

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2024
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 Number: 1-16129

FLUOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

33-0927079

(I.R.S. Employer
Identification No.)

6700 Las Colinas Boulevard

Irving, Texas

(Address of principal executive offices)

75039

(Zip Code)

469-398-7000

(Registrant's telephone number, including area code)

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, \$.01 par value per share | FLR | 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 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, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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 ☒

As of July 31, 2024, 171,288,056 shares of the registrant's common stock, \$0.01 par value, were outstanding.

FLUOR CORPORATION

FORM 10-Q

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Glossary of Terms

The definitions and abbreviations set forth below apply to the indicated terms used throughout this filing.

| Abbreviation/Term | Definition |
|-------------------|---|
| 2023 10-K | Annual Report on Form 10-K for the year ended December 31, 2023 |
| 2023 Period | Six months ended June 30, 2023 |
| 2023 Quarter | Three months ended June 30, 2023 |
| 2024 Period | Six months ended June 30, 2024 |
| 2024 Quarter | Three months ended June 30, 2024 |
| 3ME | Three months ended |
| 6ME | Six months ended |
| AMECO | American Equipment Company, Inc. |
| AOCI | Accumulated other comprehensive income (loss) |
| APIC | Additional paid-in capital |
| ASC | Accounting Standards Codification |
| ASU | Accounting Standards Update |
| CFM | Customer-furnished materials |
| COVID | Coronavirus pandemic |
| CPS | Convertible preferred stock |
| CTA | Currency translation adjustment |
| DB plan | Defined benefit pension plan |
| DOE | U.S. Department of Energy |
| DOJ | U.S. Department of Justice |
| EPC | Engineering, procurement and construction |
| EPS | Earnings (loss) per share |
| Exchange Act | Securities Exchange Act of 1934 |
| FASB | Financial Accounting Standards Board |
| Fluor | Fluor Corporation |
| G&A | General and administrative expense |
| GAAP | Accounting principles generally accepted in the United States |
| ICFR | Internal control over financial reporting |
| IT | Information technology |
| LNG | Liquefied natural gas |
| NCI | Noncontrolling interests |
| NM | Not meaningful |
| NuScale | NuScale Power Corporation |
| OCI | Other comprehensive income (loss) |
| PP&E | Property, plant and equipment |
| RSU | Restricted stock units |
| RUPO | Remaining unsatisfied performance obligations |
| SEC | Securities and Exchange Commission |
| SGI | Stock growth incentive awards |
| Stork | Stork Holding B.V. and subsidiaries |
| TSR | Total shareholder return |
| VIE | Variable interest entity |

PART I: FINANCIAL INFORMATION

Item 1. Financial Statements

FLUOR CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
UNAUDITED

| (in millions, except per share amounts) | 3ME June 30, | | 6ME June 30, | |
|--|-----------------|----------|-----------------|-----------|
| | 2024 | 2023 | 2024 | 2023 |
| Revenue | \$ 4,227 | \$ 3,939 | \$ 7,961 | \$ 7,692 |
| Cost of revenue | (4,049) | (3,741) | (7,683) | (7,532) |
| Gross profit | 178 | 198 | 278 | 160 |
| G&A | (50) | (60) | (110) | (121) |
| Foreign currency gain (loss) | 48 | (44) | 60 | (86) |
| Operating profit (loss) | 176 | 94 | 228 | (47) |
| Interest expense | (11) | (16) | (23) | (32) |
| Interest income | 49 | 53 | 100 | 110 |
| Earnings before taxes | 214 | 131 | 305 | 31 |
| Income tax expense | (61) | (63) | (111) | (93) |
| Net earnings (loss) | 153 | 68 | 194 | (62) |
| Less: Net earnings (loss) attributable to NCI | (16) | 7 | (34) | (16) |
| Net earnings (loss) attributable to Fluor | \$ 169 | \$ 61 | \$ 228 | \$ (46) |
| Less: Dividends on CPS | — | 10 | — | 20 |
| Net earnings (loss) available to Fluor common stockholders | \$ 169 | \$ 51 | \$ 228 | \$ (66) |
| Basic EPS available to Fluor common stockholders | \$ 0.99 | \$ 0.36 | \$ 1.33 | \$ (0.46) |
| Diluted EPS available to Fluor common stockholders | 0.97 | 0.35 | 1.32 | (0.46) |

The accompanying notes are an integral part of these financial statements.

FLUOR CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)

UNAUDITED

| <i>(in millions)</i> | 3ME June 30, | | 6ME June 30, | |
|---|-----------------|-------|-----------------|---------|
| | 2024 | 2023 | 2024 | 2023 |
| Net earnings (loss) | \$ 153 | \$ 68 | \$ 194 | \$ (62) |
| OCI, net of tax: | | | | |
| Foreign currency translation adjustment | (5) | 19 | (49) | 65 |
| Ownership share of equity method investees' OCI | (3) | (3) | (4) | (4) |
| Other | — | 1 | (5) | 2 |
| Total OCI, net of tax | (8) | 17 | (58) | 63 |
| Comprehensive income | 145 | 85 | 136 | 1 |
| Less: Comprehensive income (loss) attributable to NCI | (15) | 7 | (33) | (16) |
| Comprehensive income attributable to Fluor | \$ 160 | \$ 78 | \$ 169 | \$ 17 |

The accompanying notes are an integral part of these financial statements.

FLUOR CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEET
 UNAUDITED

| <i>(in millions, except share and per share amounts)</i> | June 30, 2024 | December 31, 2023 |
|---|------------------|----------------------|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents (\$526 and \$491 related to VIEs) | \$ 2,629 | \$ 2,519 |
| Marketable securities | 79 | 69 |
| Accounts receivable, net (\$129 and \$135 related to VIEs) | 1,021 | 1,137 |
| Contract assets (\$194 and \$171 related to VIEs) | 976 | 991 |
| Other current assets (\$47 and \$50 related to VIEs) | 312 | 347 |
| Total current assets | 5,017 | 5,063 |
| Noncurrent assets | | |
| Property, plant and equipment, net (\$49 and \$41 related to VIEs) | 467 | 458 |
| Investments | 614 | 614 |
| Deferred taxes | 31 | 51 |
| Deferred compensation trusts | 214 | 241 |
| Goodwill | 206 | 206 |
| Other assets (\$81 and \$127 related to VIEs) | 262 | 340 |
| Total noncurrent assets | 1,794 | 1,910 |
| Total assets | \$ 6,811 | \$ 6,973 |
| LIABILITIES AND EQUITY | | |
| Current liabilities | | |
| Accounts payable (\$296 and \$285 related to VIEs) | \$ 1,112 | \$ 1,214 |
| Contract liabilities (\$331 and \$276 related to VIEs) | 696 | 639 |
| Accrued salaries, wages and benefits (\$23 and \$25 related to VIEs) | 573 | 653 |
| Other accrued liabilities (\$73 and \$73 related to VIEs) | 456 | 657 |
| Total current liabilities | 2,837 | 3,163 |
| Long-term debt | 1,136 | 1,158 |
| Deferred taxes | 99 | 70 |
| Other noncurrent liabilities (\$21 and \$20 related to VIEs) | 496 | 530 |
| Commitments and contingencies | | |
| Equity | | |
| Shareholders' equity | | |
| Common stock — authorized 375,000,000 shares (\$0.01 par value); issued and outstanding — 171,281,080 and 170,405,512 shares in 2024 and 2023, respectively | 2 | 2 |
| APIC | 1,262 | 1,228 |
| AOCI | (329) | (269) |
| Retained earnings | 1,207 | 979 |
| Total shareholders' equity | 2,142 | 1,940 |
| NCI | 101 | 112 |
| Total equity | 2,243 | 2,052 |
| Total liabilities and equity | \$ 6,811 | \$ 6,973 |

The accompanying notes are an integral part of these financial statements.

FLUOR CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
UNAUDITED

| (in millions) | 6ME June 30, | |
|---|-----------------|----------|
| | 2024 | 2023 |
| OPERATING CASH FLOW | | |
| Net earnings (loss) | \$ 194 | \$ (62) |
| Adjustments to reconcile net earnings to operating cash flow: | | |
| Depreciation and amortization | 34 | 37 |
| Earnings from equity method investments, net of distributions | (2) | (9) |
| (Gain) loss on sales of assets | (14) | 58 |
| Stock-based compensation | 20 | 24 |
| Deferred taxes | 22 | 10 |
| Changes in assets and liabilities | (86) | (162) |
| Other | 3 | 5 |
| Operating cash flow | 171 | (99) |
| INVESTING CASH FLOW | | |
| Purchases of marketable securities | (78) | (90) |
| Proceeds from sales and maturities of marketable securities | 69 | 217 |
| Capital expenditures | (82) | (42) |
| Proceeds from sales of assets | 74 | 23 |
| Investments in partnerships and joint ventures | (21) | (10) |
| Other | — | 5 |
| Investing cash flow | (38) | 103 |
| FINANCING CASH FLOW | | |
| Purchase and retirement of debt | (24) | (137) |
| Dividends paid on CPS | — | (20) |
| Distributions paid to NCI | (6) | (27) |
| Capital contributions by NCI | — | 2 |
| Proceeds from NuScale share issuance (net of issuance fees) | 45 | — |
| Taxes paid on vested restricted stock | (6) | (10) |
| Other | (3) | (5) |
| Financing cash flow | 6 | (197) |
| Effect of exchange rate changes on cash | (29) | 16 |
| Increase (decrease) in cash and cash equivalents | 110 | (177) |
| Cash and cash equivalents at beginning of period | 2,519 | 2,439 |
| Cash and cash equivalents at end of period | \$ 2,629 | \$ 2,262 |
| SUPPLEMENTAL INFORMATION: | | |
| Cash paid for interest | \$ 22 | \$ 31 |
| Cash paid for income taxes (net of refunds) | 31 | 70 |

The accompanying notes are an integral part of these financial statements.

FLUOR CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
UNAUDITED

| (in millions, except per share amounts) | Common Stock | | APIC | AOCI | Retained Earnings | Total Shareholders' Equity | NCI | Total Equity |
|--|--------------|--------|----------|----------|-------------------|----------------------------|--------|--------------|
| | Shares | Amount | | | | | | |
| BALANCE AS OF DECEMBER, 2023 | 170 | \$ 2 | \$ 1,228 | \$ (269) | \$ 979 | \$ 1,940 | \$ 112 | \$ 2,052 |
| Net earnings (loss) | — | — | — | — | 59 | 59 | (19) | 40 |
| OCI | — | — | — | (50) | — | (50) | — | (50) |
| Distributions to NCI, net of contributions | — | — | 3 | — | — | 3 | (2) | 1 |
| Other NCI transactions | — | — | — | — | — | — | 2 | 2 |
| Stock-based plan activity | 1 | — | (1) | — | — | (1) | — | (1) |
| BALANCE AS OF MARCH 31, 2024 | 171 | 2 | 1,230 | (319) | 1,038 | 1,951 | 93 | 2,044 |
| Net earnings (loss) | — | — | — | — | 169 | 169 | (16) | 153 |
| OCI | — | — | — | (10) | — | (10) | 2 | (8) |
| Distributions to NCI, net of contributions | — | — | — | — | — | — | 22 | 22 |
| Other NCI transactions | — | — | 23 | — | — | 23 | — | 23 |
| Stock-based plan activity | — | — | 9 | — | — | 9 | — | 9 |
| BALANCE AS OF JUNE 30, 2024 | 171 | \$ 2 | \$ 1,262 | \$ (329) | \$ 1,207 | \$ 2,142 | \$ 101 | \$ 2,243 |

| (in millions, except per share amounts) | Preferred Stock | | Common Stock | | APIC | AOCI | Retained Earnings | Total Shareholders' Equity | NCI | Total Equity |
|--|-----------------|--------|--------------|--------|----------|----------|-------------------|----------------------------|--------|--------------|
| | Shares | Amount | Shares | Amount | | | | | | |
| BALANCE AS OF DECEMBER 31, 2022 | 1 | \$ — | 142 | \$ 1 | \$ 1,254 | \$ (365) | \$ 896 | \$ 1,786 | \$ 210 | \$ 1,996 |
| Net earnings (loss) | — | — | — | — | — | — | (107) | (107) | (23) | (130) |
| OCI | — | — | — | — | — | 46 | — | 46 | — | 46 |
| Dividends on CPS \$16.25 per share) | — | — | — | — | — | — | (9) | — | — | — |
| Capital contributions by NCI | — | — | — | — | — | — | — | — | 1 | 1 |
| Other NCI transactions | — | — | — | — | 2 | — | — | 2 | — | 2 |
| Stock-based plan activity | — | — | 1 | — | 1 | — | — | (8) | — | (8) |
| BALANCE AS OF MARCH 31, 2023 | 1 | \$ — | 143 | \$ 1 | \$ 1,257 | \$ (319) | \$ 780 | \$ 1,719 | \$ 188 | \$ 1,907 |
| Net earnings | — | — | — | — | — | — | 61 | 61 | 7 | 68 |
| OCI | — | — | — | — | — | 17 | — | 17 | — | 17 |
| Dividends on CPS (\$16.25 per share) | — | — | — | — | — | — | (10) | (10) | — | (10) |
| Distributions to NCI, net of capital contributions | — | — | — | — | — | — | — | — | (26) | (26) |
| Other NCI transactions | — | — | — | — | 2 | — | — | 2 | 4 | 6 |
| Stock-based plan activity | — | — | — | — | 8 | — | — | 8 | — | 8 |
| BALANCE AS OF JUNE 30, 2023 | 1 | — | 143 | \$ 1 | \$ 1,267 | \$ (302) | \$ 831 | \$ 1,797 | \$ 173 | \$ 1,970 |

The accompanying notes are an integral part of these financial statements.

FLUOR CORPORATION
NOTES TO FINANCIAL STATEMENTS

UNAUDITED

1. Principles of Consolidation

These financial statements do not include footnotes and certain financial information presented annually under GAAP, and therefore, should be read in conjunction with our 2023 10-K. Accounting measurements at interim dates inherently involve greater reliance on estimates than at year-end. Although such estimates are based on management's most recent assessment of the underlying facts and circumstances utilizing the most current information available, our reported results of operations may not necessarily be indicative of results that we expect for the full year.

The financial statements included herein are unaudited. We believe they contain all adjustments of a normal recurring nature which are necessary to present fairly our financial position and our operating results as of and for the periods presented. All significant intercompany transactions of consolidated subsidiaries are eliminated. Certain amounts in tables may not total or agree back to the financial statements due to immaterial rounding differences. Management has evaluated all material events occurring subsequent to June 30, 2024 through the filing date of this Q2 2024 10-Q.

Quarters are typically 13 weeks in length but, due to our December 31 year-end, the number of weeks in a reporting period may vary slightly during the year and for comparable prior year periods. We report our quarterly results of operations based on periods ending on the Sunday nearest March 31, June 30 and September 30, allowing for 13-week interim reporting periods. For clarity of presentation, all periods are labeled as if the periods ended on March 31, June 30 and September 30.

2. Recent Accounting Pronouncements

We did not implement any new accounting pronouncements during the 2024 Quarter. However, we are evaluating the impact of the future disclosures that may arise under recent SEC and other promulgators' recently finalized rules and outstanding proposals, some of which may require new disclosures beginning with our next 10-K filing.

During 2023, the FASB issued ASU 2023-05, which requires certain joint ventures to apply a new basis of accounting upon formation by recognizing and initially measuring most of their assets and liabilities at fair value. The guidance does not apply to joint ventures that may be proportionately consolidated and those that are collaborative arrangements. ASU 2023-05 is effective for joint ventures with a formation date on or after January 1, 2025. We do not expect this ASU will have a material impact on our financial statements.

During 2023, the FASB issued ASU 2023-07, which requires us to disclose significant segment expenses and other segment items. ASU 2023-07 will be applied retrospectively and is first effective for our annual reporting for 2024 and for quarterly reporting beginning in 2025. We are currently evaluating the impact this ASU will have on our financial statements, but do not expect it to have any impact to our consolidated results.

During 2023, the FASB issued ASU 2023-09, which requires us to disclose income taxes paid, net of refunds, disaggregated by federal, state and foreign taxes and to provide more details in our rate reconciliation about items that meet a quantitative threshold. ASU 2023-09 is first effective for our annual reporting for 2025. We are currently evaluating the impact this ASU will have on our financial statements, but do not expect it to have any impact to our consolidated results.

At its June 2024 meeting, the FASB discussed feedback received from stakeholders on proposed targeted improvements to the guidance on internal use software, which requires entities to use judgment in evaluating when to recognize software costs. An ASU is expected to be issued in late 2024.

At its June 2024 meeting, the FASB completed redeliberations on the proposed ASU on the disaggregation of income statement expenses or "DISE." This proposed ASU requires entities to provide footnote disclosures that offer additional insights into the figures reported on certain income statement expense line items. The face of the income statement would not change. An ASU is expected to be issued in late 2024 and is expected to be effective for our annual reporting for 2027 and for quarterly reporting beginning in 2028.

FLUOR CORPORATION
NOTES TO FINANCIAL STATEMENTS

UNAUDITED

3. Earnings Per Share

Potentially dilutive securities include CPS, convertible debt, stock options, RSUs and performance-based award units. Diluted EPS reflects the assumed exercise or conversion of all dilutive securities using the if-converted and treasury stock methods. In computing diluted EPS, only securities that are actually dilutive are included.

| (in millions, except per share amounts) | 3ME June 30, | | 6ME June 30, | |
|--|-----------------|---------|-----------------|-----------|
| | 2024 | 2023 | 2024 | 2023 |
| Net earnings (loss) attributable to Fluor | \$ 169 | \$ 61 | \$ 228 | \$ (46) |
| Less: Dividends on CPS | — | 10 | — | 20 |
| Net earnings (loss) available to Fluor common stockholders | 169 | 51 | 228 | (66) |
| Weighted average common shares outstanding | 171 | 143 | 171 | 143 |
| Diluted effect: | | | | |
| CPS | — | 27 | — | — |
| Stock options, RSUs and performance-based award units | 3 | 2 | 2 | — |
| Convertible debt ⁽¹⁾ | — | — | — | — |
| Weighted average diluted shares outstanding | 174 | 172 | 173 | 143 |
| Basic EPS available to Fluor common stockholders | \$ 0.99 | \$ 0.36 | \$ 1.33 | \$ (0.46) |
| Diluted EPS available to Fluor common stockholders | \$ 0.97 | \$ 0.35 | \$ 1.32 | \$ (0.46) |
| Anti-dilutive securities not included in shares outstanding: | | | | |
| CPS | — | — | — | 27 |
| Stock options, RSUs and performance-based award units | 2 | 3 | 2 | 5 |
| Stock delivered under capped call options ⁽²⁾ | — | — | — | — |

(1) Holders of our 2029 Notes may convert their notes at a conversion price of \$ 45.37 per share when the stock price exceeds \$58.98 for 20 of the last 30 days preceding quarter end. Upon conversion, we will repay the principal amount of the notes in cash and may elect to convey the conversion premium in cash, shares of our common stock or a combination of both. The conversion feature of our 2029 Notes will have a dilutive impact on EPS when the average market price of our common stock exceeds the conversion price of \$45.37 per share for the quarter. During the 2024 Quarter, the weighted average price per share of our common stock was less than \$45.37.

(2) Diluted shares outstanding does not include the impact of the capped call options we entered into concurrently with the issuance of the 2029 Notes, as the effect is always anti-dilutive. If shares are delivered to us under the capped calls, those shares will offset the dilutive effect of the shares that we would issue upon conversion of the 2029 Notes.

FLUOR CORPORATION
NOTES TO FINANCIAL STATEMENTS

UNAUDITED

4. Operating Information by Segment and Geographic Area

| (in millions) | 3ME June 30, | | 6ME June 30, | |
|--|-----------------|----------|-----------------|----------|
| | 2024 | 2023 | 2024 | 2023 |
| Revenue | | | | |
| Energy Solutions | \$ 1,595 | \$ 1,721 | \$ 3,028 | \$ 3,333 |
| Urban Solutions | 1,831 | 1,202 | 3,309 | 2,411 |
| Mission Solutions | 704 | 705 | 1,305 | 1,354 |
| Other | 97 | 311 | 319 | 594 |
| Total revenue | \$ 4,227 | \$ 3,939 | \$ 7,961 | \$ 7,692 |
| Segment profit (loss) | | | | |
| Energy Solutions | \$ 75 | \$ 89 | \$ 143 | \$ 178 |
| Urban Solutions | 105 | 76 | 155 | 55 |
| Mission Solutions | 41 | 40 | 63 | 47 |
| Other | (27) | (14) | (49) | (104) |
| Total segment profit | \$ 194 | \$ 191 | \$ 312 | \$ 176 |
| G&A | (50) | (60) | (110) | (121) |
| Foreign currency gain (loss) | 48 | (44) | 60 | (86) |
| Interest income (expense), net | 38 | 37 | 77 | 78 |
| Earnings (loss) attributable to NCI | (16) | 7 | (34) | (16) |
| Earnings before taxes | \$ 214 | \$ 131 | \$ 305 | \$ 31 |
| Intercompany revenue for our professional staffing business, excluded from revenue above | \$ 75 | \$ 74 | \$ 156 | \$ 143 |

Energy Solutions. Segment profit declined in the 2024 Quarter and 2024 Period primarily due to lower contributions from a large project in the late stages of execution. We recognized a positive forecast adjustment upon the negotiation of change orders on the same project in the 2023 Quarter and 2023 Period. Segment profit in the 2024 Quarter and 2024 Period was also impacted by a decline in the volume of execution activity for projects completed or nearing completion as well as cost growth on a construction only subcontract executed by our joint venture in Mexico resulting in a \$39 million (or \$0.16 per share) charge during the 2024 Period. The decline in segment profit during the 2024 Quarter and 2024 Period was partially offset by final negotiations and handover of a large upstream legacy project which was completed during the 2024 Quarter. We recorded \$34 million (or \$0.20 per share) for cost growth on the now-completed project during 2023 Quarter and 2023 Period. Segment profit in the 2024 Quarter and 2024 Period also included gains of \$20 million and \$27 million, respectively, on embedded foreign currency derivatives compared to losses of \$ 8 million and \$47 million, respectively, in the 2023 Quarter and 2023 Period.

Urban Solutions. Segment profit significantly improved in the 2024 Quarter and 2024 Period due to an increase in execution activities on advanced technology projects and a life sciences project. Segment profit in the 2024 Quarter and 2024 Period included the agreement to the terms of a change order on a legacy infrastructure project compared to a \$59 million (or \$0.34 per share) charge for rework associated with subcontractor design errors and related schedule impacts on the same project during the 2023 Period.

Mission Solutions. Segment profit was higher in the 2024 Period compared to the 2023 Period that included a \$ 30 million (or \$0.17 per share) charge for cost growth associated with schedule delays on a weapons facility project that is substantially complete.

FLUOR CORPORATION
NOTES TO FINANCIAL STATEMENTS

UNAUDITED

Other. Segment profit (loss) for NuScale, Stork and AMECO follows:

| (in millions) | 3ME June 30, | | 6ME June 30, | |
|------------------------|-----------------|----------------|-----------------|-----------------|
| | 2024 | 2023 | 2024 | 2023 |
| NuScale ⁽¹⁾ | \$ (28) | \$ (23) | \$ (61) | \$ (52) |
| Stork | 1 | 9 | 12 | 10 |
| AMECO | — | — | — | (62) |
| Segment profit (loss) | <u>\$ (27)</u> | <u>\$ (14)</u> | <u>\$ (49)</u> | <u>\$ (104)</u> |

(1) As of June 30, 2024, we had an approximate 51% ownership in NuScale.

In March 2024, we completed the sale of Stork's operations in continental Europe for \$ 67 million. During the 2024 Period, we recognized a gain on sale of \$11 million including de-recognition of Stork's net assets and cumulative foreign currency translation.

During April 2024, we also entered into a definitive sale agreement for Stork's U.K. operations, which could close in late 2024, most significantly dependent upon regulatory approval. The financial statement effects for this proposed U.K. sale did not meet the requirements for discontinued operations and held-for-sale reporting as of June 30, 2024. The transaction, as agreed to, is not expected to have a material earnings impact when consummated.

In March 2023, we sold our AMECO South America business, which included operations in Chile and Peru. This transaction marked the completion of the AMECO divestiture. Upon the sale of AMECO South America in the 2023 Period, we recognized a \$60 million negative earnings impact, including \$35 million associated with foreign currency translation.

Total assets by segment are as follows:

| (in millions) | June 30, 2024 | December 31, 2023 |
|-------------------|------------------|----------------------|
| Energy Solutions | \$ 956 | \$ 1,053 |
| Urban Solutions | 1,336 | 1,211 |
| Mission Solutions | 585 | 577 |
| Other | 226 | 509 |
| Corporate | 3,708 | 3,623 |
| Total assets | <u>\$ 6,811</u> | <u>\$ 6,973</u> |

Revenue by project location follows:

| (in millions) | 3ME June 30, | | 6ME June 30, | |
|-----------------------------------|-----------------|-----------------|-----------------|-----------------|
| | 2024 | 2023 | 2024 | 2023 |
| North America | \$ 2,929 | \$ 2,762 | \$ 5,299 | \$ 5,413 |
| Asia Pacific (includes Australia) | 558 | 436 | 1,001 | 761 |
| Europe | 558 | 530 | 1,333 | 1,042 |
| Central and South America | 136 | 177 | 203 | 398 |
| Middle East and Africa | 46 | 34 | 125 | 78 |
| Total revenue | <u>\$ 4,227</u> | <u>\$ 3,939</u> | <u>\$ 7,961</u> | <u>\$ 7,692</u> |

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5. Income Taxes

The effective tax rate on earnings was 28.5% for the 2024 Quarter and 36.4% for the 2024 Period compared to 48.1% for the 2023 Quarter and 300.0% for the 2023 Period. During the 2024 Quarter, we received a refund of \$ 77 million, including interest, from the IRS attributable to the 2013 tax year that was originally recognized as a receivable in 2020 pursuant to the CARES Act. Tax refunds of \$82 million remain unpaid but are anticipated to be received later in 2024. The underlying assets were included in other current assets as of December 31, 2023. A reconciliation of U.S. statutory federal income tax expense to income tax expense follows:

| (In millions) | 3ME June 30, | | 6ME June 30, | |
|---|-----------------|-------|-----------------|-------|
| | 2024 | 2023 | 2024 | 2023 |
| U.S statutory federal income tax expense | \$ 45 | \$ 27 | \$ 64 | \$ 6 |
| Increase (decrease) in taxes resulting from: | | | | |
| State and local income taxes, net of federal income tax effects | 3 | — | 3 | (2) |
| Valuation allowance, net | 35 | 23 | 30 | 75 |
| Foreign tax impacts | (6) | 8 | 1 | 16 |
| Noncontrolling interest | 3 | (1) | 7 | 3 |
| Sale of AMECO South America | — | — | — | (10) |
| Reserve for uncertain tax positions | (21) | — | (4) | — |
| Other adjustments | 2 | 6 | 10 | 5 |
| Total income tax expense | \$ 61 | \$ 63 | \$ 111 | \$ 93 |

6. Partnerships and Joint Ventures

Many of our partnership and joint venture agreements provide for capital calls to fund operations, as necessary. Investments in a loss position of \$199 million and \$307 million were included in other accrued liabilities as of June 30, 2024 and December 31, 2023, respectively, and consisted primarily of provision for anticipated losses on two legacy infrastructure projects. Accounts receivable related to work performed for unconsolidated partnerships and joint ventures included in "Accounts receivable, net" was \$193 million and \$174 million as of June 30, 2024 and December 31, 2023, respectively.

Variable Interest Entities

The aggregate carrying value of unconsolidated VIEs (classified under both "Investments" and "Other accrued liabilities") was a net asset of \$ 156 million and \$91 million as of June 30, 2024 and December 31, 2023, respectively. Some of our VIEs have debt; however, such debt is typically non-recourse to us. Our maximum exposure to loss as a result of our investments in unconsolidated VIEs is typically limited to the aggregate of the carrying value of the investment and future funding necessary to satisfy the contractual obligations of the VIE. Future funding commitments as of June 30, 2024 for the unconsolidated VIEs were \$57 million.

We are required to consolidate certain VIEs. Assets and liabilities associated with the operations of our consolidated VIEs are presented on the balance sheet. The assets of a VIE are restricted for use only for the particular VIE and are not available for our general operations. We have agreements with certain VIEs to provide financial or performance assurances to clients, as discussed elsewhere.

7. Guarantees

The maximum potential amount of future payments that we could be required to make under outstanding performance guarantees, which represents the remaining cost of work to be performed, was estimated to be \$14 billion as of June 30, 2024. For cost reimbursable contracts, amounts that may become payable pursuant to guarantee provisions are normally recoverable from the client for work performed. For lump-sum contracts, the performance guarantee amount is the cost to

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complete the contracted work, less amounts remaining to be billed to the client under the contract. Remaining billable amounts could be greater or less than the cost to complete. In those cases where costs exceed the remaining amounts payable under the contract, we may have recourse to third parties, such as owners, partners, subcontractors or vendors for claims. The performance guarantee obligation was not material as of June 30, 2024 and December 31, 2023.

8. Contingencies and Commitments

We and certain of our subsidiaries are subject to litigation, claims and other commitments and contingencies, including matters arising in the ordinary course of business, of which the asserted value may be significant. We record accruals in the financial statements for contingencies when we determine that an unfavorable outcome is probable and the amount of the loss can be reasonably estimated. While there is at least a reasonable possibility that a loss may be incurred in any of the matters identified below, including a loss in excess of amounts accrued, management is unable to estimate the possible loss or range of loss or has determined such amounts to be immaterial. At present, except as set forth below, we do not expect that the ultimate resolution of any open matters will have a material adverse effect on our financial position or results of operations. However, legal proceedings and regulatory and governmental matters are subject to inherent uncertainties, and unfavorable rulings or other events could occur. Unfavorable outcomes could involve substantial monetary damages, fines, penalties and other expenditures. An unfavorable outcome might result in a material adverse impact on our business, results of operations or financial position. We might also enter into an agreement to settle one or more such matters if we determine such settlement is in the best interests of our stakeholders, and any such settlement could include substantial payments.

The following disclosures for commitments and contingencies have been updated since the matter was presented in the 2023 10-K.

Fluor Australia Ltd., our wholly-owned subsidiary ("Fluor Australia"), completed a cost reimbursable engineering, procurement and construction management services project for Santos Ltd. ("Santos") involving a large network of natural gas gathering and processing facilities in Queensland, Australia. On December 13, 2016, Santos filed an action in Queensland Supreme Court (the "Court") against Fluor Australia, asserting various causes of action and seeking damages and/or a refund of contract proceeds paid of AUD \$1.47 billion. Santos has joined Fluor to the matter on the basis of a parent company guarantee issued for the project. In March 2023, a panel of 3 referees appointed by the Court (the "Panel") issued a draft, non-binding report setting forth recommendations to the Court regarding liability and damages in the lawsuit. After consideration of further submissions by the parties, the Panel finalized its report on July 14, 2023. The Panel's report has no legal effect unless it is adopted by the Court through an adoption hearing, and the Court can accept or reject, in whole or in part, the Panel's recommendations. In the final report, the Panel recommended judgment for Fluor on one of Santos's damages claims that Santos contends has an approximate value of AUD \$700 million, and recommended judgment for Santos on other claims that the Panel valued at approximately AUD \$790 million excluding interest and costs. While the project contract contains a liability cap of approximately AUD \$236 million, the Panel found that the liability cap did not apply to Santos's claims. Fluor has made an application to have the Court set aside the reference to the Panel and the Panel's recommendations on several procedural and substantive grounds, including in relation to apparent bias of the referees, a failure to comply with the order which established the reference to the Panel and a lack of procedural fairness. In July 2023, the Court held oral argument on that application and reserved its decision. Pursuant to an application by Santos to adopt the Panel's report, the Court then held an adoption hearing in February and March 2024 at which Fluor contended that the Court should not adopt the Panel's recommendation based on numerous grounds, including the Panel's failure to apply the project's liability cap. The Court also reserved its decision at the close of the adoption hearing. We await the Court's decisions on Fluor's application to set aside the reference and Santos's application to adopt the Panel's report.

There have been no substantive changes to the disclosures for the following commitments and contingencies since the matter was presented in the 2023 10-K.

Fluor Enterprises Inc., our wholly-owned subsidiary, ("Fluor") in conjunction with a partner, Balfour Beatty Infrastructure, Inc., ("Balfour") formed a joint venture known as Prairie Link Constructors JV ("PLC") and, through it, contracted with the North Texas Tollway Authority ("NTTA") to provide design and build services in relation to the extension of the NTTA's President George Bush Turnpike highway ("Project"). PLC completed the Project in 2012. In October 2022, the NTTA served PLC, Fluor and Balfour with a petition, filed at Dallas County Court, demanding damages of an unquantified amount under various claims relating to alleged breaches of contract and or negligence in relation to retaining walls along the Project. In its initial disclosures as part of the litigation, the NTTA stated that its damages are expected to exceed \$100 million and that damages will be calculated by experts and provided in the normal course of the litigation. In September 2023, the NTTA provided an expert report that included calculations of damages, consisting of costs to repair sixty-five retaining walls,

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estimated at \$227 million. We have answered the petition and asserted claims for, among other things, indemnity from subcontractors.

9. Contract Assets and Liabilities

The following summarizes information about our contract assets and liabilities:

| (in millions) | June 30, 2024 | December 31, 2023 |
|--|------------------|----------------------|
| Information about contract assets: | | |
| Contract assets | | |
| Unbilled receivables - reimbursable contracts | \$ 872 | \$ 854 |
| Contract work in progress - lump-sum contracts | 104 | 137 |
| Contract assets | \$ 976 | \$ 991 |

| (in millions) | 6ME June 30, 2024 | 2023 |
|--|-------------------------|--------|
| Information about contract liabilities: | | |
| Revenue recognized that was included in contract liabilities as of January 1 | \$ 430 | \$ 471 |

We periodically evaluate our project forecasts and the amounts recognized with respect to our claims and unapproved change orders. We include estimated amounts for claims and unapproved change orders in project revenue to the extent it is probable we will realize those amounts. As of June 30, 2024 and December 31, 2023, we had recorded \$685 million and \$531 million, respectively, of revenue associated with claims and unapproved change orders for costs incurred to date. Additional costs, which will increase this balance over time, are expected to be incurred in future periods. We had up to \$23 million and \$24 million of back charges that may be disputed as of June 30, 2024 and December 31, 2023, respectively.

10. Remaining Unsatisfied Performance Obligations

We estimate that our RUPO will be satisfied over the following periods:

| (in millions) | June 30, 2024 |
|---------------|------------------|
| Within 1 year | \$ 15,285 |
| 1 to 2 years | 9,482 |
| Thereafter | 5,269 |
| Total RUPO | \$ 30,036 |

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11. Debt and Letters of Credit

Debt consisted of the following:

| (in millions) | June 30, 2024 | December 31, 2023 |
|---|------------------|----------------------|
| Borrowings under credit facility | \$ — | \$ — |
| Senior Notes | | |
| 2028 Notes (4.250% Senior Notes) | 576 | 600 |
| Unamortized discount and deferred financing costs | (2) | (3) |
| 2029 Notes (1.125% Convertible Senior Notes) | 575 | 575 |
| Unamortized deferred financing costs | (13) | (14) |
| Total debt | \$ 1,136 | \$ 1,158 |

Credit Facility

As of June 30, 2024, letters of credit totaling \$ 429 million were outstanding under our \$ 1.8 billion credit facility, which matures in February 2026. This credit facility contains customary financial covenants, including a debt-to-capitalization ratio that cannot exceed 0.60 to 1.00, a limitation on the aggregate amount of debt of the greater of \$750 million or €750 million for our subsidiaries, and a minimum liquidity threshold of \$ 1.2 billion, defined in the amended credit facility, which may be reduced to \$1.0 billion upon the repayment of debt. The credit facility also contains provisions that will require us to provide collateral to secure the facility should we be downgraded to BB by S&P and Ba2 by Moody's, such collateral consisting broadly of our U.S. assets. Borrowings under the facility, which may be denominated in USD, EUR or GBP, bear interest at a base rate, plus an applicable borrowing margin. As of June 30, 2024, we had not made any borrowings under our credit facility line and maintained a borrowing capacity of \$831 million.

Uncommitted Lines of Credit

As of June 30, 2024, letters of credit totaling \$ 927 million were outstanding under uncommitted lines of credit.

Redemption of 2028 Notes

During the 2024 Period, we redeemed \$ 24 million of aggregate outstanding 2028 Notes, with an immaterial earnings impact.

12. Convertible Preferred Stock

In September 2023, we exercised our mandatory conversion rights on our CPS in which all of the outstanding shares of CPS converted to 44.9585 shares of our common stock, plus a cash payment of \$45.23 per CPS for a make-whole premium. The total make-whole premium amounted to \$27 million. Upon conversion, all dividends on the CPS ceased .

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13. Fair Value Measurements

The following table delineates assets and liabilities that are measured at fair value on a recurring basis:

| (in millions) | June 30, 2024 | | | | December 31, 2023 | | | |
|---------------------------------------|----------------------|---------|---------|---------|----------------------|---------|---------|---------|
| | Fair Value Hierarchy | | | | Fair Value Hierarchy | | | |
| | Total | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 |
| Assets: | | | | | | | | |
| Trading securities ⁽¹⁾ | \$ 14 | \$ 14 | \$ — | \$ — | \$ 12 | \$ 12 | \$ — | \$ — |
| Derivative assets ⁽²⁾ | | | | | | | | |
| Foreign currency | 1 | — | 1 | — | 6 | — | 6 | — |
| Commodity | — | — | — | — | 1 | — | 1 | — |
| Liabilities: | | | | | | | | |
| NuScale warrants ⁽³⁾ | \$ 6 | \$ 3 | \$ 3 | \$ — | \$ 12 | \$ 6 | \$ 6 | \$ — |
| Derivative liabilities ⁽²⁾ | | | | | | | | |
| Foreign currency | — | — | — | — | 3 | — | 3 | — |
| Commodity | — | — | — | — | 1 | — | 1 | — |

(1) Consists of registered money market funds and an equity index fund held in deferred compensation trusts. These investments represent the net asset value at the close of business of the period based on the last trade or official close of an active market or exchange.

(2) Foreign currency and commodity derivatives are estimated using pricing models with market-based inputs, which take into account the present value of estimated future cash flows.

(3) The NuScale warrant liabilities are comprised of public and private placement warrants redeemable by NuScale under certain conditions, both measured using the price of the public warrants. The private placement warrants are not publicly traded and have been classified as Level 2 measurements while the public warrants are classified as Level 1.

We have measured certain other impaired assets at fair value on a nonrecurring basis. The following summarizes information about financial instruments that are not required to be measured at fair value:

| (in millions) | Fair Value Hierarchy | June 30, 2024 | | December 31, 2023 | |
|--|----------------------|----------------|------------|-------------------|------------|
| | | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Assets: | | | | | |
| Cash ⁽¹⁾ | Level 1 | \$ 1,581 | \$ 1,581 | \$ 1,357 | \$ 1,357 |
| Cash equivalents ⁽²⁾ | Level 2 | 1,048 | 1,048 | 1,162 | 1,162 |
| Marketable securities, current ⁽²⁾ | Level 2 | 79 | 79 | 69 | 69 |
| Notes receivable, including noncurrent portion | Level 3 | 9 | 9 | 9 | 9 |
| Liabilities: | | | | | |
| 2028 Senior Notes ⁽³⁾ | Level 2 | \$ 574 | \$ 547 | \$ 597 | \$ 573 |
| 2029 Senior Notes ⁽³⁾ | Level 2 | 562 | 657 | 561 | 626 |

(1) Cash consists of bank deposits. Carrying amounts approximate fair value.

(2) Cash equivalents and marketable securities, current primarily consists of time deposits. Carrying amounts approximate fair value because of the short-term maturity of these instruments. Amortized cost is not materially different from the fair value.

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(3) The fair value of the Senior Notes was estimated based on quoted market prices and Level 2 inputs.

14. Stock-Based Compensation

Equity Awards

Our executive and director stock-based compensation plans are described more fully in the 2023 10-K. In the 2024 and 2023 Periods, RSUs totaling 428,305 and 432,654, respectively, were granted to executives and directors at a weighted-average grant date fair value of \$ 37.35 and \$34.88 per share, respectively, and generally vest over three years.

Stock options for the purchase of 178,644 and 178,434 shares at a weighted-average exercise price of \$37.02 and \$35.76 per share were awarded to executives during the 2024 and 2023 Periods, respectively. The options granted in 2024 and 2023 generally vest over 3 years and expire 10 years after the grant date.

Performance-based award units totaling 272,844 and 274,755 were awarded to Section 16 officers during the 2024 and 2023 Periods, respectively. These awards generally cliff vest after 3 years and contain annual performance conditions for each of the 3 years of the vesting period. Under GAAP, performance-based elements of such awards are not deemed granted until the performance targets have been established. The performance targets for each year are generally established in the first quarter.

For awards granted under the 2024 performance plan, 80% of the award is earned based on achievement of earnings before taxes targets over three 1-year periods and 20% of the award is earned based on our 3-year cumulative TSR relative to companies in the S&P 500 on the date of the award. The performance component of these awards is deemed granted when targets are established while the TSR component of these awards is deemed granted upon issuance. During the 2024 Period, the following units were granted based upon the establishment of performance targets:

| | Performance-based Award Units Granted in 2024 | Weighted Average Grant Date Fair Value Per Share |
|-----------------------------|---|---|
| 2024 Performance Award Plan | 127,332 | \$41.46 |
| 2023 Performance Award Plan | 73,271 | \$42.09 |
| 2022 Performance Award Plan | 113,856 | \$42.09 |

For awards granted under our performance award plans, the number of units are adjusted at the end of each performance period based on attainment of certain performance targets and on market conditions, pursuant to the terms of the award agreements. As of June 30, 2024, there were 218,783 shares associated with performance awards that had been awarded to employees, but which are not deemed granted due to the underlying performance targets having not yet been established.

Liability Awards

SGL awards granted to executives vest and become payable at a rate of 1/3 of the total award each year. Performance-based awards awarded to non-Section 16 officer executives will be settled in cash.

| (in millions) | Location in Statement of Operations | 3ME June 30, | | 6ME June 30, | |
|--|--|-----------------|------|-----------------|-------|
| | | 2024 | 2023 | 2024 | 2023 |
| SGL awards | G&A | \$ 7 | \$ 4 | \$ 12 | \$ 11 |
| Performance-based awards for non-Section 16 officers | G&A | 2 | 10 | 10 | 17 |

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| <i>Liabilities (in millions)</i> | <i>Location on Balance Sheet</i> | <i>June 30, 2024</i> | <i>December 31, 2023</i> |
|--|---|--------------------------|------------------------------|
| SGL awards | Accrued salaries, wages and benefits and other noncurrent liabilities | \$ 43 | \$ 58 |
| Performance-based awards for non-Section 16 officers | Accrued salaries, wages and benefits and other noncurrent liabilities | 28 | 29 |

FLUOR CORPORATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with our financial statements and our 2023 10-K. Except as the context otherwise requires, the terms Fluor or the Registrant, as used herein, are references to Fluor and references to the company, we, us, or our, as used herein, shall include Fluor, its consolidated subsidiaries and joint ventures.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements made herein, including statements regarding our projected operating results, liquidity and backlog levels and the implementation of strategic initiatives are forward-looking in nature. Under the Private Securities Litigation Reform Act of 1995, a "safe harbor" may be provided to us for certain of these forward-looking statements. We caution readers that forward-looking statements, including disclosures which use words such as we "believe," "anticipate," "expect," "estimate," "aspire," "commit," "will," "may" and similar statements, are subject to risks and uncertainties which could cause actual results to differ materially from stated expectations. Significant factors potentially contributing to such differences include:

- The cyclical nature of many of the markets we serve and our clients' vulnerability to poor economic conditions, such as inflation, slow growth or recessions, which may result in decreased capital investment and reduced demand for our services;
- Our failure to receive anticipated new contract awards and the related impact on our operations;
- Failure to accurately estimate the cost and schedule on our projects, potentially resulting in cost overruns or obligations, including those related to project delays and those caused by the performance of our clients, subcontractors, suppliers and partners;
- Intense competition in the global EPC industry, which can place downward pressure on our contract prices and profit margins and may increase our contractual risks;
- The inability to hire and retain qualified personnel;
- Failure of our joint venture partners to perform their venture obligations, which could impact the success of those ventures and impose additional financial and performance obligations on us;
- Failure of our suppliers or subcontractors to provide supplies or services at the agreed-upon levels or times;
- Cybersecurity breaches of our systems and information technology;
- Civil unrest, security issues, labor conditions and other unforeseeable events in the countries in which we do business;
- Project cancellations, scope adjustments or deferrals, or foreign currency fluctuations, that could reduce the amount of our backlog and the revenue and profits that we earn;
- Repercussions of events beyond our control, such as severe weather conditions, natural disasters, pandemics, political crises or other catastrophic events, that may significantly affect operations, result in higher cost or subject the company to contract claims by our clients;
- Differences between our actual results and the assumptions and estimates used to prepare our financial statements;
- Client delays or defaults in making payments;
- The potential impact of changes in tax laws and other tax matters including, but not limited to, those from foreign operations, the realizability of our deferred tax assets and the ongoing audits by tax authorities;
- Our ability to secure appropriate insurance;
- The loss of business from one or more significant clients;
- The inability to adequately protect our intellectual property rights;
- The availability of credit and financial assurances plus restrictions imposed by credit facilities, both for us and our clients, suppliers, subcontractors or other partners;
- Adverse results in existing or future litigation, regulatory proceedings or dispute resolution proceedings (including claims for indemnification), or claims against project owners, subcontractors or suppliers;
- Failure of our employees, agents or partners to comply with laws, which could result in harm to our reputation and reduced profits or losses;
- The impact of new or changing legal requirements, as well as past and future environmental, health and safety regulations including climate change regulations; and
- The risks associated with our strategic initiatives, including dispositions.

Any forward-looking statements that we may make are based on our current expectations and beliefs concerning future developments and their potential effects on us. There is no assurance that future developments affecting us will be those presently anticipated by us.

Additional information concerning these and other factors can be found in our press releases and periodic filings with the SEC, including the 2023 10-K. These filings are available publicly on the SEC's website at <http://www.sec.gov>, on our website at <http://investor.fluor.com> or upon request from our Investor Relations Department at (469) 398-7222. We cannot control such risk factors and other uncertainties, and in many cases, cannot predict the risks and uncertainties that could cause actual results to differ materially from those indicated by the forward-looking statements. These risks and uncertainties should be considered when evaluating Fluor and deciding whether to invest in our securities. Except as otherwise required by law, we undertake no obligation to publicly update or revise our forward-looking statements, whether as a result of new information, future events or otherwise.

Results of Operations

In March 2024, we completed the sale of Stork's operations in continental Europe for \$67 million. During the 2024 Period, we recognized a gain on sale of \$11 million including de-recognition of Stork's net assets and cumulative foreign currency translation.

During April 2024, we also entered into a definitive sale agreement for Stork's U.K. operations, which could close in late 2024, most significantly dependent upon regulatory approval. The financial statement effects for this proposed U.K. sale did not meet the requirements for discontinued operations and held-for-sale reporting as of June 30, 2024. The transaction, as agreed to, is not expected to have a material earnings impact when consummated. After completion of the Stork U.K. sale, our operations being actively marketed will be only Stork's immaterial operations in the Middle East and in Trinidad and Tobago.

In March 2023, we sold our AMECO South America business, which included operations in Chile and Peru. This transaction marked the completion of the AMECO divestiture. Upon the sale of AMECO South America in the 2023 Period, we recognized a \$60 million negative earnings impact, including \$35 million associated with foreign currency translation.

In August and September 2023, we completed the issuance of the 2029 Notes and the conversion of all our CPS. In December 2023, we extinguished the remaining outstanding 2024 Notes.

| (in millions) | 3ME June 30, | | 6ME June 30, | |
|---|--------------------|--------------------|--------------------|--------------------|
| | 2024 | 2023 | 2024 | 2023 |
| Revenue | | | | |
| Energy Solutions | \$ 1,595 | \$ 1,721 | \$ 3,028 | \$ 3,333 |
| Urban Solutions | 1,831 | 1,202 | 3,309 | 2,411 |
| Mission Solutions | 704 | 705 | 1,305 | 1,354 |
| Other | 97 | 311 | 319 | 594 |
| Total revenue | \$ 4,227 | \$ 3,939 | \$ 7,961 | \$ 7,692 |
| Segment profit (loss) \$ and margin % | | | | |
| Energy Solutions | \$ 75 4.7% | \$ 89 5.2% | \$ 143 4.7% | \$ 178 5.3% |
| Urban Solutions | 105 5.7% | 76 6.3% | 155 4.7% | 55 2.3% |
| Mission Solutions | 41 5.8% | 40 5.7% | 63 4.8% | 47 3.5% |
| Other | (27) NM | (14) NM | (49) NM | (104) NM |
| Total segment profit (loss) \$ and margin % ⁽¹⁾ | \$ 194 4.6% | \$ 191 4.8% | \$ 312 3.9% | \$ 176 2.3% |
| G&A | (50) | (60) | (110) | (121) |
| Foreign currency gain (loss) | 48 | (44) | 60 | (86) |
| Interest income (expense), net | 38 | 37 | 77 | 78 |
| Earnings (loss) attributable to NCI | (16) | 7 | (34) | (16) |
| Earnings (loss) before taxes | 214 | 131 | 305 | 31 |
| Income tax expense | (61) | (63) | (111) | (93) |
| Net earnings (loss) | 153 | 68 | 194 | (62) |
| Less: Net earnings (loss) attributable to NCI | (16) | 7 | (34) | (16) |
| Net earnings (loss) attributable to Fluor | \$ 169 | \$ 61 | \$ 228 | \$ (46) |
| New awards | | | | |
| Energy Solutions | \$ 582 | \$ 753 | \$ 1,298 | \$ 1,465 |
| Urban Solutions | 2,416 | 2,282 | 7,289 | 4,057 |
| Mission Solutions | 63 | 339 | 1,208 | 670 |
| Other | 37 | 336 | 321 | 752 |
| Total new awards | \$ 3,098 | \$ 3,710 | \$ 10,116 | \$ 6,944 |
| New awards related to projects located outside of the U.S. | 31% | 47% | 28% | 49% |

| (in millions) | June 30, 2024 | December 31, 2023 |
|---|------------------|----------------------|
| Backlog ⁽²⁾⁽³⁾ | | |
| Energy Solutions | \$ 8,531 | \$ 9,722 |
| Urban Solutions | 19,571 | 14,848 |
| Mission Solutions | 3,775 | 3,945 |
| Other | 427 | 926 |
| Total backlog | \$ 32,304 | \$ 29,441 |
| Backlog related to projects located outside of the U.S. | 53% | 62% |
| Backlog related to reimbursable projects | 81% | 76% |

(1) Total segment profit is a non-GAAP financial measure. We believe that total segment profit provides a meaningful perspective on our results as it is the aggregation of individual segment profit measures that we use to evaluate and manage our performance.

(2) Backlog as of June 30, 2024 increased from backlog as of December 31, 2023 primarily due to an award for a large life sciences project. Backlog may include significant estimated amounts of third-party, subcontracted, CFM and pass-through costs. We do not report new awards or backlog for projects related to our equity method investments even though these awards may be significant contributors to earnings in future periods. Although

backlog reflects business that is considered to be firm, cancellations, deferrals or scope adjustments may occur.

(3) Includes backlog of \$1.0 billion and \$1.3 billion for ongoing legacy projects in a loss position as of June 30, 2024 and December 31, 2023, respectively.

While we experienced reductions in demand for certain services and the delay or abandonment of ongoing or anticipated projects during the COVID pandemic, our ability to win work was not materially impacted by COVID during the 2024 Period. Although many of our projects are in a state we consider normal, we continue to deal with the effects of COVID on our operating results as our estimates are inclusive of COVID effects and the related client recoveries.

Revenue increased during the 2024 Quarter and 2024 Period due to the ramp up of execution activities on several recently awarded projects slightly offset by a decline in execution activity for projects nearing completion.

Segment profit improved during the 2024 Quarter and 2024 Period due to an increase in execution activities on several Urban Solutions projects as well as the agreement to the terms of a change order on a legacy infrastructure project. Segment profit further improved in the 2024 Period compared to the 2023 Period that was negatively impacted by net project adjustments of approximately \$50 million as well as a \$60 million negative earnings impact upon the sale of our AMECO South America business.

The effective tax rate was 28.5% for the 2024 Quarter and 36.4% for the 2024 Period compared to 48.1% for the 2023 Quarter and 300.0% for the 2023 Period. A reconciliation of U.S. statutory federal income tax expense to income tax expense follows:

| (In millions) | 3ME June 30, | | 6ME June 30, | |
|---|-----------------|-------|-----------------|-------|
| | 2024 | 2023 | 2024 | 2023 |
| U.S. statutory federal income tax expense | \$ 45 | \$ 27 | \$ 64 | \$ 6 |
| Increase (decrease) in taxes resulting from: | | | | |
| State and local income taxes, net of federal income tax effects | 3 | — | 3 | (2) |
| Valuation allowance, net | 35 | 23 | 30 | 75 |
| Foreign tax impacts | (6) | 8 | 1 | 16 |
| Noncontrolling interest | 3 | (1) | 7 | 3 |
| Sale of AMECO South America | — | — | — | (10) |
| Reserve for uncertain tax positions | (21) | — | (4) | — |
| Other adjustments | 2 | 6 | 10 | 5 |
| Total income tax expense | \$ 61 | \$ 63 | \$ 111 | \$ 93 |

During the 2024 Quarter, we received a refund of \$77 million, including interest, from the IRS attributable to the 2013 tax year that was originally recognized as a receivable in 2020 pursuant to the CARES Act. Tax refunds of \$82 million remain unpaid but are anticipated to be received later in 2024.

Beginning in January 2024, many non-US tax jurisdictions have enacted or in the process of enacting legislation to adopt a minimum effective tax rate described in the Global Anti-Base Erosion Model Rules, also known as Pillar Two. Pillar Two establishes a global minimum tax of 15% on large multinational corporations. We considered the applicable tax law changes in the countries in which we operate and have determined that there is no material impact to our tax provision for the 2024 Quarter. We will continue to evaluate the impact of these tax law changes on future periods.

Segment Operations

Energy Solutions

Revenue declined slightly in the 2024 Quarter and 2024 Period primarily due to a decline in execution activity for several projects nearing completion partially offset by the ramp up of execution activities on chemicals projects in China and Canada.

Segment profit declined in the 2024 Quarter and 2024 Period primarily due to lower contributions from a large project in the late stages of execution. We recognized a positive forecast adjustment upon the negotiation of change orders on the same project in the 2023 Quarter and 2023 Period. Segment profit in the 2024 Quarter and 2024 Period was also impacted by a decline in the volume of execution activity for projects completed or nearing completion as well as cost growth on a construction only subcontract executed by our joint venture in Mexico resulting in a \$39 million charge during the 2024 Period. The decline in segment profit during the 2024 Quarter and 2024 Period was partially offset by final negotiations and handover of a large upstream legacy project which was completed during the 2024 Quarter. We recorded \$34 million for cost growth on the now-completed project during 2023 Quarter and 2023 Period. Segment profit in the 2024 Quarter and 2024 Period also included gains of \$20 million and \$27 million, respectively, on embedded foreign currency derivatives compared to losses of \$8 million and \$47 million, respectively, in the 2023 Quarter and 2023 Period. The change in segment profit margins in the 2024 Quarter and 2024 Period reflect these same factors.

New awards were lower in the 2024 Quarter and 2024 Period compared to 2023. Backlog declined during the 2024 Period due to the execution pace exceeding new award activity.

Urban Solutions

Revenue in the 2024 Quarter and 2024 Period significantly increased primarily due to the ramp up of execution activities on several recently awarded projects including a large metals project, two life sciences projects, a green steel project and a large mining project as well as the agreement to the terms of a change order on a legacy infrastructure project. The revenue increases in the 2024 Quarter and 2024 Period were slightly offset by declines in the volume of execution activity for projects completed or nearing completion including a life sciences project and a large mining project.

Segment profit significantly improved in the 2024 Quarter and 2024 Period due to an increase in execution activities on advanced technology projects and a life sciences project. Segment profit in the 2024 Quarter and 2024 Period included the agreement to the terms of a change order on a legacy infrastructure project compared to a \$59 million charge for rework associated with subcontractor design errors and related schedule impacts on the same project during the 2023 Period. The changes in segment profit margin in the 2024 Quarter and 2024 Period reflect these same factors.

New awards increased during the 2024 Quarter and 2024 Period. New awards booked during the 2024 Quarter included an incremental award on a large metals project. Backlog significantly increased during the 2024 Period due to a large life sciences award booked during the first quarter of 2024. Our staffing business does not report new awards or backlog.

Mission Solutions

Revenue remained flat in the 2024 Quarter compared to the 2023 Quarter. Revenue recognized for a recently awarded defense contract largely replaced a revenue decline resulting from the cancellation of a nuclear power project in 2023. Revenue declined slightly in the 2024 Period due to lower contributions from a DOE contract and the aforementioned power project cancellation in 2023 partially offset by increased execution activities on a DOE contract and the recently awarded defense contract.

Segment profit remained flat in the 2024 Quarter compared to the 2023 Quarter. Segment profit and profit margin were higher in the 2024 Period compared to the 2023 Period that included a \$30 million charge for cost growth associated with schedule delays on a weapons facility project that is substantially complete.

New awards decreased during the 2024 Quarter compared to the 2023 Quarter. However, new awards increased during the 2024 Period due to task order contracts awarded under the Air Force Contract Augmentation Program V. Backlog included \$2.1 billion and \$2.7 billion of unfunded government contracts as of June 30, 2024 and December 31, 2023, respectively. Unfunded backlog reflects our estimate of future revenue under awarded government contracts for which funding has not yet been appropriated. We do not report new awards or backlog for projects related to our equity method investments even though these awards may be significant contributors to earnings in future periods. For example, our new awards and backlog will not reflect the Pantex management and operations contract, recently awarded to a joint venture in which we have significant influence but a noncontrolling interest. The estimated value of the contract to the joint venture is \$30 billion, if all of the 5-year options are exercised.

Other

Other includes the operations of NuScale and the remaining Stork and AMECO businesses prior to their sale.

| (in millions) | 3ME June 30, | | 6ME June 30, | |
|------------------------|-----------------|----------------|-----------------|-----------------|
| | 2024 | 2023 | 2024 | 2023 |
| NuScale ⁽¹⁾ | \$ (28) | \$ (23) | \$ (61) | \$ (52) |
| Stork | 1 | 9 | 12 | 10 |
| AMECO | — | — | — | (62) |
| Segment profit (loss) | <u>\$ (27)</u> | <u>\$ (14)</u> | <u>\$ (49)</u> | <u>\$ (104)</u> |

⁽¹⁾ NuScale expenses included in the determination of segment profit were as follows:

| | | | | |
|---------------------------------|----------------|----------------|----------------|----------------|
| NuScale expenses | \$ (53) | \$ (57) | \$ (118) | \$ (115) |
| Less: DOE Reimbursable expenses | <u>3</u> | <u>18</u> | <u>9</u> | <u>26</u> |
| NuScale expenses, net | (50) | (39) | (109) | (89) |
| Less: Attributable to NCI | <u>22</u> | <u>16</u> | <u>48</u> | <u>37</u> |
| NuScale profit (loss) | <u>\$ (28)</u> | <u>\$ (23)</u> | <u>\$ (61)</u> | <u>\$ (52)</u> |

Segment profit in the 2024 Period includes an \$11 million gain on the sale of Stork's operations in continental Europe. We expect to consummate the sale of Stork's U.K. operations in late 2024, upon receipt of regulatory approval for the proposed transaction.

Segment profit in the 2023 Period includes the \$60 million negative earnings impact upon the sale of our AMECO South America business, including \$35 million for foreign currency translation.

G&A

| (in millions) | 3ME June 30, | | 6ME June 30, | |
|---------------------------------|-----------------|--------------|-----------------|---------------|
| | 2024 | 2023 | 2024 | 2023 |
| G&A | | | | |
| Compensation | \$ 35 | \$ 35 | \$ 78 | \$ 78 |
| Facilities | 5 | 3 | 7 | 7 |
| Exit costs | 3 | 5 | 9 | 6 |
| SEC investigation | — | 5 | — | 10 |
| Reserve for legacy legal claims | — | 3 | — | 3 |
| Other | 7 | 9 | 16 | 17 |
| G&A | <u>\$ 50</u> | <u>\$ 60</u> | <u>\$ 110</u> | <u>\$ 121</u> |

Critical Accounting Policies and Estimates

There have been no material changes in our critical accounting policies and estimates from those disclosed in our 2023 10-K.

Recent Accounting Pronouncements

Item is described more fully in the Notes to Financial Statements.

LIQUIDITY AND CAPITAL RESOURCES

Our liquidity arises from available cash and cash equivalents and marketable securities, cash generated from operations, capacity under our credit facilities and, when necessary, access to capital markets. We have committed and uncommitted lines of credit available for revolving loans and letters of credit. We believe that for at least the next 12 months, anticipated cash generated from operations, along with our unused credit capacity and cash position, is sufficient to support operating requirements and debt maturities. We regularly review our sources and uses of liquidity and may pursue opportunities to address our liquidity needs.

Our credit facility contains provisions that will require us to provide collateral to secure the facility should we be downgraded to BB by S&P and Ba2 by Moody's, which is a one notch downgrade from both agencies' current ratings. If we are required to provide collateral, it would consist broadly of liens on our U.S. assets.

In January 2023, we redeemed the remaining €129 million of outstanding 2023 Notes for \$140 million using cash on hand. During the fourth quarter of 2023, we extinguished the remaining outstanding \$266 million principal amount of our 2024 Notes by transferring interest-bearing government securities to the trustee of those Notes.

As of June 30, 2024, letters of credit totaling \$429 million were outstanding under our \$1.8 billion credit facility, which matures in February 2026. This credit facility contains customary financial covenants, including a debt-to-capitalization ratio that cannot exceed 0.60 to 1.00, a limitation on the aggregate amount of debt of the greater of \$750 million or €750 million for our subsidiaries, and a minimum liquidity threshold of \$1.2 billion, all as defined in the amended credit facility, which may be reduced to \$1.0 billion upon the repayment of debt. Borrowings under the facility, which may be denominated in USD, EUR or GBP, bear interest at a base rate, plus an applicable borrowing margin. As of June 30, 2024 and through the issuance of this 10-Q, we had not made any borrowings under our credit facility. We have a sublimit of up to \$1.0 billion in aggregate cash advances and financial letters of credit available to us under our credit facility with a current borrowing capacity of \$831 million.

Cash and cash equivalents combined with marketable securities were \$2.7 billion and \$2.6 billion as of June 30, 2024 and December 31, 2023, respectively. Cash balances as of June 30, 2024 and December 31, 2023 include cash and cash equivalents and marketable securities held by NuScale of \$132 million and \$118 million, respectively. Cash and cash equivalents are held in numerous accounts throughout the world to fund our global project execution activities. Non-U.S. cash and cash equivalents amounted to \$1.2 billion as of both June 30, 2024 and December 31, 2023. Non-U.S. cash and cash equivalents exclude deposits of U.S. legal entities that are invested in offshore, overnight accounts or short-term time deposits, to which there is unrestricted access.

In evaluating our liquidity needs, we consider cash and cash equivalents held by our consolidated variable interest entities (joint ventures and partnerships). These amounts (which totaled \$526 million and \$491 million as of June 30, 2024 and December 31, 2023, respectively) were not necessarily readily available for general purposes. We do not include our share of cash held by our proportionately consolidated joint ventures and partnerships in our consolidated cash balances even though these amounts may be significant. We also consider the extent to which client advances (which totaled \$47 million and \$80 million as of June 30, 2024 and December 31, 2023, respectively) are likely to be sustained or consumed over the near term for project execution activities and the cash flow requirements of our various foreign operations. In some cases, it may not be financially efficient to move cash and cash equivalents between countries due to statutory dividend limitations and/or adverse tax consequences. We did not consider any cash to be permanently reinvested outside the U.S. as of June 30, 2024 and December 31, 2023, other than unremitted earnings required to meet our working capital and long-term investment needs in non-U.S. foreign jurisdictions where we operate.

Cash Flows

| (in millions) | 6ME June 30, | |
|---|-----------------|----------|
| | 2024 | 2023 |
| OPERATING CASH FLOW | \$ 171 | \$ (99) |
| INVESTING CASH FLOW | | |
| Proceeds from sales and maturities (purchases) of marketable securities | (9) | 127 |
| Capital expenditures | (82) | (42) |
| Proceeds from sale of assets | 74 | 23 |
| Investments in partnerships and joint ventures | (21) | (10) |
| Other | — | 5 |
| Investing cash flow | (38) | 103 |
| FINANCING CASH FLOW | | |
| Purchase and retirement of debt | (24) | (137) |
| Dividends paid on CPS | — | (20) |
| Distributions to NCI (net of capital contributions) | (6) | (25) |
| Proceeds from NuScale share issuance (net of issuance fees) | 45 | — |
| Other | (9) | (15) |
| Financing cash flow | 6 | (197) |
| Effect of exchange rate changes on cash | (29) | 16 |
| Increase (decrease) in cash and cash equivalents | 110 | (177) |
| Cash and cash equivalents at beginning of period | 2,519 | 2,439 |
| Cash and cash equivalents at end of period | \$ 2,629 | \$ 2,262 |
| Cash paid during the period for: | | |
| Interest | \$ 22 | \$ 31 |
| Income taxes (net of refunds) | 31 | 70 |

Operating Activities

Cash flows from operating activities result primarily from our core EPC activities and are affected by our earnings level and changes in working capital associated with such activities. Working capital levels vary from period to period and are primarily affected by our volume of work and billing schedules on our projects. These levels are also impacted by the stage of completion and commercial terms of engineering and construction projects, as well as our execution of our projects compared to their budget. Working capital requirements also vary by project and the payments terms agreed to with our clients, vendors and subcontractors. Most contracts require payments as the projects progress. Additionally, certain projects receive advance payments from clients. A typical trend for our lump-sum projects is to have higher cash balances during the initial phases of execution due to deposits paid to us which then diminish toward the end of the construction phase. As a result, our cash position is reduced as customer advances are utilized, unless they are replaced by advances on other projects. We maintain cash reserves and borrowing facilities to provide additional working capital in the event that a project's net operating cash outflows exceed its available cash balances. As of June 30, 2024, our backlog included \$1.0 billion for ongoing legacy projects in a loss position, including approximately \$200 million of estimated unfunded losses associated therewith. The comparable amounts in December 31, 2023 were \$1.3 billion of backlog and \$344 million of unfunded losses.

Operating cash flow for the 2024 Period significantly improved despite increases in working capital on several large projects. The improvement in operating cash flow was attributable to customer payments on several large projects, distributions from joint ventures of \$155 million and a refund of \$77 million, including interest, from the IRS attributable to the 2013 tax year. Tax refunds of \$82 million remain unpaid but are anticipated to be received later in 2024. During the 2024 Period, we funded an estimated \$76 million on loss projects.

Investing Activities

We hold cash in bank deposits and marketable securities which are governed by our investment policy. This policy focuses on, in order of priority, the preservation of capital, maintenance of liquidity and maximization of yield. These investments may include money market funds, bank deposits placed with highly-rated financial institutions, repurchase agreements that are fully collateralized by U.S. Government-related securities, high-grade commercial paper and high quality short-term and medium-term fixed income securities.

Capital expenditures in the 2024 Period primarily related to improvements to our new office lease in Houston compared to expenditures for construction equipment and investments in IT in the 2023 Period.

Proceeds from sales of assets during the 2024 Period included \$67 million for the sale of our Stork's European business compared to \$17 million for the sale of our AMECO South America business in the 2023 Period.

Investments in unconsolidated partnerships and joint ventures in the 2024 Period included capital contributions to an infrastructure joint venture compared to capital contributions to a Mission Solutions joint venture and two infrastructure joint ventures in the 2023 Period.

Financing Activities

During the 2024 Period, we redeemed \$24 million of aggregate outstanding 2028 Notes, with an immaterial earnings impact. During the 2023 Period, we redeemed the remaining €129 million of outstanding 2023 Notes for \$140 million with no earnings impact.

In September 2023, we exercised our mandatory conversion rights on our CPS in which all of the outstanding shares of CPS converted to 44.9585 shares of our common stock, plus a cash payment of \$45.23 per CPS for a make-whole premium. CPS dividends of \$20 million were paid during the 2023 Period. Upon conversion, all dividends on the CPS ceased.

Distributions paid to holders of NCI represent cash outflows to partners of consolidated partnerships or joint ventures created primarily for the execution of single contracts or projects. Distributions in the 2024 Period related to a Mission Solutions joint venture. Distributions in the 2023 Period related to a Mission Solutions joint venture and an infrastructure joint venture. Capital contributions by NCI during the 2023 Period related to investments by NuScale's NCI holders.

During the 2024 Period, NuScale received \$45 million in proceeds from the issuance of their common stock. NuScale was a fully consolidated subsidiary at June 30, 2024.

We have a common stock repurchase program, authorized by our Board of Directors, to purchase shares in the open market or privately negotiated transactions at our discretion. As of June 30, 2024, over 10 million shares could still be purchased under the existing stock repurchase program.

Letters of Credit

As of June 30, 2024, letters of credit totaling \$429 million were outstanding under committed lines of credit. As of June 30, 2024, letters of credit totaling \$927 million were outstanding under uncommitted lines of credit including letters of credit totaling \$346 million for two lump-sum projects in Kuwait that are substantially complete except for the resolution of unapproved change orders and extension of time claims. Letters of credit are ordinarily provided to indemnify our clients if we fail to perform our obligations under our contracts. Surety bonds may be used as an alternative to letters of credit.

Guarantees

The maximum potential amount of future payments that we could be required to make under outstanding performance guarantees, which represents the remaining cost of work to be performed, was estimated to be \$14 billion as of June 30, 2024.

Financial guarantees, made in the ordinary course of business in certain limited circumstances, are entered into with financial institutions and other credit grantors and generally obligate us to make payment in the event of a default by the borrower. These arrangements generally require the borrower to pledge collateral to support the fulfillment of the borrower's obligation.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes to market risk during the 2024 Period. Accordingly, our disclosures provided in the 2023 10-K remain relevant.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on their evaluation as of the end of the period covered by this report, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Exchange Act) are effective as required by paragraph (b) of Rule 13a-15 or Rule 15d-15 of the Exchange Act.

Changes in Internal Control over Financial Reporting

There were no changes to our ICFR that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our ICFR.

FLUOR CORPORATION
CHANGES IN CONSOLIDATED BACKLOG

UNAUDITED

| <i>(in millions)</i> | 3ME June 30, | |
|------------------------------------|------------------|------------------|
| | 2024 | 2023 |
| Backlog, April 1 | \$ 32,739 | \$ 25,623 |
| New awards | 3,098 | 3,710 |
| Adjustments and cancellations, net | 663 | 77 |
| Work performed | (4,196) | (3,927) |
| Backlog, June 30 | <u>\$ 32,304</u> | <u>\$ 25,483</u> |

| <i>(in millions)</i> | 6ME June 30, | |
|------------------------------------|------------------|------------------|
| | 2024 | 2023 |
| Backlog, January 1 | \$ 29,441 | \$ 26,049 |
| New awards | 10,116 | 6,944 |
| Adjustments and cancellations, net | 646 | 129 |
| Work performed | (7,899) | (7,639) |
| Backlog, June 30 | <u>\$ 32,304</u> | <u>\$ 25,483</u> |

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

As part of our normal business activities, we are party to a number of legal proceedings and other matters in various stages of development. Management periodically assesses our liabilities and contingencies in connection with these matters based upon the latest information available. We disclose material pending legal proceedings pursuant to SEC rules and other pending matters as we may determine to be appropriate.

Additional information on matters in dispute may be found in Part I, Item 1 of this Q2 2024 10-Q.

Item 1A. Risk Factors

There have been no material changes from our risk factors as disclosed in the 2023 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) The following table provides information for the quarter ended June 30, 2024 about purchases by the company of equity securities that have been registered pursuant to Section 12 of the Exchange Act.

Issuer Purchases of Equity Securities

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Program ⁽¹⁾ |
|--------------------------|--|------------------------------------|---|---|
| April 1 — April 30, 2024 | — | \$ — | — | 10,513,093 |
| May 1 — May 31, 2024 | — | — | — | 10,513,093 |
| June 1 — June 30, 2024 | — | — | — | 10,513,093 |
| Total | — | \$ — | — | |

(1) The share repurchase program, as amended, totals 34,000,000 shares. We may repurchase shares from time to time in open market or privately negotiated transactions, including through pre-arranged trading programs, at our discretion, subject to market conditions and other factors and at such time and in amounts that we deem appropriate.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

On June 6, 2024, Joseph L. Brennan, Executive Vice President and Chief Financial Officer, adopted a Rule 10b5-1 trading arrangement (as defined in Item 408(a) of Regulation S-K) intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act. The arrangement provides for the sale of up to 62,521 shares of common stock, subject to certain conditions. The arrangement will terminate on August 29, 2025.

Item 6. Exhibits

EXHIBIT INDEX

| Exhibit | Description |
|---------|--|
| 3.1 | Amended and Restated Certificate of Incorporation of the registrant (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K (Commission file number 1-16129) filed on May 8, 2012). |
| 3.2 | Amended and Restated Bylaws of the registrant (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K (Commission file number 1-16129) filed on November 4, 2022). |
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. * |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. * |
| 32.1 | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. * |
| 32.2 | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. * |
| 101.INS | Inline XBRL Instance Document.* |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document.* |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document.* |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document.* |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document.* |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document.* |
| 104 | The cover page from the Company's Q2 2024 10-Q for the three and six months ended June 30, 2024, formatted in Inline XBRL (included in the Exhibit 101 attachments).* |

* New exhibit filed with this report.

SIGNATURES

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

FLUOR CORPORATION

Date: August 1, 2024

By: /s/ Joseph L. Brennan

Joseph L. Brennan
Chief Financial Officer

Date: August 1, 2024

By: /s/ John C. Regan

John C. Regan
Chief Accounting Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, David E. Constable, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fluor Corporation;
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(s) 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(s) 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.

August 1, 2024

By: /s/ David E. Constable

David E. Constable

Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Joseph L. Brennan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fluor Corporation;
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(s) 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(s) 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.

August 1, 2024

By: /s/ Joseph L. Brennan

Joseph L. Brennan

Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(b) OR RULE 15d-14(b)
OF THE SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Fluor Corporation (the "Company") on Form 10-Q for the period ended June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David E. Constable, Chief Executive Officer of the Company, certify, for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 1, 2024

By: /s/ David E. Constable

David E. Constable

Chief Executive Officer

A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(b) OR RULE 15d-14(b)
OF THE SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Fluor Corporation (the "Company") on Form 10-Q for the period ended June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph L. Brennan, Chief Financial Officer of the Company, certify, for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 1, 2024

By: /s/ Joseph L. Brennan

Joseph L. Brennan
Chief Financial Officer

A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.