments to consultants, agents and other intermediaries when the employee has reason to believe that some part of the "fee" payment will be used for a bribe or otherwise to influence government actions.

The Foreign Corrupt Practices Act, which applies to the Company's operations in other countries, includes specific provisions barring payments to foreign government officials and the conferring of other benefits. See the Company's Anti-Corruption Policy for more detail.

#### 9.2 Commercial Bribery

Payment (other than for purchase of a product or procurement of a service) or giving of a gift, credit, payment, service or anything else of other than token or nominal value to suppliers or customers or their agents, employees or fiduciaries may constitute a commercial bribe, which may also be a violation of law. Commercial bribery is also against the policy of Orion, and no employee may engage in such bribery on behalf of Orion.



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### **9.3 Government Contracting Laws**

Distinct from contracting with private entities, negotiating and contracting with governmental agencies and other entities are subject to an array of laws and regulations that vary depending on whether the agency/entity is federal, state or local and depending on the specific agency or entity. For purposes of this Statement the most important feature of those government contracting laws and regulations is the prohibition on providing false information or misleading statements to the government contracting agency or entity. Engaging in such conduct is prohibited by law and by this Policy Statement. The provision of false or misleading information or statements to governmental agencies or entities subjects the Company and its employees to civil and criminal liability under, for example, The False Claims Act and the False Statements Act. See the Company's Policy on Government Contracting Compliance for further detail.

### **9.4 Tax Laws**

It is the policy of Orion to obey local, state and federal tax laws. No employee should on behalf of Orion enter into any transaction that the employee knows or has reason to suspect would violate such laws.

### **9.5 Participation in Violations of Law by Others**

Neither Orion nor its employees should assist any third party in violating any law. This policy applies regardless of whether Orion's assistance itself violates applicable law.

## **10.0 OTHER MATTERS**

### **10.1 Reporting Violations**

If you have any questions or concerns about compliance with this Statement or any other Orion Internal Policy, talk with your supervisor and/or contact the Compliance Officer/General Counsel (contact information below). You are expected and encouraged to report any violations or suspected violations of this Statement or any other Orion Internal Policies. Failure to promptly notify a supervisor or the Compliance Officer of a violation of this Statement or any of those policies is a breach of this Statement and may result in disciplinary action. You can report suspected violations in three ways:

First, you can either call the Company's hotline at 866-777-7840, or go online at <https://www.whistleblowerservices.com/oghi> to report suspected violations, both on an anonymous basis. "Click on" access to the online "hotline" is available at the Company's web site at [www.oriongroupholdingsinc.com](http://www.oriongroupholdingsinc.com).

Second, also anonymously, you can contact the Chief Compliance Officer (also the General Counsel) regarding any such suspected violations, or write a letter describing the suspected violation with as much detail as possible and sending the letter to:



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Orion Group Holdings, Inc.  
CONFIDENTIAL/PRIVILEGED - Conduct of Business Affairs  
**ATTN: Chief Compliance Officer**  
12000 Aerospace Ave., Suite 300  
Houston TX 77034  
Phone: 713-852-6543  
Email: [gcounsel@orn.net](mailto:gcounsel@orn.net) or [chiefcomplianceofficer@orn.net](mailto:chiefcomplianceofficer@orn.net)

Third, you can report any suspected violations of this Statement or other Orion Internal Policies directly to your supervisor, who, in turn, will contact the Compliance Department.

You may, but are not required to, sign letters or other reports submitted. Anonymous letters and other reports will be investigated and acted upon in the same manner as letters and reports that contain a signature. All letters and other reports should contain as much specific detail as possible to allow the Company to conduct an investigation of the reported matter.

All letters and other reports submitted shall be kept in confidence and acted upon only by designated objective Company personnel unless disclosure is required or deemed advisable, in connection with any governmental investigation or report, in the interest of the Company, or in the Company's legal defense of the matter. The Company will not permit any form of retribution upon or retaliation against any employee who uses the reporting system in good faith to report suspected wrongdoers, unless the individual reporting is one of the violators. The Company will not tolerate any harassment or intimidation of any employee using or seeking to use the reporting system.

You can discuss your concerns without fear of any form of retaliation. When you report a suspected violation of this Statement or other Internal Policies:

- You will be treated with respect.
- Your concerns will be taken seriously. If your concerns are not resolved at the time of your report, you will be informed of the outcome if you provide your contact information.
- You will not be required to identify yourself.
- Your communication will be protected to the greatest extent possible.

## **10.2 Annual Reporting**

Annually, Orion will require relevant employees to complete and submit a statement in a form designated by Orion certifying compliance with the policies set forth in this Statement. An employee's failure to sign and return any such certification does not render this Policy statement non-binding on such employee and does not excuse the employee's full compliance with this Policy Statement. Orion reserves the right to request any employee to complete and submit such statement at any time or as frequently as Orion may deem advisable.



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**10.3 Periodic Review and Supplementation**

The General Counsel is charged with the responsibility of reviewing changes in laws applicable to Orion and of recommending and implementing changes to this Statement. Accordingly, supplements to and revisions of this Statement may be adopted from time to time.

Since all recipients are obligated to observe the requirements of applicable laws and regulations, failure to receive or review a copy of this Statement or any supplement or revision will not be an excuse for failure to observe the requirements of any applicable law or regulation then in effect of which the recipient had knowledge or reasonably should have had knowledge. Moreover, the other requirements and obligations set forth herein are already, in most cases, mandated by applicable law. Here again, failure to receive or review a copy of this Statement or any supplement or revision will not be an excuse for failure to observe such requirements and obligations.

<b>Policy Number:</b> ORN_LEG003 Corporate Ethics & Legal Compliance Policy (With Statements)			<b>Supersedes:</b> Policy Version 4.0
<b>Version</b>	<b>Rev Date</b>	<b>Approving Authority</b>	<b>Revision History</b>
0.0	11/28/07	GC	Policy adoption
1.0	2/1/10	Buchler	Change of GC and CCO
2.0	11/1/15	Buchler	Corrections.
3.0	7/6/16	Buchler	Company name and logo change.
4.0	1/2/19	Buchler	Revised for new format.
5.0	7/31/24	Earle	Updated information regarding leadership, contact information, helpline identification and website reference.



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**Appendix 1—Accuracy of Business Records**

**A. Accuracy and Retention of Business Records**

*Accounting standards and applicable U.S. laws require that all transactions, operations, finances, and dispositions of Company assets must be properly and accurately recorded in all the books and accounts of the Company, and that the Company must establish and maintain a system of internal accounting controls sufficient to provide reasonable assurance that transactions are properly executed and recorded.*

**We will and every employee must record and report all data and information accurately and honestly. All records, reports, accounts, and other documents of the Company must be prepared accurately and truthfully.**

The Company shall make and retain books, records and accounts that, in reasonable detail, accurately and fairly reflect the Company's transactions, operations, finances, and the disposition of its assets and conform to applicable legal requirements, generally accepted accounting principles and practices, applied on a consistent basis, and the Company's accounting policies and procedures. *All entries into the books and records of the Company shall conform to such standards in all respects; no irregular or inappropriate entries shall be tolerated.* Each transaction must conform to management's general or specific authorization, and each entity shall devise and maintain an appropriate system of internal accounting controls. *No entry may be made on the Company's books and records that misrepresents, misstates, obfuscates, hides or disguises the true nature of any transaction.*

**Any and all questions or concerns must be communicated to your Controller and the Corporate Controller.**

Without limitation, the Company shall not:

- Establish or use any secret or off-balance sheet fund or account for any purpose, and any off-balance sheet transaction shall require the approval of the President, CFO, General Counsel, and the Board of Directors;
- Use corporate funds to establish or use any numbered bank account that is not identified by the name of the owner; or
- Establish or use any offshore corporate entity for any purpose other than a legitimate Company business purpose.

Company records should be retained for the period of time required by applicable law, which shall be specified in the applicable record retention schedule. If not specified, seek guidance from the General Counsel. After that, they may be disposed of unless litigation or an investigation is pending, or unless the General Counsel has suspended the discard of documents under the Company's Document Retention Policies. Employees should consult the Company Legal Department for assistance in





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reviewing applicable retention guidelines and for counsel on the propriety of disposing of a Company record or document.

These requirements and obligations apply both to everyday documents, such as time cards, expense reports, test reports, manufacturing records and accounting entries, and to less routine documents or reports, such as cost estimates, contract proposals, and other presentations to management, customers and the public. If you prepare such records or represent or certify the accuracy of information in such records, you must be diligent in assuring their accuracy and integrity.

**B. Particular Areas of Concern**

***Financial Reporting and Accounting***

We must comply with generally accepted accounting principles and practices and with accounting policies and financial controls as established by the appropriate company officials, at all times. All assets, liabilities, revenues and expenses of Orion are to be entered in the regular company books, records and other documents. These books, records and documents must also accurately reflect and properly describe the transactions they record. For example, and without limitation:

- No undisclosed or unrecorded fund, asset, or account of the Company will be established for any purpose;
- No false or artificial entries will be made in the books, records or accounts of the Company for any reason, and no employee will engage in any arrangement that results in prohibited entries; and
- No payment on behalf of the Company will be approved or made with the intention or understanding that any part is to be used for any purpose other than that described by the supporting document.

***Pricing***

Obviously, you must not submit or concur in the submission of any claim, bids, proposals or other related documents that contain false or fictitious information. Beyond that, employees responsible for pricing products and services must comply with any applicable internal policies and customer requirements.

***Reporting of Expenses.***

All expense items associated with travel or business matters, including airfare, hotel expenses, taxi/limousine services, car rental, and entertainment, must be accurately and fully documented on the expense report (whether or not they are paid directly) with applicable receipts attached. The documentation should include identification of the customer involved, where a customer is involved, and a brief description of the business matter that required the expense.



**Exhibit A**

**Acknowledgment of Receipt and Certification of Compliance with Orion Group Holdings, Inc.’s  
Corporate Ethics and Legal Compliance Policy Statement (“Statement”)**

1. I have read and understand the Company’s Corporate Ethics and Legal Compliance Policy Statement and its reporting procedures. I acknowledge that I am required to comply with its provisions. I understand that the Compliance Officer is available to answer any questions I have regarding the Statement.

2. I am, and have been in compliance, with and will continue to comply with the Policy for so long as I am subject to the Statement.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Position: \_\_\_\_\_

Name: \_\_\_\_\_