



Babcock & Wilcox Enterprises, Inc.

Company Overview

November 2016

Safe Harbor Statement

Forward-looking statements. Babcock & Wilcox Enterprises, Inc. (“B&W”) cautions that this presentation contains forward-looking statements, including, without limitation, statements relating to our strategic objectives; management’s expectations regarding the industries in which we operate; our guidance and forecasts for 2016, including estimated annual revenue; our projected operating margin improvements, savings and restructuring costs, including pursuant to our restructuring plan announced in June 2016; growth through acquisitions; our projected tax rate; and our July 1, 2016 acquisition of SPIG S.p.A. (“SPIG”). These forward-looking statements are based on management’s current expectations and involve a number of risks and uncertainties, including, among other things, our ability to realize anticipated savings and operational benefits from the restructuring plan; our ability to successfully integrate SPIG and realize the expected synergies from the acquisition; our ability to realize the benefits of expected cross-selling opportunities resulting from the SPIG acquisition; changes in the jurisdictional mix of our income and losses; disruptions experienced with customers and suppliers; adverse changes in the industries in which we operate; changes or termination of contracts in backlog; the timing and amount of repurchases of our common stock; and the inability to grow and diversify through acquisitions. If one or more of these risks or other risks materialize, actual results may vary materially from those expressed. For a more complete discussion of these and other risk factors, see B&W’s filings with the Securities and Exchange Commission, including our most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q. B&W cautions not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation, and undertake no obligation to update or revise any forward-looking statement, except to the extent required by applicable law.

Non-GAAP financial information. This presentation includes Adjusted Operating Income and Adjusted Earnings per Share as non-GAAP financial measures. A reconciliation of historical Adjusted Operating Income and Adjusted Earnings per Share to the most directly comparable GAAP measures is included at the end of this presentation. These measures should be considered in addition to results prepared in accordance with GAAP, but are not a substitute for GAAP results.

Company Profile

B&W is a global leader in custom engineered energy and environmental solutions

Headquarters: Charlotte, NC

Ownership: Public (NYSE:BW)

Revenue: ~\$1.7B

Chairman & CEO: E. James Ferland

Employees: Approximately 5,700 employees, in addition to 2,500 joint venture employees worldwide

Locations: 28 countries

Founded: 1867

Business model delivers maximum customer value, and thus shareholder value, through

- Custom technologies
- Engineered solutions
- Aftermarket service offerings



Consistent Strategic Focus...

Power



**Optimize Our Legacy Business
and Improve Efficiency**

Renewable



**Pursue Core Growth in
Global Markets**

Industrial



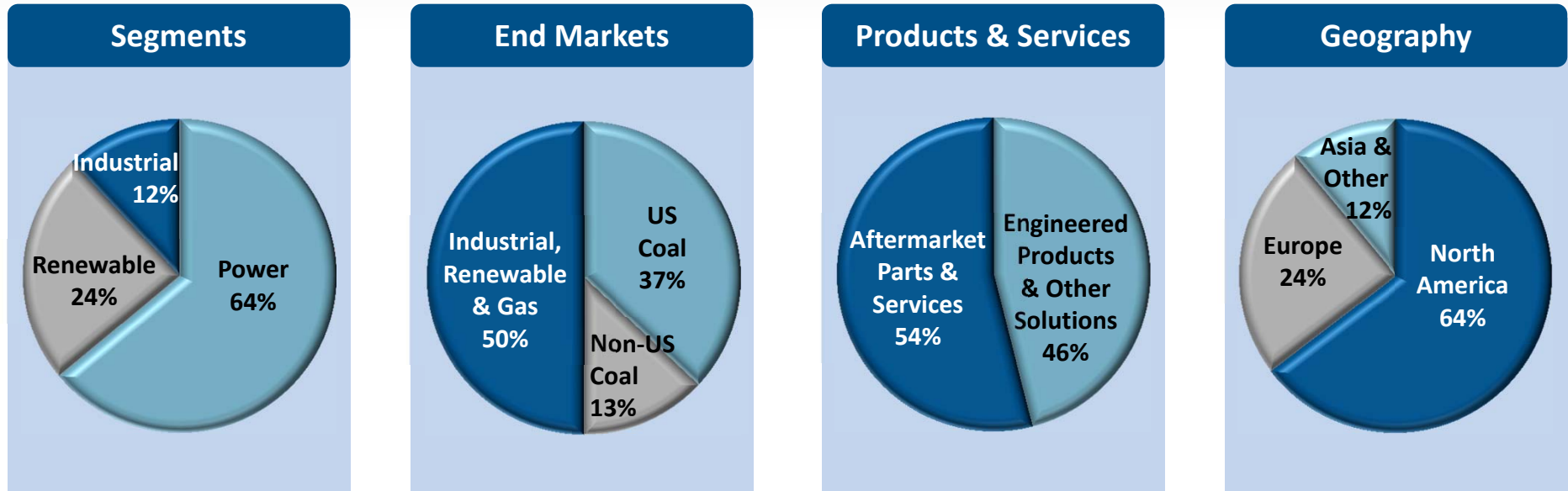
**Execute a Disciplined Acquisition
Program to Drive Growth and
Diversification**

...is well-aligned with our business segments

Business Segment Overview

	Estimated 2016 Revenue	% Revenue from Coal	Custom Technologies	Engineered Solutions	Aftermarket Service Offerings
Power					
<ul style="list-style-type: none"> • Aftermarket parts and services • Utility steam generation • Industrial power • Environmental solutions 	~\$1.0B	75 - 80%	✓	✓	✓
Renewable					
<ul style="list-style-type: none"> • Waste-to-Energy solutions • Biomass power solutions • Environmental solutions • Operations and maintenance 	~\$400M	<3%	✓	✓	✓
Industrial					
<ul style="list-style-type: none"> • Air pollution control systems • Engineered equipment • Wet and dry cooling systems • Aftermarket solutions 	~\$300M	<1%	✓	✓	✓

Consolidated LTM Revenue Overview



- Continued organic and inorganic growth potential
- Further diversification of end markets exposure is key to strategy
 - Strong aftermarket services business
- Increasing global presence and brand recognition

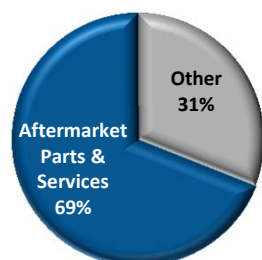
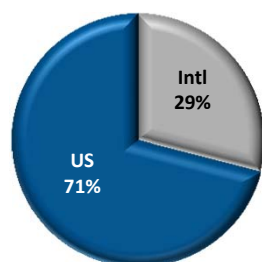
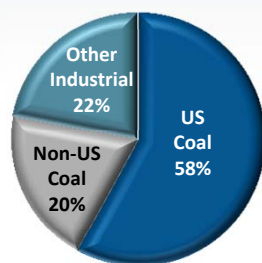
Note: Charts are based on last twelve months (LTM) 9/30/2016 financial data

Markets We Serve



- Traditional Power Generation
- Renewable Power Generation
- Pulp and Paper, Wood Products
- Oil, Gas and Chemical
- Mining and Metals
- Iron and Steel
- Food Processing and Agriculture
- Pharmaceutical
- Coatings and Flexible Packaging
- Cement
- Automotive
- General Industry and Manufacturing
- Waste Management

Power Segment



- Focused on the supply of and aftermarket services for steam generating, environmental and auxiliary equipment for power generation and other industrial applications
- Services B&W-installed electricity generation capacity of approximately 300,000 MW in more than 90 countries
- 2016 estimated revenue of ~\$1.0B
 - Downward pressure on U.S. coal power generation
 - Growth potential in international coal power generation and industrial markets
- More than 20% of revenues from industrial customers outside of coal power generation – pulp & paper, carbon black emissions projects, and natural gas fired package boilers
- Strong presence in the U.S. coal power generation aftermarket services



Parts and
Technical Services



Service Projects



Utility Steam
Generation



Environmental
Solutions

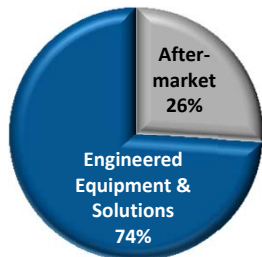
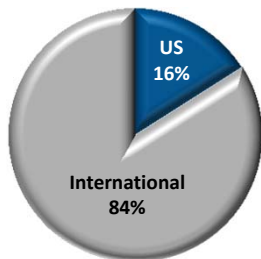
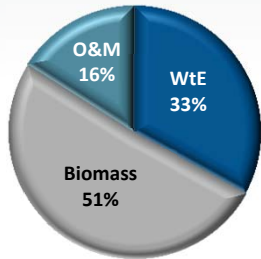


Industrial
Solutions

Note: Charts are based on LTM 9/30/2016 financial data

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Renewable Segment



- Focused on the supply of steam generating systems, environmental and auxiliary equipment for waste-to-energy and biomass power generation
- Our proprietary DynaGrate® technology offers a competitive advantage in the waste-to-energy market
- Offers operations and maintenance support to customers
- 2016 estimated revenue of ~\$400M
- Provided engineered solutions to over 25 waste-to-energy and biomass plants in the last decade
- Product offering meets renewable power standards in the U.S. Clean Power Plan and allows customers to provide 24/7 base load power to the grid



Biomass



Waste-to-Energy



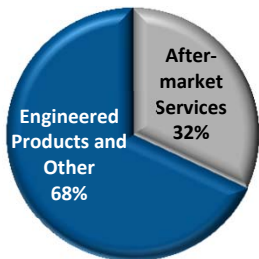
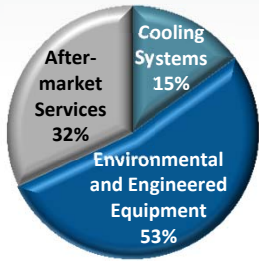
Environmental Solutions



Operations & Maintenance

Note: Charts are based on LTM 9/30/2016 financial data

Industrial Segment



- Focused on custom engineered cooling, environmental and other industrial equipment along with related aftermarket services
- B&W MEGTEC provides custom environmental solutions to a large variety of industrial end markets (~3,100 customers in over 60 countries); driven by industrial capital expenditures and environmental regulations
- B&W SPIG provides custom dry and wet cooling solutions to a variety of production processes using steam including natural gas power generation, oil & gas and other manufacturers; driven by water scarcity, environmental regulations and growth of natural gas power generation
- 2016 estimated revenue of ~\$300M (includes only 6 months of B&W SPIG revenue)
- The Industrial segment is expected to be a growth driver for B&W and will be a continued focus for acquisitions



Air Pollution Control Systems



Engineered Equipment



Wet Cooling Systems



Dry Cooling Systems



Aftermarket Services

Note: Charts are based on LTM 9/30/2016 financial data

Summary Historical Financial Information

<i>\$ in millions, except per share amounts</i>	Third Quarter 2016	Third Quarter 2015	YTD 2016	YTD 2015
Revenues	411.0	420.0	1,198.3	1,254.6
GAAP Operating Income	11.1	9.6	(44.2)	31.8
Adjusted Operating Income⁽¹⁾	15.0	21.9	27.1	64.3
GAAP Earnings per Share, Diluted	0.18	0.11	(0.87)	0.40
Adjusted Earnings per Share, Diluted⁽¹⁾	0.24	0.25	0.32	0.78

Q3 '16 Revenue impacted by:

- Decreased volume in Power segment (↓\$84.4M)
- Record volume for Renewable (↑\$37.4M)
- Acquisition of B&W SPIG (↑\$38.3M)

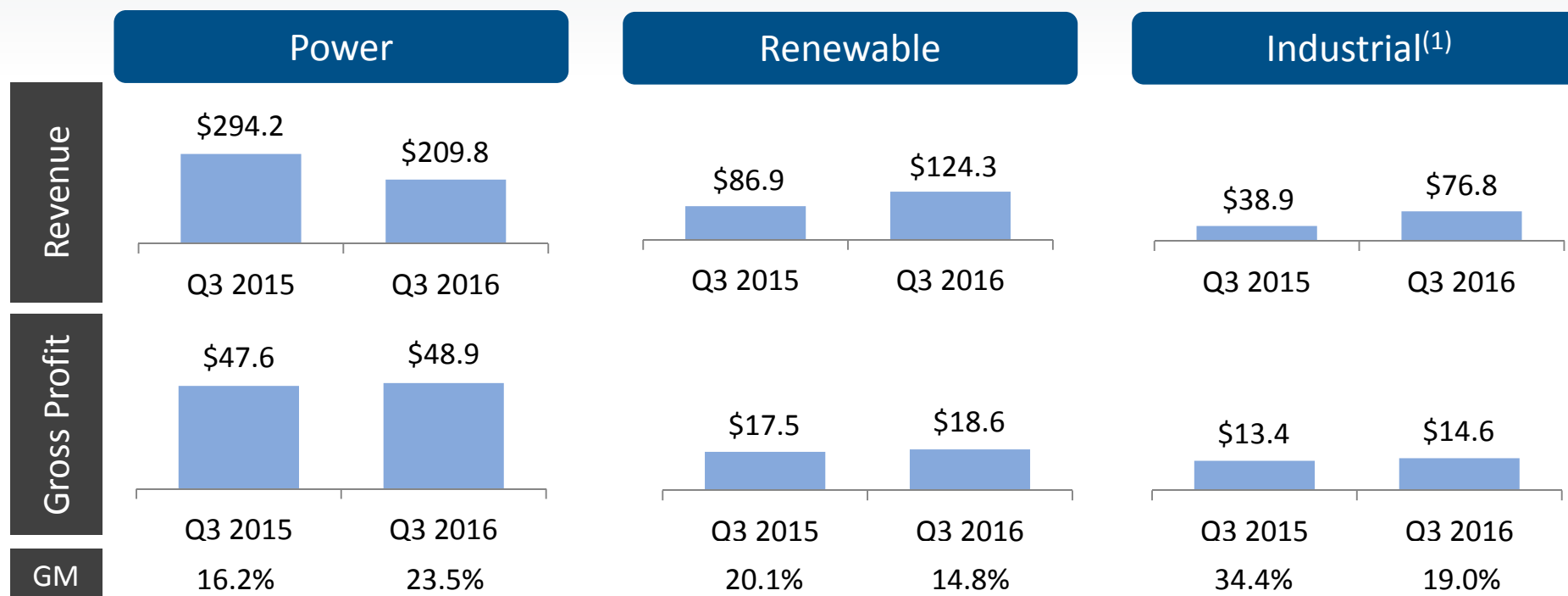
Q3 '16 Adjusted Operating Income was impacted by:

- Lower Power segment revenues
- Higher intangible amortization expense from B&W SPIG acquisition
- Higher Power segment gross margin
- Reductions in other overhead expenses

(1) See Appendix for reconciliation of adjusted, non-GAAP items

Q3 Financial Results Overview

Segment Revenue and Gross Profit
\$ in Millions



Revenue

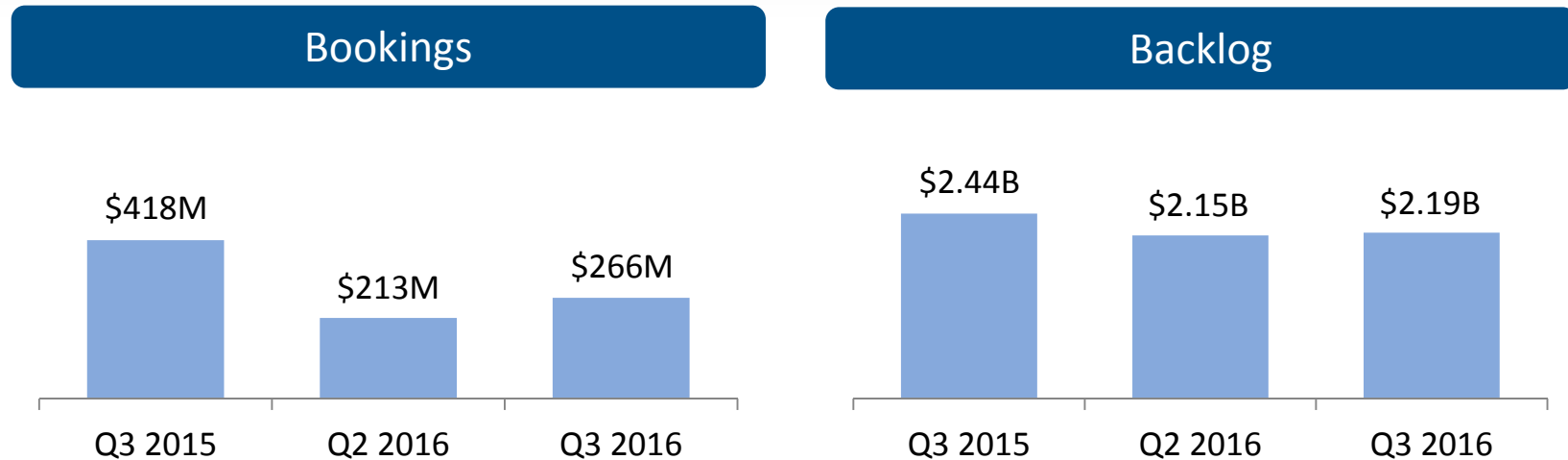
- Power: Declined due to lower oil sands work in Canada and lower power plant retrofit activity
- Renewable: Record quarterly revenue due to higher volume
- Industrial: Increase driven by B&W SPIG acquisition

Gross Profit Margin

- Power: Improvement due to good project performance and benefits from restructuring activities in Q3 2016; one-time contract and litigation settlement impacted Q3 2015
- Renewable: Q3 2016 impacted by low margin contribution from challenged European renewable contract
- Industrial: Timing of projects for B&W SPIG impacted Q3 2016 and revenue mix for B&W MEGTEC in Q3 2015 produced higher than normal gross profit margin by comparison

(1) 2016 financials include B&W SPIG, 2015 does not

Bookings Pressure but Stabilizing Backlog



- Market conditions in the Power segment is creating bookings pressure
- Backlog is down year over year but up slightly from Q2 2016
- Bid pipeline is robust and the number of opportunities is up from the prior period

FY 2016 Guidance

- Revenue is expected to be \$1.7B
- Full year adjusted EPS in a range of \$0.63 to \$0.83⁽¹⁾
 - Includes \$0.48 impact from European renewable contract loss
 - Includes accelerated intangible amortization effects in 2H 2016 from B&W SPIG
 - Adjusted EPS estimate excludes any mark-to-market adjustment for pension and post-retirement benefits and restructuring charges
 - Includes share repurchase activity through September 30, 2016

(1) See appendix for Reconciliation of Adjusted EPS Guidance

Investment Highlights



Strong Foundation



Great Brand Associated with Quality, Reliable Delivery and Innovation



Customer and Strategic Partner Relationships



Experienced Management Team



Recurring Aftermarket Services Business

Significant Earnings Upside



Three-Pronged Growth Strategy Aligned with Businesses



Technology Leader in Global Power Generation



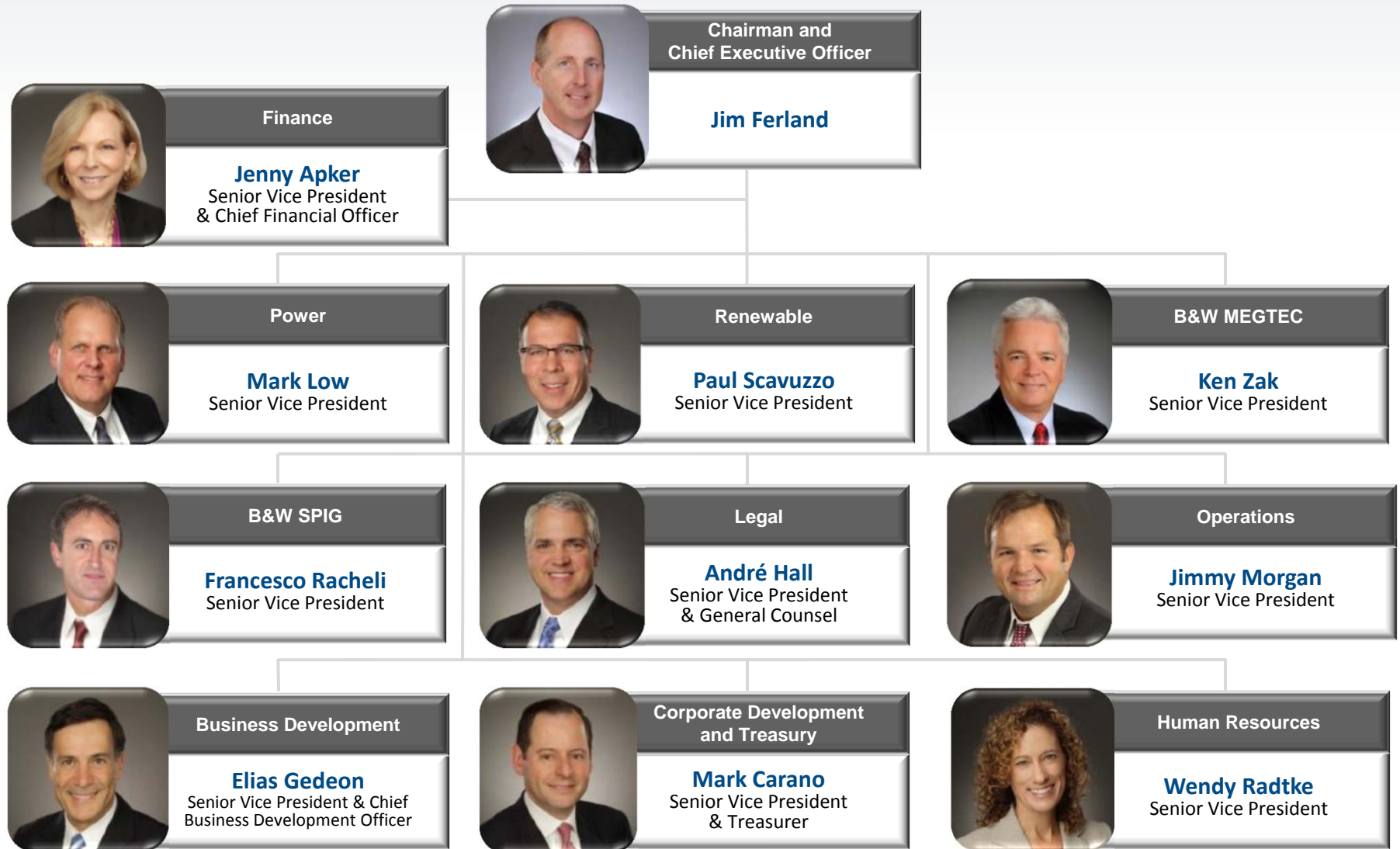
Established Platform in Industrial Environmental and Cooling Systems



Strong Balance Sheet Enables Strategy Execution

Appendix

Skilled Management Team



Experienced Board of Directors



Jim Ferland
Chairman and
Chief Executive Officer



Thomas A. Christopher

Former Vice Chairman of AREVA, Mr. Christopher also served as its President and CEO from 2000 to 2009. Before that, he held a number of positions at Westinghouse, including Vice President and General Manager, Westinghouse Power Services.



Cynthia S. Dubin

Ms. Dubin served as Finance Director for JKN Oil & Gas, an LSE-listed oil and gas exploration and production company, from November 2011 through January 2016. From 2006-2011 she was co-founder and CFO of Canamens, a pan European oil and gas company. She was with Edison Mission Energy from 1993-2005, latterly as VP and CFO for EMEA.



Brian K. Ferraioli

Mr. Ferraioli is the Executive Vice President and Chief Financial Officer for KBR, a global technology, engineering, procurement and construction company. He was formerly Executive Vice President and CFO of The Shaw Group, which was acquired by CB&I in February 2013.



Stephen G. Hanks

From November 2007 until his retirement in January 2008, Mr. Hanks served as President of the Washington Division of URS Corporation, an engineering, construction and technical services company, as well as a member of the Board of Directors. From June 2001 to November 2007, he was President and CEO of Washington Group Intl.



Anne R. Pramaggiore

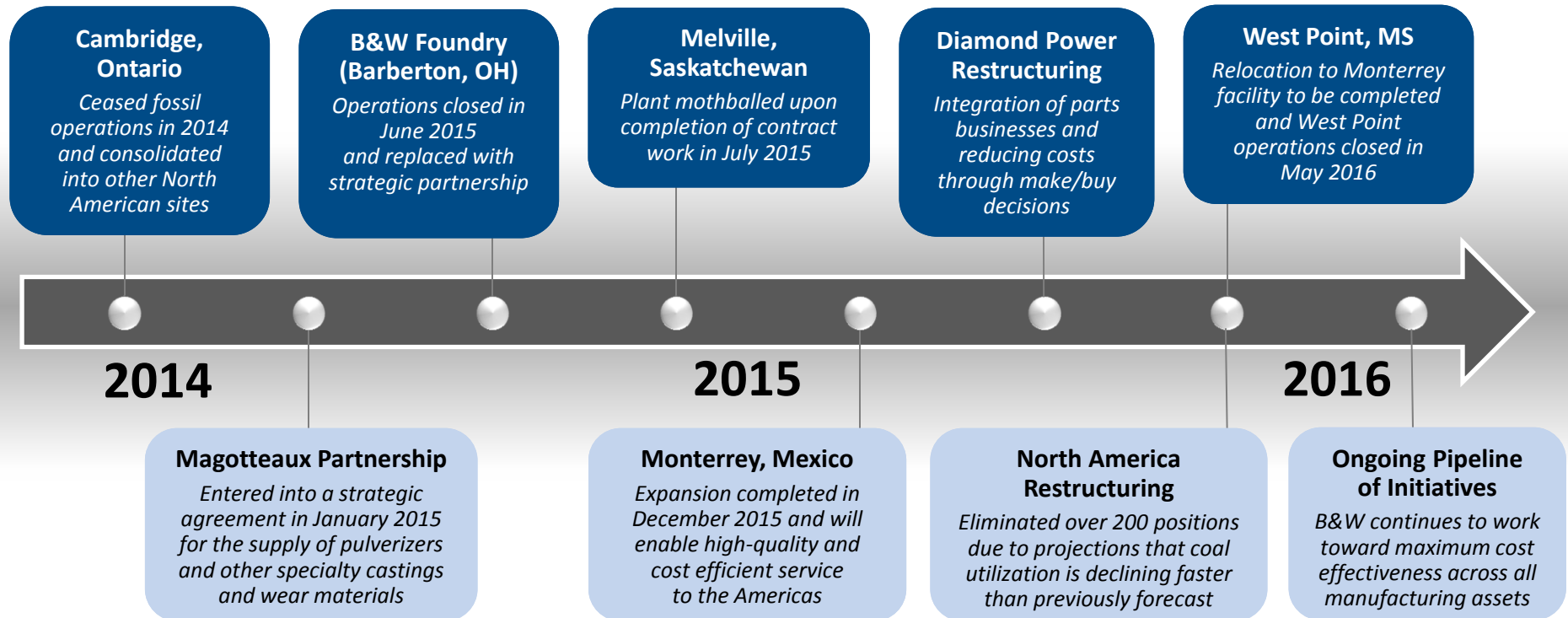
Ms. Pramaggiore is President and CEO of ComEd, an electric utility company delivering electricity to 3.8 million customers in Chicago and Northern Illinois. Ms. Pramaggiore also serves as a board member of Chicago Federal Reserve Board, Motorola Solutions, and several civic and community organizations.



Larry L. Weyers

Prior to his retirement in March 2010, Mr. Weyers served as Chairman of Integrys Energy Group, Inc., a holding company with operations providing products and services in regulated and non-regulated energy markets. From 2010-2015, he served as VP and Lead Director of the Board of Directors of Green Bay Packers, Inc., on which he served beginning in 2003.

Ongoing Rationalization of Operations



**Through a critical but balanced evaluation approach,
B&W is reducing fixed overhead and sustaining margins**

Reconciliation of Adjusted, Non-GAAP Results

\$ in millions, except per share amounts

\$ in millions, except per share amounts	Three Months Ended September 30, 2016					Non-GAAP
			Acquisition and Integration Costs	Pension & OPEB MTM (Gain) / Loss	Spin Costs	
	GAAP	Restructuring				
Operating income (loss)	\$11.1	\$2.0	\$0.8	\$0.6	\$0.4	\$15.0
Other income (expense)	(0.5)	—	—	—	—	(0.5)
Income tax (expense) benefit	(1.6)	(0.7)	0.2	(0.2)	—	(2.4)
Net income (loss)	9.0	1.3	1.0	0.5	0.4	12.2
Net loss attributable to non-controlling interest	(0.1)	—	—	—	—	(0.1)
Net income (loss) attributable to B&W shareholders	\$8.9	\$1.3	\$1.0	\$0.5	\$0.4	\$12.0
Diluted EPS - continuing operations	\$0.18	\$0.03	\$0.02	\$0.01	\$0.01	\$0.24
Income tax rate	15.2%					16.3%

Nine Months Ended September 30, 2016					
		Pension & OPEB MTM		Acquisition and Integration	
GAAP	Restructuring	(Gain) / Loss	Spin Costs	Costs	Non- GAAP
(\$44.2)	\$34.6	\$30.5	\$3.4	\$2.8	\$27.1
(0.4)	—	—	—	—	(0.4)
0.8	0.4	(11.1)	0.3	(0.6)	(10.3)
(43.8)	35.0	19.4	3.7	2.2	16.5
(0.3)	—	—	—	—	(0.3)
(\$44.1)	\$35.0	\$19.4	\$3.7	\$2.2	\$16.2
(\$0.87)	\$0.69	\$0.38	\$0.07	\$0.04	\$0.32
1.8%					38.4%

	Three Months Ended September 30, 2015				
	Litigation				Non-
	GAAP	Settlement	Spin Costs	Restructuring	GAAP
Operating income (loss)	\$9.6	\$9.6	\$1.6	\$1.1	\$21.9
Other income (expense)	(1.6)	—	—	—	(1.6)
Income tax (expense) benefit	(1.8)	(3.7)	(0.6)	(0.4)	(6.5)
Net income (loss)	6.3	5.8	1.0	0.7	13.8
Net loss attributable to non-controlling interest	(0.1)	—	—	—	(0.1)
Net income (loss) attributable to B&W shareholders	\$6.2	\$5.8	\$1.0	\$0.7	\$13.7
Diluted EPS - continuing operations	\$0.11	\$0.11	\$0.02	\$0.01	\$0.25
Income tax rate	22.0%				32.1%

Nine Months Ended September 30, 2015							
	GAAP	Litigation Settlement	Impairments	Restructuring	NE Sgmt allocation	Spin Costs	Non-GAAP
	\$31.8	\$9.6	\$9.0	\$8.7	\$2.7	\$2.5	\$64.3
	(1.7)	—	—	—	—	—	(1.7)
	(8.4)	(3.7)	(3.4)	(3.1)	(0.7)	(1.0)	(20.3)
	21.8	5.8	5.6	5.6	2.0	1.6	42.3
	(0.2)	—	—	—	—	—	(0.2)
	\$21.5	\$5.8	\$5.6	\$5.6	\$2.0	\$1.6	\$42.1
	\$0.40	\$0.11	\$0.10	\$0.10	\$0.04	\$0.03	\$0.78
	27.8%						32.5%

Note: Figures may not be clerically accurate due to rounding.

Reconciliation of Adjusted EPS Guidance

Management has provided full year adjusted earnings per diluted share ("adjusted EPS") guidance of \$0.63 to \$0.83. It is not possible for management to identify the amount or significance of future adjustments associated with potential mark to market adjustments to our pension and other postretirement benefit plan liabilities or other non-routine costs that we adjust in our presentation of adjusted EPS guidance. These items are dependent on future events and/or market inputs that are not reasonably estimable at this time. Accordingly, management is unable to reconcile without unreasonable effort the Company's forecasted range of adjusted EPS for the full year included in the FY 2016 Guidance slide within this presentation to a comparable GAAP range. However, items excluded from our adjusted EPS guidance include the historical adjustments noted in the prior slides, and our adjusted EPS guidance also excludes future estimable adjusting items, including charges relating to previously announced restructuring initiatives of \$0.08-\$0.16 per share, additional spin costs of approximately \$0.01 per share and additional acquisition and integration costs of approximately \$0.01 per share.