UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2025.

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________.

Commission File No. 001-34658

BWX TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**80-0558025**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
800 Main Street, 4th Floor	
Lynchburg, Virginia	**24504**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (980) 365-4300

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	BWXT	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the registrant's common stock outstanding at October 30, 2025 was 91,426,744.

BWX TECHNOLOGIES, INC.
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PART I

FINANCIAL INFORMATION

Item 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

BWX TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
	(Unaudited) (In thousands, except share and per share amounts)			
Revenues	$ 866,286	$ 671,956	$ 2,312,583	$ 1,957,387
Costs and Expenses:				
Cost of operations	677,292	508,000	1,766,999	1,476,553
Research and development costs	3,479	2,081	10,057	4,842
(Gains) Losses on asset disposals and impairments, net	1	—	(4,417)	(4)
Selling, general and administrative expenses	93,381	80,829	283,890	227,970
Total Costs and Expenses	774,153	590,910	2,056,529	1,709,361
Equity in Income of Investees	21,216	15,532	56,349	40,319
Operating Income	113,349	96,578	312,403	288,345
Other Income (Expense):				
Interest income	1,016	663	2,289	2,049
Interest expense	(14,019)	(9,907)	(33,754)	(30,190)
Other – net	7,222	3,290	16,206	10,426
Total Other Income (Expense)	(5,781)	(5,954)	(15,259)	(17,715)
Income before Provision for Income Taxes	107,568	90,624	297,144	270,630
Provision for Income Taxes	25,377	20,983	60,965	59,410
Net Income	$ 82,191	$ 69,641	$ 236,179	$ 211,220
Net Income Attributable to Noncontrolling Interest	(85)	(158)	(223)	(297)
Net Income Attributable to BWX Technologies, Inc.	$ 82,106	$ 69,483	$ 235,956	$ 210,923
Earnings per Common Share:				
Basic:				
Net Income Attributable to BWX Technologies, Inc.	$ 0.90	$ 0.76	$ 2.58	$ 2.30
Diluted:				
Net Income Attributable to BWX Technologies, Inc.	$ 0.89	$ 0.76	$ 2.57	$ 2.30
Shares used in the computation of earnings per share (Note 9):				
Basic	91,565,095	91,574,531	91,567,382	91,564,726
Diluted	91,787,602	91,886,710	91,788,002	91,849,724

See accompanying notes to condensed consolidated financial statements.

BWX TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
	(Unaudited) (In thousands)			
Net Income	$ 82,191	$ 69,641	$ 236,179	$ 211,220
Other Comprehensive Income (Loss):				
Currency translation adjustments	(10,070)	7,370	13,768	(9,108)
Derivative financial instruments:				
Unrealized (losses) gains arising during the period, net of tax (provision) benefit of $(155), $(118), $(94), and $52, respectively	(119)	318	277	(158)
Reclassification adjustment for losses (gains) included in net income, net of tax (benefit) provision of $(108), $80, $(13), and $84, respectively	395	(237)	52	(249)
Amortization of benefit plan costs, net of tax benefit of $(158), $(161), $(473), and $(485), respectively	656	670	1,952	2,009
Unrealized gains (losses) arising during the period, net of tax provision of $—, $—, $(85), and $(12), respectively	—	(4)	(60)	42
Investments:				
Reclassification adjustment for gains included in net income, net of tax provision of $—, $—, $80, and $— respectively	—	—	(301)	—
Other Comprehensive Income (Loss)	(9,138)	8,117	15,688	(7,464)
Total Comprehensive Income	73,053	77,758	251,867	203,756
Comprehensive Income Attributable to Noncontrolling Interest	(85)	(158)	(223)	(297)
Comprehensive Income Attributable to BWX Technologies, Inc.	$ 72,968	$ 77,600	$ 251,644	$ 203,459

See accompanying notes to condensed consolidated financial statements.

BWX TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

	September 30, 2025	December 31, 2024
	(Unaudited) (In thousands)	
Current Assets:		
Cash and cash equivalents	$ 79,592	$ 74,109
Restricted cash and cash equivalents	3,058	2,785
Accounts receivable – trade, net	181,174	99,112
Accounts receivable – other	29,715	53,199
Retainages	67,951	33,667
Contracts in progress	636,711	577,745
Inventories	57,799	40,288
Other current assets	48,023	49,092
Total Current Assets	1,104,023	929,997
Property, Plant and Equipment, Net	1,536,351	1,278,161
Investments	8,008	10,609
Goodwill	501,575	287,362
Deferred Income Taxes	3,377	6,569
Investments in Unconsolidated Affiliates	175,739	99,403
Intangible Assets	330,290	165,325
Other Assets	122,174	92,498
TOTAL ASSETS	$ 3,781,537	$ 2,869,924

See accompanying notes to condensed consolidated financial statements.

BWX TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS' EQUITY

	September 30, 2025	December 31, 2024
	(Unaudited) (In thousands, except share and per share amounts)	
Current Liabilities:		
Current portion of long-term debt	$ 12,500	$ 12,500
Accounts payable	211,695	158,077
Accrued employee benefits	90,559	77,234
Accrued liabilities – other	120,410	65,100
Advance billings on contracts	211,399	161,290
Total Current Liabilities	646,563	474,201
Long-Term Debt	1,497,070	1,042,970
Accumulated Postretirement Benefit Obligation	85,867	16,515
Environmental Liabilities	98,290	94,225
Pension Liability	91,052	82,602
Other Liabilities	121,210	79,007
Commitments and Contingencies (Note 5)		
Stockholders' Equity:		
Common stock, par value $0.01 per share, authorized 325,000,000 shares; issued 128,708,443 and 128,320,295 shares at September 30, 2025 and December 31, 2024, respectively	1,287	1,283
Preferred stock, par value $0.01 per share, authorized 75,000,000 shares; No shares issued	—	—
Capital in excess of par value	251,917	228,889
Retained earnings	2,453,696	2,287,151
Treasury stock at cost, 37,286,948 and 36,869,498 shares at September 30, 2025 and December 31, 2024, respectively	(1,432,633)	(1,388,432)
Accumulated other comprehensive loss	(32,523)	(48,211)
Stockholders' Equity – BWX Technologies, Inc.	1,241,744	1,080,680
Noncontrolling interest	(259)	(276)
Total Stockholders' Equity	1,241,485	1,080,404
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 3,781,537	$ 2,869,924

See accompanying notes to condensed consolidated financial statements.

BWX TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock								
	Shares	Par Value	Capital In Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Stockholders' Equity	Noncontrolling Interest	Total Stockholders' Equity
	(Unaudited) (In thousands, except share and per share amounts)								
Balance December 31, 2024	128,320,295	$ 1,283	$ 228,889	$ 2,287,151	$ (48,211)	$ (1,388,432)	$ 1,080,680	$ (276)	$ 1,080,404
Net income	—	—	—	75,462	—	—	75,462	64	75,526
Dividends declared ($0.25 per share)	—	—	—	(23,082)	—	—	(23,082)	—	(23,082)
Currency translation adjustments	—	—	—	—	4,135	—	4,135	—	4,135
Derivative financial instruments	—	—	—	—	484	—	484	—	484
Defined benefit obligations	—	—	—	—	639	—	639	—	639
Available-for-sale investments	—	—	—	—	(361)	—	(361)	—	(361)
Exercises of stock options	13,601	—	388	—	—	—	388	—	388
Shares placed in treasury	—	—	—	—	—	(43,100)	(43,100)	—	(43,100)
Stock-based compensation charges	310,192	3	5,044	—	—	—	5,047	—	5,047
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(45)	(45)
Balance March 31, 2025 (unaudited)	128,644,088	$ 1,286	$ 234,321	$ 2,339,531	$ (43,314)	$ (1,431,532)	$ 1,100,292	$ (257)	$ 1,100,035
Net income	—	—	—	78,388	—	—	78,388	74	78,462
Dividends declared ($0.25 per share)	—	—	—	(23,182)	—	—	(23,182)	—	(23,182)
Currency translation adjustments	—	—	—	—	19,703	—	19,703	—	19,703
Derivative financial instruments	—	—	—	—	(431)	—	(431)	—	(431)
Defined benefit obligations	—	—	—	—	657	—	657	—	657
Available-for-sale investments	—	—	—	—	—	—	—	—	—
Exercises of stock options	746	—	59	—	—	—	59	—	59
Shares placed in treasury	—	—	—	—	—	(10)	(10)	—	(10)
Stock-based compensation charges	35,346	—	8,688	—	—	—	8,688	—	8,688
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(75)	(75)
Balance June 30, 2025 (unaudited)	128,680,180	$ 1,286	$ 243,068	$ 2,394,737	$ (23,385)	$ (1,431,542)	$ 1,184,164	$ (258)	$ 1,183,906
Net income	—	—	—	82,106	—	—	82,106	85	82,191
Dividends declared ($0.25 per share)	—	—	—	(23,147)	—	—	(23,147)	—	(23,147)
Currency translation adjustments	—	—	—	—	(10,070)	—	(10,070)	—	(10,070)
Derivative financial instruments	—	—	—	—	276	—	276	—	276
Defined benefit obligations	—	—	—	—	656	—	656	—	656
Available-for-sale investments	—	—	—	—		—	—	—	—
Exercises of stock options	20,222	—	1,865	—	—	—	1,865	—	1,865
Shares placed in treasury	—	—	—	—	—	(1,091)	(1,091)	—	(1,091)
Stock-based compensation charges	8,041	1	6,984	—	—	—	6,985	—	6,985
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(86)	(86)
Balance September 30, 2025 (unaudited)	128,708,443	$ 1,287	$ 251,917	$ 2,453,696	$ (32,523)	$ (1,432,633)	$ 1,241,744	$ (259)	$ 1,241,485

BWX TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock								
	Shares	Par Value	Capital In Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Stockholders' Equity	Noncontrolling Interest	Total Stockholders' Equity
	(Unaudited) (In thousands, except share and per share amounts)								
Balance December 31, 2023	128,065,521	$ 1,281	$ 206,478	$ 2,093,917	$ (7,463)	$ (1,360,862)	$ 933,351	$ (50)	$ 933,301
Net income (loss)	—	—	—	68,468	—	—	68,468	66	68,534
Dividends declared ($0.24 per share)	—	—	—	(22,150)	—	—	(22,150)	—	(22,150)
Currency translation adjustments	—	—	—	—	(11,308)	—	(11,308)	—	(11,308)
Derivative financial instruments	—	—	—	—	(446)	—	(446)	—	(446)
Defined benefit obligations	—	—	—	—	670	—	670	—	670
Available-for-sale investments	—	—	—	—	28	—	28	—	28
Exercises of stock options	7,294	—	218	—	—	—	218	—	218
Shares placed in treasury	—	—	—	—	—	(26,906)	(26,906)	—	(26,906)
Stock-based compensation charges	199,991	2	4,295	—	—	—	4,297	—	4,297
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(172)	(172)
Balance March 31, 2024 (unaudited)	128,272,806	$ 1,283	$ 210,991	$ 2,140,235	$ (18,519)	$ (1,387,768)	$ 946,222	$ (156)	$ 946,066
Net income	—	—	—	72,972	—	—	72,972	73	73,045
Dividends declared ($0.24 per share)	—	—	—	(22,128)	—	—	(22,128)	—	(22,128)
Currency translation adjustments	—	—	—	—	(5,170)	—	(5,170)	—	(5,170)
Derivative financial instruments	—	—	—	—	(42)	—	(42)	—	(42)
Defined benefit obligations	—	—	—	—	669	—	669	—	669
Available-for-sale investments	—	—	—	—	18	—	18	—	18
Exercises of stock options	—	—	—	—	—	—	—	—	—
Shares placed in treasury	—	—	—	—	—	(35)	(35)	—	(35)
Stock-based compensation charges	9,319	—	5,982	—	—	—	5,982	—	5,982
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(154)	(154)
Balance June 30, 2024 (unaudited)	128,282,125	$ 1,283	$ 216,973	$ 2,191,079	$ (23,044)	$ (1,387,803)	$ 998,488	$ (237)	$ 998,251
Net income	—	—	—	69,483	—	—	69,483	158	69,641
Dividends declared ($0.24 per share)	—	—	—	(22,125)	—	—	(22,125)	—	(22,125)
Currency translation adjustments	—	—	—	—	7,370	—	7,370	—	7,370
Derivative financial instruments	—	—	—	—	81	—	81	—	81
Defined benefit obligations	—	—	—	—	670	—	670	—	670
Available-for-sale investments	—	—	—	—	(4)	—	(4)	—	(4)
Exercises of stock options	17,949	—	516	—	—	—	516	—	516
Shares placed in treasury	—	—	—	—	—	(303)	(303)	—	(303)
Stock-based compensation charges	7,608	—	4,573	—	—	—	4,573	—	4,573
Distributions to noncontrolling interests	—	—	—	—	—	—	—	1	1
Balance September 30, 2024 (unaudited)	128,307,682	$ 1,283	$ 222,062	$ 2,238,437	$ (14,927)	$ (1,388,106)	$ 1,058,749	$ (78)	$ 1,058,671

See accompanying notes to condensed consolidated financial statements.

BWX TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended September 30,	
	2025	2024
	(Unaudited) (In thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$ 236,179	$ 211,220
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	79,629	63,429
Income of investees, net of dividends	(5,744)	(9,778)
(Gains) Losses on asset disposals and impairments - net	(4,417)	(4)
Recognition of losses for pension and postretirement plans	2,442	2,494
Stock-based compensation expense	20,720	14,852
Other, net	2,908	(629)
Changes in assets and liabilities, net of effects from acquisitions:		
Accounts receivable	(30,051)	(30,238)
Accounts payable	32,040	48,306
Retainages	(34,284)	(37,114)
Contracts in progress and advance billings on contracts	21,315	(120,829)
Income taxes	43,935	15,654
Accrued and other current liabilities	28,032	5,174
Pension liabilities, accrued postretirement benefit obligations and employee benefits	(31,021)	(20,217)
Other, net	(8,830)	(10,772)
NET CASH PROVIDED BY OPERATING ACTIVITIES	352,853	131,548
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(114,365)	(101,128)
Acquisition of businesses, net of cash acquired	(536,000)	—
Sales and maturities of securities	3,396	—
Investments, net of return of capital, in equity method investees	(30,990)	—
Other, net	4,066	203
NET CASH USED IN INVESTING ACTIVITIES	(673,893)	(100,925)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings of long-term debt	871,600	396,800
Repayments of long-term debt	(420,975)	(376,488)
Repurchases of common stock	(30,000)	(20,000)
Dividends paid to common shareholders	(69,704)	(66,326)
Cash paid for shares withheld to satisfy employee taxes	(13,400)	(7,244)
Settlements of forward contracts, net	782	2,954
Other, net	1,305	409
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	339,608	(69,895)
EFFECTS OF EXCHANGE RATE CHANGES ON CASH	(12,186)	(379)
TOTAL INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS	6,382	(39,651)
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	80,571	81,615
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 86,953	$ 41,964
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ 42,224	$ 48,360
Income taxes (net of refunds)	$ 28,235	$ 43,547
SCHEDULE OF NON-CASH INVESTING ACTIVITY:		
Accrued capital expenditures included in accounts payable	$ 20,499	$ 15,114

See accompanying notes to condensed consolidated financial statements.

BWX TECHNOLOGIES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2025
(UNAUDITED)

NOTE 1 – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

We have presented the condensed consolidated financial statements of BWX Technologies, Inc. ("BWXT" or the "Company") in U.S. dollars in accordance with the interim reporting requirements of Form 10-Q, Rule 10-01 of Regulation S-X and accounting principles generally accepted in the United States ("GAAP"). Certain financial information and disclosures normally included in our financial statements prepared annually in accordance with GAAP have been condensed or omitted. Readers of these financial statements should, therefore, refer to the consolidated financial statements and notes in our annual report on Form 10-K for the year ended December 31, 2024 (our "2024 10-K"). We have included all adjustments, in the opinion of management, consisting only of normal recurring adjustments, necessary for a fair presentation.

We use the equity method to account for investments in entities that we do not control, but over which we have the ability to exercise significant influence. We generally refer to these entities as "joint ventures." We have eliminated all intercompany transactions and accounts. We classify assets and liabilities related to long-term contracts as current using the duration of the related contract or program as our operating cycle, which is generally longer than one year. We have recast certain amounts previously reported in our condensed consolidated balance sheets and statements of cash flows to conform to the presentation at September 30, 2025. We present the notes to our condensed consolidated financial statements on the basis of continuing operations, unless otherwise stated.

Unless the context otherwise indicates, "we," "us" and "our" mean BWXT and its consolidated subsidiaries.

Reportable Segments

We operate in two reportable segments: Government Operations and Commercial Operations. Our reportable segments are further described as follows:

- Our Government Operations segment manufactures naval nuclear reactors, including the related nuclear fuel, for the U.S. Naval Nuclear Propulsion Program for use in submarines and aircraft carriers. Through this segment, we also fabricate fuel-bearing precision components that range in weight from a few grams to hundreds of tons, manufacture electromechanical equipment, perform design, manufacturing, inspection, assembly and testing activities, downblend Cold War-era government stockpiles of high-enriched uranium and develop and manufacture advanced materials and products for commercial, military and space applications. In addition, we supply proprietary and sole-source valves, manifolds and fittings to global naval and commercial shipping customers. In-house capabilities also include wet chemistry uranium processing, advanced heat treatment to optimize component material properties and a controlled, clean-room environment with the capacity to assemble railcar-size components. This segment also provides various other services, primarily through joint ventures, to the U.S. and Canadian Governments including nuclear materials management and operation, environmental management and administrative and operating services for various Government-owned facilities. These services are primarily provided to the U.S. Department of Energy ("DOE"), including the National Nuclear Security Administration, the Office of Nuclear Energy, the Office of Science and the Office of Environmental Management, the Department of Defense and Canadian Nuclear Labs. In addition, this segment also develops technology for advanced nuclear reactors for a variety of power and propulsion applications in the space and terrestrial domains and offers complete advanced nuclear fuel and reactor design and engineering, licensing and manufacturing services for these programs.
- Our Commercial Operations segment fabricates commercial nuclear steam generators, nuclear fuel, fuel handling systems, pressure vessels, reactor components, heat exchangers, tooling delivery systems and other auxiliary equipment, including containers for the storage of spent nuclear fuel and other high-level waste, and supplies nuclear-grade materials and precisely machined components for nuclear utility customers. We have supplied the nuclear industry with more than 1,300 large, heavy components worldwide and are the only commercial heavy nuclear component manufacturer in North America. This segment also provides specialized engineering services that include structural component design, 3-D thermal-hydraulic engineering analysis, weld and robotic process development, electrical and controls engineering and metallurgy and materials engineering. In addition, this segment offers in-plant inspection, maintenance and modification services for nuclear steam generators, heat exchangers, reactors, fuel handling systems and balance of plant equipment, as well as specialized non-destructive examination and tooling/repair solutions. This segment also offers a broad suite of nuclear power plant lifecycle support and management services for the global industry and transmission and distribution markets. This segment also manufactures medical

radioisotopes, radiopharmaceuticals and medical devices, and partners with life science and pharmaceutical companies developing new drugs.

See Note 3 and Note 8 for financial information about our segments. Operating results for the three and nine months ended September 30, 2025 are not necessarily indicative of the results that may be expected for the year ending December 31, 2025. For further information, refer to the consolidated financial statements and notes included in our 2024 10-K.

Recently Adopted Accounting Standards

There were no accounting standards adopted during the nine months ended September 30, 2025 that had a significant impact on our financial position, results of operations, cash flows or disclosures.

Contracts and Revenue Recognition

We generally recognize contract revenues and related costs over time for individual performance obligations based on a cost-to-cost method in accordance with Financial Accounting Standards Board ("FASB") Topic *Revenue from Contracts with Customers*. We recognize estimated contract revenue and resulting income based on the measurement of the extent of progress toward completion as a percentage of the total project. Certain costs may be excluded from the cost-to-cost method of measuring progress, such as significant costs for uninstalled materials, if such costs do not depict our performance in transferring control of goods or services to the customer. We review contract price and cost estimates periodically as the work progresses and reflect adjustments proportionate to the percentage-of-completion in income in the period when those estimates are revised. We recognize revenue on certain cost plus and time and materials contracts equal to the amount we have the right to invoice the customer when performance obligations are satisfied over time and the invoice amount corresponds directly with the value we are providing the customer. Certain of our contracts recognize revenue at a point in time, and revenue on these contracts is recognized when control transfers to the customer. The majority of our revenue that is recognized at a point in time is related to parts and certain medical radioisotopes and radiopharmaceuticals in our Commercial Operations segment. For all contracts, if a current estimate of total contract cost indicates a loss on a contract, the projected loss is recognized in full when determined.

See Note 3 for a further discussion of revenue recognition.

Provision for Income Taxes

We are subject to federal income tax in the U.S., Canada and various other foreign jurisdictions, as well as income tax within multiple U.S. state jurisdictions. We provide for income taxes based on the enacted tax laws and rates in the jurisdictions in which we conduct our operations. These jurisdictions may have regimes of taxation that vary with respect to nominal rates and with respect to the basis on which these rates are applied. This variation, along with changes in our mix of income within these jurisdictions, can contribute to shifts in our effective tax rate from period to period.

Our effective tax rate for the three months ended September 30, 2025 was 23.6% as compared to 23.2% for the three months ended September 30, 2024. Our effective tax rate for the nine months ended September 30, 2025 was 20.5% as compared to 22.0% for the nine months ended September 30, 2024. The effective tax rates for the three and nine months ended September 30, 2025 differed from the U.S. corporate federal income tax rate of 21% primarily due to state income taxes within the U.S. and the unfavorable rate differential associated with our foreign earnings. The effective tax rates for the three and nine months ended September 30, 2024 were higher than the U.S. corporate federal income tax rate of 21% due to state income taxes within the U.S. and the unfavorable rate differential associated with our foreign earnings.

On July 4, 2025, President Trump signed into law an act commonly referred to as the “One Big Beautiful Bill Act”. This bill includes a number of tax provisions including extending existing provisions that were set to expire, substantive changes in international tax rules and the repeal or phase outs of certain energy tax credits. We are currently evaluating the impact of this legislation on our results of operations, financial position and cash flows.

Cash and Cash Equivalents and Restricted Cash and Cash Equivalents

At September 30, 2025, we had restricted cash and cash equivalents totaling $7.4 million, $4.3 million of which was held for future decommissioning of facilities (which is included in Other Assets on our condensed consolidated balance sheets) and $3.1 million of which was held to meet reinsurance reserve requirements of our captive insurer.

The following table provides a reconciliation of cash and cash equivalents and restricted cash and cash equivalents on our condensed consolidated balance sheets to the totals presented on our condensed consolidated statements of cash flows:

	September 30, 2025	December 31, 2024
	(In thousands)	
Cash and cash equivalents	$ 79,592	$ 74,109
Restricted cash and cash equivalents	3,058	2,785
Restricted cash and cash equivalents included in Other Assets	4,303	3,677
Total cash and cash equivalents and restricted cash and cash equivalents as presented on our condensed consolidated statements of cash flows	$ 86,953	$ 80,571

Inventories

At September 30, 2025 and December 31, 2024, we had inventories totaling $57.8 million and $40.3 million, respectively, consisting almost entirely of raw materials and supplies.

Property, Plant and Equipment, Net

Property, plant and equipment is stated at cost and is set forth below:

	September 30, 2025	December 31, 2024
	(In thousands)	
Land	$ 54,091	$ 10,608
Buildings	513,914	417,189
Machinery and equipment	1,281,469	1,166,236
Property under construction	648,840	584,539
	2,498,314	2,178,572
Less: Accumulated depreciation	961,963	900,411
Property, Plant and Equipment, Net	$ 1,536,351	$ 1,278,161

Accumulated Other Comprehensive Income (Loss)

The components of Accumulated other comprehensive income (loss) included in Stockholders' Equity are as follows:

	September 30, 2025	December 31, 2024
	(In thousands)	
Currency translation adjustments	$ (19,967)	$ (33,735)
Net unrealized gain on derivative financial instruments	819	490
Unrecognized prior service cost on benefit obligations	(13,281)	(15,233)
Net unrealized gain (loss) on available-for-sale investments	(94)	267
Accumulated other comprehensive loss	$ (32,523)	$ (48,211)

The amounts reclassified out of Accumulated other comprehensive income (loss) by component and the affected condensed consolidated statements of income line items are as follows:

Accumulated Other Comprehensive Income (Loss) Component Recognized	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024	Line Item Presented
	(In thousands)				
Realized gain (loss) on derivative financial instruments	$ (91)	$ (131)	$ 24	$ (40)	Revenues
	(412)	448	(89)	373	Cost of operations
	(503)	317	(65)	333	Total before tax
	108	(80)	13	(84)	Provision for Income Taxes
	$ (395)	$ 237	$ (52)	$ 249	Net Income
Amortization of prior service cost on benefit obligations	$ (814)	$ (831)	$ (2,425)	$ (2,494)	Other – net
	158	161	473	485	Provision for Income Taxes
	$ (656)	$ (670)	$ (1,952)	$ (2,009)	Net Income
Realized gains on investments	$ —	$ —	$ 381	$ —	Other – net
	—	—	(80)	—	Provision for Income Taxes
	$ —	$ —	$ 301	$ —	Net Income
Total reclassification for the period	$ (1,051)	$ (433)	$ (1,703)	$ (1,760)	

Derivative Financial Instruments

Our operations give rise to exposure to market risks from changes in foreign currency exchange ("FX") rates. We use derivative financial instruments, primarily FX forward contracts, to reduce the impact of changes in FX rates on our operating results. We use these instruments to hedge our exposure associated with revenues or costs on our long-term contracts and other transactions that are denominated in currencies other than our operating entities' functional currencies. We do not hold or issue derivative financial instruments for trading or other speculative purposes.

We enter into derivative financial instruments primarily as hedges of certain firm purchase and sale commitments and loans between domestic and foreign subsidiaries denominated in foreign currencies. We record these contracts at fair value on our condensed consolidated balance sheets. Based on the hedge designation at the inception of the contract, the related gains and losses on these contracts are deferred in stockholders' equity as a component of Accumulated other comprehensive income (loss) until the hedged item is recognized in earnings. The gain or loss on a derivative instrument not designated as a hedging instrument is immediately recognized in earnings. Gains and losses on derivative financial instruments that require immediate recognition are included as a component of Other – net on our condensed consolidated statements of income and are recorded in our condensed consolidated statements of cash flows based on the nature and use of the instruments.

We have designated the majority of our FX forward contracts that qualify for hedge accounting as cash flow hedges. The hedged risk is the risk of changes in functional-currency-equivalent cash flows attributable to changes in FX spot rates of forecasted transactions primarily related to long-term contracts. We exclude from our assessment of effectiveness the portion of the fair value of the FX forward contracts attributable to the difference between FX spot rates and FX forward rates. At September 30, 2025, we had deferred approximately $0.8 million of net gains on these derivative financial instruments. Assuming market conditions continue, we expect to recognize the majority of this amount in the next 12 months. For the three months ended September 30, 2025 and 2024, we recognized losses (gains) of $(0.6) million and $3.6 million, respectively, and for the nine months ended September 30, 2025 and 2024, we recognized gains of $(22.7) million and $(11.2) million, respectively, in Other – net on our condensed consolidated statements of income associated with FX forward contracts not designated as hedging instruments.

At September 30, 2025, our derivative financial instruments consisted of FX forward contracts with a total notional value of $785.7 million with maturities extending to April 2028. These instruments consist primarily of FX forward contracts to purchase or sell Canadian dollars and Euros. We are exposed to credit-related losses in the event of non-performance by counterparties to derivative financial instruments. We attempt to mitigate this risk by using major financial institutions with high credit ratings. Our counterparties to derivative financial instruments have the benefit of the same collateral arrangements and covenants as described under our credit facility.

New Accounting and Disclosure Standards

In December 2023, the FASB issued updates to Topic *Income Taxes* to provide, on an annual basis, disaggregated disclosures with respect to the reconciliation of our effective tax rate, as well as a disaggregation of income taxes paid, net of refunds received. The new standard is effective on a prospective basis for annual periods beginning after December 15, 2024. We will adopt this update for the period ending December 31, 2025. The adoption will result in additional disclosures and will have no impact on our results of operations, financial condition or cash flows.

In November 2024, the FASB issued updates to Topic *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures: Disaggregation of Income Statement Expenses*. These updates require a public entity to disclose additional information about specific expense categories in the notes to financial statements on an annual and interim basis. The updates are effective for annual periods beginning after December 15, 2026, and interim periods beginning after December 15, 2027, with early adoption permitted. A public entity may apply these amendments on a prospective basis or retrospectively to any or all prior periods presented in the financial statements. We are currently evaluating the impact of the adoption of this standard and expect that it will only require changes to our disclosures with no impact on our results of operations, financial position or cash flows.

In September 2025, the FASB issued updates to Topic *Intangibles – Goodwill and Other – Internal-Use Software: Targeted Improvements to the Accounting for Internal-Use Software.* These updates modernize the accounting for internal-use software by eliminating the sequential development stages currently in use, and modify when an entity is required to begin capitalizing software costs. Furthermore, disclosures for property, plant and equipment will be required for all capitalized software costs. The updates are effective for annual reporting periods beginning after December 15, 2027 and interim reporting periods within those annual reporting periods. Early adoption is permitted. Upon adoption, the updates may be applied prospectively, retrospectively or using a modified transition approach. We are currently evaluating the impact of the adoption of this standard on our financial condition, results of operations, cash flows and disclosures.

NOTE 2 - ACQUISITIONS

Aerojet Ordnance Tennessee, Inc.

On January 3, 2025, we acquired all of the equity interests of Aerojet Ordnance Tennessee, Inc. ("A.O.T."), a subsidiary of L3Harris Technologies, Inc. for approximately $101.1 million, subject to certain working capital adjustments, which reflects a $2.2 million reduction in the initial purchase price. A.O.T. is a leading provider of advanced special materials which will further enhance our capabilities to develop and manufacture advanced materials and products for commercial, military and space applications. A.O.T. is reported as part of our Government Operations segment. Our preliminary purchase price allocation resulted in the recognition of $59.7 million of Goodwill, $25.1 million of Intangible Assets and $12.7 million of Property, Plant and Equipment. The assets acquired and liabilities assumed have been recorded at preliminary estimates of fair value as determined by management, based on information currently available and on current assumptions of future operations, and are subject to change upon completion of acquisition accounting.

The intangible assets included above consist of the following (dollar amounts in thousands):

		Amount	Amortization Period
Customer relationships	$	23,600	8 years
Backlog	$	1,500	2 years

Kinectrics Inc.

On May 20, 2025, we acquired all of the equity interests of Kinectrics Holdings Inc., the parent company of Kinectrics Inc. ("Kinectrics") for CAD $782.7 million, subject to certain working capital and other adjustments. This resulted in purchase consideration of CAD $615.7 million ($441.4 million U.S. dollar equivalent) which is net of assumed pension liabilities, other postretirement benefit obligations and indebtedness.

Kinectrics is a leader in providing lifecycle management services for the global nuclear power and transmission and distribution markets and in the production and supply of isotopes for the radiopharmaceutical industry and employs over 1,300 employees located across 20 sites worldwide. Kinectrics is reported as part of our Commercial Operations segment.

The initial fair value assessment of the Kinectrics acquisition is in process as of the filing date of this Form 10-Q. The amounts allocated to the assets acquired and liabilities assumed have been determined by management, using provisional estimates of fair value based on information currently available and on current assumptions of future operations. These provisional fair values are subject to change upon completion of purchase accounting, the impact of which may be material.

The provisional estimates of fair value resulted in the recognition of $175.0 million of Property, Plant and Equipment, $149.7 million of Goodwill, $151.3 million of Intangible Assets, $39.5 million of Investments in Unconsolidated Affiliates and $24.9 million of net working capital, net of acquired Pension Liabilities and Other Postretirement Obligations totaling $90.3 million. These estimates reflect a reallocation of the purchase price during the three months ended September 30, 2025 which primarily resulted in an increase to Intangible Assets of $17.2 million with the principal offset to Property, Plant and Equipment.

The intangible assets included above consist of the following (dollar amounts in thousands):

	Amount	Amortization Period
Trade name	$ 35,900	Indefinite
Developed technology	$ 7,900	20 years
Customer relationships	$ 107,500	20 years

NOTE 3 – REVENUE RECOGNITION

As described in Note 1, our operations are assessed based on two reportable segments.

Disaggregated Revenues

Revenues by geographic area and customer type were as follows:

	Three Months Ended September 30, 2025			Three Months Ended September 30, 2024		
	Government Operations	Commercial Operations	Total	Government Operations	Commercial Operations	Total
	(In thousands)					
United States:						
Government	$ 572,313	$ 88	$ 572,401	$ 533,545	$ —	$ 533,545
Non-Government	38,224	33,056	71,280	19,654	18,240	37,894
	$ 610,537	$ 33,144	$ 643,681	$ 553,199	$ 18,240	$ 571,439
Canada:						
Government	$ 159	$ —	$ 159	$ 22	$ —	$ 22
Non-Government	32	199,354	199,386	473	88,214	88,687
	$ 191	$ 199,354	$ 199,545	$ 495	$ 88,214	$ 88,709
Other:						
Government	$ 3,701	$ —	$ 3,701	$ 3,630	$ —	$ 3,630
Non-Government	2,268	18,473	20,741	2,749	6,658	9,407
	$ 5,969	$ 18,473	$ 24,442	$ 6,379	$ 6,658	$ 13,037
Segment Revenues	$ 616,697	$ 250,971	867,668	$ 560,073	$ 113,112	673,185
Eliminations			(1,382)			(1,229)
Revenues			$ 866,286			$ 671,956

	Nine Months Ended September 30, 2025			Nine Months Ended September 30, 2024		
	Government Operations	Commercial Operations	Total	Government Operations	Commercial Operations	Total
	(In thousands)					
United States:						
Government	$ 1,611,357	$ 272	$ 1,611,629	$ 1,507,275	$ —	$ 1,507,275
Non-Government	132,370	73,785	206,155	63,481	51,098	114,579
	$ 1,743,727	$ 74,057	$ 1,817,784	$ 1,570,756	$ 51,098	$ 1,621,854
Canada:						
Government	$ 271	$ —	$ 271	$ 47	$ —	$ 47
Non-Government	154	442,133	442,287	641	303,742	304,383
	$ 425	$ 442,133	$ 442,558	$ 688	$ 303,742	$ 304,430
Other:						
Government	$ 11,297	$ —	$ 11,297	$ 5,293	$ —	$ 5,293
Non-Government	5,494	39,230	44,724	11,303	16,801	28,104
	$ 16,791	$ 39,230	$ 56,021	$ 16,596	$ 16,801	$ 33,397
Segment Revenues	$ 1,760,943	$ 555,420	2,316,363	$ 1,588,040	$ 371,641	1,959,681
Eliminations			(3,780)			(2,294)
Revenues			$ 2,312,583			$ 1,957,387

Revenues by timing of transfer of goods or services were as follows:

	Three Months Ended September 30, 2025			Three Months Ended September 30, 2024		
	Government Operations	Commercial Operations	Total	Government Operations	Commercial Operations	Total
	(In thousands)					
Over time	$ 612,212	$ 221,315	$ 833,527	$ 557,976	$ 100,904	$ 658,880
Point-in-time	4,485	29,656	34,141	2,097	12,208	14,305
Segment Revenues	$ 616,697	$ 250,971	867,668	$ 560,073	$ 113,112	673,185
Eliminations			(1,382)			(1,229)
Revenues			$ 866,286			$ 671,956

	Nine Months Ended September 30, 2025			Nine Months Ended September 30, 2024		
	Government Operations	Commercial Operations	Total	Government Operations	Commercial Operations	Total
	(In thousands)					
Over time	$ 1,749,201	$ 477,622	$ 2,226,823	$ 1,580,170	$ 309,884	$ 1,890,054
Point-in-time	11,742	77,798	89,540	7,870	61,757	69,627
Segment Revenues	$ 1,760,943	$ 555,420	2,316,363	$ 1,588,040	$ 371,641	1,959,681
Eliminations			(3,780)			(2,294)
Revenues			$ 2,312,583			$ 1,957,387

Revenues by contract type were as follows:

	Three Months Ended September 30, 2025			Three Months Ended September 30, 2024		
	Government Operations	Commercial Operations	Total	Government Operations	Commercial Operations	Total
	(In thousands)					
Fixed-Price Incentive Fee	$ 239,901	$ 505	$ 240,406	$ 366,234	$ 2,587	$ 368,821
Firm-Fixed-Price	279,993	147,885	427,878	82,296	72,018	154,314
Cost-Plus Fee	96,706	2,159	98,865	108,507	—	108,507
Time-and-Materials	97	100,422	100,519	3,036	38,507	41,543
Segment Revenues	$ 616,697	$ 250,971	867,668	$ 560,073	$ 113,112	673,185
Eliminations			(1,382)			(1,229)
Revenues			$ 866,286			$ 671,956

	Nine Months Ended September 30, 2025			Nine Months Ended September 30, 2024		
	Government Operations	Commercial Operations	Total	Government Operations	Commercial Operations	Total
	(In thousands)					
Fixed-Price Incentive Fee	$ 669,107	$ 8,350	$ 677,457	$ 1,021,222	$ 13,529	$ 1,034,751
Firm-Fixed-Price	795,008	358,189	1,153,197	258,242	207,730	465,972
Cost-Plus Fee	296,602	2,006	298,608	304,305	—	304,305
Time-and-Materials	226	186,875	187,101	4,271	150,382	154,653
Segment Revenues	$ 1,760,943	$ 555,420	2,316,363	$ 1,588,040	$ 371,641	1,959,681
Eliminations			(3,780)			(2,294)
Revenues			$ 2,312,583			$ 1,957,387

Performance Obligations

As we progress on our contracts and the underlying performance obligations for which we recognize revenue over time, we refine our estimates of variable consideration and total estimated costs at completion, which impact the overall profitability on our contracts and performance obligations. Changes in these estimates result in the recognition of cumulative catch-up adjustments that impact our revenues and/or costs of contracts. The aggregate impact of changes in estimates increased our revenues and operating income as follows:

	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
	(In thousands)		(In thousands)	
Revenues [1]	$ 4,322	$ 10,214	$ 10,253	$ 7,449
Operating Income [1]	$ 3,061	$ 9,721	$ 9,107	$ 6,372

(1) During the three months ended September 30, 2025, no adjustments to any one contract had a material impact on our consolidated financial statements. During the nine months ended September 30, 2025, our Government Operations segment results were favorably impacted by material contract adjustments related to a nuclear operations contract. The material adjustments resulted in an increase in revenue and operating income of $29.4 million during the nine months ended September 30, 2025. During the three and nine months ended September 30, 2024, no adjustments to any one contract had a material impact on our consolidated financial statements.

Contract Assets and Liabilities

We include revenues and related costs incurred, plus accumulated contract costs that exceed amounts invoiced to customers under the terms of the contracts, in Contracts in progress. Costs specific to certain contracts for which we recognize revenue at a point in time are also included in Contracts in progress. We include in Advance billings on contract billings that exceed accumulated contract costs and revenues recognized over time. Amounts that are withheld on our fixed-price incentive fee contracts are classified within Retainages. Certain of these amounts require conditions other than the passage of time to be achieved, with the remaining amounts only requiring the passage of time. Most long-term contracts contain provisions for progress payments. Our unbilled receivables do not contain an allowance for credit losses as we expect to invoice customers and collect all amounts for unbilled receivables. Changes in Contracts in progress and Advance billings on contracts are primarily driven by differences in the timing of revenue recognition and billings to our customers. Our fixed-price incentive fee contracts for our Government Operations segment include provisions that result in an increase in retainages on contracts during the first and third quarters of the year, with larger payments received during the second and fourth quarters. Retainages also vary as a result of timing differences between incurring costs and achieving milestones that allow us to recover these amounts.

	September 30, 2025	December 31, 2024
	(In thousands)	
Included in Contracts in progress:		
Unbilled receivables	$ 619,059	$ 559,415
Retainages	$ 67,951	$ 33,667
Advance billings on contracts	$ 211,399	$ 161,290

During the three months ended September 30, 2025 and 2024, we recognized $14.7 million and $5.8 million, respectively, of revenues that were in Advance billings on contracts at the beginning of each year. During the nine months ended September 30, 2025 and 2024, we recognized $138.3 million and $92.2 million, respectively, of revenues that were in Advance billings on contracts at the beginning of each year.

Remaining Performance Obligations

Remaining performance obligations represent the dollar amount of revenue we expect to recognize in the future from performance obligations on contracts previously awarded and in progress. At September 30, 2025, our remaining performance obligations were $7,389.1 million. We expect to recognize approximately 35% of the revenue associated with our remaining performance obligations by the end of 2026, with the remainder to be recognized thereafter.

NOTE 4 – PENSION PLANS AND POSTRETIREMENT BENEFITS

We record the service cost component of net periodic benefit cost within Operating income on our condensed consolidated statements of income. For the three months ended September 30, 2025 and 2024, these amounts were $5.2 million and $2.0 million, respectively. For the nine months ended September 30, 2025 and 2024, these amounts were $10.3 million and $5.9 million, respectively. All other components of net periodic benefit cost are included in Other – net within the condensed consolidated statements of income. For the three months ended September 30, 2025 and 2024, these amounts were $(2.4) million and $(2.8) million, respectively. For the nine months ended September 30, 2025 and 2024, these amounts were $(6.1) million and $(8.5) million, respectively. Components of net periodic benefit cost included in net income were as follows:

	Pension Benefits				Other Benefits			
	Three Months Ended September 30,		Nine Months Ended September 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024	2025	2024	2025	2024
	(In thousands)							
Service cost	$ 4,446	$ 1,880	$ 9,026	$ 5,645	$ 764	$ 96	$ 1,233	$ 289
Interest cost	16,759	11,377	41,994	34,140	1,294	503	2,695	1,511
Expected return on plan assets	(20,796)	(15,072)	(51,787)	(45,225)	(486)	(487)	(1,459)	(1,461)
Amortization of prior service cost	792	820	2,375	2,460	22	11	66	34
Net periodic benefit (income) / loss	$ 1,201	$ (995)	$ 1,608	$ (2,980)	$ 1,594	$ 123	$ 2,535	$ 373

NOTE 5 – COMMITMENTS AND CONTINGENCIES

There were no material contingencies during the period covered by this Form 10-Q.

NOTE 6 – FAIR VALUE MEASUREMENTS

Investments

The following is a summary of our investments measured at fair value at September 30, 2025:

	Total	Level 1	Level 2	Level 3	Unclassified
	(In thousands)				
Equity securities					
Mutual funds	$ 8,008	$ —	$ 8,008	$ —	$ —
Total	$ 8,008	$ —	$ 8,008	$ —	$ —

The following is a summary of our investments measured at fair value at December 31, 2024:

	Total	Level 1	Level 2	Level 3	Unclassified
	(In thousands)				
Equity securities					
Mutual funds	$ 8,775	$ —	$ 8,775	$ —	$ —
Available-for-sale securities					
Corporate bonds	1,834	1,834	—	—	—
Total	$ 10,609	$ 1,834	$ 8,775	$ —	$ —

We estimate the fair value of investments based on quoted market prices. For investments for which there are no quoted market prices, we derive fair values from available yield curves for investments of similar quality and terms.

Derivatives

Level 2 derivative assets and liabilities currently consist of FX forward contracts. Where applicable, the value of these derivative assets and liabilities is computed by discounting the projected future cash flow amounts to present value using market-based observable inputs, including FX forward and spot rates, interest rates and counterparty performance risk adjustments. At September 30, 2025 and December 31, 2024, we had FX forward contracts outstanding to purchase or sell foreign currencies, primarily Canadian dollars and Euros, with a total fair value of $8.2 million. Derivative assets and liabilities are included in Accounts receivable – other and Accounts payable, respectively, on our condensed consolidated balance sheets.

Other Financial Instruments

We used the following methods and assumptions in estimating our fair value disclosures for our other financial instruments, as follows:

Cash and cash equivalents and restricted cash and cash equivalents. The carrying amounts that we have reported in the accompanying condensed consolidated balance sheets for Cash and cash equivalents and Restricted cash and cash equivalents approximate their fair values due to their highly liquid nature.

Long-term and short-term debt. We base the fair values of debt instruments, including our 4.125% senior notes due 2028 (the "Senior Notes due 2028") and our 4.125% senior notes due 2029 (the "Senior Notes due 2029"), on quoted market prices. Where quoted prices are not available, we base the fair values on the present value of future cash flows discounted at estimated borrowing rates for similar debt instruments or on estimated prices based on current yields for debt issues of similar quality and terms. At September 30, 2025 and December 31, 2024, the fair value of the Senior Notes due 2028 was $377.7 million and $374.6 million, respectively, and the fair value of the Senior Notes due 2029 was $372.8 million and $371.9 million, respectively. The fair value of our remaining debt instruments approximated their carrying values at September 30, 2025 and December 31, 2024.

Note receivable. Included in Other current assets is a note receivable related to a third-party loan. We base the fair value of this level 2 note receivable instrument on the present value of future cash flows discounted at market interest rates for financial instruments with similar quality and terms. At September 30, 2025 and December 31, 2024, the carrying value of our note receivable was $6.4 million and $6.5 million, respectively, and approximated its fair value.

NOTE 7 – STOCK-BASED COMPENSATION

Stock-based compensation recognized for all of our plans for the three months ended September 30, 2025 and 2024 totaled $7.0 million and $4.6 million, respectively, with associated tax benefit totaling $1.3 million and $0.7 million, respectively. Stock-based compensation recognized for all of our plans for the nine months ended September 30, 2025 and 2024 totaled $20.3 million and $15.0 million, respectively, with associated tax benefit totaling $4.0 million and $2.5 million, respectively.

NOTE 8 – SEGMENT REPORTING

As described in Note 1, our operations are assessed based on two reportable segments. An analysis of our operations by reportable segment is as follows:

	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
	(In thousands)			
REVENUES:				
Government Operations	$ 616,697	$ 560,073	$ 1,760,943	$ 1,588,040
Commercial Operations	250,971	113,112	555,420	371,641
Eliminations	(1,382)	(1,229)	(3,780)	(2,294)
	$ 866,286	$ 671,956	$ 2,312,583	$ 1,957,387
SEGMENT EXPENSES:				
Government Operations				
Research and Development Costs	$ 2,079	$ 1,810	$ 5,454	$ 4,413
Gains on Asset Disposals and Impairments, Net	—	—	(4,431)	$ (2)
Other Segment Expenses (1)	537,377	472,187	1,510,465	$ 1,344,134
	539,456	473,997	$ 1,511,488	$ 1,348,545
Commercial Operations				
Research and Development Costs	1,400	271	4,603	$ 429
(Gains) Losses on Asset Disposals and Impairments, Net	1	—	14	$ (2)
Other Segment Expenses (1)	226,696	106,113	514,770	$ 339,267
	228,097	106,384	519,387	$ 339,694
Total Segment Expenses	$ 767,553	$ 580,381	$ 2,030,875	$ 1,688,239
OPERATING INCOME				
Government Operations	$ 97,371	$ 101,609	$ 304,536	$ 279,815
Commercial Operations	23,959	6,728	37,301	31,947
	121,330	108,337	$ 341,837	$ 311,762
Unallocated Corporate (2)	(7,981)	(11,759)	(29,434)	(23,417)
Total Operating Income (3)	$ 113,349	$ 96,578	$ 312,403	$ 288,345
Other Expense	(5,781)	(5,954)	(15,259)	(17,715)
Income before Provision for Income Taxes	$ 107,568	$ 90,624	$ 297,144	$ 270,630

(1) Other segment expenses include the total cost of operations and selling, general, and administrative expenses.
(2) Unallocated Corporate includes general corporate overhead not allocated to segments in addition to losses on asset disposals and impairments, net.
(3) The following amounts are included in Operating Income:

Equity in Income of Investees:				
Government Operations	$ 20,131	$ 15,532	$ 55,081	$ 40,319
Commercial Operations	1,085	—	1,268	—
	$ 21,216	$ 15,532	$ 56,349	$ 40,319

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025		2024		2025		2024	
	(In thousands)				(In thousands)			
CAPITAL EXPENDITURES:								
Government Operations	$	25,703	$	22,429	$	59,973	$	53,013
Commercial Operations		21,368		14,073	$	51,278	$	43,153
Segment Capital Expenditures	$	47,071	$	36,502	$	111,251	$	96,166
Corporate Capital Expenditures		1,196		3,799	$	3,114	$	4,962
Total Capital Expenditures	$	48,267	$	40,301	$	114,365	$	101,128
DEPRECIATION AND AMORTIZATION:								
Government Operations	$	18,762	$	15,284	$	56,080	$	44,948
Commercial Operations		7,865		4,313	$	18,127	$	13,154
Segment Depreciation and Amortization	$	26,627	$	19,597	$	74,207	$	58,102
Corporate Depreciation and Amortization		1,831		1,672	$	5,422	$	5,327
Total Depreciation and Amortization	$	28,458	$	21,269	$	79,629	$	63,429

Information about our Product and Service Lines:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2025		2024		2025		2024	
	(In thousands)				(In thousands)			
REVENUES:								
Government Operations:								
Nuclear Components and Fuel	$	490,346	$	439,425	$	1,359,978	$	1,235,703
Uranium Processing and Nuclear Services		97,952		65,138	$	302,807	$	198,766
Advanced Reactor Design and Engineering		28,399		55,510	$	98,158	$	153,571
	$	616,697	$	560,073	$	1,760,943	$	1,588,040
Commercial Operations:								
Nuclear Manufacturing	$	103,426	$	63,912	$	294,411	$	195,441
Nuclear Services and Engineering		147,545		49,200	$	261,009	$	176,200
	$	250,971	$	113,112	$	555,420	$	371,641
Eliminations		(1,382)		(1,229)		(3,780)		(2,294)
	$	866,286	$	671,956	$	2,312,583	$	1,957,387

Information about our Consolidated Operations in Different Geographic Areas:

	September 30, 2025		December 31, 2024	
	(In thousands)			
NET PROPERTY, PLANT AND EQUIPMENT:				
United States	$	847,840	$	813,352
Canada		676,646		462,593
All Other Countries		11,865		2,216
	$	1,536,351	$	1,278,161

See Note 3 for revenues by geographic area for each of our segments.

Information about our Major Customers:

In the three months ended September 30, 2025 and 2024, sales to the U.S. Government accounted for approximately 91% and 92% of our Government Operations segment revenues, respectively. In the nine months ended September 30, 2025 and 2024, sales to the U.S. Government accounted for approximately 90% and 93% of our Government Operations segment revenues, respectively. In the three months ended September 30, 2025 and 2024, sales to large utility customers accounted for approximately 45% and 75% of our Commercial Operations segment revenues, respectively. In the nine months ended September 30, 2025 and 2024, sales to large utility customers accounted for approximately 56% and 75% of our Commercial Operations segment revenues, respectively.

Evaluation of segment performance:

Our Chief Operating Decision Maker ("CODM") measures the performance of each segment based on several metrics, including revenue and operating income and uses these results, in part, to evaluate the performance of and to allocate resources to each segment. Our CODM does not use assets by segment to evaluate segment performance or allocate resources. Consequently, we do not disclose assets by segment.

NOTE 9 – EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	(In thousands, except share and per share amounts)			
Basic:				
Net Income Attributable to BWX Technologies, Inc.	$ 82,106	$ 69,483	$ 235,956	$ 210,923
Weighted-average common shares	91,565,095	91,574,531	91,567,382	91,564,726
Basic earnings per common share	$ 0.90	$ 0.76	$ 2.58	$ 2.30
Diluted:				
Net Income Attributable to BWX Technologies, Inc.	$ 82,106	$ 69,483	$ 235,956	$ 210,923
Weighted-average common shares (basic)	91,565,095	91,574,531	91,567,382	91,564,726
Effect of dilutive securities:				
Stock options, restricted stock units and performance shares (1)	222,507	312,179	220,620	284,998
Adjusted weighted-average common shares	91,787,602	91,886,710	91,788,002	91,849,724
Diluted earnings per common share	$ 0.89	$ 0.76	$ 2.57	$ 2.30

(1) At September 30, 2025 and 2024, we excluded 12,297 and 109,146 shares, respectively, from our diluted share calculation as their effect would have been antidilutive.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following information should be read in conjunction with the unaudited condensed consolidated financial statements and the notes thereto included in Item 1 in Part I of this quarterly report on Form 10-Q ("Report"), as well as the audited consolidated financial statements and the related notes and Item 7 of our annual report on Form 10-K for the year ended December 31, 2024 (our "2024 10-K").

In this Report, unless the context otherwise indicates, "we," "us" and "our" mean BWX Technologies, Inc. ("BWXT" or the "Company") and its consolidated subsidiaries.

Cautionary Statement Concerning Forward-Looking Statements

From time to time, our management or persons acting on our behalf make forward-looking statements to inform existing and potential security holders about our Company. Forward-looking statements include those statements that express a belief, expectation or intention, as well as those that are not statements of historical fact, within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Statements and assumptions regarding expectations and projections of specific projects, our future backlog, revenues, income, capital spending, strategic investments, acquisitions or divestitures, return of capital activities or margin improvement initiatives are examples of forward-looking statements. Forward-looking statements are generally accompanied by words such as "estimate," "project," "predict," "believe," "expect," "anticipate," "plan," "seek," "goal," "could," "intend," "may," "should" or other words that convey the uncertainty of future events or outcomes. In addition, sometimes we will specifically describe a statement as being a forward-looking statement and refer to this cautionary statement.

We have based our forward-looking statements on information currently available to us and our current expectations, estimates and projections about our Company, industries and business environment. We caution that these statements are not guarantees of future performance and you should not rely unduly on them as they involve risks, uncertainties and assumptions that we cannot predict. In addition, we have based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. While our management considers these statements and assumptions to be reasonable, they are inherently subject to numerous factors, including potentially the risk factors described in Item 1A of our 2024 10-K, most of which are difficult to predict and many of which are beyond our control. As a contractor to the U.S. Government, such risks include, without limitation, budget uncertainty, the risk of future budget cuts, the impact of continuing resolution funding mechanisms and the debt ceiling, the potential for government shutdowns and changing funding and acquisition priorities. On October 1, 2025, the U.S. Government entered a partial shutdown, the duration of which is uncertain. If this shutdown were to continue for an extended period, we could be at risk of program cancellations, schedule delays, production halts and other disruptions and nonpayment, which could adversely affect our results of operations. Additionally, we may experience delays in new awards of our products and services which could also adversely affect our results of operations. Accordingly, our actual results may differ materially from the future performance that we have expressed or forecast in our forward-looking statements.

We have discussed many of these factors in more detail elsewhere in this Report. These factors are not necessarily all the factors that could affect us. Unpredictable or unanticipated factors we have not discussed in this Report or in our 2024 10-K could also have material adverse effects on actual results of matters that are the subject of our forward-looking statements. We do not intend to update or review any forward-looking statement or our description of important factors, whether as a result of new information, future events or otherwise, except as required by applicable laws.

General

We operate in two reportable segments: Government Operations and Commercial Operations. In general, we operate in capital-intensive industries and rely on large contracts for a substantial amount of our revenues. We are currently exploring growth strategies across our segments to expand and complement our existing businesses. We would expect to fund these opportunities with cash generated from operations or by raising additional capital through debt, equity or some combination thereof.

Government Operations

The revenues of our Government Operations segment are largely a function of defense spending by the U.S. Government. Through this segment, we engineer, design and manufacture precision naval nuclear components, reactors and nuclear fuel for the U.S. Department of Energy ("DOE")/National Nuclear Safety Administration's Naval Nuclear Propulsion Program. In addition, this segment downblends Cold War-era government stockpiles of high-enriched uranium, develops and manufactures advanced materials and products for commercial, military and space applications and supplies proprietary and sole-source valves, manifolds and fittings to global naval and commercial shipping customers. As a supplier of major nuclear components for certain U.S. Government programs, this segment is a significant participant in the defense industry.

This segment also provides various services to the U.S. Government by managing and operating high-consequence operations at U.S. nuclear weapons sites, national laboratories and manufacturing complexes. The revenues and equity income of investees under these types of contracts are largely a function of spending by the U.S. Government and the performance scores we and our consortium partners earn in managing and operating these sites. With our specialized capabilities of full life-cycle management of special materials, facilities and technologies, we believe this segment is well-positioned to continue participating in the ongoing cleanup, operation and management of critical government-owned nuclear sites, laboratories and manufacturing complexes maintained by the DOE and other federal agencies.

Additionally, this segment also develops technology for a variety of applications, including advanced nuclear power sources, and offers complete advanced nuclear fuel and reactor design and engineering, licensing and manufacturing services for new advanced nuclear reactors.

Commercial Operations

Through this segment, we design and manufacture commercial nuclear steam generators, heat exchangers, pressure vessels, reactor components, as well as other auxiliary equipment, including containers for the storage of spent nuclear fuel and other high-level nuclear waste. This segment is a leading supplier of nuclear fuel, fuel handling systems, tooling delivery systems, nuclear-grade materials and precisely machined components, and related services for CANDU nuclear power plants. This segment also provides a variety of engineering and in-plant services and offers a broad suite of lifecycle support and management services for the global nuclear power industry, transmission and distribution markets. This segment is a significant supplier to nuclear power utilities undergoing major refurbishment and plant life extension projects and is a global manufacturer and supplier of critical medical radioisotopes and radiopharmaceuticals.

Our Commercial Operations segment's overall activity primarily depends on the demand and competitiveness of nuclear energy and the demand for critical radioisotopes and radiopharmaceuticals. A significant portion of our Commercial Operations segment's operations depends on the timing of maintenance outages, the cyclical nature of capital expenditures and major refurbishment and life extension projects, as well as the demand for nuclear fuel and fuel handling equipment and engineering services primarily in the Canadian market, which could cause variability in our financial results.

Acquisitions

Aerojet Ordnance Tennessee, Inc.

On January 3, 2025, we completed the acquisition of Aerojet Ordnance Tennessee, Inc. ("A.O.T."), a subsidiary of L3Harris Technologies, Inc. A.O.T. is a leading provider of advanced special materials which will further enhance our capabilities to develop and manufacture advanced materials and products for commercial, military and space applications. A.O.T. is reported as part of our Government Operations segment.

Kinectrics Inc.

On May 20, 2025, we acquired all of the equity interests of Kinectrics Holdings Inc., the parent company of Kinectrics Inc. ("Kinectrics"). Kinectrics is a leader in providing lifecycle management services for the global nuclear power and transmission and distribution markets, and in the production and supply of isotopes for the radiopharmaceutical industry which will enable us to expand our portfolio of products and services in the global nuclear market. Kinectrics is reported as part of our Commercial Operations segment.

See Note 2 to our condensed consolidated financial statements for additional information about our recent acquisition activity.

Critical Accounting Estimates

For a summary of the critical accounting policies and estimates that we use in the preparation of our unaudited condensed consolidated financial statements, see Item 7 of our 2024 10-K. There have been no material changes to our critical accounting policies and estimates during the nine months ended September 30, 2025.

Contracts & Revenue Recognition

We generally recognize contract revenue and resulting income over time based on the measurement of the extent of progress toward completion using total costs incurred as a percentage of the total estimated project costs for individual performance obligations. We review contract price and cost estimates periodically as the work progresses and reflect adjustments proportionate to the percentage-of-completion in income in the period when those estimates are revised. If a current estimate of total contract costs indicates a loss on a contract, the projected loss is recognized in full when determined.

As we progress on our contracts and the underlying performance obligations, we refine our estimates of variable consideration and total estimated costs at completion, which impact the overall profitability on our contracts and performance obligations. Changes in these estimates result in the recognition of cumulative catch-up adjustments that impact our revenues and/or costs of contracts. The aggregate impact of changes in estimates increased our revenues and operating income as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	(In thousands)		(In thousands)	
Revenues (1)	$ 4,322	$ 10,214	$ 10,253	$ 7,449
Operating Income (1)	$ 3,061	$ 9,721	$ 9,107	$ 6,372

(1) During the three months ended September 30, 2025, no adjustments to any one contract had a material impact on our consolidated financial statements. During the nine months ended September 30, 2025, our Government Operations segment results were favorably impacted by material contract adjustments related to a nuclear operations contract. The material adjustments resulted in an increase in revenue and operating income of $29.4 million during the nine months ended September 30, 2025. During the three and nine months ended September 30, 2024, no adjustments to any one contract had a material impact on our consolidated financial statements.

Contracts may be modified at the request of our customer or initiated by us to amend all or part of an existing contract, including contract type. Depending on the nature of the modification, we consider whether to account for the modification as an adjustment to the existing contract or as a separate contract. Modifications to our contracts are generally accounted for as if they were part of the existing contract as these modifications are not distinct from the existing contract and accounted for as a cumulative adjustment to revenue.

Results of Operations – Three and Nine Months Ended September 30, 2025 vs. Three and Nine Months Ended September 30, 2024

Selected financial highlights are presented in the table below:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2025	2024	$ Change	2025	2024	$ Change
	(In thousands)					
REVENUES:						
Government Operations	$ 616,697	$ 560,073	$ 56,624	$ 1,760,943	$ 1,588,040	$ 172,903
Commercial Operations	250,971	113,112	137,859	555,420	371,641	183,779
Eliminations	(1,382)	(1,229)	(153)	(3,780)	(2,294)	(1,486)
	$ 866,286	$ 671,956	$ 194,330	$ 2,312,583	$ 1,957,387	$ 355,196
OPERATING INCOME:						
Government Operations	$ 97,371	$ 101,609	$ (4,238)	$ 304,536	$ 279,815	$ 24,721
Commercial Operations	23,959	6,728	17,231	37,301	31,947	5,354
	$ 121,330	$ 108,337	$ 12,993	$ 341,837	$ 311,762	$ 30,075
Unallocated Corporate	(7,981)	(11,759)	3,778	(29,434)	(23,417)	(6,017)
Total Operating Income	$ 113,349	$ 96,578	$ 16,771	$ 312,403	$ 288,345	$ 24,058

Consolidated Results of Operations

Three months ended September 30, 2025 vs. 2024

Consolidated revenues increased 28.9%, or $194.3 million, to $866.3 million in the three months ended September 30, 2025 compared to $672.0 million for the corresponding period of 2024, due to increases in our Government Operations and Commercial Operations segments of $56.6 million and $137.9 million, respectively.

Consolidated operating income increased $16.8 million to $113.3 million in the three months ended September 30, 2025 compared to $96.6 million for the corresponding period of 2024. Operating income in our Commercial Operations segment increased $17.2 million which was partially offset by a decrease in operating income in our Government Operations segment of $4.2 million when compared to the corresponding period in the prior year. Operating income also increased as a result of lower Unallocated Corporate expenses of $3.8 million when compared to the corresponding period in the prior year.

Nine months ended September 30, 2025 vs. 2024

Consolidated revenues increased 18.1%, or $355.2 million, to $2,312.6 million in the nine months ended September 30, 2025 compared to $1,957.4 million for the corresponding period of 2024, due to increases in our Government Operations and Commercial Operations segments of $172.9 million and $183.8 million, respectively.

Consolidated operating income increased $24.1 million to $312.4 million in the nine months ended September 30, 2025 compared to $288.3 million for the corresponding period of 2024. Operating income in our Government Operations and Commercial Operations segments increased $24.7 million and 5.4 million, respectively, when compared to the corresponding period in the prior year. These increases were partially offset by an increase in Unallocated Corporate expenses of $6.0 million when compared to the corresponding period in the prior year.

Government Operations

	Three Months Ended September 30, 2025	2024	$ Change	Nine Months Ended September 30, 2025	2024	$ Change
	(In thousands)					
Revenues	$ 616,697	$ 560,073	$ 56,624	$ 1,760,943	$ 1,588,040	$ 172,903
Operating Income	$ 97,371	$ 101,609	$ (4,238)	$ 304,536	$ 279,815	$ 24,721
% of Revenues	15.8%	18.1%		17.3%	17.6%	

Three months ended September 30, 2025 vs. 2024

Revenues increased $56.6 million, or 10.1%, to $616.7 million in the three months ended September 30, 2025 compared to $560.1 million for the corresponding period of 2024. The increase was primarily driven by the timing of long-lead material procurements of $53.3 million, increases in uranium processing and downblending operations of $12.2 million and an increase in revenues of $16.7 million associated with the acquisition of A.O.T., which was completed on January 3, 2025. These increases were partially offset by a decrease in revenues associated with our advanced technologies business.

Operating income decreased $4.2 million to $97.4 million in the three months ended September 30, 2025 compared to $101.6 million for the corresponding period of 2024. The operating income impact of the changes in revenues noted above were more than offset by expenses associated with the integration of the A.O.T. acquisition.

Nine months ended September 30, 2025 vs. 2024

Revenues increased $172.9 million, or 10.9%, to $1,760.9 million in the nine months ended September 30, 2025 compared to $1,588.0 million for the corresponding period of 2024. The increase was primarily driven by the timing of long-lead material procurements of $115.3 million, increases in uranium processing and downblending operations of $56.7 million and an increase in revenues of $36.3 million associated with the acquisition of A.O.T., which was completed on January 3, 2025. These increases were partially offset by a decrease in revenues associated with our advanced technologies business.

Operating income increased $24.7 million to $304.5 million in the nine months ended September 30, 2025 compared to $279.8 million for the corresponding period of 2024, primarily driven by the operating income impact of the changes in revenues noted above.

Commercial Operations

	Three Months Ended September 30, 2025	2024	$ Change	Nine Months Ended September 30, 2025	2024	$ Change
			(In thousands)			
Revenues	$ 250,971	$ 113,112	$ 137,859	$ 555,420	$ 371,641	$ 183,779
Operating Income	$ 23,959	$ 6,728	$ 17,231	$ 37,301	$ 31,947	$ 5,354
% of Revenues	9.5%	5.9%		6.7%	8.6%	

Three months ended September 30, 2025 vs. 2024

Revenues increased 121.9%, or $137.9 million, to $251.0 million in the three months ended September 30, 2025 compared to $113.1 million for the corresponding period of 2024. The increase was primarily related to the acquisition of Kinectrics, completed on May 20, 2025, which resulted in an increase in revenues of $94.6 million as well as an increase in revenues related to components manufacturing of $20.6 million when compared to the corresponding period in the prior year.

Operating income increased $17.2 million to $24.0 million in the three months ended September 30, 2025 compared to $6.7 million for the corresponding period of 2024. The increase was primarily related to the operating income impact of the changes in revenues noted above as well as a favorable shift in our product mix when compared to the corresponding period of the prior year. These increases were partially offset by a $2.7 million increase in expenses associated with the Kinectrics acquisition and restructuring-related activities.

Nine months ended September 30, 2025 vs. 2024

Revenues increased 49.5%, or $183.8 million to $555.4 million in the nine months ended September 30, 2025 compared to $371.6 million for the corresponding period of 2024. The increase was primarily related to the acquisition of Kinectrics, completed on May 20, 2025, which resulted in an increase in revenues of $133.6 million as well as an increase in revenues related to components manufacturing of $67.4 million. These increases were partially offset by a $30.5 million decrease in revenues related to on-site inspection, maintenance, modification and refurbishment work when compared to the corresponding period in the prior year.

Operating income increased $5.4 million to $37.3 million in the nine months ended September 30, 2025 compared to $31.9 million for the corresponding period of 2024. The increase was primarily related to the operating income impact of the changes in revenues noted above which was partially offset by a $7.5 million increase in expenses associated with the Kinectrics acquisition and restructuring-related activities.

Unallocated Corporate

Three months ended September 30, 2025 vs. 2024

Unallocated corporate expenses decreased $3.8 million in the three months ended September 30, 2025 compared to the corresponding period of 2024. The decrease was primarily related to a reduction in expenditures related to the transformation of our information technology infrastructure of $1.3 million as well as a decrease in legal and consulting costs associated with merger and acquisition related activities of $0.9 million when compared to the corresponding period of the prior year. We also experienced a reduction in healthcare costs due to the timing of claims when compared to the prior year.

Nine months ended September 30, 2025 vs. 2024

Unallocated corporate expenses increased $6.0 million in the nine months ended September 30, 2025 compared to the corresponding period of 2024. The increase was due to higher healthcare costs of $2.9 million related to the timing of claims in addition to an increase in legal and consulting costs associated with merger and acquisition related activities of $2.9 million when compared to the corresponding period in the prior year. We also experienced a $3.5 million increase in restructuring-related expenditures. These increases were partially offset by a decrease in expenditures related to the transformation of our information technology infrastructure of $2.4 million.

Provision for Income Taxes

	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	$ Change	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024	$ Change
	(In thousands)					
Income before Provision for Income Taxes	$ 107,568	$ 90,624	$ 16,944	$ 297,144	$ 270,630	$ 26,514
Provision for Income Taxes	$ 25,377	$ 20,983	$ 4,394	$ 60,965	$ 59,410	$ 1,555
Effective Tax Rate	23.6%	23.2%		20.5%	22.0%	

We primarily operate in the U.S. and Canada and we recognize our U.S. income tax provision based on the U.S. federal statutory rate of 21%, our Canadian tax provision based on the Canadian local statutory rate of approximately 25%, and other foreign jurisdictions at various enacted rates.

Our effective tax rate for the three months ended September 30, 2025 was 23.6% as compared to 23.2% for the three months ended September 30, 2024. Our effective tax rate for the nine months ended September 30, 2025 was 20.5% as compared to 22.0% for the nine months ended September 30, 2024. The effective tax rates for the three and nine months ended September 30, 2025 differed from the U.S. corporate federal income tax rate of 21% primarily due to state income taxes within the U.S. and the unfavorable rate differential associated with our foreign earnings. The effective tax rates for the three and nine months ended September 30, 2024 were higher than the U.S. corporate federal income tax rate of 21% due to state income taxes within the U.S. and the unfavorable rate differential associated with our foreign earnings.

Backlog

Backlog represents the dollar amount of revenue we expect to recognize in the future from contracts awarded and in progress. Not all of our expected revenue from a contract award is recorded in backlog for a variety of reasons, including that some projects are awarded and completed within the same reporting period.

Our backlog is equal to our remaining performance obligations under contracts that meet the criteria in Financial Accounting Standards Board Topic *Revenue from Contracts with Customers*, as discussed in Note 3 to our condensed consolidated financial statements included in this Report. It is possible that our methodology for determining backlog may not be comparable to methods used by other companies.

We are subject to the budgetary and appropriations cycle of the U.S. Government as it relates to our Government Operations segment. Backlog may not be indicative of future operating results and projects in our backlog may be cancelled, modified or otherwise altered by customers.

	September 30, 2025	December 31, 2024
	(In approximate millions)	
Government Operations	$ 5,905	$ 3,913
Commercial Operations	1,484	930
Total Backlog	$ 7,389	$ 4,843

We do not include the value of our unconsolidated joint venture contracts in backlog.

As of September 30, 2025, our ending backlog was $7,389.1 million, which included $2,172.2 million of unfunded backlog related to U.S. Government contracts. We expect to recognize approximately 35% of the revenue associated with our backlog by the end of 2026, with the remainder to be recognized thereafter.

Major new awards from the U.S. Government are typically received following Congressional approval of the budget for the U.S. Government's next fiscal year, which starts October 1, and may not be awarded to us before the end of the calendar year. Due to the fact that most contracts awarded by the U.S. Government are subject to these annual funding approvals, the total values of the underlying programs are significantly larger.

The value of unexercised options excluded from backlog as of September 30, 2025, including previous awards, was approximately $2,800 million. We expect $1,400 million to be awarded in 2026, $900 million to be awarded in 2030 and $500 million to be awarded in 2035, subject to annual Congressional appropriations.

Liquidity and Capital Resources

Credit Facility

On October 12, 2022, we entered into an Amended and Restated Credit Agreement (the "Credit Facility") with Wells Fargo Bank, National Association, as administrative agent, and the other lenders party thereto. The Credit Facility consists of a $750 million senior secured revolving credit facility (the "Revolving Credit Facility") and a $250 million senior secured term A loan (the "Term Loan"). The Revolving Credit Facility and the Term Loan are scheduled to mature on October 12, 2027. The proceeds of loans under the Credit Facility are available for working capital needs, permitted acquisitions and other general corporate purposes.

The Credit Facility allows for additional parties to become lenders and, subject to certain conditions, for the increase of the commitments under the Credit Facility, subject to an aggregate maximum for all additional commitments of (1) the greater of (a) $400 million and (b) 100% of EBITDA, as defined in the Credit Facility, for the last four full fiscal quarters, plus (2) all voluntary prepayments of the Term Loan, plus (3) additional amounts provided the Company is in compliance with a pro forma first lien net leverage ratio test of less than or equal to 2.50 to 1.00.

The Company's obligations under the Credit Facility are guaranteed, subject to certain exceptions, by substantially all of the Company's present and future wholly owned domestic restricted subsidiaries. The Credit Facility is secured by first-priority liens on certain assets owned by the Company and its subsidiary guarantors (other than its subsidiaries comprising a portion of its Government Operations segment).

The Credit Facility requires interest payments on outstanding loans on a periodic basis until maturity. We are required to make quarterly amortization payments on the Term Loan in an amount equal to 1.25% of the initial aggregate principal amount of the Term Loan on the last business day of each quarter, with the balance of the Term Loan due at maturity. We may prepay all loans under the Credit Facility at any time without premium or penalty (other than customary Term SOFR breakage costs), subject to notice requirements.

The Credit Facility includes financial covenants that are evaluated on a quarterly basis, based on the rolling four-quarter period that ends on the last day of each fiscal quarter. The maximum permitted total net leverage ratio is 4.00 to 1.00, which may be increased to 4.50 to 1.00 for up to four consecutive fiscal quarters after a material acquisition. The minimum consolidated interest coverage ratio is 3.00 to 1.00. In addition, the Credit Facility contains various restrictive covenants, including with respect to debt, liens, investments, mergers, acquisitions, dividends, equity repurchases and asset sales. As of September 30, 2025, we were in compliance with all covenants set forth in the Credit Facility.

Outstanding loans under the Credit Facility bear interest at our option at either (1) the Term SOFR plus a credit spread adjustment of 0.10% plus a margin ranging from 1.0% to 1.75% per year or (2) the base rate plus a margin ranging from 0.0% to 0.75% per year. We are charged a commitment fee on the unused portion of the Revolving Credit Facility, and that fee ranges from 0.15% to 0.225% per year. Additionally, we are charged a letter of credit fee of between 1.0% and 1.75% per year with respect to the amount of each financial letter of credit issued under the Revolving Credit Facility, and a letter of credit fee of between 0.75% and 1.05% per year with respect to the amount of each performance letter of credit issued under the Revolving Credit Facility. The applicable margin for loans, the commitment fee and the letter of credit fees set forth above will vary quarterly based on our total net leverage ratio. Based on the total net leverage ratio applicable at September 30, 2025, the margin for Term SOFR and base rate loans was 1.25% and 0.25%, respectively, the letter of credit fee for financial letters of credit and performance letters of credit was 1.25% and 0.825%, respectively, and the commitment fee for the unused portion of the Revolving Credit Facility was 0.175%.

As of September 30, 2025, borrowings under the Term Loan totaled $228.1 million, borrowings and letters of credit issued under the Revolving Credit Facility totaled $485.0 million and $1.4 million, respectively, and we had $263.6 million available under the Revolving Credit Facility for borrowings and to meet letter of credit requirements. As of September 30, 2025, the weighted-average interest rate on outstanding borrowings under the Credit Facility was 5.75%.

The Credit Facility generally includes customary events of default for a secured credit facility. Under the Credit Facility, (1) if an event of default relating to bankruptcy or other insolvency events occurs with respect to the Company, all related obligations will immediately become due and payable; (2) if any other event of default exists, the lenders will be permitted to accelerate the maturity of the related obligations outstanding; and (3) if any event of default exists, the lenders will be permitted to terminate their commitments thereunder and exercise other rights and remedies, including the commencement of foreclosure or other actions against the collateral.

If any default occurs under the Credit Facility, or if we are unable to make any of the representations and warranties in the Credit Facility, we will be unable to borrow funds or have letters of credit issued under the Credit Facility.

Senior Notes due 2028

We issued $400 million aggregate principal amount of 4.125% senior notes due 2028 (the "Senior Notes due 2028") pursuant to an indenture dated June 12, 2020 (the "2020 Indenture"), among the Company, certain of our subsidiaries, as guarantors, and U.S. Bank Trust Company, National Association (formerly known as U.S. Bank National Association) ("U.S. Bank"), as trustee. The Senior Notes due 2028 are guaranteed by each of the Company's present and future direct and indirect wholly owned domestic subsidiaries that is a guarantor under the Credit Facility.

Interest on the Senior Notes due 2028 is payable semi-annually in cash in arrears on June 30 and December 30 of each year at a rate of 4.125% per annum. The Senior Notes due 2028 will mature on June 30, 2028.

We may redeem the Senior Notes due 2028, in whole or in part, at any time at a redemption price equal to 100.0% of the principal amount to be redeemed plus accrued and unpaid interest, if any, to, but excluding, the redemption date.

The 2020 Indenture contains customary events of default, including, among other things, payment default, failure to comply with covenants or agreements contained in the 2020 Indenture or the Senior Notes due 2028 and certain provisions related to bankruptcy events. The 2020 Indenture also contains customary negative covenants. As of September 30, 2025, we were in compliance with all covenants set forth in the 2020 Indenture and the Senior Notes due 2028.

Senior Notes due 2029

We issued $400 million aggregate principal amount of 4.125% senior notes due 2029 (the "Senior Notes due 2029") pursuant to an indenture dated April 13, 2021 (the "2021 Indenture"), among the Company, certain of our subsidiaries, as guarantors, and U.S. Bank, as trustee. The Senior Notes due 2029 are guaranteed by each of the Company's present and future direct and indirect wholly owned domestic subsidiaries that is a guarantor under the Credit Facility.

Interest on the Senior Notes due 2029 is payable semi-annually in cash in arrears on April 15 and October 15 of each year, at a rate of 4.125% per annum. The Senior Notes due 2029 will mature on April 15, 2029.

We may redeem the Senior Notes due 2029, in whole or in part, at any time at a redemption price equal to (i) 101.031% of the principal amount to be redeemed if the redemption occurs during the 12-month period beginning on April 15, 2025 and (ii) 100.0% of the principal amount to be redeemed if the redemption occurs on or after April 15, 2026, in each case plus accrued and unpaid interest, if any, to, but excluding, the redemption date.

The 2021 Indenture contains customary events of default, including, among other things, payment default, failure to comply with covenants or agreements contained in the 2021 Indenture or the Senior Notes due 2029 and certain provisions related to bankruptcy events. The 2021 Indenture also contains customary negative covenants. As of September 30, 2025, we were in compliance with all covenants set forth in the 2021 Indenture and the Senior Notes due 2029.

Other Arrangements

We have posted surety bonds to support regulatory and contractual obligations for certain decommissioning responsibilities, projects and legal matters. We utilize surety bond facilities to support such obligations, but the issuance of surety bonds under those facilities is typically at the surety's discretion, and the surety bond facilities generally permit the surety, in its sole discretion, to terminate the facility or demand collateral. Although there can be no assurance that we will maintain our surety bond capacity, we believe our current capacity is adequate to support our existing requirements for the next 12 months. In addition, these surety bonds generally indemnify the beneficiaries should we fail to perform our obligations under the applicable agreements. We, and certain of our subsidiaries, have jointly executed general agreements of indemnity in favor of surety underwriters relating to surety bonds those underwriters issue. As of September 30, 2025, surety bonds issued and outstanding under these arrangements totaled approximately $321.6 million.

Similarly, we have provided letters of credit and bank guarantees to governmental agencies and contractual counterparties to support regulatory and contractual obligations for certain decommissioning responsibilities, projects and legal matters. We utilize our Revolving Credit Facility and a bilateral letter of credit facility to support such obligations, but the issuance of letters of credit and bank guarantees under our bilateral letter of credit facility is at the issuer's discretion, and our bilateral letter of credit facility generally permits the issuer, in its sole discretion, to demand collateral if the issuer does not otherwise have the benefit of the collateral under our Credit Facility. On May 14, 2025 we amended our Credit Facility to increase the maximum aggregate amount of the bilateral letter of credit facility to $75 million. Although there can be no assurance that we will maintain our bilateral letter of credit facility capacity, we believe our current capacity, together with capacity under our Revolving Credit Facility, is adequate to support our existing requirements for the next 12 months. As of September 30, 2025, letters of credit and bank guarantees issued and outstanding under our bilateral letter of credit facility totaled approximately $53.5 million, and such letters of credit and bank guarantees are secured by the collateral under our Credit Facility.

Long-term Benefit Obligations

As of September 30, 2025, we had underfunded defined benefit pension and postretirement benefit plans with obligations totaling approximately $184.1 million. These long-term liabilities are expected to require use of our resources to satisfy future funding obligations. Based largely on statutory funding requirements, we expect to make contributions of approximately $7.2 million for the remainder of 2025 related to our pension and postretirement plans. We may also make additional contributions based on a variety of factors including, but not limited to, tax planning, evaluation of funded status and risk mitigation strategies.

Other

Cash, Cash Equivalents, Restricted Cash and Investments

Our domestic and foreign cash and cash equivalents, restricted cash and cash equivalents and investments as of September 30, 2025 and December 31, 2024 were as follows:

	September 30, 2025	December 31, 2024
	(In thousands)	
Domestic	$ 65,782	$ 69,595
Foreign	29,179	21,585
Total	$ 94,961	$ 91,180

Our working capital increased by $1.7 million to $457.5 million at September 30, 2025 from $455.8 million at December 31, 2024, primarily due to net changes in contracts in progress and advance billings on contracts due to the timing of project cash flows, as well as increases in accounts receivable and retainages which were offset by increases in accounts payable and accrued liabilities.

Our net cash provided by operating activities increased by $221.3 million to $352.9 million in the nine months ended September 30, 2025, compared to cash provided by operating activities of $131.5 million in the nine months ended September 30, 2024. The increase in cash provided by operating activities was primarily attributable to the timing of project cash flows as well as increases in income taxes payable and accrued liabilities.

Our net cash used in investing activities increased by $573.0 million to $673.9 million in the nine months ended September 30, 2025, compared to cash used in investing activities $100.9 million in the nine months ended September 30, 2024. The increase in cash used in investing activities was primarily attributable to the acquisitions of A.O.T. and Kinectrics for $101.1 million and $434.9 million, respectively, net of cash acquired. We also experienced an increase in investments in equity method investees of $31.0 million.

Our net cash provided by financing activities increased by $409.5 million to $339.6 million in the nine months ended September 30, 2025, compared to cash used in financing activities of $69.9 million in the nine months ended September 30, 2024. The increase in cash used in financing activities was primarily due to an increase in net borrowings of long-term debt of $430.3 million which was partially offset by a $10.0 million increase in repurchases of common stock when compared to the corresponding period of the prior year.

At September 30, 2025, we had restricted cash and cash equivalents totaling $7.4 million, $4.3 million of which was held for future decommissioning of facilities (which is included in Other Assets on our condensed consolidated balance sheets) and $3.1 million of which was held to meet reinsurance reserve requirements of our captive insurer.

At September 30, 2025, we had long-term investments with a fair value of $8.0 million and our investment portfolio consisted entirely of mutual funds. These equity securities are carried at fair value with the unrealized gains and losses reported in earnings.

Cash Requirements

We believe we have sufficient cash and cash equivalents and borrowing capacity, along with cash generated from operations and continued access to capital markets, to satisfy our cash requirements for the next 12 months and beyond.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposures to market risks have not changed materially from those disclosed in Item 7A of our 2024 10-K.

Item 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this Report, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) adopted by the Securities and Exchange Commission ("SEC") under the Exchange Act). This evaluation was conducted under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Our disclosure controls and procedures were developed through a process in which our management applied its judgment in assessing the costs and benefits of such controls and procedures, which, by their nature, can provide only reasonable assurance regarding the control objectives. You should note that the design of any system of disclosure controls and procedures is based in part upon various assumptions about the likelihood of future events, and we cannot assure you that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. Based on the evaluation referred to above, our Chief Executive Officer and Chief Financial Officer concluded that the design and operation of our disclosure controls and procedures are effective as of September 30, 2025 to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and such information is accumulated and communicated to management as appropriate to allow timely decisions regarding disclosure.

On May 20, 2025, we completed the acquisition of Kinectrics and started the process of integrating Kinectrics into our operations and internal control structure. Certain internal controls over financial reporting related to Kinectrics have been impacted by changes made to conform to existing controls and procedures of BWXT. Other than the changes resulting from the Kinectrics acquisition, there have been no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. The integration of Kinectrics is expected to continue into 2026.

PART II

OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

For information regarding ongoing investigations and litigation, see Note 5 to our unaudited condensed consolidated financial statements in Part I of this Report, which we incorporate by reference into this Item.

Item 1A. RISK FACTORS

In addition to the other information in this Report, the other factors presented in Item 1A of our 2024 10-K are some of the factors that could materially affect our business, financial condition or future results. There have been no material changes to our risk factors from those disclosed in our 2024 10-K.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Since November 2012, we have periodically announced that our Board of Directors has authorized share repurchase programs. The following table provides information on our purchases of equity securities during the three months ended September 30, 2025. Any shares purchased that were not part of a publicly announced plan or program are related to repurchases of common stock pursuant to the provisions of employee benefit plans that permit the repurchase of shares to satisfy statutory tax withholding obligations.

Period	Total number of shares purchased (1)	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs (in millions) (2)
July 1, 2025 - July 31, 2025	—	$ —	—	$ 347.6
August 1, 2025 - August 31, 2025	5,356	$ 176.93	—	$ 347.6
September 1, 2025 - September 30, 2025	152	$ 160.04	—	$ 347.6
Total	5,508	$ 176.46	—	

(1) Includes 0, 5,356 and 152 shares repurchased during July, August and September, respectively, pursuant to the provisions of employee benefit plans that permit the repurchase of shares to satisfy statutory tax withholding obligations.

(2) On April 30, 2021, our Board of Directors authorized us to repurchase an indeterminate number of shares of our common stock at an aggregate market value of up to $500 million with no expiration date.

Item 5. OTHER INFORMATION

Rule 10b5-1 Trading Arrangements

During the three months ended September 30, 2025, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K, except (i) on August 11, 2025, Rex Geveden, President and Chief Executive Officer and a director, entered into a trading plan (the "Geveden Plan") intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) and (ii) on August 28, 2025, Kevin McCoy, Chief Nuclear Officer, entered into a trading plan (the "McCoy Plan") intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). The Geveden Plan provides for the sale of an aggregate of up to 40,000 shares of common stock of the Company and terminates on August 14, 2026, unless terminated sooner in accordance with its terms. The McCoy Plan provides for the sale of an aggregate of up to 9,986 shares of common stock of the Company and terminates on August 31, 2026, unless terminated sooner in accordance with its terms.

Chief Accounting Officer Appointment

On October 29, 2025, the Company appointed Kevin J. Gorman as Vice President & Chief Accounting Officer of the Company, effective as of November 6, 2025. In connection with Mr. Gorman's appointment, Michael T. Fitzgerald, who currently serves as Chief Accounting Officer, will step down from this role as of November 6, 2025 but will remain employed as Senior Vice President and Chief Financial Officer of the Company.

Mr. Gorman has served as Corporate Controller of the Company since 2022. Prior to that, he served as Assistant Corporate Controller of the Company from 2015 to 2022 and in various controller roles within the Company's commercial nuclear energy business from 2011 to 2015. Prior to joining the Company, he worked for two years at The Shaw Group, Inc. in various accounting roles and 13 years at Deloitte & Touche LLP, most recently as Audit Senior Manager.

Item 6. EXHIBITS

Exhibit Number	Description
3.1	Certificate of Amendment to Restated Certificate of Incorporation dated May 14, 2019 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on May 17, 2019 (File No. 1-34658)).
3.2	Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on May 17, 2019 (File No. 1-34658)).
3.3	Certificate of Amendment to Restated Certificate of Incorporation of BWX Technologies, Inc. dated May 5, 2025 (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the SEC on May 3, 2025 (File No. 1-34658)).
3.4	Amended and Restated Bylaws, effective August 2, 2023 (incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 (File No. 1-34658)).
10.1	Supplemental Indenture No. 3, dated as of August 28, 2025, between BWX Technologies, Inc., certain of its consolidated subsidiaries, and U.S. Bank Trust Company, National Association, as a Trustee under the Indenture, dated as of April 13, 2021.
10.2	Supplemental Indenture No. 4, dated as of August 28, 2025, between BWX Technologies, Inc., certain of its consolidated subsidiaries, and U.S. Bank Trust Company, National Association, as a trustee under the Indenture, dated as of June 12, 2020
31.1	Rule 13a-14(a)/15d-14(a) certification of Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) certification of Chief Financial Officer.
32.1	Section 1350 certification of Chief Executive Officer.
32.2	Section 1350 certification of Chief Financial Officer.
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BWX TECHNOLOGIES, INC.

/s/ Mike T. Fitzgerald

By: Mike T. Fitzgerald
Senior Vice President, Chief Financial Officer and Chief Accounting Officer
(Principal Financial Officer and Duly Authorized Representative)

November 3, 2025

SUPPLEMENTAL INDENTURE NO. 3

SUPPLEMENTAL INDENTURE NO. 3 (this "Supplemental Indenture"), dated as of August 28, 2025, among BWX Technologies, Inc. (the "Issuer"), BWXT ENRICHMENT OPERATIONS, LLC, a Delaware limited liability company ("Enrichment Operations"), BWXT ENRICHMENT SERVICES, LLC, a Delaware limited liability company ("Enrichment Services"), KINECTRICS US INC., a Delaware corporation ("Kinectrics US"), KINECTRICS AES INC., a Delaware corporation ("Kinectrics AES"), BWXT ADVANCED FUELS, LLC, a Delaware limited liability company ("Advanced Fuels"), BWXT ADVANCED FUELS HOLDINGS, LLC, a Delaware limited liability company ("Advanced Fuels Holdings", and together with Enrichment Operations, Enrichment Services, Kinectrics US, Kinectrics AES and Advanced Fuels, the "Guaranteeing Subsidiaries", each, a "Guaranteeing Subsidiary"), each of which are subsidiaries of the Issuer, and U.S. Bank Trust Company, National Association (as successor to U.S. Bank National Association), as trustee under the Indenture referred to below (the "Trustee").

W I T N E S S E T H

WHEREAS, the Issuer has heretofore executed and delivered to the Trustee an indenture (the "Indenture"), dated as of April 13, 2021 providing for the issuance of 4.125% Senior Notes due 2029 (the "Notes");

WHEREAS, the Indenture provides that under certain circumstances each Guaranteeing Subsidiary shall execute and deliver to the Trustee a supplemental indenture pursuant to which such Guaranteeing Subsidiary shall unconditionally guarantee all of the Issuer's Obligations under the Notes and the Indenture on the terms and conditions set forth herein (the "Guarantee"); and

WHEREAS, pursuant to Section 901 of the Indenture, the Trustee is authorized to execute and deliver this Supplemental Indenture.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, each Guaranteeing Subsidiary and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

1. CAPITALIZED TERMS. Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.

2. AGREEMENT TO GUARANTEE. Each Guaranteeing Subsidiary hereby agrees to provide an unconditional Guarantee on the terms and subject to the conditions set forth in the Indenture including but not limited to Article 12 thereof.

3. NO RECOURSE AGAINST OTHERS. No past, present or future director, officer, employee, incorporator, stockholder or agent of any Guaranteeing Subsidiary, as such, shall have any liability for any obligations of the Issuer or any Guaranteeing Subsidiary under the Notes, any Guarantees, the Indenture or this Supplemental Indenture or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each Holder of the Notes by

accepting a Note waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Notes. Such waiver may not be effective to waive liabilities under the federal securities laws and it is the view of the SEC that such a waiver is against public policy.

4. GOVERNING LAW. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK. THE PARTIES HERETO AGREE TO SUBMIT TO THE JURISDICTION OF ANY UNITED STATES FEDERAL OR STATE COURT LOCATED IN THE BOROUGH OF MANHATTAN, IN THE CITY OF NEW YORK IN ANY ACTION OR PROCEEDING ARISING OUT OF OR RELATING TO THIS SUPPLEMENTAL INDENTURE.

5. COUNTERPARTS. The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The exchange of copies of the Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of the Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

6. EFFECT OF HEADINGS. The Section headings herein are for convenience or reference only and are not intended to be considered a part hereof and shall not affect the construction hereof.

7. THE TRUSTEE. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made solely by each Guaranteeing Subsidiary and the Issuer.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed, all as of the date first above written.

BWX TECHNOLOGIES, INC.

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Senior Vice President, Chief Financial Officer and Chief Accounting Officer

BWXT ENRICHMENT OPERATIONS, LLC

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Vice President and Chief Accounting Officer

BWXT ENRICHMENT SERVICES, LLC

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Vice President and Chief Accounting Officer

KINECTRICS US INC.

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Assistant Treasurer

KINECTRICS AES INC.

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Assistant Treasurer

BWXT ADVANCED FUELS, LLC

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Vice President and Chief Accounting Officer

BWXT ADVANCED FUELS HOLDINGS, LLC

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Vice President and Chief Accounting Officer

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, as Trustee

By: /s/ Melody M. Scott
Name: Melody M. Scott
Title: Assistant Vice President

(Signature Page to Supplemental Indenture No. 3)

Exhibit 10.2
Execution Version

SUPPLEMENTAL INDENTURE NO. 4

SUPPLEMENTAL INDENTURE NO. 4 (this "Supplemental Indenture"), dated as of August 28, 2025, among BWX Technologies, Inc. (the "Issuer"), BWXT ENRICHMENT OPERATIONS, LLC, a Delaware limited liability company ("Enrichment Operations"), BWXT ENRICHMENT SERVICES, LLC, a Delaware limited liability company ("Enrichment Services"), KINECTRICS US INC., a Delaware corporation ("Kinectrics US"), KINECTRICS AES INC., a Delaware corporation ("Kinectrics AES"), BWXT ADVANCED FUELS, LLC, a Delaware limited liability company ("Advanced Fuels"), BWXT ADVANCED FUELS HOLDINGS, LLC, a Delaware limited liability company ("Advanced Fuels Holdings", and together with Enrichment Operations, Enrichment Services, Kinectrics US, Kinectrics AES and Advanced Fuels, the "Guaranteeing Subsidiaries", each, a "Guaranteeing Subsidiary"), each of which are subsidiaries of the Issuer, and U.S. Bank Trust Company, National Association (as successor to U.S. Bank National Association), as trustee under the Indenture referred to below (the "Trustee").

W I T N E S S E T H

WHEREAS, the Issuer has heretofore executed and delivered to the Trustee an indenture (the "Indenture"), dated as of June 12, 2020 providing for the issuance of 4.125% Senior Notes due 2028 (the "Notes");

WHEREAS, the Indenture provides that under certain circumstances each Guaranteeing Subsidiary shall execute and deliver to the Trustee a supplemental indenture pursuant to which such Guaranteeing Subsidiary shall unconditionally guarantee all of the Issuer's Obligations under the Notes and the Indenture on the terms and conditions set forth herein (the "Guarantee"); and

WHEREAS, pursuant to Section 901 of the Indenture, the Trustee is authorized to execute and deliver this Supplemental Indenture.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, each Guaranteeing Subsidiary and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

1. CAPITALIZED TERMS. Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.

2. AGREEMENT TO GUARANTEE. Each Guaranteeing Subsidiary hereby agrees to provide an unconditional Guarantee on the terms and subject to the conditions set forth in the Indenture including but not limited to Article 12 thereof.

3. NO RECOURSE AGAINST OTHERS. No past, present or future director, officer, employee, incorporator, stockholder or agent of any Guaranteeing Subsidiary, as such, shall have any liability for any obligations of the Issuer or any Guaranteeing Subsidiary under the

Notes, any Guarantees, the Indenture or this Supplemental Indenture or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each Holder of the Notes by accepting a Note waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Notes. Such waiver may not be effective to waive liabilities under the federal securities laws and it is the view of the SEC that such a waiver is against public policy.

4. GOVERNING LAW. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK. THE PARTIES HERETO AGREE TO SUBMIT TO THE JURISDICTION OF ANY UNITED STATES FEDERAL OR STATE COURT LOCATED IN THE BOROUGH OF MANHATTAN, IN THE CITY OF NEW YORK IN ANY ACTION OR PROCEEDING ARISING OUT OF OR RELATING TO THIS SUPPLEMENTAL INDENTURE.

5. COUNTERPARTS. The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The exchange of copies of the Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of the Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

6. EFFECT OF HEADINGS. The Section headings herein are for convenience or reference only and are not intended to be considered a part hereof and shall not affect the construction hereof.

7. THE TRUSTEE. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made solely by each Guaranteeing Subsidiary and the Issuer.

[*signature page follows*]

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed, all as of the date first above written.

BWX TECHNOLOGIES, INC.

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Senior Vice President, Chief Financial Officer and Chief Accounting Officer

BWXT ENRICHMENT OPERATIONS, LLC

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Vice President and Chief Accounting Officer

BWXT ENRICHMENT SERVICES, LLC

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Vice President and Chief Accounting Officer

KINECTRICS US INC.

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Assistant Treasurer

KINECTRICS AES INC.

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Assistant Treasurer

BWXT ADVANCED FUELS, LLC

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Vice President and Chief Accounting Officer

BWXT ADVANCED FUELS HOLDINGS, LLC

By: /s/ Michael T. Fitzgerald
Name: Michael T. Fitzgerald
Title: Vice President and Chief Accounting Officer

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, as Trustee

By: /s/ Melody M. Scott
Name: Melody M. Scott
Title: Assistant Vice President

(Signature Page to Supplemental Indenture No. 4)

EXHIBIT 31.1

CERTIFICATION

I, Rex D. Geveden, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BWX Technologies, Inc. for the quarterly period ended September 30, 2025;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 3, 2025

/s/ Rex D. Geveden
Rex D. Geveden
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Mike T. Fitzgerald, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BWX Technologies, Inc. for the quarterly period ended September 30, 2025;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 3, 2025

/s/ Mike T. Fitzgerald

Mike T. Fitzgerald
Senior Vice President, Chief Financial Officer and Chief Accounting Officer

EXHIBIT 32.1

BWX TECHNOLOGIES, INC.

Certification Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), I, Rex D. Geveden, President and Chief Executive Officer of BWX Technologies, Inc., a Delaware corporation (the “Company”), hereby certify, to my knowledge, that:

(1) the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2025 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 3, 2025

/s/ Rex D. Geveden
Rex D. Geveden
President and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

EXHIBIT 32.2

BWX TECHNOLOGIES, INC.

Certification Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), I, Mike T. Fitzgerald, Senior Vice President and Chief Financial Officer of BWX Technologies, Inc., a Delaware corporation (the "Company"), hereby certify, to my knowledge, that:

(1) the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 3, 2025

/s/ Mike T. Fitzgerald
Mike T. Fitzgerald
Senior Vice President, Chief Financial Officer and Chief Accounting Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.