

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 17, 2022, the Board of Directors (the “Board”) of Orion Group Holdings, Inc. (the “Company”) appointed Travis J. Boone, President and Chief Executive Officer of the Company, to serve as a Class I Director effective November 17, 2022. Mr. Boone’s term will expire at the 2023 Annual Meeting of Stockholders. In conjunction with its annual director nomination process, the Nominating and Governance Committee will propose Mr. Boone’s for election by the stockholders at the 2023 annual meeting to continue to serve as a Class I Director with a term three years until the 2026 Annual Meeting of Stockholders.

With Mr. Boone’s appointment, the Board will consist of three Class I members with terms expiring in 2023, three Class II members with terms expiring in 2024, and two Class III members with terms expiring in 2025.

Mr. Boone was named President and Chief Executive Officer, effective September 12, 2022. Mr. Boone, served as a regional Chief Executive of AECOM and legacy companies since May 2017 and other key positions since 1999. From 1986 to 1999 he held various positions with several contracting companies in the utility/pipeline construction and commercial building construction industries. He is a Professional Engineer and Board-Certified Safety Professional. Mr. Boone graduated from New Mexico State University with a Bachelor of Science degree in Civil/Structural Engineering and has an Associate of Arts degree in Business Administration from Mid-American Christian University.

As an employee of the Company, Mr. Boone will receive no additional compensation for his service on the Board nor will he serve on any of the Board’s three standing committees.

A copy of the Company’s press release announcing the appointment of Mr. Boone is attached as Exhibit 99.1.

Item 9.01 Financial Statement and Exhibits

A copy of the press release dated November 21, 2022 announcing the appointment of Mr. Boone to the Board of Directors described in Item 5.02 is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued November 21, 2022 announcing the appointment of Travis J. Boone to the Board of Directors.
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 21, 2022

Orion Group Holdings, Inc.

By: /s/ Peter R. Buchler

Secretary



ORION GROUP HOLDINGS, INC. ANNOUNCES THE APPOINTMENT OF TRAVIS J. BOONE TO THE BOARD OF DIRECTORS

HOUSTON – November 21, 2022 – Orion Group Holdings, Inc. (NYSE: ORN) (the “Company”), a leading specialty construction company, today announced the appointment of Travis J. Boone to the Board of Directors.

As previously announced, Mr. Boone, was named President and Chief Executive Officer, effective September 12, 2022. Mr. Boone was appointed to the Board of Directors effective November 17, 2022. Mr. Boone’s initial term will expire at the 2023 Annual Meeting of Stockholders, at which time the Nominating and Governance Committee will propose Mr. Boone’s election to continue serving as a Class I director, with a term of three years until the 2026 Annual Meeting of Stockholders. The appointment of Mr. Boone expands the Orion Group Holdings, Inc. Board to eight Directors.

About Orion Group Holdings, Inc.

Orion Group Holdings, Inc., a leading specialty construction company serving the infrastructure, industrial and building sectors, provides services both on and off the water in the continental United States, Alaska, Canada and the Caribbean Basin through its marine segment and its concrete segment. The Company’s marine segment provides construction and dredging services relating to marine transportation facility construction, marine pipeline construction, marine environmental structures, dredging of waterways, channels and ports, environmental dredging, design, and specialty services. Its concrete segment provides turnkey concrete construction services including pour and finish, dirt work, layout, forming, and rebar across the light commercial, structural and other associated business areas. The Company is headquartered in Houston, Texas with regional offices throughout its operating areas.

Forward-Looking Statements

The matters discussed in this press release may constitute or include projections or other forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, the provisions of which the Company is availing itself. Certain forward-looking statements can be identified by the use of forward-looking terminology, such as 'believes', 'expects', 'may', 'will', 'could', 'should', 'seeks', 'approximately', 'intends', 'plans', 'estimates', or 'anticipates', or the negative thereof or other comparable terminology, or by discussions of strategy, plans, objectives, intentions, estimates, forecasts, outlook, assumptions, or goals. In particular, statements regarding future operations or results, including those set forth in this press release and any other statement, express or implied, concerning future operating results or the future generation of or ability to generate revenues, income, net income, profit, EBITDA, EBITDA margin, or cash flow, including to service debt, and including any estimates, forecasts or assumptions regarding future revenues or revenue growth, are forward-looking statements. Forward looking statements also include estimated project start date, anticipated revenues, and contract options which may or may not be awarded in the future. Forward looking statements involve risks, including those associated with the Company's fixed price contracts that impacts profits, unforeseen productivity delays that may alter the final profitability of the contract, cancellation of the contract by the customer for unforeseen reasons, delays or decreases in funding by the customer, levels and predictability of government funding or other governmental budgetary constraints and any potential contract options which may or may not be awarded in the future, and are the sole discretion of award by the customer. Past performance is not necessarily an indicator of future results. In light of these and other uncertainties, the inclusion of forward-looking statements in this

press release should not be regarded as a representation by the Company that the Company's plans, estimates, forecasts, goals, intentions, or objectives will be achieved or realized. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company assumes no obligation to update information contained in this press release whether as a result of new developments or otherwise. Please refer to the Company's Annual Report on Form 10-K, filed on March 7, 2022, which is available on its website at www.oriongroup Holdings Inc.com or at the SEC's website at www.sec.gov, for additional and more detailed discussion of risk factors that could cause actual results to differ materially from our current expectations, estimates or forecasts.

Orion Group Holdings, Inc.
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