



# Company Overview

August 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 recently announced restructuring plan; growth through acquisitions; our projected tax rate; and our recent 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, if any; 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 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



**Headquarters:** Charlotte, NC

**Incorporation:** Delaware

**Ownership:** Public (NYSE:BW)

**Revenue:** ~\$1.8B

**Chairman & CEO:** E. James Ferland

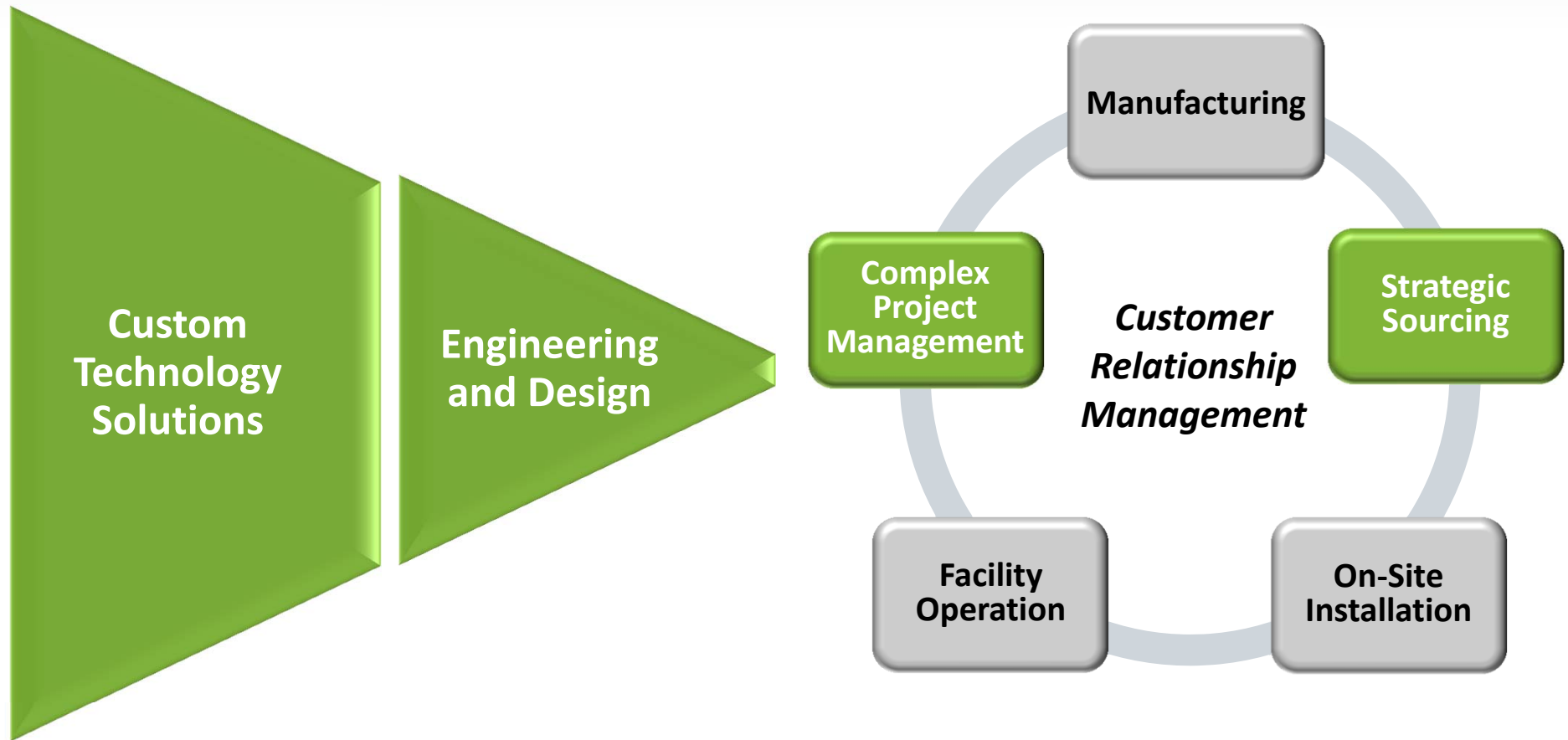
**Employees:** Approximately 5,700 employees,  
in addition to 2,500 joint venture  
employees worldwide

- Global leader in energy and environmental technologies and services for the power and industrial markets
- Installed electricity generation capacity of more than 300,000 MW in more than 90 countries
- Engineered solutions focusing on energy, emissions reduction and long-term environmental sustainability
- Employees in 28 countries



# Business Model Delivers Maximum Customer Value

**B&W engineers custom solutions that are difficult to replicate and are fundamental to reliable operations and regulatory compliance**

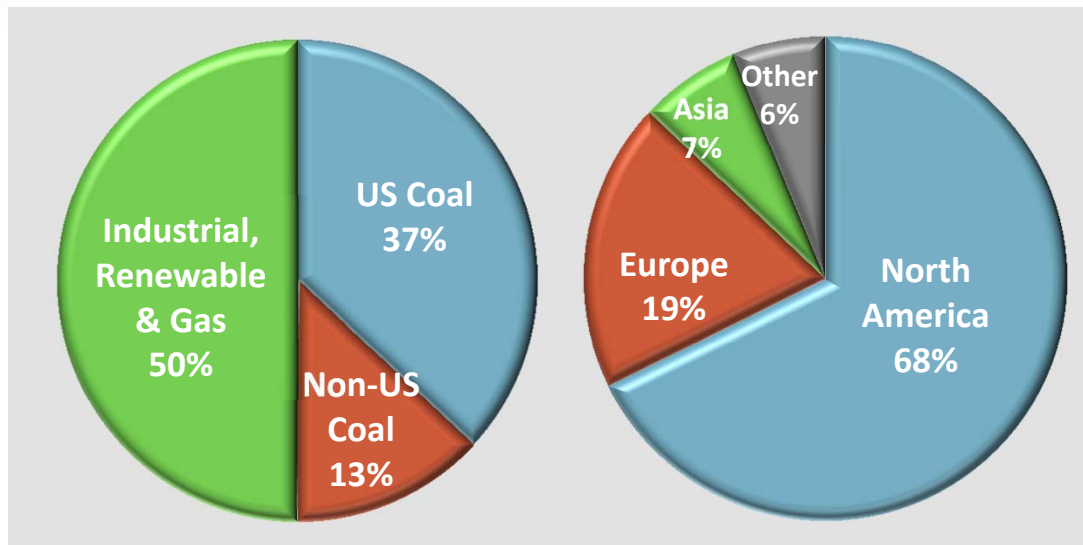


**Each new installation provides attractive aftermarket opportunities**



# Consolidated Revenue Overview

## 2015 B&W Revenue Breakdown



**Aftermarket coal in the U.S. will be a solid base for the business while our strategy drives growth and diversification**



# Consistent Strategic Focus



**Optimize Our Business and  
Improve Efficiency**



**Pursue Core Growth in  
International Markets**



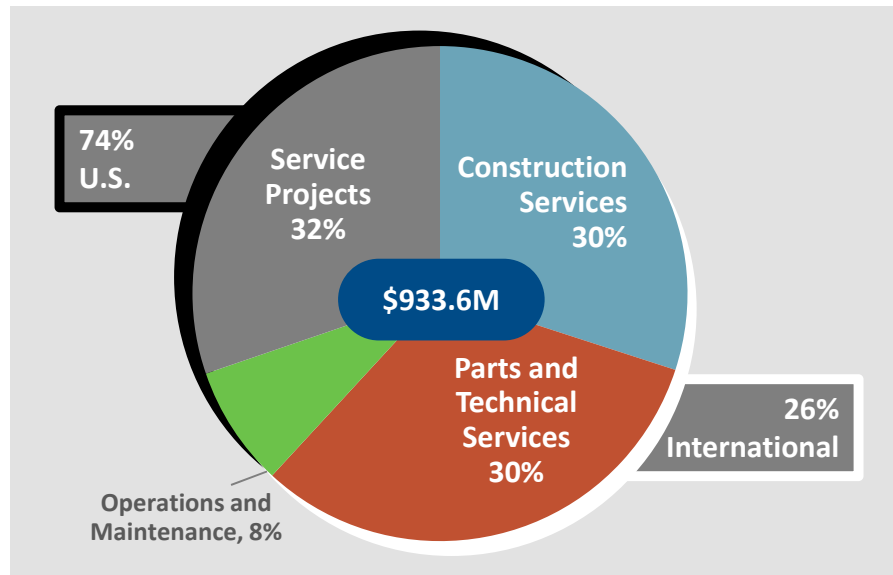
**Execute a Disciplined Acquisition  
Program to Drive Growth and  
Diversification**





# Global Services Overview

2015 Revenue by Segment



- Aftermarket products and services for steam generating equipment and associated environmental and auxiliary equipment
- Servicing B&W installed electricity generation capacity of approximately 300,000 MW in more than 90 countries
- Supports general industry and renewable boilers, including waste-to-energy and pulp & paper
- Extensive network of regionally located service centers, technical support personnel and global sourcing capabilities
- In Q2 2016, announced restructuring of traditional power business to position it for success in a declining U.S. coal market



Parts and Technical Services



Service Projects



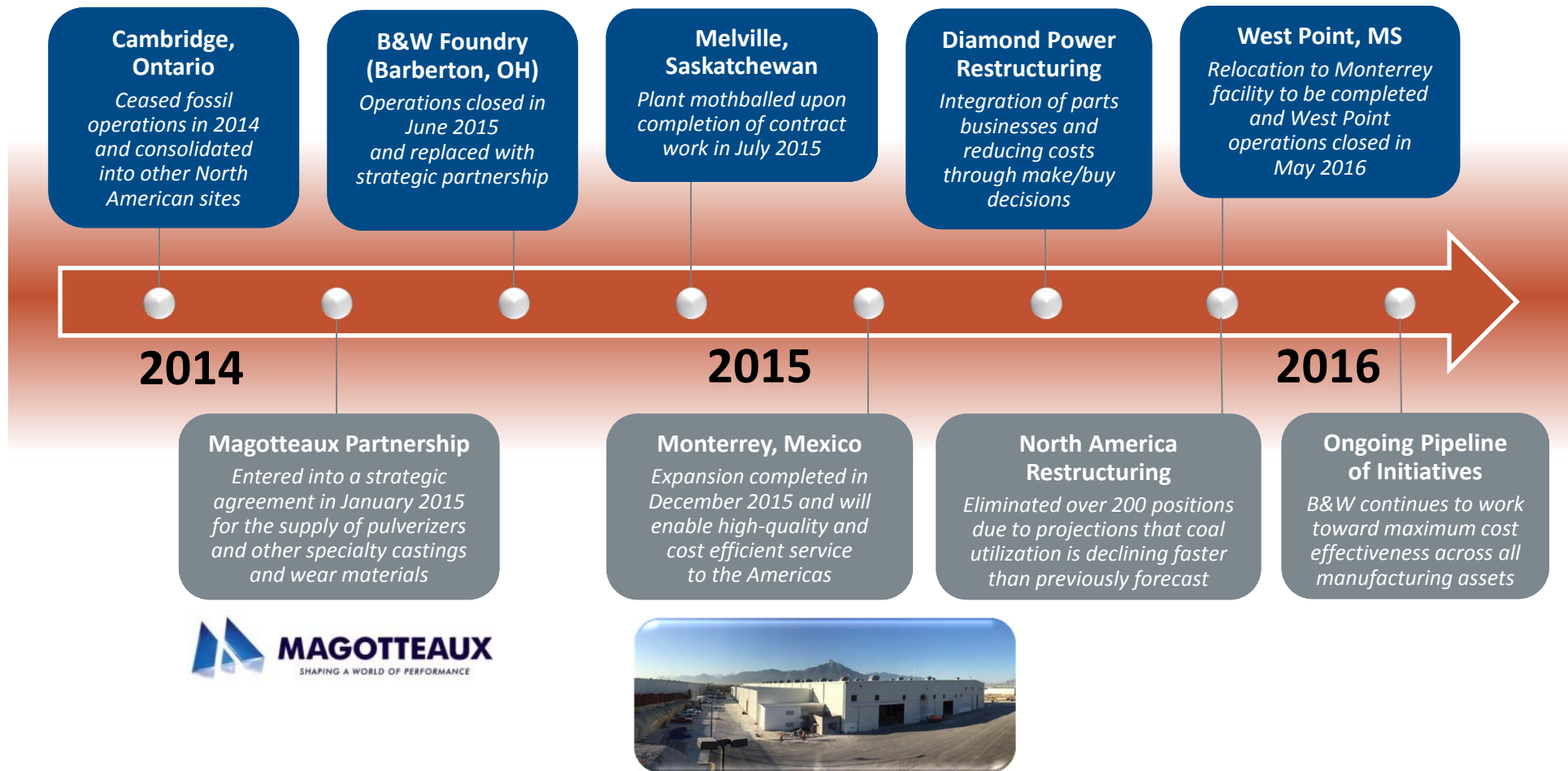
Construction Services



Operations and Maintenance

**Optimize Our Business and Improve Efficiency**

# Ongoing Rationalization of Operations



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

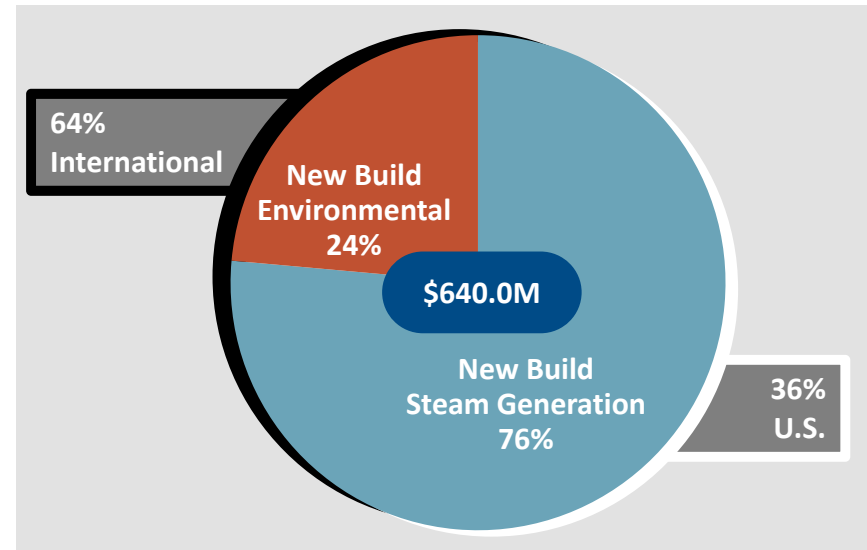




# Global Power Overview

- Steam generating systems for fossil fuels and renewable energy conversion for power generation and industrial uses
- Environmental solutions include emissions control products and related equipment
- Complex project execution from design through commissioning, offering predictable installation of reliable equipment

2015 Revenue by Segment



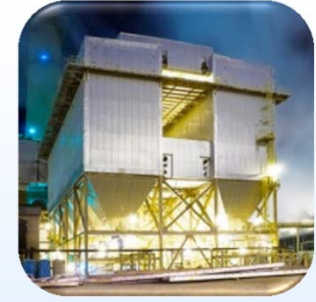
Utility Steam Generation



Renewable Power



Industrial Power



Environmental Solutions

**Pursue Core Growth in International Markets**

# Recent Project Awards Demonstrate Global Expansion is Underway

## **Supercritical Coal-Fired Boiler in the Philippines**

*March 2016 – >\$80M*



## **Carbon Black Emissions Project**

*February 2016*



## **Waste-to-Energy Power Plant in England**

*January 2016 – >\$90M*



## **Biomass Power Plant in England**

*September 2015 – >\$190M*



## **Emissions Control Project in Colorado**

*March 2015 – \$40.3M*



## **Biomass Power Plant in England**

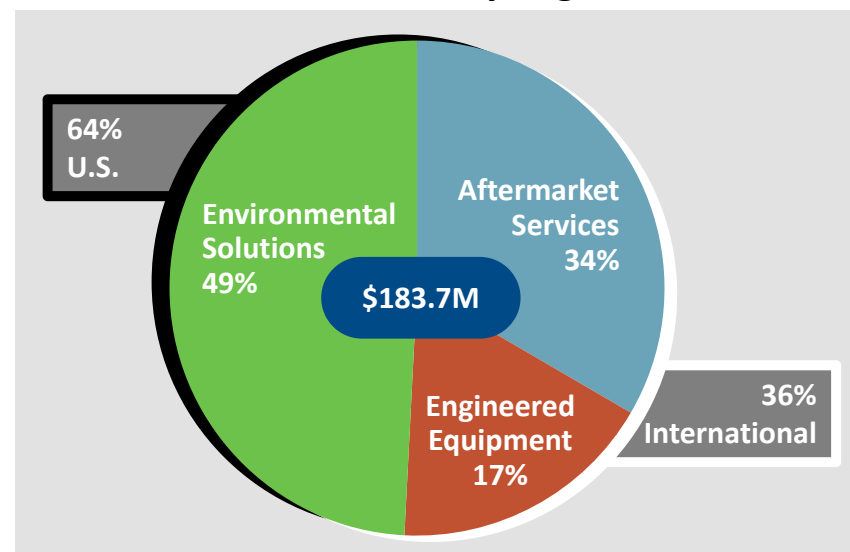
*March 2015 – >\$220M*



# Industrial Environmental Overview

- B&W acquired MEGTEC Holdings, Inc. on June 20, 2014
  - 40+ year history with ~600 employees across 12 offices globally
  - Asset-light flexible manufacturing platform
  - Significantly expanded B&W's industrial environmental capabilities and provides additional channels to market
- Design, engineer, manufacture and service industrial equipment for process industries worldwide
  - Specific technologies for industrial air pollution abatement and recovery
  - Coating and drying equipment for various end markets (including energy storage)
  - Recurring aftermarket business

2015 Revenue by Segment



Air Pollution Control Systems



Coating and Drying Equipment



Replacement Parts



Preventive Maintenance

Execute a Disciplined Acquisition Program to Drive Growth and Diversification

# Market Opportunity

- Industrial environmental business provides engineered solutions to a wide range of problems and processes in diverse and naturally growing end markets
- Broad customer base includes ~3,100 businesses stretching across six continents and over 60 countries
- Steady stream of repeat aftermarket orders from customers over a long equipment lifecycle promotes a strong relationship and recurring business over time

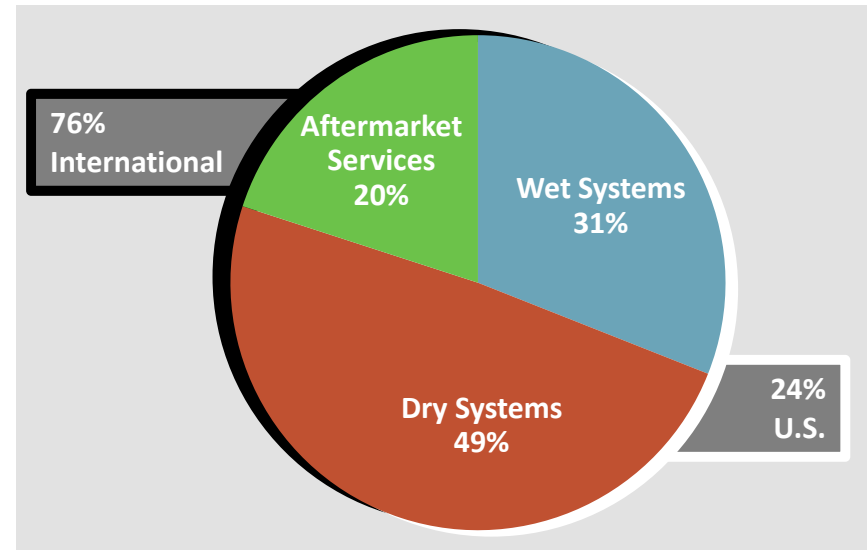


Footnote: Trademarks are the property of their respective owners.

# B&W SPIG Overview

- B&W completed its acquisition of SPIG S.p.A. on July 1, 2016 for €155M (\$174M), subject to certain adjustments
- SPIG provides customized dry and wet cooling solutions and aftermarket services to power generation and industrial customers
- Headquartered in Arona, Italy
- 2016 annual revenue is expected to be approximately \$200M
- Approximately 250 employees

2016E Revenue by Segment



Wet Cooling Systems



Dry Cooling Systems



Aftermarket Solutions

**Expand Fuel-Neutral Offering Scope to Customers Internationally**



# B&W SPIG: Critical Technology for Multiple End Markets

## Critical Technology

- Cooling systems required for all production processes involving steam
- Technology impacts operational efficiency of a facility
- Aging installed base requires servicing to maintain operational integrity

## Growth Drivers

Closed circuit cooling systems show higher growth rates than those of their industry of application due to:

- **Water Scarcity:** Growth in dry cooling use where access to water is limited
- **Environmental Regulation:** Stricter regulations drive system upgrades and servicing
- **Growth of Natural Gas:** Cheap gas and environmental awareness is leading to increased usage in power generation applications

## Power Generation



### Traditional

- Natural Gas
- Combined Cycle Power Plants (CCPP)

### Renewable / Distributed

- Geothermal
- Solar thermal
- Biomass / Waste-to-Energy

## Oil & Petrochemical



### Refining

- Oil & Natural Gas
- Gasoline

### Process

- Chemical / Petrochemical
- Gas Processing

## Other Industrial



### Manufacturing

- Steel and Metals
- Food and Beverage
- Pulp and Paper

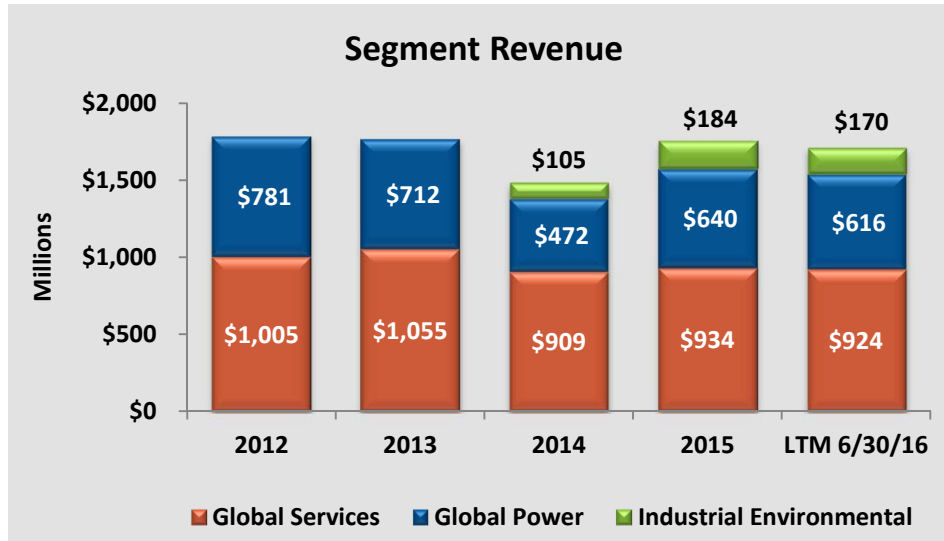
### Industrial & HVACR

- District Heating and Cooling
- Airport AC





# Segment Profitability Characteristics



## Global Services

- Flat revenue
- Mix impacts average margin
- Top priority is sustaining margin



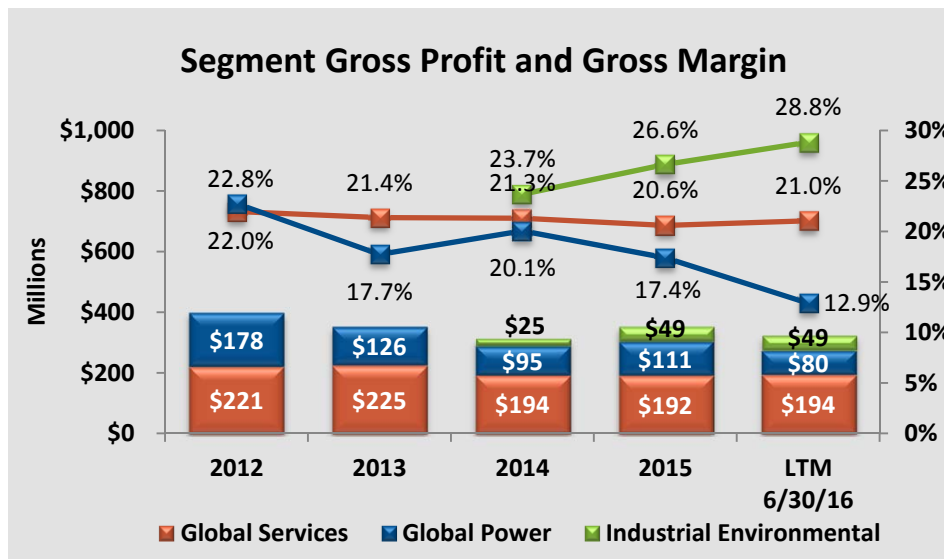
## Global Power

- Revenue growth driven by international projects
- Stable margins
- Good project execution provides margin upside



## Industrial Environmental

- Revenue growth in line with market growth
- Consistent mix of new equipment and aftermarket services
- Improving margins



# Summary Historical Financial Information

<i>\$ in millions, except per share amounts</i>	<b>Second Quarter 2016</b>	<b>Second Quarter 2015</b>	<b>YTD 2016</b>	<b>YTD 2015</b>
<b>Revenues</b>	\$383.2	\$437.5	\$787.3	\$834.6
<b>GAAP Operating Income</b>	(72.6)	4.9	(55.3)	22.2
<b>Adjusted Operating Income<sup>(A)</sup></b>	(9.1)	21.4	12.1	42.4
<b>GAAP Earnings per Share, Diluted</b>	(1.25)	0.08	(1.04)	0.29
<b>Adjusted Earnings per Share, Diluted<sup>(A)</sup></b>	(0.20)	0.27	0.08	0.53

## Q2 '16 Revenue impacted by:

- \$26.4M change in estimate on a European renewable energy project
- \$11.0M related to a Canadian oil sands contract delay

## Q2 '16 GAAP Operating Income was impacted by three key items:

(1) \$31.7M European renewable energy project loss

*Excluded from Adjusted Results* (2) \$31.6M of restructuring charges primarily related to optimizing our Power business <sup>(A)</sup>

(3) \$29.9M of non-cash mark-to-market pension and other post-retirement benefit adjustments <sup>(A)</sup>

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


# FY 2016 Guidance

- Revenue is expected to be \$1.8B
- Full year adjusted EPS in a range of \$0.63 to \$0.83<sup>(1)</sup>
  - Adjusted EPS estimate excludes any mark-to-market adjustment for pension and post-retirement benefits and restructuring charges
  - The newly acquired B&W SPIG division will impact revenue in 2H 2016; no EPS impact included
  - Does not include incremental benefit from additional share repurchases beyond June 30, 2016

<sup>(1)</sup> See appendix for Reconciliation of Adjusted EPS Guidance



# Business Segment Realignment in Q3 2016

		Estimated 2016 Revenue	% Revenue from Coal
Segments through June 30, 2016	New Segments starting July 1, 2016		
<b>Global Services</b> <ul style="list-style-type: none"> <li>Parts and technical services</li> <li>Service projects</li> <li>Construction services</li> <li>Operations and maintenance</li> </ul>	<b>Segment Realignment in Q3 2016</b>	<b>Power</b>	
		<ul style="list-style-type: none"> <li>Parts and technical services</li> <li>Service projects</li> <li>Construction services</li> <li>Utility steam generation</li> <li>Industrial power</li> <li>Environmental solutions</li> </ul>	~\$1.1B      70-75%
		<b>Renewable</b>	
<b>Global Power</b> <ul style="list-style-type: none"> <li>Renewable power</li> <li>Utility steam generation</li> <li>Industrial power</li> <li>Environmental solutions</li> </ul>	<b>SPIG Acquired July 1, 2016</b> 	<ul style="list-style-type: none"> <li>Renewable power</li> <li>Operations and maintenance</li> </ul>	~\$400M      <3%
<b>Industrial Environmental</b> <ul style="list-style-type: none"> <li>Air pollution control systems</li> <li>Coating and drying equipment</li> <li>Replacement parts</li> <li>Preventive maintenance</li> </ul>		<b>Industrial</b>	
		<ul style="list-style-type: none"> <li>Air pollution control systems</li> <li>Coating and drying equipment</li> <li>Replacement parts</li> <li>Preventive maintenance</li> <li>Wet and Dry Cooling Systems</li> <li>Aftermarket Solutions</li> </ul>	~\$300M      <1%



# 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**



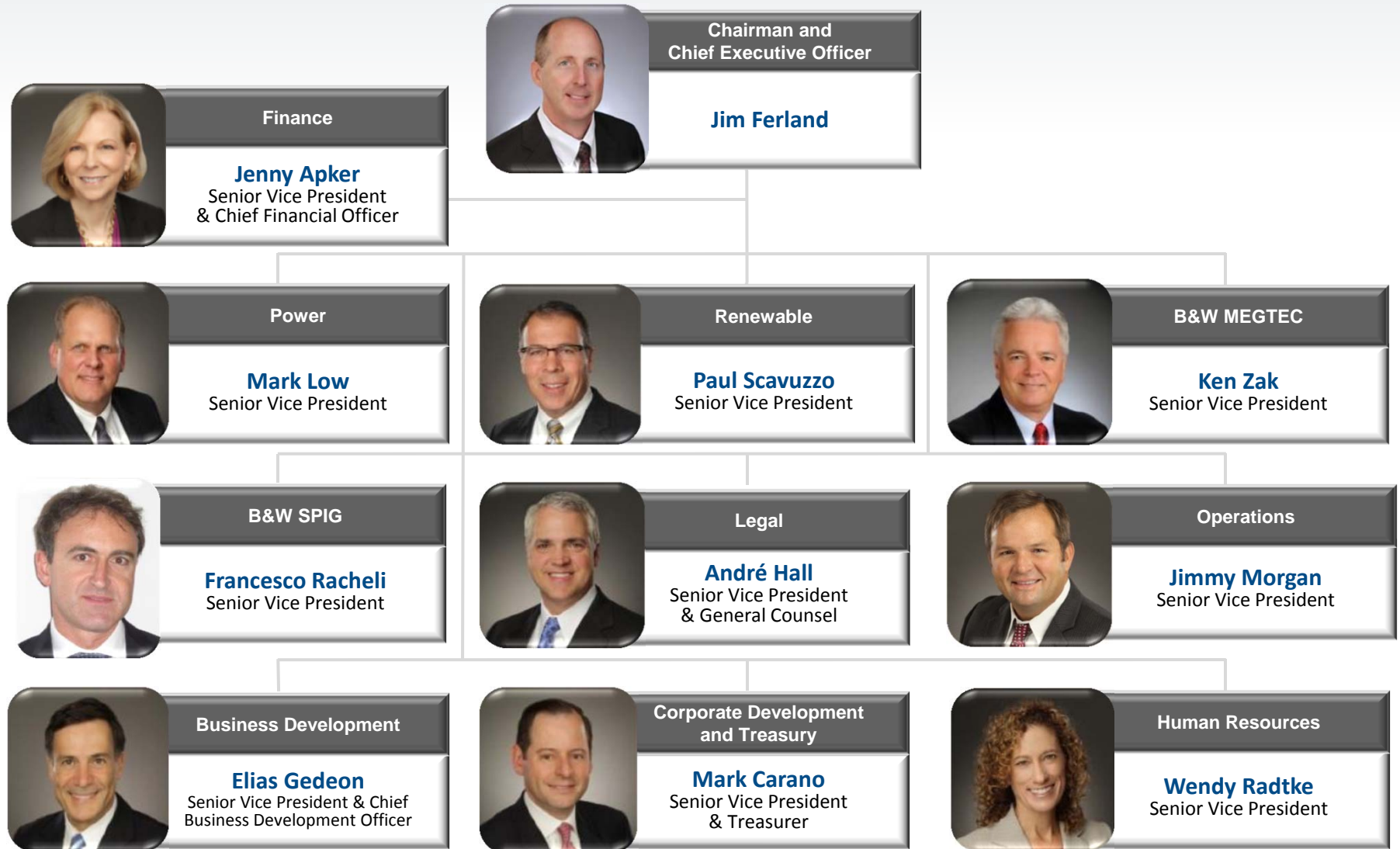
**Strong Balance Sheet Enables Strategy Execution**

# 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 JXN 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.

# Reconciliation of Adjusted, Non-GAAP Results

*\$ in millions, except per share amounts*

	Three Months Ended June 30, 2016					Non-GAAP	Six Months Ended June 30, 2016					Non-GAAP
	GAAP	Restructuring	Spin Costs	Pension & OPEB MTM (Gain) / Loss	Acquisition and Integration Costs		GAAP	Restructuring	Spin Costs	Pension & OPEB MTM (Gain) / Loss	Acquisition and Integration Costs	
Operating income (loss)	(\$72.6)	\$30.5	\$1.1	\$29.9	\$1.9	(\$9.1)	(\$55.3)	\$32.6	\$3.0	\$29.9	\$1.9	\$12.1
Other income (expense)	0.2	—	—	—	—	0.2	0.1	—	—	—	—	0.1
Income tax (expense) benefit	9.0	1.9	(0.3)	(11.0)	(0.7)	(1.1)	2.4	1.1	0.3	(11.0)	(0.7)	(7.9)
Net income (loss)	(63.4)	32.4	0.8	18.9	1.2	(10.1)	(52.8)	33.7	3.3	18.9	1.2	4.4
Net loss attributable to non-controlling interest	(0.1)	—	—	—	—	(0.1)	(0.2)	—	—	—	—	(0.2)
Net income (loss) attributable to B&W shareholders	(\$63.5)	\$32.4	\$0.8	\$18.9	\$1.2	(\$10.1)	(\$53.0)	\$33.7	\$3.3	\$18.9	\$1.2	\$4.2
Diluted EPS - continuing operations	(\$1.25)	\$0.64	\$0.02	\$0.37	\$0.02	(\$0.20)	(\$1.04)	\$0.66	\$0.06	\$0.37	\$0.02	\$0.08
Income tax rate	12.5%					(11.9%)	4.4%					64.2%

	Three Months Ended June 30, 2015					Non-GAAP	Six Months Ended June 30, 2015					Non-GAAP
	GAAP	Impairments	Restructuring	NE segment allocation	Spin Costs		GAAP	Impairments	Restructuring	NE segment allocation	Spin Costs	
Operating income (loss)	\$4.9	\$9.0	\$5.3	\$1.3	\$0.9	\$21.4	\$22.2	\$9.0	\$7.7	\$2.7	\$0.9	\$42.4
Other income (expense)	0.2	—	—	—	—	0.2	(0.1)	—	—	—	—	(0.1)
Income tax (expense) benefit	(0.9)	(3.4)	(1.9)	(0.3)	(0.3)	(6.9)	(6.6)	(3.4)	(2.7)	(0.7)	(0.3)	(13.8)
Net income (loss)	4.1	5.6	3.5	1.0	0.6	14.7	15.5	5.6	4.9	2.0	0.6	28.5
Net loss attributable to non-controlling interest	(0.1)	—	—	—	—	(0.1)	(0.1)	—	—	—	—	(0.1)
Net income (loss) attributable to B&W shareholders	\$4.1	\$5.6	\$3.5	\$1.0	\$0.6	\$14.6	\$15.4	\$5.6	\$4.9	\$2.0	\$0.6	\$28.4
Diluted EPS - continuing operations	\$0.08	\$0.10	\$0.06	\$0.02	\$0.01	\$0.27	\$0.29	\$0.10	\$0.09	\$0.04	\$0.01	\$0.53
Income tax rate	18.2%					31.9%	29.9%					32.6%

*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 \$0.20-\$0.40 per share, additional spin costs of approximately \$0.02 per share and additional acquisition and integration costs of approximately \$0.01 per share.



