

Babcock & Wilcox Enterprises, Inc.
Related Party Transactions Policy

Introduction

This Related Party Transactions Policy (“Policy”) establishes a framework whereby Related Party Transactions (as defined below) will be evaluated and approved or, on an exception-only basis, ratified by the Related Party Transactions Committee (the “Committee”) of the Board of Directors (the “Board”) of Babcock & Wilcox Enterprises, Inc. (the “Company”).

Under this Policy, a Related Party Transaction shall be consummated or continued only if the Committee approves or ratifies such transaction as being in, or not inconsistent with, the best interests of the Company and its stockholders. This Policy is intended to augment and work in conjunction with the Company’s Code of Business Conduct and any other policies or processes having code of conduct and/or conflict of interest provisions including B&W Policy 0200-05 (Conflicts of Interest).

The Committee periodically shall review this Policy and may recommend amendments to this Policy from time to time as it deems appropriate.

Definitions

For purposes of this Policy, a “**Related Party**” is:

1. Any Director or Executive Officer (as such terms are defined below) of the Company, and any individual who was a Director or Executive Officer of the Company at any time since the beginning of the last fiscal year.
2. Any nominee for election as a Director of the Company.
3. Any individual or entity known to the Company to be the beneficial owner of more than five percent (5%) of any class of the Company’s voting securities.
4. Any immediate family member of an individual identified in subparagraphs 1 through 3 above. An immediate family member would be any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such individual, and any individual (other than a tenant or employee) sharing the household of such individual.

For purposes of this Policy, a “**Director**” is a member of the Board, and an “**Executive Officer**” means an employee of the Company that is covered by Section 16a-1(f) of the Securities Exchange Act of 1934, as amended and in effect from time to time.

For purposes of this Policy, a “**Related Party Transaction**” is any transaction, arrangement or relationship (or series of similar transactions, arrangements or relationships) in which the Company (or any of its subsidiaries) is, was or will be a participant and the amount involved exceeds \$120,000, and in which the Related Party

had, has or will have a direct or indirect material interest, other than:

1. Employment relationships or transactions involving an Executive Officer and any related compensation solely resulting from such employment if (i) the compensation is required to be reported in the Company's annual proxy or (ii) the Executive Officer is not an immediate family member specified in subparagraph 4 in the definitions above and such compensation was approved, or recommended to the Board for approval, by the Compensation Committee of the Company.
2. Compensation for serving as a Director of the Company.
3. Payments arising solely from the ownership of the Company's equity securities in which all holders of that class of equity securities received the same benefit on a pro rata basis.
4. Indebtedness arising from ordinary-course transactions such as the purchases of goods and services at market prices, and indebtedness transactions with any individual or entity that is a Related Party only by virtue of subparagraph 3 in the Definitions above.
5. Transactions where the rates or charges are determined by competitive bids.
6. Transactions where the rates or charges are fixed in conformity with law or governmental authority in connection with the provision of services as a common or contract carrier or public utility.
7. Ordinary course transactions involving the provision of certain financial services (e.g., by a bank depository, transfer agent, registrar, trustee under a trust indenture or similar services).

The Policy is intended to comply with Item 404 of Regulation S-K. To the extent that Item 404 of Regulation S-K is amended change any of the foregoing definitions, such amended definition in Regulation S-K will control.

Review and Approval of Related Party Transactions

Management shall present to the Committee the following information, to the extent relevant, with respect to actual or potential Related Party Transactions:

1. A general description of the transaction(s), including the material terms and conditions.
2. The name of the Related Party and the basis on which such individual or entity is a Related Party.
3. The Related Party's interest in the transaction(s), including the Related Party's position or relationship with, or ownership of, any entity that is a party to or has an interest in the transaction(s).

4. The approximate dollar value of the transaction(s), and the approximate dollar value of the Related Party's interest in the transaction(s), without regard to amount of profit or loss.
5. In the case of a lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments expected to be made.
6. In the case of indebtedness, the aggregate amount of principal to be outstanding and the rate or amount of interest to be payable on such indebtedness.
7. Any other material information regarding the transaction(s) or the Related Party's interest in the transaction(s).

After reviewing such information, the disinterested members of the Committee shall approve or disapprove such transaction. No member of the Committee shall participate in the review, consideration or approval of any Related Party Transaction with respect to which such member or any member of his or her immediate family is a Related Party. Approval of such transaction shall be given only if it is determined by the Committee that such transaction is in, or not inconsistent with, the best interests of the Company and its shareholders.

If any material information with respect to such transactions shall change subsequent to the Committee's review of such transactions, management shall provide the Committee with updated information at its next scheduled meeting.

In the event management becomes aware of a Related Party Transaction that has not been previously approved or ratified under this Policy, it shall be submitted to the Committee promptly, and the Committee shall review the Related Party Transaction in accordance with the criteria set forth in this Policy, taking into account all of the relevant facts and circumstances available to the Committee. Based on the conclusions reached, the Committee shall evaluate all options, including, without limitation, approval, ratification, amendment or termination of the Related Party Transaction or, with respect to any Related Party Transaction that is no longer pending or ongoing, rescission and/or disciplinary action. Any such determination by the Committee shall be reported to the Audit Committee and at the Committee's or Audit and Finance Committee's discretion, to the full Board.

In the event management determines it is impractical or undesirable to wait until the next meeting of the Committee to approve a Related Party Transaction, the Chair of the Committee may review and approve the Related Party Transaction in accordance with the criteria set forth herein. The Chair of the Committee will report any such approval to the Committee at its next regularly scheduled meeting.

The Committee shall report all material Related Party Transactions it has reviewed to the Audit Committee and at the Committee's or Audit and Finance Committee's discretion, to the full Board.