

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant ☒

Filed by a party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary proxy statement

☐ Definitive proxy statement

☒ Definitive additional materials

☐ Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

☐ Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))

ORION GROUP HOLDINGS, INC.

(Name of Registrant as Specified in its Charter)

Payment of filing fee (Check the appropriate box):

☒ No fee required

☐ Fee computed on the table below per Exchange Act Rules 14a-6(i)(I) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement number:

(3) Filing party:

(4) Date filed:

Your **V**ote Counts!

ORION GROUP HOLDINGS, INC.

2022 Annual Meeting

Vote by May 18, 2022

11:59 PM ET



D69722-P67715

You invested in ORION GROUP HOLDINGS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 19, 2022.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 5, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit **www.ProxyVote.com**

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 19, 2022
10:00 a.m. CDT

Virtually at:
www.virtualshareholdermeeting.com/ORN2022

*Please check the meeting materials for any special requirements for meeting attendance.

V1.1

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

ORION GROUP HOLDINGS, INC.

2022 Annual Meeting

Vote by May 18, 2022

11:59 PM ET

Voting Items	Board Recommends
1. To elect two Class III members to our Board of Directors each to serve a three-year term and until a successor is duly elected and qualified; and to elect one Class II member to serve remaining two-year period and until a successor is duly elected and qualified Nominees:	
1a. Austin J. Shanfelter	✓ For
1b. Mary E. Sullivan	✓ For
1c. Quentin P. Smith, Jr.	✓ For
2. A non-binding advisory proposal to approve the compensation of our named executive officers as disclosed in the proxy statement (the "say-on-pay" vote);	✓ For
3. Approval of the 2022 Long-Term Incentive Plan;	✓ For
4. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2022; and	✓ For

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.