

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Babcock & Wilcox Enterprises, Inc.		47-2783641	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Megan Wilson	704-625-4944	investors@babcock.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
1200 East Market Street, Suite 650		Akron, OH, 44305	
<b>8</b> Date of action		<b>9</b> Classification and description	
January 3, 2023		Distribution on preferred stock	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
05614L407		BW PRA	

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On November 28, 2022, Babcock & Wilcox Enterprises, Inc. ("BWE") declared a distribution of \$0.4843750 per share of its outstanding 7.75% Series A Cumulative Perpetual Preferred Stock, with a record date for the distribution of December 15, 2022. Payment of the distribution occurred on January 3, 2023. BWE expects at this time for the calendar year 2023, based on assumptions, that 66% of the quarterly distribution to be a non-taxable return of capital to the extent of shareholder tax basis in the 7.75% Series A preferred shares.

Pursuant to the applicable Treasury Regulations under Section 6045B, if these assumptions turn out to be materially incorrect, BWE will file a corrected Form 8937 within 45 days of such determination.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Based on reasonable assumptions regarding information available at the time of this posting, BWE expects that 66% of the quarterly distribution paid to 7.75% Series A preferred shareholders to be a non-taxable return of capital to the extent of shareholder tax basis in each 7.75% Series A preferred share.

Any cash distribution exceeding a shareholder's tax basis in their 7.75% Series A preferred shares is taxable as capital gain.

See below for detailed breakout of distribution characterization:

Record Date: December 15, 2022

Payment Date: January 3, 2023

Cash Dividend per Share: \$0.4843750 per share

Taxable percentage/ taxable portion of distribution: 34% / \$0.1646875 per share

Return of capital percentage/ Return of capital portion of distribution: 66% / \$0.3196875 per share

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The taxability of the distribution is based on BWE's earnings and profits as computed for U.S. federal income tax purposes. BWE's calculation of estimated current and accumulated earnings and profits ("E&P") for the 2023 distributions resulted in the distribution's partial dividend treatment. This supports the characterization of the distribution as a dividend to the extent of current year E&P. Any amount in excess will be treated as nontaxable return of capital to the extent of the shareholders' tax basis.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_

Internal Revenue Code Section 301(c)

Internal Revenue Code Section 316(a)

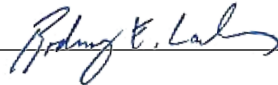
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18 Can any resulting loss be recognized? ▶ No loss can be recognized as a result of the distribution.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Reportable tax year is 2023 for calendar year-end taxpayers. BWE is providing this Form for information purposes only and not as legal or tax advice. Shareholders should consult their own tax advisors to determine the income tax consequences of their specific situation.

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<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶ 	Date ▶ 2/20/2023		
	Print your name ▶ _____	Title ▶ _____		

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ _____	Firm's EIN ▶ _____			
	Firm's address ▶ _____	Phone no. _____			