



## **RULES OF CONDUCT**

### **2019 Annual Meeting of Stockholders**

**June 14, 2019**

**10:30 a.m. Eastern Time**

We would like to welcome you to the 2019 Annual Meeting of Stockholders of Babcock & Wilcox Enterprises, Inc. (the “Company”). In fairness to all stockholders and other guests of the Company attending the meeting and in the interest of having a fair, informative and orderly meeting, please observe the following rules of conduct will be enforced:

1. The business of the meeting will follow the order shown on the Agenda.
2. Only stockholders of record as of May 8, 2019 or their duly authorized proxies are entitled to vote or to address the meeting.
3. You need not vote at this meeting if you have already voted by proxy. However, if you are a registered stockholder and you wish to revoke your proxy and vote during the meeting or if you have not voted, you will be given the opportunity to vote online before the polls are closed.
4. Only orderly proposals will be considered. Pursuant to the Company’s bylaws, stockholder proposals not appearing in the proxy statement (including all nominations for election of directors) must have been received by our Corporate Secretary prior to this meeting. Failure to have timely submitted a proposal will cause it to be out of order and will bar it from consideration. No stockholder proposals will be considered at this meeting.
5. If you wish to submit a question, please submit it online at [www.virtualshareholdermeeting.com/BW2019](http://www.virtualshareholdermeeting.com/BW2019). The meeting is not to be used as a forum to present general economic, political or other views that are not directly related to the business of the Company.
6. The Chairman of the meeting shall have the authority necessary to preside over the meeting and may make any and all determinations with respect to the conduct of the meeting and procedures to be followed during the meeting.
7. Attendees who fail to comply with these Rules of Conduct risk being disconnected from the meeting.

Thank you for attending the Annual Meeting of Babcock & Wilcox Enterprises, Inc.