



## **Director Conflict of Interest Policy**

BWX Technologies, Inc. ("Company") has adopted this Director Conflict of Interest Policy which is intended to assist the Company's Board of Directors ("Board") in managing any actual or potential conflict of interest that involves a director of the Company who has a significant relationship or affiliation with another entity that may have interests that conflict with the Company.

**Policy.** A director owes certain fiduciary duties to the Company, including the duties of loyalty, diligence, and confidentiality, which require that a director act in good faith on behalf of the Company and exercise the powers conferred to him or her in the interest of the Company and its stockholders and not for his or her own or others' interest.

**Disclosure.** A director shall promptly disclose to the Chair of the Board and Chair of the Governance Committee a potential conflict of interest, including but not limited to, any personal or outside interest, relationship or responsibility (financial, professional or otherwise) held by the director with respect to any potential or actual transaction, agreement or other matter which is or may be presented to the Board or one of its committees for consideration, even if such interest, relationship or responsibility has otherwise generally been disclosed to the Company or the Board. The Board and Governance Committee are encouraged to consult with the Company's General Counsel and senior management with respect to the evaluation of such potential conflict of interest.

**Limitation on Access to Information.** For any potential conflict, the Board, with the abstention of the interested director, shall decide whether such director may participate in any reporting, discussion or vote on the issue that gave rise to the potential conflict. The Company shall make appropriate efforts to avoid presenting or disclosing sensitive or confidential information that should not be disclosed to the interested director. Board and Committee materials, and potentially other materials, should be reviewed and redacted or revised for this purpose before being sent to the Board or Committee. The Company shall coordinate with the General Counsel to evaluate, and potentially revise or withhold, any information on such issues from such materials before they are distributed to the interested director and take all such other action necessary to effectuate this Policy.

**Recusal.** Any director with an interest, relationship or responsibility which conflicts with the interest of the Company or its shareholders, shall recuse himself or herself from any reporting, discussions and vote on the issue that gave rise to the conflict and, if necessary, from the Board and/or committee meeting, or applicable part thereof.

**Potential Resignation.** In circumstances where a director has a significant, ongoing and irreconcilable conflict, and where such personal or outside interest, relationship or responsibility significantly impedes the director's ability to carry out his or her fiduciary responsibility to the Company or is overly burdensome to the proper operation of the Board and/or its committees, resignation from the Board or the party with the conflicting interest may be appropriate and/or required.

**Related Person Transaction.** A director conflict of interest may constitute a Related Person Transaction, as defined in the Related Person Transaction Policy, and shall be addressed in accordance with such policy in addition to this Policy.

**Amended as of March 1, 2019**