

BABCOCK & WILCOX ENTERPRISES, INC.

Related Party Transactions Committee Charter

Purposes

The primary purpose of the Related Party Transactions Committee (the “Committee”) of the Board of Directors (the “Board”) of Babcock & Wilcox Enterprises, Inc. (the “Company”) is to assist the Board in fulfilling its responsibilities with respect to the approval of related party transactions as described herein.

Committee Membership

Size and Qualifications. The Committee will consist of each member of the Board that meets the independence requirements of the New York Stock Exchange (the “NYSE”), as such requirements are interpreted by the Board in its business judgment, including as set forth in the Company’s Corporate Governance Principles.

Selection. The members of the Committee will be appointed and removed by the Board in the manner prescribed by the Company’s Corporate Governance Principles. The Committee shall have one member of the Committee as its chairperson as designated by the Board. If the Board should fail to elect a chairperson, or should the chairperson be absent or unavailable, the members of the Committee may designate a chairperson.

Meetings

The Committee will meet in person or telephonically as frequently as it may determine necessary to comply with its duties and responsibilities as set forth herein. The structure of the meetings and the preparation of the agenda will be in the manner prescribed by the Company’s Corporate Governance Principles.

The Committee will meet periodically with management in separate executive sessions to discuss any matters that the Committee or management believe should be discussed privately. The Committee will maintain a high degree of independence both in establishing its agenda and directly accessing various members of management of the Company and its subsidiaries.

Duties and Responsibilities

The Committee’s principal responsibility is to review and approve or disapprove all related party transactions in accordance with the Company’s Related Party Transactions Policy. The Committee’s duties and responsibilities are limited to:

1. *Review of Related Party Transactions.* The Committee will review and approve all proposed transactions required to be disclosed under Item 404 of Regulation S-K (each, a “Related Party Transaction”) in accordance with the Company’s Related Party Transactions Policy.
2. *Report to Audit and Finance Committee.* The Committee will inform the Audit and Finance Committee of each Related Party Transaction reviewed and approved or disapproved by

the Committee and will regularly report on its actions and make any recommendations to the Audit and Finance Committee after each committee meeting. At its discretion consistent with its fiduciary duties, the Committee may inform and brief the full Board of its actions and determinations.

3. *Annual Performance Review.* At least annually, the Committee will conduct (a) a performance assessment relative to the Committee's purpose, duties and responsibilities outlined herein and (b) a review of this charter and recommend any proposed changes to the Board for approval.

Other

In addition to the activities described above, the Committee will perform such other functions that the Board deems necessary or appropriate under applicable law; the Company's certificate of incorporation, bylaws and governing documents; and the resolutions and other directives of the Board. The duties and responsibilities of a member of the Committee are in addition to those duties generally pertaining to a member of the Board. The Committee, in its discretion, may submit any matter, along with its recommendation with respect thereto, to the full Board for consideration, approval and/or ratification.

Resources and Authority

The Committee will have the resources and authority appropriate to discharge its responsibilities and carry out its duties, including the authority to engage counsel, outside experts, consultants or other advisors as the Committee determines necessary to carry out its duties. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors employed by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.