

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
☐ Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))
☐ Definitive proxy statement
☒ Definitive additional materials
☐ Soliciting material under Rule 14a-12

ORION GROUP HOLDINGS, INC.

(Name of Registrant as Specified in its Charter)

Payment of filing fee (Check all boxes that apply):

- ☒ No fee required
☐ Fee paid previously with preliminary materials.
☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-

Your **Vote** Counts!

ORION GROUP HOLDINGS, INC.

2023 Annual Meeting

Vote by May 17, 2023

11:59 PM ET



D97953-P88279

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 18, 2023.**

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 4, 2023. 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 18, 2023
10:00 A.M. Central Time

Virtually at:
www.virtualshareholdermeeting.com/ORN2023

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

VI.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.

2023 Annual Meeting
Vote by May 17, 2023
11:59 PM ET

| Voting Items | Board Recommends |
|--|---------------------|
| 1. To elect three Class I members to our Board of Directors each to serve a three-year term and until a successor is duly elected and qualified. Nominees: | |
| 1a. Thomas N. Amonett | ✓ For |
| 1b. Margaret M. Foran | ✓ For |
| 1c. Travis J. Boone | ✓ 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 frequency of the "say-on-pay" vote; | 1 Year |
| 4. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2023. | ✓ For |

NOTE: To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.