



GOVERNANCE COMMITTEE CHARTER **(Amended Effective August 1, 2024)**

Purposes

The primary purposes of the Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of BWX Technologies, Inc. (the “Company”) are to:

- identify individuals qualified to become Board members and recommend to the Board each year the director nominees for the next annual meeting of stockholders;
- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company (the “Corporate Governance Principles”) and appropriate amendments thereto;
- oversee the evaluation of the Board, committees of the Board, directors and management, including committee structure and composition;
- oversee continuing education programs for the Board and the orientation program for new directors; and
- take other actions relating to additional matters specified herein.

Committee Membership

Size. The size of the Committee will be determined by the Board, provided that the Committee will consist of no fewer than three (3) members of the Board.

Qualifications. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”), as such requirements are interpreted by the Board in its business judgment, including as set forth in the Corporate Governance Principles and any other applicable legal requirements. In accordance with the applicable standards, all of the members will be directors independent of management and free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member. Desirable qualifications for Committee members include, but are not limited to, experience in corporate governance, business management, personnel or human resources management, and organizational behavior, and an understanding of corporate board governance and demonstrated ability to add substance to key deliberations.

Selection. The members of the Committee shall be appointed and removed by the Board in the manner prescribed by the Corporate Governance Principles.

Meetings

The Committee shall meet in person or telephonically as frequently as it may determine necessary to comply with its duties and responsibilities as set forth herein. The structure of the meetings and the preparation of the agenda shall be in the manner prescribed by the Corporate Governance Principles.

Duties and Responsibilities

The Committee's duties and responsibilities include:

Board Composition

1. **Review Board Size.** The Committee will periodically review and make recommendations to the Board regarding the size of the Board.
2. **Establish and Assess Director Qualifications.** The Committee shall establish criteria for the selection of new directors to serve on the Board. In addition, at least annually, the Committee will assess the appropriate qualifications, skills and characteristics that candidates for election to the Board should possess, as well as the composition of the Board as a whole, and make such recommendations to the Board with respect thereto as the Committee deems appropriate. This assessment should include such factors the Committee deems appropriate, consistent with the factors in the Corporate Governance Principles.
3. **Evaluate Director Independence.** The Committee shall consider on a case-by-case basis the independence of each director and shall recommend to the Board which directors to affirmatively determine have no material relationship with the Company.
4. **Recommend Director Candidates.** The Committee shall actively seek and identify individuals qualified to become Board members and present recommendations for specific nominees for directorships for the next annual meeting to the Board (including, as the Committee deems appropriate, recommendations for renomination of current directors) and to fill vacancies and newly created directorships. In making this recommendation, the Committee will review each director's qualifications, skills, characteristics, suitability and willingness to continue as a director. In addition, all candidates must meet the criteria for directors as set forth in the Corporate Governance Principles. The Committee shall also review the qualifications of and make recommendations to the Board regarding director nominations or recommendations submitted by stockholders in accordance with the procedures set forth in the Company's Bylaws. The Committee will consider all potential candidates in the same manner regardless of the source of the recommendation.
5. **Recommend Committee Structure, Members and Chairs.** The Committee shall identify and recommend to the Board the appropriate committee structure and members of the Board to serve on the various committees of the Board and as committee chairs.

Evaluation

6. **Oversee Board Evaluation.** The Committee shall oversee evaluation, at least annually, and as circumstances otherwise dictate, of the Board (including individual directors) and the Board's committees to determine whether they are functioning effectively and in accordance with their respective charters and the Corporate Governance Principles. In connection with the evaluation of individual Board members, the Committee shall solicit comments from all Board members and will report to the Board an assessment of the performance of the Board, its committees and individual directors.
7. **Director Compensation Review.** The Committee will consult with the Compensation Committee in the Compensation Committee's review and recommendation to the Board with respect to non-employee director compensation and any changes thereto.

8. ***Oversee Management Evaluation.*** The Committee shall oversee an evaluation, at least annually, and as circumstances otherwise dictate, of management, including the chief executive officer (the “CEO”) in conjunction with the Compensation Committee of the Board.
9. ***Participate in CEO Selection.*** The Committee will assist the Board in identifying and selecting new CEOs.
10. ***Annual Performance Review.*** At least annually, the Committee will conduct (a) a performance assessment relative to the Committee’s purpose, duties and responsibilities outlined herein and (b) a review of this charter and recommend any proposed changes to the Board for approval.

Administrative and Other Duties

11. ***Develop and Implement Continuing Education and Orientation Programs.*** Together with senior management of the Company, the Committee shall be responsible for developing and implementing programs for training and orientation of new directors, to familiarize them with the Company’s business and key challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the discharge of their responsibilities.
12. ***Develop, Recommend and Review Corporate Governance Principles.*** The Committee shall develop and recommend corporate governance principles and review and reassess the adequacy of the Corporate Governance Principles periodically and recommend any proposed changes to the Board for approval.
13. ***Review and Discuss Significant Stockholder Communications.*** The Committee shall review and discuss with management any significant communications from stockholders and others concerning the Company’s annual meeting of stockholders or governance processes and make recommendations to the Board in respect thereof, if necessary.
14. ***Review Conflicts of Interest and Related Party Transactions.*** The Committee will review and approve all related-party transactions, defined as those transactions required to be reviewed under the NYSE listing requirements and disclosed under Item 404 of Regulation S-K.
15. ***Insider Trading.*** The Committee will oversee the Company’s Insider Trading Policy, including policies relating to the adoption of Rule 10b5-1 trading plans. The Committee should review, at least annually, the Company’s Insider Trading Policy and recommend any proposed changes to the Board for approval.
16. ***Cybersecurity.*** The Committee will oversee the Company’s overall cybersecurity program as well as its cyber and information security strategy and related risk. The Committee should review, at least annually, the Company’s cybersecurity program and will receive regular updates on cyber and product-related security.
17. ***Artificial Intelligence.*** The Committee shall oversee, and periodically review and discuss with the Board and management, at least annually, the Company’s policies and use of artificial intelligence and the risks related thereto.
18. ***ESG.*** The Committee shall oversee, and periodically review and discuss with the Board and management and the Board, the Company’s activities relating to corporate governance, social responsibility, sustainability matters and the external reporting thereof, including matters related to climate, emissions, diversity, equity and inclusion and human capital management.

19. ***Political Activity.*** The Committee shall oversee, and periodically review and discuss with the Board and management, at least annually, the Company's policies on political activities and expenditures and the Company's payments to trade associations and other tax-exempt organizations that may be used for political purposes.
20. ***Review Risk Oversight of the Board.*** The Committee shall review and assess the Board's role in risk oversight, including risks associated with ESG, corporate governance and cybersecurity matters.
21. ***Review Director and Officer Indemnification and Insurance.*** The Committee will periodically review matters relating to indemnification of and insurance coverage for directors and officers of the Company and make recommendations to the Board relating thereto.
22. ***Administer the Stock Ownership Guidelines.*** The Committee shall administer the Company's Stock Ownership Guidelines (the "Guidelines"), including, without limitation, periodically reviewing director and officer compliance with the Guidelines. Without limiting the generality of the foregoing, administration of the Guidelines shall include the authority to interpret and amend the Guidelines.
23. ***Board Reports.*** The Committee shall regularly report its actions and any recommendations to the Board after each committee meeting.

Other

In addition to the activities described above, the Committee will perform such other functions the Committee or the Board deems necessary or appropriate under: applicable law; the Company's certificate of incorporation, bylaws and governing documents; and the resolutions and other directives of the Board. The duties and responsibilities of a member of the Committee are in addition to those duties generally pertaining to a member of the Board.

Resources and Authority

The Committee will have the resources and authority appropriate to discharge its responsibilities and carry out its duties as required by law, including the sole authority to retain, terminate, compensate and oversee any search firm to be used to assist in the identification and recruitment of director candidates and the sole authority to approve the search firm's fees and other retention terms. In addition, the Committee has the authority to engage independent counsel or other advisors, as the Committee determines necessary or appropriate to carry out its duties. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm, counsel or other advisor employed by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may form and delegate authority to subcommittees consisting of one or more independent directors as the Committee deems appropriate. In addition, the Committee may recommend to the Board the creation of one or more Ad Hoc Review and Advisory Panels, as the Committee deems appropriate. The scope of responsibility, membership, and reporting obligations of any such Ad Hoc Review and Advisory Panel shall be as determined by the Board.