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DELTA REPORT

10-Q

APA PR D - APA CORP

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS 907

█ **CHANGES** 208

█ **DELETIONS** 283

█ **ADDITIONS** 416

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended **March 31, 2024** **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: **1-40144**

APA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

86-1430562

(State or other jurisdiction of incorporation or organization)

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

One Post Oak Central, 2000 Post Oak Boulevard, W. Sam Houston Pkwy. S., Suite 100, 200, Houston, Texas 77056-4400 77042-3643

(Address of principal executive offices) (Zip Code)

(713) 296-6000

(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, \$0.625 par value	APA	Nasdaq Global Select Market

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

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

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

Large accelerated filer	<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

Number of shares of registrant's common stock outstanding as of **April 30, 2024** **July 31, 2024**

371,192,344 **369,904,843**

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FORWARD-LOOKING STATEMENTS AND RISKS

This report includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). All statements other than statements of historical facts included or incorporated by reference in this report,

including, without limitation, statements regarding the Company's future financial position, business strategy, budgets, projected revenues, projected costs, plans and objectives of management for future operations and capital returns framework, the anticipated benefits of the merger (the Callon acquisition) between the Company and Callon Petroleum Company (Callon), the anticipated impact of the Callon acquisition on the combined company's business and future financial and operating results, and the anticipated financial and operational impact and timing of the expected synergies from the Callon acquisition, are forward-looking statements. Such forward-looking statements are based on the Company's examination of historical operating trends, the information that was used to prepare its estimate of proved reserves as of December 31, 2023, and other data in the Company's possession or available from third parties. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "could," "expect," "intend," "project," "estimate," "anticipate," "plan," "believe," "continue," "seek," "guidance," "goal," "might," "outlook," "possibly," "potential," "prospect," "should," "would," or similar terminology, but the absence of these words does not mean that a statement is not forward looking. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable under the circumstances, it can give no assurance that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from the Company's expectations include, but are not limited to, its assumptions about:

- changes in local, regional, national, and international economic conditions, including as a result of any epidemics or pandemics, such as the coronavirus disease (COVID-19) pandemic and any related variants;
- the market prices of oil, natural gas, natural gas liquids (NGLs), and other products or services, including the prices received for natural gas purchased from third parties to sell and deliver to a U.S. LNG export facility;
- the Company's commodity hedging arrangements;
- the supply and demand for oil, natural gas, NGLs, and other products or services;
- production and reserve levels;
- drilling risks;
- economic and competitive conditions, including market and macro-economic disruptions resulting from the Russian war in Ukraine, the armed conflict in Israel and Gaza, and actions taken by foreign oil and gas producing nations, including the Organization of the Petroleum Exporting Countries (OPEC) and non-OPEC members that participate in OPEC initiatives (OPEC+);
- the availability of capital resources;
- capital expenditures and other contractual obligations;
- currency exchange rates;
- weather conditions;
- inflation rates;
- the impact of changes in tax legislation;
- the availability of goods and services;
- the impact of political pressure and the influence of environmental groups and other stakeholders on decisions and policies related to the industries in which the Company and its affiliates operate;
- legislative, regulatory, or policy changes, including initiatives addressing the impact of global climate change or further regulating hydraulic fracturing, methane emissions, flaring, or water disposal;
- the Company's performance on environmental, social, and governance measures;
- cyberattacks and terrorism;
- the Company's ability to access the capital markets;
- market-related risks, such as general credit, liquidity, and interest-rate risks;
- the ability to retain and hire key personnel;
- property acquisitions or divestitures;

- the integration of acquisitions, including the diversion of management time on integration-related issues for the Callon acquisition and the risk that the Company may not integrate Callon's operations in a successful manner or in the expected time period;
- the risk that the anticipated benefits, cost savings, synergies, and growth from the Callon acquisition may not be fully realized or may take longer to realize than expected;
- negative effects of the Callon acquisition on the Company's business relationships and business generally, the market price of the Company's common stock, and/or the Company's operating results;
- other factors disclosed under Items 1 and 2—Business and Properties—Estimated Proved Reserves and Future Net Cash Flows, Item 1A—Risk Factors, Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations, Item 7A—Quantitative and Qualitative Disclosures About Market Risk and elsewhere in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023;

- other risks and uncertainties disclosed in the Company's first-quarter second-quarter 2024 earnings release;
- other factors disclosed under Part II, [Item 1A—Risk Factors](#) of this Quarterly Report on Form 10-Q; and
- other factors disclosed in the other filings that the Company makes with the Securities and Exchange Commission.

Other factors or events that could cause the Company's actual results to differ materially from the Company's expectations may emerge from time to time, and it is not possible for the Company to predict all such factors or events. All subsequent written and oral forward-looking statements attributable to the Company, or persons acting on its behalf, are expressly qualified in their entirety by these cautionary statements. All forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. Except as required by law, the Company disclaims any obligation to update or revise these statements, whether based on changes in internal estimates or expectations, new information, future developments, or otherwise.

DEFINITIONS

All defined terms under Rule 4-10(a) of Regulation S-X shall have their statutorily prescribed meanings when used in this Quarterly Report on Form 10-Q. As used herein:

"3-D" means three-dimensional.

"4-D" means four-dimensional.

"b/d" means barrels of oil or NGLs per day.

"bbl" or **"bbis"** means barrel or barrels of oil or NGLs.

"bcf" means billion cubic feet of natural gas.

"bcf/d" means one bcf per day.

"boe" means barrel of oil equivalent, determined by using the ratio of one barrel of oil or NGLs to six Mcf of gas.

"boe/d" means boe per day.

"Btu" means a British thermal unit, a measure of heating value.

"Liquids" **"liquids"** means oil and NGLs.

"LNG" means liquefied natural gas.

"Mb/d" means Mbbls per day.

"Mbbls" means thousand barrels of oil or NGLs.

"Mboe" means thousand boe.

"Mboe/d" means Mboe per day.

"Mcf" means thousand cubic feet of natural gas.

"Mcf/d" means Mcf per day.

"MMbbls" means million barrels of oil or NGLs.

"MMboe" means million boe.

"MMBtu" means million Btu.

"MMBtu/d" means MMBtu per day.

"MMcf" means million cubic feet of natural gas.

"MMcf/d" means MMcf per day.

"NGL" or **"NGLs"** means natural gas liquids, which are expressed in barrels.

"NYMEX" means New York Mercantile Exchange.

"oil" includes crude oil and condensate.

"PUD" means proved undeveloped.

"SEC" means the United States Securities and Exchange Commission.

"Tcf" means trillion cubic feet of natural gas.

"U.K." means United Kingdom.

"U.S." means United States.

With respect to information relating to the Company's working interest in wells or acreage, "net" oil and gas wells or acreage is determined by multiplying gross wells or acreage by the Company's working interest therein. Unless otherwise specified, all references to wells and acres are gross.

References to "APA," the "Company," "we," "us," and "our" refer to APA Corporation and its consolidated subsidiaries, including Apache Corporation, unless otherwise specifically stated. References to "Apache" refer to Apache Corporation, the Company's wholly owned subsidiary, and its consolidated subsidiaries, unless otherwise specifically stated.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

		APA CORPORATION AND SUBSIDIARIES		STATEMENT OF CONSOLIDATED OPERATIONS			
				(Unaudited)			
		For the Quarter Ended March 31,		For the Quarter Ended March 31,		For the Six Months Ended June 30,	
		2024	2024	2024	2023	2024	2023
REVENUES AND OTHER:				(In millions, except share data)		(In millions, except share data)	
Oil, natural gas, and natural gas liquids production revenues ⁽¹⁾							
Oil, natural gas, and natural gas liquids production revenues ⁽¹⁾							
Oil, natural gas, and natural gas liquids production revenues ⁽¹⁾							
Purchased oil and gas sales ⁽¹⁾							
Purchased oil and gas sales ⁽¹⁾							
Purchased oil and gas sales ⁽¹⁾							
Total revenues							
Total revenues							
Total revenues							
Derivative instrument gains (losses), net							
Derivative instrument gains (losses), net							
Derivative instrument gains (losses), net							
Gain on divestitures, net							
Gain on divestitures, net							
Gain on divestitures, net							
Loss on previously sold Gulf of Mexico properties							
Loss on previously sold Gulf of Mexico properties							
Loss on previously sold Gulf of Mexico properties							
Other, net							
Other, net							
Other, net							
		1,903					
		1,903					
		1,903					
OPERATING EXPENSES:							
OPERATING EXPENSES:							
		2,792					

OPERATING EXPENSES:Lease operating expenses⁽¹⁾Lease operating expenses⁽¹⁾Lease operating expenses⁽¹⁾Gathering, processing, and transmission⁽¹⁾Gathering, processing, and transmission⁽¹⁾Gathering, processing, and transmission⁽¹⁾Purchased oil and gas costs⁽¹⁾Purchased oil and gas costs⁽¹⁾Purchased oil and gas costs⁽¹⁾

Taxes other than income

Taxes other than income

Taxes other than income

Exploration

Exploration

Exploration

General and administrative

General and administrative

General and administrative

Transaction, reorganization, and separation

Transaction, reorganization, and separation

Transaction, reorganization, and separation

Depreciation, depletion, and amortization

Depreciation, depletion, and amortization

Depreciation, depletion, and amortization

Asset retirement obligation accretion

Asset retirement obligation accretion

Asset retirement obligation accretion

Impairments

Financing costs, net

Financing costs, net

Financing costs, net

1,456

1,456

1,456

NET INCOME BEFORE INCOME TAXES

NET INCOME BEFORE INCOME TAXES

1,864

NET INCOME BEFORE INCOME TAXES

Current income tax provision

Current income tax provision

Current income tax provision

Deferred income tax provision (benefit)

Deferred income tax provision (benefit)

Deferred income tax provision (benefit)

NET INCOME INCLUDING NONCONTROLLING INTERESTS

NET INCOME INCLUDING NONCONTROLLING INTERESTS

NET INCOME INCLUDING NONCONTROLLING INTERESTS

Net income attributable to noncontrolling interest

Net income attributable to noncontrolling interest

Net income attributable to noncontrolling interest

NET INCOME ATTRIBUTABLE TO COMMON STOCK

NET INCOME ATTRIBUTABLE TO COMMON STOCK
NET INCOME ATTRIBUTABLE TO COMMON STOCK
NET INCOME PER COMMON SHARE:
NET INCOME PER COMMON SHARE:
NET INCOME PER COMMON SHARE:
Basic
Basic
Basic
Diluted
Diluted
Diluted
WEIGHTED-AVERAGE NUMBER OF COMMON SHARES OUTSTANDING:
WEIGHTED-AVERAGE NUMBER OF COMMON SHARES OUTSTANDING:
WEIGHTED-AVERAGE NUMBER OF COMMON SHARES OUTSTANDING:
Basic
Basic
Basic
Diluted
Diluted
Diluted

(1) For transactions with Kinetik prior to the Company's sale of its remaining shares of Kinetik Class A Common Stock and the resignation of the Company's designated director from the Kinetik board of directors, refer to [Note 6—Equity Method Interests](#).

The accompanying notes to consolidated financial statements are an integral part of this statement.

1

APA CORPORATION AND SUBSIDIARIES STATEMENT OF CONSOLIDATED COMPREHENSIVE INCOME (Unaudited)			
	For the Quarter Ended June 30,	For the Six Months Ended June 30,	
NET INCOME INCLUDING NONCONTROLLING INTERESTS	2024	2023	2024
OTHER COMPREHENSIVE INCOME, NET OF TAX:			
OTHER COMPREHENSIVE INCOME, NET OF TAX:			
OTHER COMPREHENSIVE INCOME, NET OF TAX:			
Pension and postretirement benefit plan			
Pension and postretirement benefit plan			
Pension and postretirement benefit plan			
COMPREHENSIVE INCOME INCLUDING NONCONTROLLING INTERESTS			
COMPREHENSIVE INCOME INCLUDING NONCONTROLLING INTERESTS			
COMPREHENSIVE INCOME INCLUDING NONCONTROLLING INTERESTS			
Comprehensive income attributable to noncontrolling interest			
Comprehensive income attributable to noncontrolling interest			
Comprehensive income attributable to noncontrolling interest			
COMPREHENSIVE INCOME ATTRIBUTABLE TO COMMON STOCK			
COMPREHENSIVE INCOME ATTRIBUTABLE TO COMMON STOCK			
COMPREHENSIVE INCOME ATTRIBUTABLE TO COMMON STOCK			

The accompanying notes to consolidated financial statements are an integral part of this statement.

2

APA CORPORATION AND SUBSIDIARIES
STATEMENT OF CONSOLIDATED CASH FLOWS
(Uaudited)

For the Three Months Ended
March 31,

For the Six Months Ended
June 30,

2024

2023

2024

2023

(In millions)

(In millions)

CASH FLOWS FROM OPERATING ACTIVITIES:

Net income including noncontrolling interests
Net income including noncontrolling interests
Net income including noncontrolling interests

Adjustments to reconcile net income to net cash provided by operating activities:

Unrealized derivative instrument (gains) losses, net
Unrealized derivative instrument (gains) losses, net
Unrealized derivative instrument (gains) losses, net
Gain on divestitures, net
Exploratory dry hole expense and unproved leasehold impairments
Depreciation, depletion, and amortization

Asset retirement obligation accretion

Provision for (benefit from) deferred income taxes

Provision for (benefit from) deferred income taxes

Impairments

Provision for (benefit from) deferred income taxes

Gain on extinguishment of debt

Loss on previously sold Gulf of Mexico properties

Other, net

Changes in operating assets and liabilities:

Receivables
Receivables
Receivables
Inventories
Drilling advances and other current assets
Deferred charges and other long-term assets
Accounts payable
Accrued expenses
Deferred credits and noncurrent liabilities

NET CASH PROVIDED BY OPERATING ACTIVITIES

CASH FLOWS FROM INVESTING ACTIVITIES:

Additions to upstream oil and gas property
Additions to upstream oil and gas property
Additions to upstream oil and gas property
Leasehold and property acquisitions
Leasehold and property acquisitions
Leasehold and property acquisitions
Proceeds from asset divestitures
Proceeds from sale of Kinetik Shares
Other, net

NET CASH USED IN INVESTING ACTIVITIES

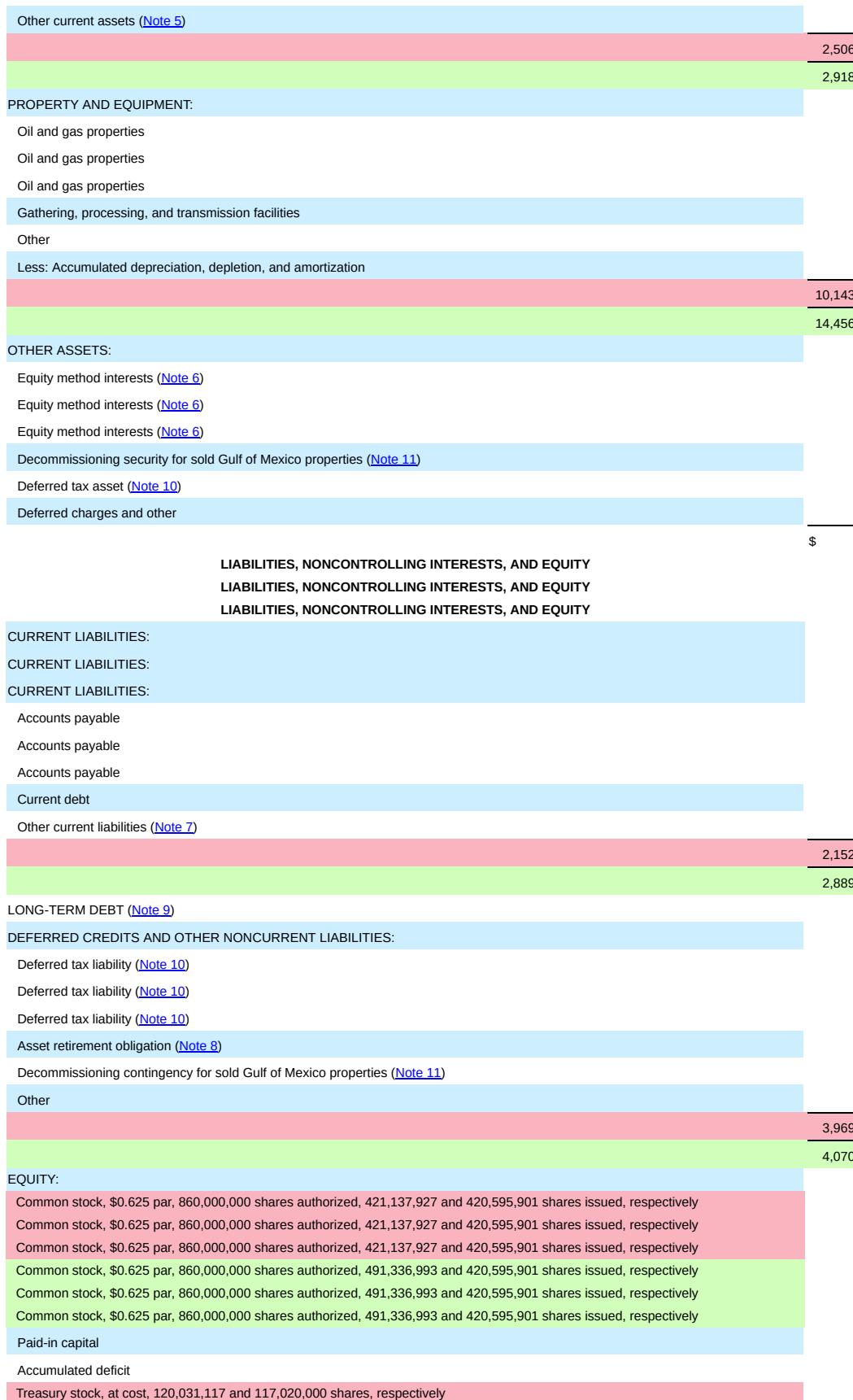
CASH FLOWS FROM FINANCING ACTIVITIES:

Proceeds from (payments on) commercial paper and revolving credit facilities, net
Proceeds from (payments on) commercial paper and revolving credit facilities, net
Proceeds from (payments on) commercial paper and revolving credit facilities, net
Proceeds from commercial paper and revolving credit facilities, net
Proceeds from commercial paper and revolving credit facilities, net
Proceeds from commercial paper and revolving credit facilities, net
Proceeds from term loan facility
Payment on Callon Credit Agreement
Payments on Apache fixed-rate debt
Payments on fixed-rate debt
Payments on Apache fixed-rate debt
Payments on fixed-rate debt
Payments on Apache fixed-rate debt
Payments on fixed-rate debt
Distributions to noncontrolling interest
Treasury stock activity, net
Dividends paid to APA common stockholders
Other, net
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES
NET CASH USED IN FINANCING ACTIVITIES
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR
CASH AND CASH EQUIVALENTS AT END OF PERIOD
SUPPLEMENTARY CASH FLOW DATA:
SUPPLEMENTARY CASH FLOW DATA:
SUPPLEMENTARY CASH FLOW DATA:
Interest paid, net of capitalized interest
Interest paid, net of capitalized interest
Interest paid, net of capitalized interest
Income taxes paid, net of refunds

The accompanying notes to consolidated financial statements are an integral part of this statement.

3

APA CORPORATION AND SUBSIDIARIES			
CONSOLIDATED BALANCE SHEET			
(Unaudited)			
	March 31, 2024	December 31, 2023	
	June 30, 2024	December 31, 2023	
ASSETS			(In millions, except share data)
CURRENT ASSETS:			(In millions, except share data)
CURRENT ASSETS:			(In millions, except share data)
CURRENT ASSETS:			(In millions, except share data)
Cash and cash equivalents			
Cash and cash equivalents			
Cash and cash equivalents			
Receivables, net of allowance of \$110 and \$114			
Receivables, net of allowance of \$122 and \$114			



Treasury stock, at cost, 121,511,189 and 117,020,000 shares, respectively	
Accumulated other comprehensive income	
APA SHAREHOLDERS' EQUITY	
Noncontrolling interest	
TOTAL EQUITY	\$

The accompanying notes to consolidated financial statements are an integral part of this statement.

4

APA CORPORATION AND SUBSIDIARIES
STATEMENT OF CONSOLIDATED CHANGES IN EQUITY AND NONCONTROLLING INTERESTS
(Unaudited)

Other
Balance at March 31, 2023
Balance at June 30, 2023
For the Quarter Ended March 31, 2024
For the Quarter Ended March 31, 2024
For the Quarter Ended March 31, 2024
Balance at December 31, 2023
Balance at December 31, 2023
Balance at December 31, 2023
For the Quarter Ended June 30, 2024
For the Quarter Ended June 30, 2024
For the Quarter Ended June 30, 2024
Balance at March 31, 2024
Balance at March 31, 2024
Balance at March 31, 2024
Net income attributable to common stock
Net income attributable to noncontrolling interest
Distributions to noncontrolling interest
Common dividends declared (\$0.25 per share)
Issuance of common stock
Treasury stock activity, net
Other
Balance at March 31, 2024

The accompanying notes to consolidated financial statements are an integral part of this statement.

APA CORPORATION AND SUBSIDIARIES
STATEMENT OF CONSOLIDATED CHANGES IN EQUITY AND NONCONTROLLING INTERESTS - Continued
(Unaudited)

	Common Stock	Paid-In Capital	Accumulated Deficit	Treasury Stock	Other Comprehensive Income	APA SHAREHOLDERS' EQUITY	Noncontrolling Interest	TOTAL EQUITY
For the Six Months Ended June 30, 2023								
Balance at December 31, 2022	\$ 262	\$ 11,420	\$ (5,814)	\$ (5,459)	\$ 14	\$ 423	\$ 922	\$ 1,345
Net income attributable to common stock			623	—	—	623	—	623
Net income attributable to noncontrolling interest – Egypt	—	—	—	—	—	—	165	165
Distributions to noncontrolling interest – Egypt	—	—	—	—	—	—	(100)	(100)
Common dividends declared (\$0.50 per share)	—	(155)	—	—	—	(155)	—	(155)
Treasury stock activity, net	—	—	—	(188)	—	(188)	—	(188)
Other	1	2	—	—	3	6	—	6
Balance at June 30, 2023	\$ 263	\$ 11,267	\$ (5,191)	\$ (5,647)	\$ 17	\$ 709	\$ 987	\$ 1,696
For the Six Months Ended June 30, 2024								
Balance at December 31, 2023	\$ 263	\$ 11,126	\$ (2,959)	\$ (5,790)	\$ 15	\$ 2,655	\$ 1,036	\$ 3,691
Net income attributable to common stock	—	—	673	—	—	673	—	673
Net income attributable to noncontrolling interest – Egypt	—	—	—	—	—	—	159	159
Distributions to noncontrolling interest – Egypt	—	—	—	—	—	—	(123)	(123)
Common dividends declared (\$0.50 per share)	—	(168)	—	—	—	(168)	—	(168)
Issuance of common stock	44	2,370	—	—	—	2,414	—	2,414
Treasury stock activity, net	—	—	—	(144)	—	(144)	—	(144)
Other	—	(6)	—	—	(1)	(7)	—	(7)
Balance at June 30, 2024	\$ 307	\$ 13,322	\$ (2,286)	\$ (5,934)	\$ 14	\$ 5,423	\$ 1,072	\$ 6,495

The accompanying notes to consolidated financial statements are an integral part of this statement.

APA CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

These consolidated financial statements have been prepared by APA Corporation (APA or the Company) without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). They reflect all adjustments that are, in the opinion of management, necessary for a fair presentation of the results for the interim periods, on a basis consistent with the annual audited financial statements, with the exception of any recently adopted accounting pronouncements. All such adjustments are of a normal recurring nature. Certain information, accounting policies, and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP) have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. This Quarterly Report on Form 10-Q should be read along with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, which contains a summary of the Company's significant accounting policies and other disclosures.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

As of **March 31, 2024** June 30, 2024, the Company's significant accounting policies are consistent with those discussed in Note 1—Summary of Significant Accounting Policies of the Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023. The Company's financial

statements for prior periods may include reclassifications that were made to conform to the current-year presentation.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of APA and its subsidiaries after elimination of intercompany balances and transactions.

The Company's undivided interests in oil and gas exploration and production ventures and partnerships are proportionately consolidated. The Company consolidates all other investments in which, either through direct or indirect ownership, it has more than a 50 percent voting interest or controls the financial and operating decisions.

Sinopec International Petroleum Exploration and Production Corporation (Sinopec) owns a one-third minority participation in the Company's consolidated Egypt oil and gas business as a noncontrolling interest, which is reflected as a separate noncontrolling interest component of equity in the Company's consolidated balance sheet. The Company has determined that a limited partnership and APA subsidiary, which has control over APA's Egyptian operations, qualifies as a variable interest entity (VIE) under GAAP. Apache consolidates the activities of APA's Egyptian operations because it has concluded that a wholly owned subsidiary has a controlling financial interest in APA's Egyptian operations and was determined to be the primary beneficiary of the VIE.

Investments in which the Company has significant influence, but not control, are accounted for under the equity method of accounting. During each of the periods ended March 31, 2024 and **2023, June 30, 2023**, the Company had a designated director on the Kinetik Holdings Inc. (Kinetik) board of directors. **The Company's designated director resigned from the Kinetik board of directors on April 3, 2024.** As a result, the Company is considered to have had significant influence over Kinetik for all periods **presented. The Company's designated director resigned from presented except for the Kinetik board of directors on April 3, 2024 quarter ended June 30, 2024.**

As of December 31, 2023, the Company held shares of Kinetik Class A Common Stock (Kinetik Shares), which were recorded separately as "Equity method interests" in the Company's consolidated balance sheet. On March 18, 2024, the Company sold its remaining Kinetik Shares. Refer to [Note 6—Equity Method Interests](#) for further detail.

Use of Estimates

Preparation of financial statements in conformity with GAAP and disclosure of contingent assets and liabilities requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. The Company evaluates its estimates and assumptions on a regular basis. Actual results may differ from these estimates and assumptions used in preparation of the Company's financial statements, and changes in these estimates are recorded when known.

Significant estimates with regard to these financial statements include the estimates of fair value for long-lived assets (refer to "Fair Value Measurements" and "Property and Equipment" sections in this Note 1 below), the fair value determination of acquired assets and liabilities (refer to [Note 2—Acquisitions and Divestitures](#)), the assessment of asset retirement obligations (refer to [Note 8—Asset Retirement Obligation](#)), the estimate of income taxes (refer to [Note 10—Income Taxes](#)), the estimation of the contingent liability representing Apache's potential decommissioning obligations on sold properties in the Gulf of Mexico (refer to [Note 11—Commitments and Contingencies](#)), and the estimate of proved oil and gas reserves and related present value estimates of future net cash flows therefrom.

Fair Value Measurements

Certain assets and liabilities are reported at fair value on a recurring basis in the Company's consolidated balance sheet. Accounting Standards Codification (ASC) 820-10-35, "Fair Value Measurement" (ASC 820), provides a hierarchy that prioritizes and defines the types of inputs used to measure fair value. The fair value hierarchy gives the highest priority to Level 1 inputs, which consist of unadjusted quoted prices for identical instruments in active markets. Level 2 inputs consist of quoted prices for similar instruments. Level 3 valuations are derived from inputs that are significant and unobservable; hence, these valuations have the lowest priority.

The valuation techniques that may be used to measure fair value include a market approach, an income approach, and a cost approach. A market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. An income approach uses valuation techniques to convert future amounts to a single present amount based on current market expectations, including present value techniques, option-pricing models, and the excess earnings method. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset (replacement cost).

Refer to [Note 4—Derivative Instruments and Hedging Activities](#), [Note 6—Equity Method Interests](#), and [Note 9—Debt and Financing Costs](#) for further detail regarding the Company's fair value measurements recorded on a recurring basis.

During the three and six months ended **March 31, 2024** June 30, 2024 and 2023, the Company recorded no asset impairments in connection with fair value assessments.

Revenue Recognition

Receivables from contracts with customers, including receivables for purchased oil and gas sales and net of allowance for credit losses, were **\$1.4** **\$1.8** billion and \$1.5 billion as of **March 31, 2024** June 30, 2024 and December 31, 2023, respectively. Payments under all contracts with customers are typically due and received within a short-term period of one year or less, after physical delivery of the product or service has been rendered. Over the past year, the Company experienced a gradual decline in the timeliness of receipts from the Egyptian General Petroleum Corporation (EGPC) for the Company's Egyptian oil and gas sales. **Although The Company is conducting ongoing discussions with the Government of Egypt to resolve the delay in EGPC payments. The Company continues to receive periodic payments from EGPC, economic conditions in Egypt have lessened the availability of U.S. dollars in Egypt, resulting in a delay in receipts from EGPC. Continuation of the currency shortage in Egypt could lead to further delays, deferrals of payment, or non-payment in the future; however, collect on these receivables, albeit late, and management believes that the Company currently anticipates that it will ultimately be able to collect the total balance of its receivable receivables from EGPC. this customer.**

Oil and gas production revenues include income taxes that will be paid to the Arab Republic of Egypt by EGPC on behalf of the Company. Revenue and associated expenses related to such tax volumes are recorded as "Oil, natural gas, and natural gas liquids production revenues" and "Current income tax provision," respectively, in the Company's statement of consolidated operations.

Refer to [Note 13—Business Segment Information](#) for a disaggregation of oil, gas, and natural gas production revenue by product and reporting segment.

In accordance with the provisions of ASC 606, "Revenue from Contracts with Customers," variable market prices for each short-term commodity sale are allocated entirely to each performance obligation as the terms of payment relate specifically to the Company's efforts to satisfy its obligations. As such, the Company has elected the practical expedients available under the standard to not disclose the aggregate transaction price allocated to unsatisfied, or partially unsatisfied, performance obligations as of the end of the reporting period.

Inventories

Inventories consist principally of tubular goods and equipment and are stated at the lower of weighted-average cost or net realizable value. Oil produced but not sold, primarily in the North Sea, is also recorded to inventory and is stated at the lower of the cost to produce or net realizable value.

During the three and six months ended June 30, 2023, the Company recorded \$46 million of impairments in connection with valuations of drilling and operations equipment inventory upon the Company's decision to suspend drilling operations in the North Sea. There were no impairments recorded during the three and six months ended June 30, 2024.

Property and Equipment

The carrying value of the Company's property and equipment represents the cost incurred to acquire the property and equipment, including capitalized interest, net of any impairments. For business combinations and acquisitions, property and equipment cost is based on the fair values at the acquisition date.

Oil and Gas Property

The Company follows the successful efforts method of accounting for its oil and gas property. Under this method of accounting, exploration costs, production costs, general corporate overhead, and similar activities are expensed as incurred. If an exploratory well provides evidence to justify potential development of reserves, drilling costs associated with the well are initially capitalized, or suspended, pending a determination as to whether a commercially sufficient quantity of proved reserves can be attributed to the area as a result of drilling. At the end of each quarter, management reviews the status of all suspended exploratory well costs in light of ongoing exploration activities, and if management determines that future appraisal drilling or development activities are unlikely to occur, associated suspended exploratory well costs are expensed.

Costs to develop proved reserves, including the costs of all development wells and related equipment used in the production of crude oil and natural gas, are capitalized. Depreciation of the cost of proved oil and gas properties is calculated using the unit-of-production (UOP) method. The UOP calculation multiplies the percentage of estimated proved reserves produced each quarter by the carrying value of associated proved oil and gas properties.

When circumstances indicate that the carrying value of proved oil and gas properties may not be recoverable, the Company compares unamortized capitalized costs to the expected undiscounted pre-tax future cash flows for the associated assets grouped at the lowest level for which identifiable cash flows are independent of cash flows of other assets. If the expected undiscounted pre-tax future cash flows, based on the Company's estimate of future crude oil and natural gas prices, operating costs, anticipated production from proved reserves and other relevant data, are lower than the unamortized capitalized cost, the capitalized cost is reduced to fair value.

Unproved leasehold impairments are typically recorded as a component of "Exploration" expense in the Company's statement of consolidated operations. Gains and losses on divestitures of the Company's oil and gas properties are recognized in the statement of consolidated operations upon closing of the transaction. Refer to [Note 2—Acquisitions and Divestitures](#) for more detail.

Gathering, Processing, and Transmission (GPT) Facilities

GPT facilities are depreciated on a straight-line basis over the estimated useful lives of the assets. The estimation of useful life takes into consideration anticipated production lives from the fields serviced by the GPT assets, whether APA-operated or third party-operated, as well as potential development plans by the Company for undeveloped acreage within, or close to, those fields.

The Company assesses the carrying amount of its GPT facilities whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the carrying amount of these facilities is more than the sum of the undiscounted cash flows, an impairment loss is recognized for the excess of the carrying value over its fair value.

Transaction, Reorganization, and Separation (TRS)

The Company recorded \$115 million and \$142 million of TRS costs during the second quarter and the first six months of 2024, respectively, and \$2 million and \$6 million of TRS costs during the second quarter and the first six months of 2023, respectively. TRS costs incurred in the first six months of 2024 comprised \$128 million associated with the Callon acquisition, including \$62 million of separation costs and \$66 million of transaction and integration costs.

New Pronouncements Issued But Not Yet Adopted

There were no material changes in recently issued or adopted accounting standards from those disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

2. ACQUISITIONS AND DIVESTITURES

2024 Activity

Callon Petroleum Company Acquisition

On April 1, 2024, APA completed its acquisition of Callon Petroleum Company (Callon) in an all-stock transaction valued at approximately \$4.5 billion, inclusive of Callon's debt (the Callon acquisition). The transaction was approved by APA and Callon shareholders at special meetings held on March 27, 2024. The acquired assets include approximately 120,000 net acres in the Delaware Basin and 25,000 net acres in the Midland Basin.

Subject to the terms of the merger agreement (Merger Agreement), each share of Callon common stock was converted into the right to receive 1.0425 shares of APA common stock, with cash in lieu of fractional shares. As a result, APA issued approximately 70 million shares of APA common stock in connection with the transaction based on the value of APA common stock on the day of closing, and following the acquisition, Callon common stock is no longer listed for trading on the NYSE. In addition to the equity consideration provided, APA transferred approximately \$24 million in other consideration upon close of the transaction.

Upon completing the acquisition, APA refinanced substantially repaid all of Callon's debt, refinancing a portion by borrowing \$1.5 billion under APA's US dollar denominated syndicated credit facilities, its unsecured committed term loan facility. Refer to [Note 9—Debt and Financing Costs](#) for further detail.

Recording of Assets Acquired and Liabilities Assumed

The transaction was accounted for using the acquisition method of accounting, which requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The final determination of fair value for certain assets and liabilities will be completed as soon as the information necessary to complete the analysis is obtained. These amounts will be finalized as soon as possible, but no later than one year from the acquisition date.

The following table summarizes the preliminary estimates of the assets acquired and liabilities assumed in the merger:

	(In millions)
Current assets	\$ 282
Property, plant, and equipment	4,493
Deferred tax asset	575
Other assets	11
Total assets acquired	\$ 5,361
Current liabilities	\$ 616
Long-term debt	2,113
Asset retirement obligation	136
Other long-term obligations	58
Total liabilities assumed	\$ 2,923
Net assets acquired	\$ 2,438

The following unaudited pro forma combined results for the three and six months ended June 30, 2024 and 2023 reflect the consolidated results of operations of the Company as if the Callon acquisition had occurred on January 1, 2023. The unaudited pro forma information includes certain accounting adjustments for transaction costs, depreciation, depletion, and amortization expense, and estimated tax impacts of the pro forma adjustments.

	For the Quarter Ended		For the Six Months Ended	
	June 30,		June 30,	
	2024	2023	2024	2023
(In millions, except share data)				
Revenues	\$ 2,201	\$ 2,337	\$ 4,513	\$ 4,883
Net income attributable to common stock	630	508	779	790
Net income per common share – basic	1.70	1.35	2.10	2.08
Net income per common share – diluted	1.69	1.34	2.10	2.08

From the date of the acquisition through June 30, 2024, revenues and net income attributable to common stockholders associated with Callon assets totaled \$438 million and \$109 million, respectively.

The unaudited pro forma condensed consolidated financial information has been included for comparative purposes only and is not necessarily indicative of the results that might have occurred had the transactions taken place on the dates indicated. The unaudited pro forma results are also not intended to be a projection of future results and do not include any future cost savings or other synergies that may result from the Callon acquisition or any estimated costs that have not yet been incurred.

U.S. Divestitures

In the second quarter of 2024, the Company completed the sale of non-core acreage in the East Texas Austin Chalk and Eagle Ford plays that had a carrying value of \$347 million for aggregate cash proceeds of \$253 million and the assumption of asset retirement obligations of \$48 million. The Company recognized a \$46 million loss during the second quarter of 2024 in association with this sale.

In the second quarter of 2024, the Company also completed the sale of non-core mineral and royalty interests in the Permian Basin that had a carrying value of \$71 million for approximately \$392 million after post-closing adjustments. The Company recognized a gain of \$321 million during the second quarter of 2024 in association with this sale.

Additionally, during the second quarter and first six months of 2024, the Company completed the sale of non-core assets and leasehold in multiple transactions for aggregate cash proceeds of \$45 million and \$72 million, respectively, recognizing a gain of approximately \$1 million and \$8 million, respectively, upon closing of these transactions.

Sale of Kinetik Shares

On March 18, 2024, the Company sold its remaining Kinetik Shares for cash proceeds of \$428 million. Refer to [Note 6—Equity Method Interests](#) for further detail.

Leasehold and Property Acquisitions

During the first quarter six months of 2024, in addition to the Callon acquisition, the Company completed other leasehold and property acquisitions, primarily in the Permian Basin, for total aggregate cash consideration of approximately \$63 million.

U.S. Divestitures

During the first quarter of 2024, the Company completed the sale of non-core assets and leasehold in multiple transactions for total cash proceeds of \$27 million, recognizing a gain of approximately \$7 million upon closing of these transactions. \$63 million.

2023 Activity

Leasehold and Property Acquisitions

During the second quarter and first quarter six months of 2023, the Company completed leasehold and property acquisitions, primarily in the Permian Basin, for total aggregate cash consideration of approximately \$6 million. \$4 million and \$10 million, respectively.

U.S. Divestitures

During the second quarter and first quarter six months of 2023, the Company completed the sale of non-core assets and leasehold in multiple transactions for total aggregate cash proceeds of \$21 \$7 million and \$28 million, respectively, recognizing a gain of approximately \$1 \$5 million and \$6 million, respectively, upon closing of these transactions.

3. CAPITALIZED EXPLORATORY WELL COSTS

The Company's capitalized exploratory well costs were \$587 million \$621 million and \$586 million as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively. Approximately The increase is primarily attributable to additional drilling activity in Egypt and in the U.S. No suspended exploratory well costs previously capitalized for greater than one year at December 31, 2023 were charged to dry hole expense during the second quarter of 2024. During the first quarter of 2024, approximately \$51 million of suspended well costs previously capitalized for greater than one year at December 31, 2023 were charged to dry hole expense during the first quarter of 2024. This was offset by increased capital exploratory well costs attributable to additional drilling activity in Egypt and in the U.S. in the first quarter of 2024. expense.

Projects with suspended exploratory well costs capitalized for a period greater than one year since the completion of drilling are those identified by management as exhibiting sufficient quantities of hydrocarbons to justify potential development. Management is actively pursuing efforts to assess whether proved reserves can be attributed to these projects.

4. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Objectives and Strategies

The Company is exposed to fluctuations in crude oil and natural gas prices on the majority of its worldwide production, as well as fluctuations in exchange rates in connection with transactions denominated in foreign currencies. The Company manages the variability in its cash flows by occasionally entering into derivative transactions on a portion of its crude oil and natural gas production and foreign currency transactions. The Company utilizes various types of derivative financial instruments, including forward contracts, futures contracts, swaps, and options, to manage fluctuations in cash flows resulting from changes in commodity prices or foreign currency values. Apache has elected not to designate any of its derivative contracts as cash flow hedges.

Counterparty Risk

The use of derivative instruments exposes the Company to credit loss in the event of nonperformance by the counterparty. To reduce the concentration of exposure to any individual counterparty, the Company utilizes a diversified group of investment-grade rated counterparties, primarily financial institutions, for its derivative transactions. As of March 31, 2024 June 30, 2024, the Company had derivative positions with four counterparties, one counterparty. The Company monitors counterparty creditworthiness on an ongoing basis; however, it cannot predict sudden changes in counterparties' creditworthiness. In addition, even if such changes are not sudden, the Company may be limited in its ability to mitigate an increase in counterparty credit risk. Should one of these counterparties not perform, the Company may not realize the benefit of some of its derivative instruments resulting from lower commodity prices or changes in currency exchange rates. prices.

Derivative Instruments

Commodity Derivative Instruments

As of March 31, 2024 June 30, 2024, the Company had the following open natural gas financial collar contracts:

Production Period	Settlement Index	MMBtu (in 000's)	Weighted Average Floor Price	Weighted Average Ceiling Price
July—December 2024	NYMEX Henry Hub	3,398	\$3.00	\$3.33

As of June 30, 2024, the Company had the following open natural gas financial basis swap contracts:

Production Period	Production Period	Settlement Index	Basis Swap Purchased	Basis Swap Purchased	Basis Swap Sold	Basis Swap Purchased	Basis Swap Sold
			MMBtu (in 000's)	Weighted Average Price Differential	MMBtu (in 000's)	Weighted Average Price Differential	MMBtu (in 000's)

April—June 2024	NYMEX Henry Hub/IF Waha	8,190	\$(1.15)	—	—
April—June 2024	NYMEX Henry Hub/IF HSC	—	—	8,190	\$(0.10)
July—December 2024	NYMEX Henry Hub/IF Waha	—	3,680	\$(1.06)	
July—December 2024	NYMEX Henry Hub/IF HSC	—	7,360	\$(0.42)	

As of June 30, 2024, the Company had the following open NGL fixed swap contracts:

Production Period	Settlement Index	MBbls (in 000's)	Weighted Average Price Differential
July—December 2024	OPIS IsoButane Mt Belvieu Non TET	12	\$33.18
July—December 2024	OPIS NButane Mt Belvieu Non TET	36	\$33.18

Embedded Derivatives

As a result of the Callon acquisition, the Company assumed an earn-out obligation from Callon, where the Company could be required to pay up to \$50 million in the aggregate if the average daily settlement price of WTI crude oil exceeds \$60.00 per barrel for the 2024 and 2025 calendar years. Additionally, in connection with the Callon acquisition, the Company assumed a contingent consideration arrangement. Whereby the Company could receive up to \$45 million if the average daily settlement price of WTI crude oil for 2024 is at least \$80.00 per barrel. If the average daily settlement price of WTI crude oil for 2024 is less than \$80.00 per barrel but at least \$75.00 per barrel, then the Company would receive \$20 million.

The Company determined that the earn-out obligation and contingent consideration receipt were not clearly and closely related to the underlying agreements and therefore bifurcated these embedded features and recorded these derivatives at fair value. For further discussion of these derivatives, refer to "Fair Value Measurements" below.

Fair Value Measurements

The following table presents the Company's derivative assets and liabilities measured at fair value on a recurring basis:

Fair Value Measurements Using									
Quoted Price in Active Markets (Level 1)		Quoted Price in Active Markets (Level 1)		Quoted Price in Active Markets (Level 1)		Quoted Price in Active Markets (Level 1)		Quoted Price in Active Markets (Level 1)	
March 31, 2024	Liabilities:	Significant Other Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value	Netting ⁽¹⁾	Carrying Amount	Significant Other Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Liabilities:									
Assets:									
Assets:									
Assets:									
Commodity derivative instruments									
Commodity derivative instruments									
Commodity derivative instruments									
Contingent consideration arrangements									
Liabilities:									

Commodity derivative instruments
Commodity derivative instruments
Commodity derivative instruments
Contingent consideration arrangements
December 31, 2023
Contingent consideration arrangements
December 31, 2023
Contingent consideration arrangements
December 31, 2023
Assets:
Assets:
Assets:

Commodity derivative instruments

(1) The derivative fair values are based on analysis of each contract on a gross basis, excluding the impact of netting agreements with **counterparties and reclassifications between long-term and short-term balances**, **counterparties**.

The **fair values of embedded options within** the Company's derivative **earn-out obligation and contingent consideration arrangements** discussed above are considered financial instruments **are not actively quoted in the open market** under ASC 815. The Company **primarily** uses a market approach to estimate the fair values of these derivatives on a recurring basis, utilizing **futures** an option pricing for the underlying positions model method provided by a reputable third party, party. The valuation includes significant inputs such as forward oil price curves, time to expiration, and implied volatility. As these inputs are substantially observable for the full term of the contingent consideration arrangements, the inputs are considered a Level 2 fair value measurement. As of June 30, 2024, the estimated fair values of the earn-out obligation and contingent consideration receipt were \$42 million and \$25 million, respectively.

Derivative Activity Recorded in the Consolidated Balance Sheet

All derivative instruments are reflected as either assets or liabilities at fair value in the consolidated balance sheet. These fair values are recorded by netting asset and liability positions where counterparty master netting arrangements contain provisions for net settlement. The carrying value of the Company's derivative assets and liabilities and their locations on the consolidated balance sheet are as follows:

	March 31, 2024	December 31, 2023
	(In millions)	
Current Assets: Other current assets	\$ —	\$ 6
Total derivative assets	\$ —	\$ 6
Current Liabilities: Other current liabilities	\$ 2	\$ —
Total derivative liabilities	\$ 2	\$ —
	June 30, 2024	December 31, 2023
	(In millions)	
Current Assets: Other current assets	\$ 26	\$ 6
Total derivative assets	\$ 26	\$ 6
Current Liabilities: Other current liabilities	\$ 24	\$ —
Deferred Credit and Other Noncurrent Liabilities: Other	\$ 18	\$ —
Total derivative liabilities	\$ 42	\$ —

Derivative Activity Recorded in the Statement of Consolidated Operations

The following table summarizes the effect of derivative instruments on the Company's statement of consolidated operations:

	2024	For the Quarter Ended June 30,		For the Six Months Ended June 30,	
	2024	2024	2023	2024	2023
Realized:			(In millions)		(In millions)
Commodity derivative instruments					
Commodity derivative instruments					
Commodity derivative instruments					
Realized gains, net					
Realized gains, net					
Realized gains, net					
Unrealized:					
Unrealized:					
Realized gains (losses), net					
Realized gains (losses), net					
Realized gains (losses), net					
Unrealized:					
Commodity derivative instruments					
Commodity derivative instruments					
Commodity derivative instruments					
Unrealized gains (losses), net					
Unrealized gains (losses), net					
Unrealized gains (losses), net					
Derivative instrument gains (losses), net					
Derivative instrument gains (losses), net					
Derivative instrument gains (losses), net					

Derivative instrument gains and losses are recorded in "Derivative instrument gains (losses), net" under "Revenues and Other" in the Company's statement of consolidated operations. Unrealized gains (losses) for derivative activity recorded in the statement of consolidated operations are reflected in the statement of consolidated cash flows separately as "Unrealized derivative instrument (gains) losses, net" under "Adjustments to reconcile net income to net cash provided by operating activities."

5. OTHER CURRENT ASSETS

The following table provides detail of the Company's other current assets:

	March 31, 2024	December 31, 2023
	June 30, 2024	December 31, 2023
		(In millions)
Inventories		
Drilling advances		
Prepaid assets and other		
Prepaid assets and other		
Prepaid assets and other		
Current decommissioning security for sold Gulf of Mexico assets		
Total Other current assets		(In millions)

6. EQUITY METHOD INTERESTS

As of December 31, 2023, the Company held 13.1 million Kinetik Shares, which were recorded at fair value of \$437 million and reflected separately as "Equity method interests" in the Company's consolidated balance sheet. The Company elected the fair value option for measuring its equity method interest in Kinetik based on practical expedience, variances in reporting timelines, and cost-benefit considerations. The fair value of the Company's interest in Kinetik was determined using observable share prices on a major exchange, a Level 1 fair value measurement. On March 18, 2024, the Company sold its remaining Kinetik Shares for cash proceeds of \$428 million.

Prior to the Company's sale of its remaining Kinetik Shares and the resignation of the Company's designated director from the Kinetik board of directors, the Company recorded changes in the fair value of its equity method interest in Kinetik totaling **losses** **a loss** of \$9 million and \$19 million in the first **quarters** **quarter** of 2024, and **gains** of \$90 million and \$71 million in the second quarter and the first six months of 2023, respectively. **These losses** **This loss and these gains** were recorded as a component of "Revenues and Other" in the Company's statement of consolidated operations.

The following table represents related party sales and costs associated with Kinetik prior to the Company's sale of its remaining Kinetik Shares and the resignation of the Company's designated director from the Kinetik board of directors:

	For the Quarter Ended March 31,	For the Quarter Ended March 31,	For the Quarter Ended March 31,	For the Quarter Ended June 30,	For the Six Months Ended June 30,	
	2024	2024	2024	2024	2023	2024 2023
	(In millions)	(In millions)	(In millions)			
Natural gas and NGLs sales						
Purchased oil and gas sales						
Purchased oil and gas sales	\$					
Purchased oil and gas sales	\$					
Gathering, processing, and transmission costs	\$					
Gathering, processing, and transmission costs	\$					
Gathering, processing, and transmission costs	\$					
Purchased oil and gas costs						
Purchased oil and gas costs						
Purchased oil and gas costs						
Lease operating expenses						
Lease operating expenses						
Lease operating expenses						
Accrued operating expenses						
Accrued exploration and development						
Accrued compensation and benefits						
Accrued interest						
Accrued income taxes						
Current asset retirement obligation						
Current operating lease liability						
Current decommissioning contingency for sold Gulf of Mexico properties						

7. OTHER CURRENT LIABILITIES

The following table provides detail of the Company's other current liabilities:

	March 31, 2024	December 31, 2023	
	June 30, 2024	December 31, 2023	
	(In millions)	(In millions)	(In millions)
Accrued operating expenses			
Accrued exploration and development			
Accrued compensation and benefits			
Accrued interest			
Accrued income taxes			
Current asset retirement obligation			
Current operating lease liability			
Current decommissioning contingency for sold Gulf of Mexico properties			

Current decommissioning contingency for sold Gulf of Mexico properties
Current decommissioning contingency for sold Gulf of Mexico properties
Other
Total Other current liabilities

8. ASSET RETIREMENT OBLIGATION

The following table describes changes to the Company's asset retirement obligation (ARO) liability:

	March 31, June 30, 2024	(In millions)
Asset retirement obligation, December 31, 2023	\$ 2,438	
Liabilities incurred	14	
Liabilities acquired	4140	
Liabilities settled	(9) (21)	
Liabilities divested	(48)	
Accretion expense	40.76	
Revisions in estimated liabilities	1	
Asset retirement obligation, March 31, 2024 June 30, 2024	2,475	2,590
Less current portion	(75)	
Asset retirement obligation, long-term	\$ 2,400	2,515

9. DEBT AND FINANCING COSTS

The following table presents the carrying values of the Company's debt:

	March 31, 2024	December 31, 2023
	June 30, 2024	December 31, 2023
(In millions)		
(In millions)		
(In millions)		
Apache notes and debentures before unamortized discount and debt issuance costs ⁽¹⁾		
Commercial paper and syndicated credit facilities ⁽²⁾		
Term loan facility, commercial paper, and syndicated credit facilities ⁽²⁾		
Apache finance lease obligations		
Apache finance lease obligations		
Apache finance lease obligations		
Unamortized discount		
Debt issuance costs		
Total debt		
Current maturities		
Long-term debt		

(1) The fair values of the Apache notes and debentures were \$4.3 billion at each of **March 31, 2024** **June 30, 2024** and December 31, 2023.

The Company uses a market approach to determine the fair values of its notes and debentures using estimates provided by an independent investment financial data services firm (a Level 2 fair value measurement).

(2) The carrying value of borrowings on the term loan facility, commercial paper and credit facilities approximates fair value because interest rates are variable and reflective of market rates.

At each of **March 31, 2024** **June 30, 2024** and December 31, 2023, current debt included \$2 million of finance lease obligations.

Financing Costs, Net

The following table presents the components of the Company's financing costs, net:

	For the Quarter Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
	(In millions)	(In millions)	(In millions)	(In millions)

Interest expense
Amortization of debt issuance costs
Amortization of debt issuance costs
Amortization of debt issuance costs
Capitalized interest
Capitalized interest
Capitalized interest
Gain on extinguishment of debt
Gain on extinguishment of debt
Gain on extinguishment of debt
Interest income
Interest income
Interest income
Financing costs, net
Financing costs, net
Financing costs, net

During the **quarter six months** ended **March 31, 2023** **June 30, 2023**, Apache purchased in the open market and canceled senior notes issued under its indentures in an aggregate principal amount of \$74 million for an aggregate purchase price of \$65 million in cash. The Company recognized a \$9 million gain on these repurchases.

Unsecured 2022 Committed Bank Credit Facilities

On April 29, 2022, the Company entered into two unsecured syndicated credit agreements for general corporate purposes.

- One agreement is denominated in US dollars (the USD Agreement) and provides for an unsecured five-year revolving credit facility, with aggregate commitments of US\$1.8 billion (including a letter of credit subfacility of up to US\$750 million, of which US\$150 million currently is committed). The Company may increase commitments up to an aggregate US\$2.3 billion by adding new lenders or obtaining the consent of any increasing existing lenders. This facility matures in April 2027, subject to the Company's two, one-year extension options.
- The second agreement is denominated in pounds sterling (the GBP Agreement) and provides for an unsecured five-year revolving credit facility, with aggregate commitments of £1.5 billion for loans and letters of credit. This facility matures in April 2027, subject to the Company's two, one-year extension options.

Apache may borrow under the USD Agreement up to an aggregate principal amount of US\$300 million outstanding at any given time. Apache has guaranteed obligations under each of the USD Agreement and GBP Agreement effective until the aggregate principal amount of indebtedness under senior notes and debentures outstanding under Apache's existing indentures first is less than US\$1.0 billion.

As of **March 31, 2024** **June 30, 2024**, there were **\$30** **\$395** million of borrowings under the USD Agreement and an aggregate £348 million in letters of credit outstanding under the GBP Agreement. As of **March 31, 2024** **June 30, 2024**, there were no letters of credit outstanding under the USD Agreement. As of December 31, 2023, there were \$372 million of borrowings under the USD Agreement and an aggregate £348 million in letters of credit outstanding under the GBP Agreement. As of December 31, 2023, there were no letters of credit outstanding under the USD Agreement. The letters of credit denominated in pounds were issued to support North Sea decommissioning obligations, the terms of which require such support while Apache's credit rating by Standard & Poor's remains below BBB; on March 26, 2020, Standard & Poor's reduced Apache's rating from BBB to BB+, which was affirmed in 2023.

Uncommitted Lines of Credit

Each of the Company and Apache, from time to time, has and uses uncommitted credit and letter of credit facilities for working capital and credit support purposes. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, there were no outstanding borrowings under these facilities. At each As of **March 31, 2024** **June 30, 2024**, there were £416 million and \$11 million, respectively, in letters of credit outstanding under these facilities. As of December 31, 2023, there were £416 million and \$2 million, respectively, in letters of credit outstanding under these facilities.

Commercial Paper Program

In December 2023, the Company established a commercial paper program under which it from time to time may issue in private placements exempt from registration under the Securities Act short-term unsecured promissory notes (CP Notes) up to a maximum aggregate face amount of \$1.8 billion outstanding at any time. The maturities of CP Notes may vary but may not exceed 397 days from the date of issuance. Outstanding CP Notes are supported by available borrowing capacity under the Company's committed \$1.8 billion USD Agreement.

Payment of CP Notes has been unconditionally guaranteed on an unsecured basis by Apache, such guarantee effective until the first time that the aggregate principal amount of indebtedness under senior notes and debentures outstanding under Apache's existing indentures is less than US\$1.0 billion.

As of **March 31, 2024** **June 30, 2024**, there was **\$340** **\$40** million in aggregate face amount of CP Notes outstanding, which is classified as long-term debt. As of December 31, 2023, there were no CP Notes outstanding.

Unsecured Committed Term Loan Facility

On January 30, 2024, APA entered into a syndicated credit agreement under which the lenders have committed an aggregate \$2.0 billion for senior unsecured delayed-draw term loans to APA (Term Loan Credit Agreement), the proceeds of which could be used to refinance certain indebtedness of Callon only on once upon the date of closing of transactions the closings under the Merger Agreement and Term Loan Credit Agreement. Refer to "Subsequent Events" Of such aggregate commitments, \$1.5 billion was for further detail. term loans that would mature three years after the date of such closings (3-Year Tranche Loans) and \$500 million was for term loans that would mature 364 days after the date of such closings (364-Day Tranche Loans). Apache has guaranteed obligations under the Term Loan Credit Agreement effective until the aggregate principal amount of indebtedness under senior notes and debentures outstanding under Apache's existing indentures first is less than \$1.0 billion.

Subsequent Events

On April 1, 2024, APA closed the transactions under the Term Loan Credit Agreement. APA borrowed Agreement, electing to borrow an aggregate \$1.5 billion in senior unsecured term loans that mature 3-Year Tranche Loans maturing April 1, 2027, and to allow the lender commitments for the 364-Day Tranche Loans to expire.

Loan proceeds were used to refinance certain indebtedness of Callon upon the substantially simultaneous closing of APA's acquisition of Callon pursuant to the Merger Agreement and to pay related fees and expenses. APA may at any time prepay loans under the Term Loan Credit Agreement.

The lenders As of June 30, 2024, \$1.5 billion in 3-Year Tranche Loans remained outstanding under the Term Loan Credit Agreement committed an aggregate \$2.0 billion for senior unsecured delayed-draw term loans to APA available for borrowing only once upon the date of the closings under the Merger Agreement and Term Loan Credit Agreement, of which \$1.5 billion was for term loans that would mature three years after the date of such closings (3-Year Tranche Loans) and \$500 million was for term loans that would mature 364 days after the date of such closings (364-Day Tranche Loans). APA elected to borrow only under the 3-Year Tranche Loans and to allow the lender commitments for the 364-Day Tranche Loans to expire. Agreement.

Indebtedness of Callon that APA could refinance by borrowing under the Term Loan Credit Agreement included indebtedness outstanding under (i) the Amended and Restated Credit Agreement, dated October 19, 2022, among Callon, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto (Callon Credit Agreement), (ii) Callon's 6.375% Senior Notes due 2026 (Callon's 2026 Notes), (iii) Callon's 8.00% Senior Notes due 2028 (Callon's 2028 Notes), and (iv) Callon's 7.500% Senior Notes due 2030 (Callon's 2030 Notes).

On April 1, 2024, all indebtedness under the Callon Credit Agreement and Callon's 2026 Notes was repaid, and the aggregate principal balance remaining outstanding under Callon's 2028 Notes and Callon's 2030 Notes was reduced to \$24 million. Given the aggregate principal balance On May 6, 2024, all remaining outstanding indebtedness under Callon's 2028 Notes and Callon's 2030 Notes was repaid. Given these repayments, no guarantee by Callon of APA's obligations under the Term Loan Credit Agreement is required.

On April 1, 2024, the following Callon indebtedness was repaid by borrowings under the Term Loan Credit Agreement and the USD Agreement:

- Callon closed cash tender offers for Callon's 2028 Notes and Callon's 2030 Notes, accepting for purchase \$1.2 billion aggregate principal amount of notes. Callon paid holders an aggregate \$1.3 billion in cash, reflecting principal, premium to par, early tender consent fee, and accrued and unpaid interest.
- Callon redeemed the outstanding \$321 million principal amount of Callon's 2026 Notes at a redemption price equal to 101.063% of their principal amount, plus accrued and unpaid interest to the redemption date.
- Callon repaid the aggregate \$472 million owed under the Callon Credit Agreement, including principal, accrued and unpaid interest, and certain fees.

On April 26, 2024 May 6, 2024, Callon notified holders of its election to fully redeem on May 6, 2024 redeemed the remaining outstanding \$8.3 \$8 million principal amount of Callon's 2028 Notes at a redemption price equal to 101.588% of their principal amount and \$15.6 \$16 million principal amount of Callon's 2030 Notes at a redemption price equal to 102.803% of their principal amount, in each case, plus accrued and unpaid interest to the redemption date. The repayments were partially funded by borrowing under the USD Agreement.

10. INCOME TAXES

The Company estimates its annual effective income tax rate in recording its quarterly provision for income taxes in the various jurisdictions in which the Company operates. Non-cash impairments on the carrying value of the Company's oil and gas properties, gains and losses on the sale of assets, statutory tax rate changes, and other significant or unusual items are recognized as discrete items in the quarter in which they occur.

The Company's effective income tax rate for the three and six months ended March 31, 2024 June 30, 2024 differed from the U.S. federal statutory income tax rate of 21 percent due to taxes on foreign operations. During the second quarter of 2023, the Company's effective income tax rate differed from the U.S. federal statutory income tax rate of 21 percent due to taxes on foreign operations and a decrease in the amount of valuation allowance against its U.S. deferred tax assets. The Company's effective income tax rate for the three six months ended March 31, 2023 June 30, 2023 differed from the U.S. federal statutory income tax rate of 21 percent due to taxes on foreign operations, a deferred tax expense related to the remeasurement of taxes in the U.K. as a result of the enactment of Finance Act 2023, and a decrease in the amount of valuation allowance against its U.S. deferred tax assets.

On April 1, 2024, APA completed its acquisition of Callon in an all-stock transaction. The Company's deferred tax asset increased by approximately \$575 million as part of the assets assumed through the Callon acquisition. Refer to [Note 2—Acquisitions and Dispositions](#) for further detail.

In December 2021, the Organisation for Economic Co-operation and Development issued Pillar Two Model Rules introducing a new global minimum tax of 15 percent on a country-by-country basis, with certain aspects effective in certain jurisdictions on January 1, 2024. Although the Company continues to monitor enacted legislation to implement these rules in countries where the Company could be impacted, APA does not expect that the Pillar Two framework will have a material impact on its consolidated financial statements.

The Company and its subsidiaries are subject to U.S. federal income tax as well as income or capital taxes in various states and foreign jurisdictions. The Company's tax reserves are related to tax years that may be subject to examination by the relevant taxing authority.

11. COMMITMENTS AND CONTINGENCIES

Legal Matters

The Company is party to various legal actions arising in the ordinary course of business, including litigation and governmental and regulatory controls, which also may include controls related to the potential impacts of climate change. As of **March 31, 2024** **June 30, 2024**, the Company has an accrued liability of approximately **\$84** **\$76** million for all legal contingencies that are deemed to be probable of occurring and can be reasonably estimated. The Company's estimates are based on information known about the matters and its experience in contesting, litigating, and settling similar matters. Although actual amounts could differ from management's estimate, none of the actions are believed by management to involve future amounts that would be material to the Company's financial position, results of operations, or liquidity after consideration of recorded accruals. With respect to material matters for which the Company believes an unfavorable outcome is reasonably possible, the Company has disclosed the nature of the matter and a range of potential exposure, unless an estimate cannot be made at this time. It is management's opinion that the loss for any other litigation matters and claims that are reasonably possible to occur will not have a material adverse effect on the Company's financial position, results of operations, or liquidity.

For additional information on Legal Matters described below, refer to Note 11—Commitments and Contingencies to the consolidated financial statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Argentine Environmental Claims

On March 12, 2014, the Company and its subsidiaries completed the sale of all of the Company's subsidiaries' operations and properties in Argentina to YPF Sociedad Anonima (YPF). As part of that sale, YPF assumed responsibility for all of the past, present, and future litigation in Argentina involving Company subsidiaries, except that Company subsidiaries have agreed to indemnify YPF for certain environmental, tax, and royalty obligations capped at an aggregate of \$100 million. The indemnity is subject to specific agreed conditions precedent, thresholds, contingencies, limitations, claim deadlines, loss sharing, and other terms and conditions. On April 11, 2014, YPF provided its first notice of claims pursuant to the indemnity. Company subsidiaries have not paid any amounts under the indemnity but will continue to review and consider claims presented by YPF. Further, Company subsidiaries retain the right to enforce certain Argentina-related indemnification obligations against Pioneer Natural Resources Company (Pioneer) in an amount up to \$45 million pursuant to the terms and conditions of stock purchase agreements entered in 2006 between Company subsidiaries and subsidiaries of Pioneer.

Louisiana Restoration

As more fully described in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, Louisiana surface owners often file lawsuits or assert claims against oil and gas companies, including the Company, claiming that operators and working interest owners in the chain of title are liable for environmental damages on the leased premises, including damages measured by the cost of restoration of the leased premises to its original condition, regardless of the value of the underlying property. From time to time, restoration lawsuits and claims are resolved by the Company for amounts that are not material to the Company, while new lawsuits and claims are asserted against the Company. With respect to each of the pending lawsuits and claims, the amount claimed is not currently determinable or is not material. Further, the overall exposure related to these lawsuits and claims is not currently determinable. While adverse judgments against the Company are possible, the Company intends to actively defend these lawsuits and claims.

Starting in November of 2013 and continuing into 2023, several parishes in Louisiana have pending lawsuits against many oil and gas producers, including the Company. In these cases, the Parishes, as plaintiffs, allege that defendants' oil and gas exploration, production, and transportation operations in specified fields were conducted in violation of the State and Local Coastal Resources Management Act of 1978, as amended, and applicable regulations, rules, orders, and ordinances promulgated or adopted thereunder by the Parish or the State of Louisiana. Plaintiffs allege that defendants caused substantial damage to land and water bodies located in the coastal zone of Louisiana. Plaintiffs seek, among other things, unspecified damages for alleged violations of applicable law within the coastal zone, the payment of costs necessary to clear, re-vegetate, detoxify, and otherwise restore the subject coastal zone as near as practicable to its original condition, and actual restoration of the coastal zone to its original condition. Without acknowledging or admitting any liability and solely to avoid the expense and uncertainty of future litigation, the Company agreed to settle with the State of Louisiana and Louisiana coastal Parishes to resolve any potential liability on the part of the Company for claims that were or could have been asserted by the coastal Parishes and/or the State of Louisiana in the pending litigation. The settlement is subject to court approval, which the parties hope to receive at some point in the first half of 2024. The consideration to be provided by the Company in the settlement will not have a material impact on the Company's financial position. Following settlement of these various lawsuits, the Company will be a defendant in only two remaining coastal zone lawsuits, one filed by the City of New Orleans against the Company and a number of oil and gas operators and the other filed against Calon Offshore Production, Inc., among many other oil and gas operators, and pending in St. Bernard Parish, Louisiana. The Company will now oversee the latter lawsuit as a result of the merger with Calon Petroleum Company. acquisition.

Apollo Exploration Lawsuit

In a case captioned *Apollo Exploration, LLC, Cogent Exploration, Ltd. Co. & SellmoCo, LLC v. Apache Corporation*, Cause No. CV50538 in the 385th Judicial District Court, Midland County, Texas, plaintiffs alleged damages in excess of \$200 million (having previously claimed in excess of \$1.1 billion) relating to purchase and sale agreements, mineral leases, and area of mutual interest agreements concerning properties located in Hartley, Moore, Potter, and Oldham Counties, Texas. The trial court entered final judgment in favor of the Company, ruling that the plaintiffs take nothing by their claims and awarding the Company its attorneys' fees and costs incurred in defending the lawsuit. The court of appeals affirmed in part and reversed in part the trial court's judgment thereby reinstating some of plaintiffs' claims. The Texas Supreme Court granted the Company's petition for review and heard oral argument in October 2022. On April 28, 2023, the Texas Supreme Court reversed the court of appeals' decision and remanded the case back to the court of appeals for further proceedings. After plaintiffs' request for rehearing, on July 21, 2023, the Texas Supreme Court reaffirmed its reversal of the court of appeals' decision and remand of the case back to the court of appeals for further proceedings.

Australian Operations Divestiture Dispute

Pursuant to a Sale and Purchase Agreement dated April 9, 2015 (Quadrant SPA), the Company and its subsidiaries divested Australian operations to Quadrant Energy Pty Ltd (Quadrant). Closing occurred on June 5, 2015. In April 2017, the Company filed suit against Quadrant for breach of the Quadrant SPA. In its suit, the Company seeks approximately AUD \$80 million. In December 2017, Quadrant filed a defense of equitable set-off to the Company's claim and a counterclaim seeking approximately AUD \$200 million in the aggregate. The Company will vigorously prosecute its claim while vigorously defending against Quadrant's counter claims.

California and Delaware Litigation

On July 17, 2017, in three separate actions, San Mateo and Marin Counties, and the City of Imperial Beach, California, all filed suit individually and on behalf of the people of the state of California against over 30 oil and gas companies alleging damages as a result of global warming. Plaintiffs seek unspecified damages and abatement under various tort theories. On December 20, 2017, in two separate actions, the City of Santa Cruz and Santa Cruz County filed similar lawsuits against many of the same defendants. On January 22, 2018, the City of Richmond filed a similar lawsuit.

On September 10, 2020, the State of Delaware filed suit, individually and on behalf of the people of the State of Delaware, against over 25 oil and gas companies alleging damages as a result of global warming. Plaintiffs seek unspecified damages and abatement under various tort theories.

The Company intends to challenge personal jurisdiction in California and to vigorously defend the Delaware lawsuit.

Kulp Minerals Lawsuit

On or about April 7, 2023, Apache was sued in a purported class action in New Mexico styled *Kulp Minerals LLC v. Apache Corporation*, Case No. D-506-CV-2023-00352 in the Fifth Judicial District. The *Kulp Minerals* case has not been certified and seeks to represent a group of owners allegedly owed statutory interest under New Mexico law as a result of purported late oil and gas payments. The amount of this claim is not yet reasonably determinable. The Company intends to vigorously defend against the claims asserted in this lawsuit.

Shareholder and Derivative Lawsuits

On February 23, 2021, a case captioned *Plymouth County Retirement System v. Apache Corporation, et al.* was filed in the United States District Court for the Southern District of Texas (Houston Division) against the Company and certain current and former officers. The complaint, which is a shareholder lawsuit styled as a class action, alleges, among other things, that (1) the Company intentionally used unrealistic assumptions regarding the amount and composition of available oil and gas in Alpine High; (2) the Company did not have the proper infrastructure in place to safely and/or economically drill and/or transport those resources even if they existed in the amounts purported; (3) certain statements and omissions artificially inflated the value of the Company's operations in the Permian Basin; and (4) as a result, the Company's public statements were materially false and misleading. With no admission, concession, or finding of any fault, liability, or wrongdoing, but only to avoid the expense and uncertainty of litigation, the parties have agreed to a settlement resolving all claims made against the defendants by the class. The settlement agreement will be subject to court approval, and a hearing is expected to be held in the coming months. The settlement will not have a material effect on the Company's financial position, results of operations, or liquidity and is subject to insurance coverage that companies have for these types of claims.

On February 21, 2023, a case captioned *Steve Silverman, Derivatively and on behalf of Nominal Defendant APA Corp. v. John J. Christmann IV, et al.* was filed in federal district court for the Southern District of Texas. Then, on July 21, 2023, a case captioned *Yang-Li-Yu, Derivatively and on behalf of Nominal Defendant APA Corp. v. John J. Christmann IV, et al.* was filed in federal district court for the Southern District of Texas. These cases have now been consolidated as *In Re APA Corporation Derivative Litigation*, Case No. 4:23-cv-00636 in the Southern District of Texas and purport to be derivative actions brought against senior management and Company directors over many of the same allegations included in the *Plymouth County Retirement System* matter and asserts claims of (1) breach of fiduciary duty; (2) waste of corporate assets; and (3) unjust enrichment. The defendants filed a motion to dismiss the consolidated lawsuits, which is fully briefed and will remain pending following settlement of the *Plymouth County Retirement System* case noted above.

Environmental Matters

As of **March 31, 2024** **June 30, 2024**, the Company had an undiscounted reserve for environmental remediation of approximately **\$5 \$1** million.

On September 11, 2020, the Company received a Notice of Violation and Finding of Violation, and accompanying Clean Air Act Information Request, from the U.S. Environmental Protection Agency (EPA) following site inspections in April 2019 at several of the Company's oil and natural gas production facilities in Lea and Eddy Counties, New Mexico. Then on December 29, 2020, the Company received a Notice of Violation and Opportunity to Confer, and accompanying Clean Air Act Information Request, from the EPA following helicopter flyovers in September 2019 of several of the Company's oil and natural gas production facilities in Reeves County, Texas. The notices and information requests involved alleged emissions control and reporting violations. The Company cooperated with the EPA, responded to the information requests, and negotiated and entered into a consent decree to resolve the alleged violations in both New Mexico and Texas, which has been approved and entered by the Court. The consideration provided by the Company in connection with the consent decree, which includes a \$4 million payment, will not have a material impact on the Company's financial position.

The Company is not aware of any environmental claims existing as of **March 31, 2024** **June 30, 2024**, that have not been provided for or would otherwise have a material impact on its financial position, results of operations, or liquidity. There can be no assurance, however, that current regulatory requirements will not change or past non-compliance with environmental laws will not be discovered on the Company's properties.

Potential Decommissioning Obligations on Sold Properties

In 2013, Apache sold its Gulf of Mexico (GOM) Shelf operations and properties and its GOM operating subsidiary, GOM Shelf LLC (GOM Shelf) to Fieldwood Energy LLC (Fieldwood). Fieldwood assumed the obligation to decommission the properties held by GOM Shelf and the properties acquired from Apache and its other subsidiaries (collectively, the Legacy GOM Assets). On February 14, 2018, Fieldwood filed for (and subsequently emerged from) Chapter 11 bankruptcy protection. On August 3, 2020, Fieldwood filed for (and subsequently emerged from) Chapter 11 bankruptcy protection for a second time. Upon emergence from this second bankruptcy, the Legacy GOM Assets were separated into a standalone company, which was subsequently merged into GOM Shelf. Under GOM Shelf's limited liability company agreement, the proceeds of production of the Legacy GOM Assets are to be used to fund the operation of GOM Shelf and the decommissioning of Legacy GOM Assets. Pursuant to the terms of the original transaction, as amended in the first bankruptcy, the securing of the asset retirement obligations for the Legacy GOM Assets as and when Apache is required to perform or pay for any such decommissioning was accomplished through the posting of letters of credit in favor of Apache (Letters of Credit), the provision of two bonds (Bonds) in favor of Apache, and the establishment of a trust account of which Apache was a beneficiary and which was funded by net profits interests (NPIs) depending on future oil prices. In addition, after such sources have been

exhausted, Apache agreed upon resolution of GOM Shelf's second bankruptcy to provide a standby loan to GOM Shelf of up to \$400 million to perform decommissioning, with such standby loan secured by a first and prior lien on the Legacy GOM Assets.

By letter dated April 5, 2022 (replacing two earlier letters) and by subsequent letter dated March 1, 2023, GOM Shelf notified the Bureau of Safety and Environmental Enforcement (BSEE) that it was unable to fund the decommissioning obligations that it was obligated to perform on certain of the Legacy GOM Assets. As a result, Apache and other current and former owners in these assets have received orders from BSEE and demands from third parties to decommission certain of the Legacy GOM Assets included in GOM Shelf's notifications to BSEE. Apache expects to receive similar orders and demands on the other Legacy GOM Assets included in GOM Shelf's notification letters. Apache has also received orders to decommission other Legacy GOM Assets that were not included in GOM Shelf's notification letters. Further, Apache anticipates that GOM Shelf may send additional such notices to BSEE in the future and that it may receive additional orders from BSEE requiring it to decommission other Legacy GOM Assets.

On June 21, 2023, two sureties that issued Bonds directly to Apache and two sureties that issued bonds to the issuing bank on the Letters of Credit filed suit against Apache in a case styled *Zurich American Insurance Company, HCC International Insurance Company PLC, Philadelphia Indemnity Insurance Company and Everest Reinsurance Company (Insurers) v. Apache Corporation*, Cause No. 2023-38238 in the 281st Judicial District Court, Harris County Texas. The sureties sought to prevent Apache from drawing on the Bonds and Letters of Credit and further alleged that they are discharged from their reimbursement obligations related to decommissioning costs and are entitled to other relief. On July 20, 2023, the 281st Judicial District Court denied the Insurers' request for a temporary injunction. On July 26, 2023, Apache removed the suit to the United States Bankruptcy Court for the Southern District of Texas (Houston Division) which subsequently held that the sureties' state court lawsuit violated the terms of the Bankruptcy Confirmation Order and is void. Since the time the sureties filed their state court lawsuit, Apache has drawn down the entirety of the Letters of Credit. Apache has also sought to draw down on the Bonds; however, the sureties refuse to pay such Bond draws. Apache is vigorously pursuing its claims against the sureties.

As of **March 31, 2024** **June 30, 2024**, the Company has recorded a **\$186** **\$187** million asset, which represents the remaining amount the Company expects to be reimbursed from security related to these decommissioning costs.

The Company has recorded contingent liabilities in the amounts of **\$847** **\$862** million and \$824 million as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively, representing the estimated costs of decommissioning it may be required to perform on legacy the Legacy GOM properties previously sold to Fieldwood Assets. The Company recognized **\$17** million and other GOM operators. During **\$83** million in the second quarter and the first quarter six months of 2024, the Company recognized **\$66** million respectively, of "Loss on previously sold Gulf of Mexico properties," which includes increases. Amounts recorded in the second quarter of 2024 reflect orders received during the period from BSEE to decommission a property operated and produced by Fieldwood Energy Offshore and Dynamic Offshore Resources NS, LLC. Amounts recorded in the first six months of 2024 also include \$33 million related to orders received during the period first quarter of 2024 from BSEE to decommission properties previously sold to Cox Operating LLC. The Company recognized no losses for decommissioning previously sold properties during the second quarter and the first quarter six months of 2023. There have been no other changes in estimates from December 31, 2023 that would have a material impact on the Company's financial position, results of operations, or liquidity.

12. CAPITAL STOCK

Net Income per Common Share

The following table presents a reconciliation of the components of basic and diluted net income per common share in the consolidated financial statements:

	For the Quarter Ended March 31,						For the Quarter Ended June 30,					
	2024			2023			2024			2023		
	Income	Shares	Per Share	Income	Shares	Per Share	Income	Shares	Per Share	Income	Shares	Per Share
(In millions, except per share amounts)												(In millions, except per share amounts)
Basic:												
Income attributable to common stock												
Income attributable to common stock												
Income attributable to common stock												
Effect of Dilutive Securities:												
Stock compensation awards												
Stock compensation awards												
Stock compensation awards												
Diluted:												
Diluted:												
Diluted:												
Income attributable to common stock												
Income attributable to common stock												

Income attributable to
common stock

	For the Six Months Ended June 30,			2023		
	2024	Shares	Per Share	Income	Shares	Per Share
(In millions, except per share amounts)						
Basic:						
Income attributable to common stock						
Income attributable to common stock						
Income attributable to common stock						
Diluted:						
Diluted:						
Income attributable to common stock						
Income attributable to common stock						
Income attributable to common stock						

The diluted earnings per share calculation excludes options and restricted stock units that were anti-dilutive of 2.1 million 2.3 million and 2.4 million 2.1 million during the **first** second quarters of 2024 and 2023, respectively, and 2.1 million and 2.2 million during the first six months of 2024 and 2023, respectively.

Stock Repurchase Program

During the fourth quarter of 2021, the Company's Board of Directors authorized the purchase of 40 million shares of the Company's common stock. During the third quarter of 2022, the Company's Board of Directors authorized the purchase of an additional 40 million shares of the Company's common stock.

In the **first** second quarter of 2024, the Company repurchased approximately 3.0 1.5 million shares at an average price of \$33.27 \$28.72 per share. For the six months ended June 30, 2024, the Company repurchased 4.5 million shares at an average price of \$31.77 per share, and as of **March 31, 2024** June 30, 2024, the Company had remaining authorization to repurchase up to 40.9 39.4 million shares. In the **first** second quarter of 2023, the Company repurchased 3.7 1.3 million shares at an average price of \$38.93 \$33.72 per share. For the six months ended June 30, 2023, the Company repurchased 5 million shares at an average price of \$37.53 per share.

The Company repurchased 0.1 million shares at an average price of \$29.33 per share in July 2024, and as of July 31, 2024, the Company had remaining authorization to repurchase up to 39.3 million shares.

The Company is not obligated to acquire any additional shares. Shares may be purchased either in the open market or through privately negotiated transactions.

Common Stock Dividend

For the quarters ended **March 31, 2024** June 30, 2024 and 2023, the Company paid \$76 \$92 million and \$78 \$77 million, respectively, in dividends on its common stock. For the six months ended June 30, 2024 and 2023, the Company paid \$168 million and \$155 million, respectively, in dividends on its common stock.

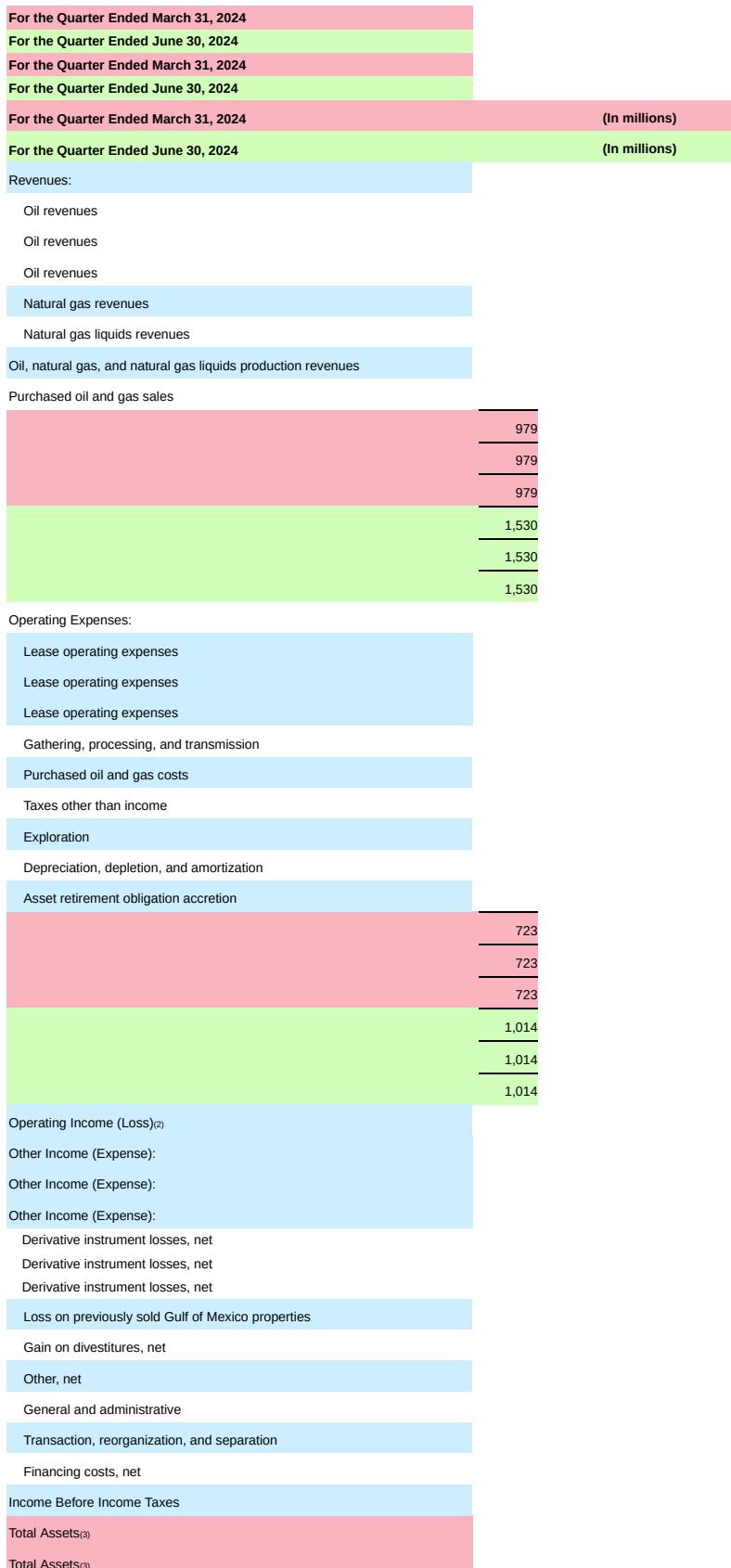
Common Stock Issuance

On April 1, 2024, in connection with the Callon acquisition, the Company issued approximately 70 million shares of common stock in exchange for Callon common stock. The total value of stock consideration was approximately \$2.4 billion based on APA's stock price on the closing date of the acquisition.

13. BUSINESS SEGMENT INFORMATION

As of **March 31, 2024** June 30, 2024, the Company's consolidated subsidiaries are engaged in exploration and production (Upstream) activities across three operating segments: the U.S., Egypt, and North Sea. The Company's Upstream business explores for, develops, and produces crude oil, natural gas, and natural gas liquids. The Company also has active exploration and planned appraisal operations ongoing in Suriname, as well as interests in Uruguay and other international locations that may, over time, result in reportable discoveries and development opportunities. Financial information for each segment is presented below:

U.S.	U.S.	Egypt ⁽¹⁾	North Sea	Intersegment	Total ⁽⁴⁾	U.S.	Egypt ⁽¹⁾	North Sea	Intersegment	Total ⁽⁴⁾
					Eliminations					



Total Assets⁽³⁾

	U.S.	Egypt ⁽⁴⁾	North Sea	Intersegment Eliminations & Other	Total ⁽⁴⁾					
	(In millions)									
For the Six Months Ended June 30, 2024										
Revenues:										
Oil revenues	\$ 1,609	\$ 1,330	\$ 400	\$ —	\$ 3,339					
Natural gas revenues	72	150	89	—	311					
Natural gas liquids revenues	283	—	16	—	299					
Oil, natural gas, and natural gas liquids production revenues	1,964	1,480	505	—	3,949					
Purchased oil and gas sales	545	—	—	—	545					
	2,509	1,480	505	—	4,494					
Operating Expenses:										
Lease operating expenses	360	243	195	—	798					
Gathering, processing, and transmission	162	13	30	—	205					
Purchased oil and gas costs	373	—	—	—	373					
Taxes other than income	135	—	—	—	135					
Exploration	107	56	1	55	219					
Depreciation, depletion, and amortization	575	297	146	—	1,018					
Asset retirement obligation accretion	25	—	51	—	76					
	1,737	609	423	55	2,824					
Operating Income (Loss) ⁽²⁾	\$ 772	\$ 871	\$ 82	\$ (55)	\$ 1,670					
Other Income (Expense):										
Derivative instrument losses, net				(7)						
Loss on offshore decommissioning contingency				(83)						
Gain on divestitures, net				283						
Other, net				8						
General and administrative				(178)						
Transaction, reorganization, and separation				(142)						
Financing costs, net				(176)						
Income Before Income Taxes					\$ 1,375					
Total Assets ⁽³⁾	\$ 14,075	\$ 3,740	\$ 1,844	\$ 536	\$ 20,195					

	U.S.	U.S.	Egypt ⁽⁴⁾	North Sea	Intersegment Eliminations & Other	Total ⁽⁴⁾	U.S.	U.S.	Egypt ⁽⁴⁾	North Sea	Intersegment Eliminations & Other	Total ⁽⁴⁾												
	(In millions)					(In millions)																		
For the Quarter Ended March 31, 2023																								
For the Quarter Ended June 30, 2023																								
For the Quarter Ended March 31, 2023																								
For the Quarter Ended June 30, 2023																								
For the Quarter Ended March 31, 2023																								
For the Quarter Ended June 30, 2023																								
Revenues:																								
Oil revenues																								
Oil revenues																								
Oil revenues																								
Natural gas revenues																								
Natural gas liquids revenues																								
Oil, natural gas, and natural gas liquids production revenues																								
Purchased oil and gas sales																								

		934
		810
Operating Expenses:		
Lease operating expenses		
Lease operating expenses		
Lease operating expenses		
Gathering, processing, and transmission		
Purchased oil and gas costs		
Taxes other than income		
Exploration		
Depreciation, depletion, and amortization		
Asset retirement obligation accretion		
	639	
	639	
	639	
Impairments		
	575	
Operating Income (Loss) ⁽²⁾		
Other Income (Expense):		
Other Income (Expense):		
Other Income (Expense):		
Derivative instrument gains, net		
Derivative instrument gains, net		
Derivative instrument gains, net		
Gain on divestitures, net		
Other, net		
General and administrative		
Transaction, reorganization, and separation		
Financing costs, net		
Income Before Income Taxes		
Total Assets ⁽³⁾		
Total Assets ⁽³⁾		
Total Assets ⁽³⁾		

	U.S.	Egypt ⁽⁴⁾	North Sea	Intersegment Eliminations		Total ⁽⁴⁾
				(In millions)		
For the Six Months Ended June 30, 2023						
Revenues:						
Oil revenues	\$ 998	\$ 1,247	\$ 517	\$ —	\$ —	2,762
Natural gas revenues	140	183	99	—	—	422
Natural gas liquids revenues	223	—	14	—	—	237
Oil, natural gas, and natural gas liquids production revenues	1,361	1,430	630	—	—	3,421
Purchased oil and gas sales	383	—	—	—	—	383
	1,744	1,430	630	—	—	3,804
Operating Expenses:						
Lease operating expenses	288	218	176	—	—	682
Gathering, processing, and transmission	120	13	23	—	—	156
Purchased oil and gas costs	347	—	—	—	—	347
Taxes other than income	102	—	—	—	—	102
Exploration	6	66	9	14	—	95
Depreciation, depletion, and amortization	331	249	119	—	—	699

Asset retirement obligation accretion	20	—	37	—	57
Impairments	—	—	46	—	46
	1,214	546	410	14	2,184
Operating Income (Loss)(2)	\$ 530	\$ 884	\$ 220	\$ (14)	1,620
 Other Income (Expense):					
Derivative instrument gains, net					104
Gain on divestitures, net					6
Other, net					77
General and administrative					(137)
Transaction, reorganization, and separation					(6)
Financing costs, net					(154)
Income Before Income Taxes					\$ 1,510
 Total Assets(3)	\$ 7,640	\$ 3,365	\$ 1,719	\$ 520	\$ 13,244

(1) Includes oil and gas production revenue that will be paid as taxes by EGPC on behalf of the Company for the quarters and six months ended **March 31, 2024**, **June 30, 2024** and 2023 of:

For the Quarter Ended March 31,
For the Quarter Ended March 31,
For the Quarter Ended March 31,

For the Quarter Ended June 30,		For the Six Months Ended June 30,	
2024	2023	2024	2023
(In millions)			
(In millions)			
(In millions)			
Oil			
Natural gas			
Natural gas			
Natural gas			

(2) Operating income of U.S. includes **no** leasehold impairments of **\$10 million** for the **first** **second** quarter of 2024.

Operating income of U.S. and North Sea includes leasehold impairments of **\$2** **\$3 million** and **\$3 million**, respectively, for the **second** quarter of 2023. Operating income of U.S. includes leasehold impairments of **\$10 million** for the **first** **quarter** **six months of 2024**. Operating income of U.S. and North Sea includes leasehold impairments of **\$5 million** and **\$6 million**, respectively, for the **first** **six months of 2023**.

(3) Intercompany balances are excluded from total assets.

(4) Includes noncontrolling interests in Egypt.

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

The following discussion relates to APA Corporation (APA or the Company) and its consolidated subsidiaries and should be read together with the Company's Consolidated Financial Statements and accompanying notes included in Part I, [Item 1—Financial Statements](#) of this Quarterly Report on Form 10-Q, as well as related information set forth in the Company's Consolidated Financial Statements, accompanying Notes to Consolidated Financial Statements, and Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Overview

APA is an independent energy company that owns consolidated subsidiaries that explore for, develop, and produce natural gas, crude oil, and natural gas liquids (NGLs). The Company's upstream business has oil and gas operations in three geographic areas: the U.S., Egypt, and offshore the U.K. in the North Sea (North Sea). APA also has active exploration and appraisal operations ongoing in Suriname, as well as interests in Uruguay and other international locations that may, over time, result in reportable discoveries and development opportunities. As a holding company, APA Corporation's primary assets are its ownership interests in its subsidiaries.

APA believes energy underpins global progress, and the Company wants to be a part of the solution as society works to meet growing global demand for reliable and affordable energy. APA strives to meet those challenges while creating value for all its stakeholders.

Uncertainties in the global supply chain and financial markets, including the impact of ongoing international conflicts, inflation, and **rising interest rates**, and actions taken by foreign oil and gas producing nations, including OPEC+, **continue to** impact oil supply and demand and contribute to commodity price volatility. Despite these uncertainties, the Company remains committed to its longer-term objectives: (1) to invest for long-term returns in pursuit of moderate, sustainable production growth; (2) to strengthen the balance sheet to underpin the generation of cash flow in excess of its upstream exploration, appraisal, and development capital program that can be directed to debt reduction, share repurchases, and other return of capital to its shareholders; and (3) to responsibly manage its cost structure regardless of the oil price environment.

The Company closely monitors hydrocarbon pricing fundamentals to reallocate capital as part of its ongoing planning process. APA's diversified asset portfolio and operational flexibility provide the Company the ability to timely respond to near-term price volatility and effectively manage its investment programs accordingly. For additional detail on the Company's forward capital investment outlook, refer to "Capital Resources and Liquidity" below.

The Company remains committed to its capital return framework for equity holders to participate more directly and materially in cash returns.

- The Company believes returning 60 percent of cash flow over capital investment creates a good balance for providing near-term cash returns to shareholders while still recognizing the importance of longer-term balance sheet strengthening.
- The Company's Company pays a quarterly dividend of \$0.25 per share, share on its common stock.
- Beginning in the fourth quarter of 2021 and through the end of the first second quarter of 2024, the Company has repurchased 79.1 million 80.6 million shares of the Company's common stock. The Company repurchased 0.1 million shares in July 2024, and as of July 31, 2024, the Company had remaining authorization to repurchase up to 39.3 million shares under the Company's share repurchase programs.

Financial and Operational Highlights

In the first quarter of 2024, the Company reported net income attributable to common stock of \$132 million, or \$0.44 per diluted share, compared to net income of \$242 million, or \$0.78 per diluted share, in the first quarter of 2023. Results for the first quarter of 2024 compared to the first quarter of 2023 were primarily impacted by higher DD&A and dry hole expense and an upward revision on decommissioning costs for its previously sold Gulf of Mexico assets in the current-year period, partially offset by lower deferred income tax expense.

The Company generated \$368 million of cash from operating activities during the first three months of 2024, 10 percent higher than the first three months of 2023. APA's higher operating cash flows for the first three months of 2024 were primarily driven by timing of working capital items. The Company repurchased 3.0 million shares of its common stock for \$101 million and paid \$76 million in dividends to APA common stockholders during the first three months of 2024.

On April 1, 2024, APA completed its acquisition of Callon Petroleum Company (Callon) in an all-stock transaction valued at approximately \$4.5 billion, inclusive of Callon's debt (the Callon acquisition). The transaction was approved by APA and Callon shareholders at special meetings held on March 27, 2024. The acquired assets include approximately 120,000 net acres in the Delaware Basin and 25,000 net acres in the Midland Basin. Callon's fourth-quarter 2023 production was 103,000 BOE per day, comprising 58 percent oil. The Company believes the acquisition of Callon provides opportunities to reduce costs, improve capital efficiencies, leverage economies of scale, and 80 percent liquids. expand the development inventory that formed the basis of the transaction value.

Subject to the terms of the merger agreement (Merger Agreement), each share of Callon common stock was converted into the right to receive 1.0425 shares of APA common stock, with cash in lieu of fractional shares. As a result, APA issued approximately 70 million shares of APA common stock in connection with the transaction, and following the acquisition, Callon common stock is no longer listed for trading on the NYSE.

In the second quarter of 2024, the Company reported net income attributable to common stock of \$541 million, or \$1.46 per diluted share, compared to net income of \$381 million, or \$1.23 per diluted share, in the second quarter of 2023. The increase in net income in the second quarter of 2024 compared to the same prior year period was primarily driven by higher revenues as a result of production from the Callon acquisition, increased drilling activity in the U.S., and higher realized oil and NGL prices during the period. Net income also benefited from \$276 million of net gains on divestitures of non-core assets during the second quarter of 2024. These benefits to net income were offset by higher depreciation expense, transaction and reorganization costs, and lease operating expenses compared to the same prior year period, primarily a result of the Callon acquisition.

In the first six months of 2024, the Company reported net income attributable to common stock of \$673 million, or \$2.00 per diluted share, compared to net income of \$623 million, or \$2.01 per diluted share, in the first six months of 2023. The increase in net income in the first six months of 2024 compared to the first six months of 2023 was primarily driven by higher revenues as a result of production from the Callon acquisition, increased drilling activity in the Permian Basin, and higher realized oil and NGL prices. Net income also benefited from \$283 million of net gains on divestitures of non-core assets and lower deferred income tax expense compared to the same prior year period. These benefits to net income were offset by higher depreciation expense, transaction and reorganization costs, and lease operating expenses compared to the same prior year period, primarily as a result of the Callon acquisition.

The Company generated \$1.2 billion of cash from operating activities during the first six months of 2024, 7 percent lower than the first six months of 2023. APA's lower operating cash flows for the first six months of 2024 were primarily driven by timing of working capital items. The Company repurchased 4.5 million shares of its common stock for \$144 million and paid \$168 million in dividends to APA common stockholders during the first six months of 2024.

Key operational highlights include:

United States

- Daily boe production from the Company's U.S. assets accounted for 55.64 percent of its total production during the first second quarter of 2024 and increased 6.43 percent from the first second quarter of 2023. Daily oil production from the Company's U.S. assets increased 16.83 percent from the first second quarter of 2023. During the first second quarter of 2024, the Company averaged six eleven drilling rigs in the U.S. Permian Basin, including three six rigs in the Southern Midland Basin and three five rigs in the Delaware Basin, and drilled and Basin. The Company brought online 12.60 operated wells in during the quarter quarter, of which 25 wells were associated with the Callon acquisition. The Company's core Permian Basin development program continues to represent key growth areas for the U.S. assets.
- The Company expects to average 10 drilling rigs in the U.S. Permian Basin for the remainder of 2024 as it integrates Callon operations, including contracting and logistics, well planning and design, drilling and completions, and facility construction.

International

- In Egypt, the Company continued its drilling and workover activity with a focus on oil production. The Company averaged 17.15 drilling rigs and drilled 17.14 new productive wells during the first second quarter of 2024. During the same period, the Company averaged 21.20 workover rigs as it continues to align its drilling and workover activity

with a goal of driving improved capital efficiency. First Second quarter 2024 gross and net equivalent production in from the Company's Egypt assets decreased 87 percent from the first second quarter of 2023, and net production decreased 8 percent, while daily oil production remained essentially flat.

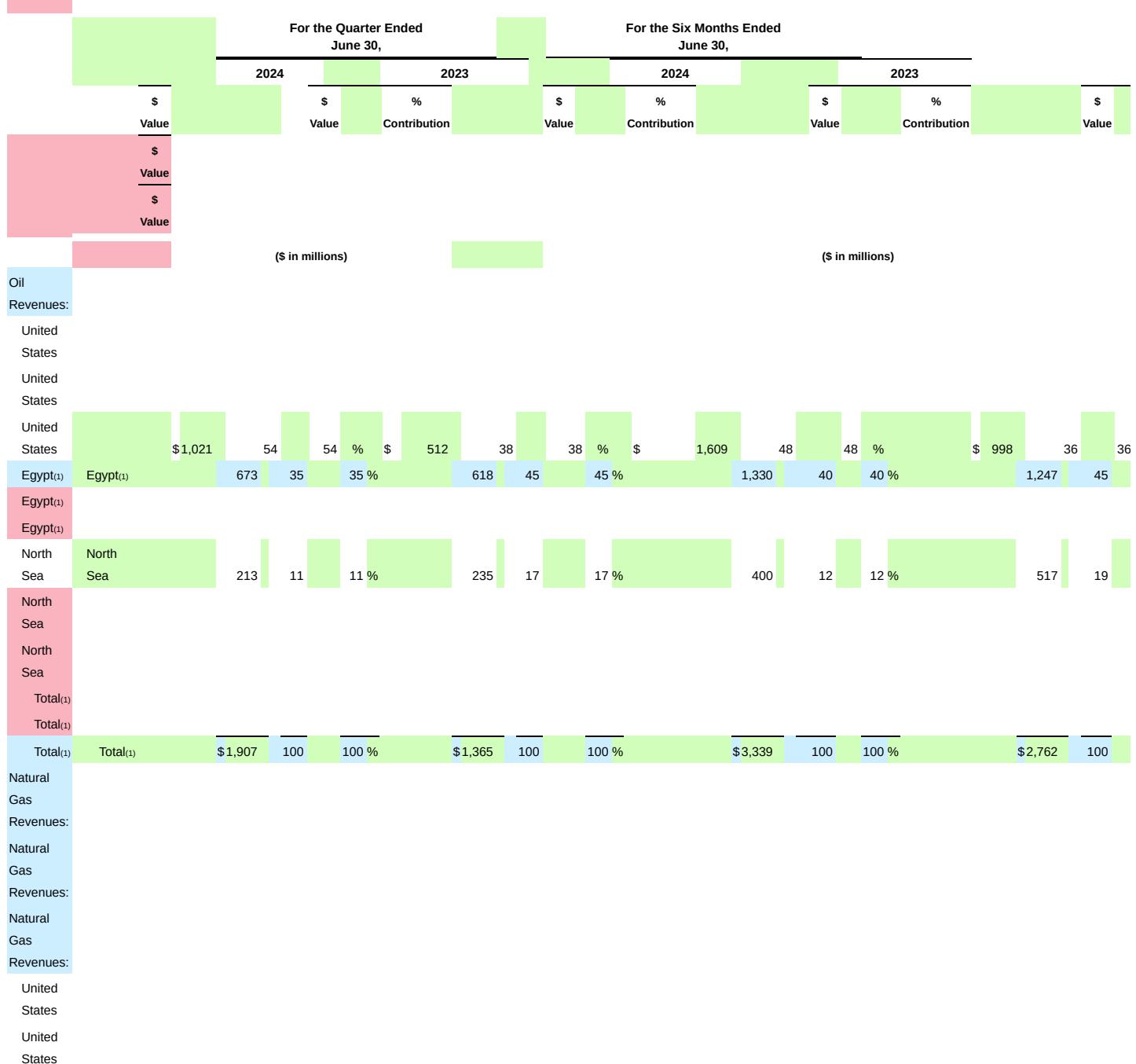
- The Company suspended all new drilling activity in the North Sea during the second quarter of 2023. The Company's investment program in the North Sea is now directed toward safety, base production management, and asset maintenance and integrity.

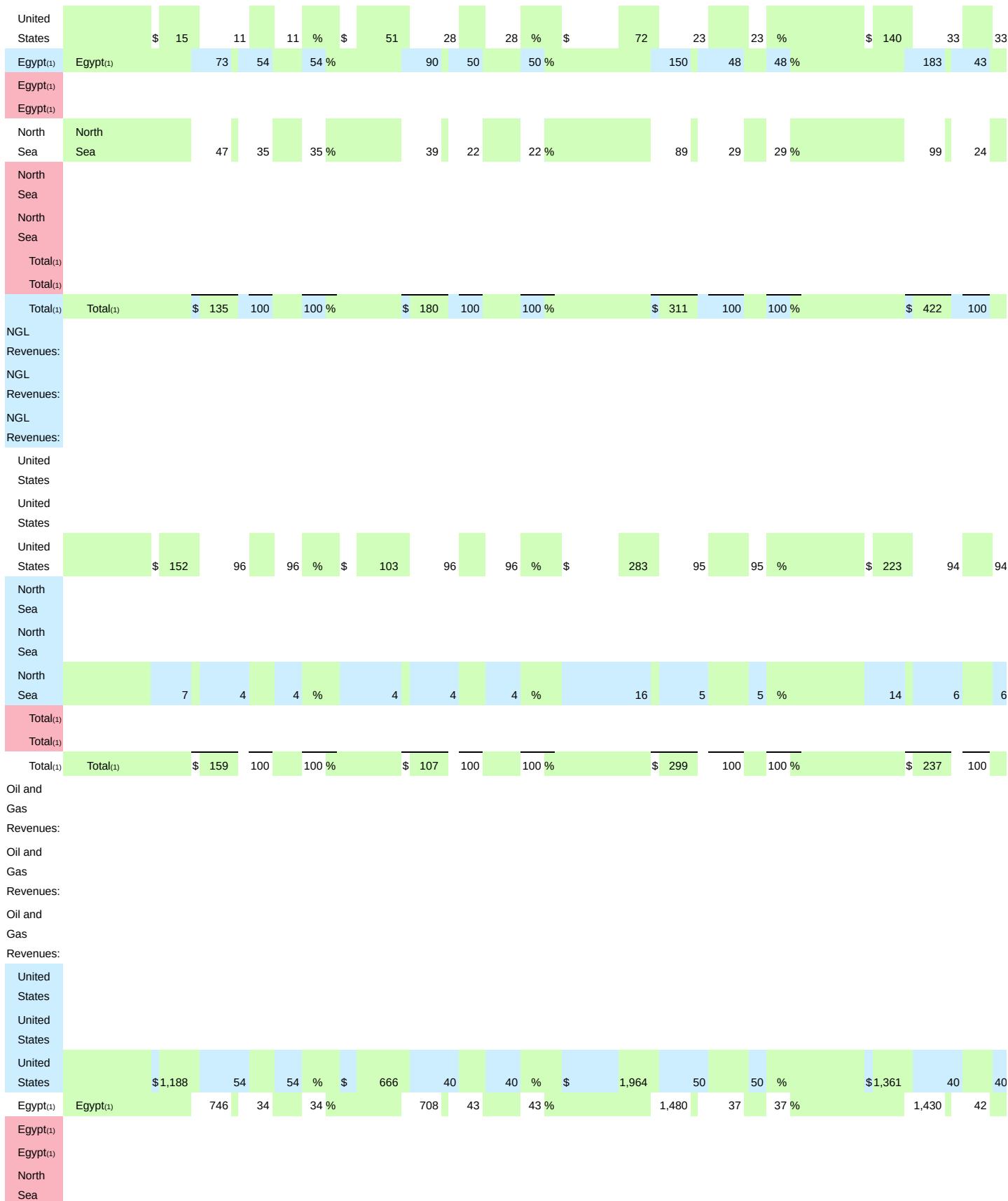
Results of Operations

Oil, Natural Gas, and Natural Gas Liquids Production Revenues

Revenue

The Company's production revenues and respective contribution to total revenues by country were as follows:





North Sea															
North Sea	North Sea	267	12	12 %	278	17	17 %	505	13	13 %	630	18			
Total ⁽¹⁾	Total ⁽¹⁾	\$2,201	100	100 %	\$1,652	100	100 %	\$3,949	100	100 %	\$3,421	100			
Total ⁽¹⁾															
Total ⁽¹⁾															

(1) Includes revenues attributable to a noncontrolling interest in Egypt.

Production

The Company's production volumes by country were as follows:



United States
United States
North Sea
North Sea
North Sea
Total
Total
Total
BOE per day ⁽³⁾
BOE per day ⁽³⁾
BOE per day ⁽³⁾
United States
United States
United States
Egypt ⁽¹⁾⁽²⁾
Egypt ⁽¹⁾⁽²⁾
Egypt ⁽¹⁾⁽²⁾
North Sea ⁽⁴⁾
North Sea ⁽⁴⁾
North Sea ⁽⁴⁾
Total
Total
Total

(1) Gross oil, natural gas, and NGL production in Egypt were as follows:

	For the Quarter Ended March 31,			For the Six Months Ended June 30,		
	2024		2023	2024		2023
Oil (b/d)						
Oil (b/d)						
Oil (b/d)						
Natural Gas (Mcf/d)						
Natural Gas (Mcf/d)						
Natural Gas (Mcf/d)						
(2) Includes net production volumes per day attributable to a noncontrolling interest in Egypt of:	For the Quarter Ended March 31,			For the Six Months Ended June 30,		
	2024		2023	2024		2023
Oil (b/d)						
Oil (b/d)						
Oil (b/d)						
Natural Gas (Mcf/d)						
Natural Gas (Mcf/d)						
Natural Gas (Mcf/d)						

(3) The table shows production on a boe basis in which natural gas is converted to an equivalent barrel of oil based on a 6:1 energy equivalent ratio. This ratio is not reflective of the price ratio between the two products.

(4) Average sales volumes from the North Sea for the first second quarters of 2024 and 2023 were 35,078 37,491 boe/d and 46,632 40,099 boe/d, respectively, and 36,285 boe/d and 43,347 boe/d for the first six months of 2024 and 2023, respectively. Sales volumes may vary from production volumes as a result of the timing of liftings.

Pricing

The Company's average selling prices by country were as follows:

	For the Quarter Ended June 30,		For the Six Months Ended June 30,	
	2024	2024	2023	2024
	2024	2024	2023	2023
Average Oil Price – Per barrel				
Average Oil Price – Per barrel				
Average Oil Price – Per barrel	2024	2024	2023	2023
United States				
United States				
United States				
Egypt	2024	2024	2023	2023
Egypt				
Egypt				
North Sea				
North Sea				
North Sea				
Total				
Total				
Total	2024	2024	2023	2023
Average Natural Gas Price – Per Mcf				
Average Natural Gas Price – Per Mcf				
Average Natural Gas Price – Per Mcf	2024	2024	2023	2023
United States				
United States				
United States				
Egypt	2024	2024	2023	2023
Egypt				
Egypt				
North Sea				
North Sea				
North Sea				
Total				
Total				
Total	2024	2024	2023	2023
Average NGL Price – Per barrel				
Average NGL Price – Per barrel				
Average NGL Price – Per barrel	2024	2024	2023	2023
United States				
United States				
United States				
North Sea	2024	2024	2023	2023
North Sea				
North Sea				
Total				
Total				
Total	2024	2024	2023	2023

First-Quarter Second-Quarter 2024 compared to First-Quarter Second-Quarter 2023

Crude Oil Crude oil revenues for the first second quarter of 2024 totaled \$1.4 billion \$1.9 billion, a \$35 million \$542 million increase from the comparative 2023 quarter. A 328 percent higher average daily production increased second-quarter 2024 oil revenues by \$437 million compared to the second quarter of 2023, while an 8 percent increase in average realized prices primarily drove the increase in crude increased oil revenues compared to the first quarter of 2023, by \$105 million. Crude oil revenues accounted for 82.87

percent of total oil and gas production revenues and 51.54 percent of worldwide production in the first second quarter of 2024. Crude oil prices realized in the first second quarter of 2024 averaged \$80.65 \$82.28 per barrel, compared with \$78.37 \$76.38 per barrel in the comparative prior-year quarter.

The Company's worldwide oil production increased 2.9 54.8 Mb/d to 200.1 253.6 Mb/d during the first second quarter of 2024 from the comparative prior-year period, primarily a result of the Callon acquisition coupled with increased drilling activity in the U.S., Permian Basin, offset by natural production decline across all assets.

Natural Gas Natural gas revenues for the first second quarter of 2024 totaled \$176 million \$135 million, a \$66 million \$45 million decrease from the comparative 2023 quarter. A 23.26 percent decrease in average realized prices decreased first-quarter second-quarter 2024 natural gas revenues by \$56 million \$46 million compared to the prior-year second quarter of 2023, while 6.1 percent lower higher average daily production decreased increased revenues by \$10 million \$1 million. Natural gas revenues accounted for 10.6 percent of total oil and gas production revenues and 34.29 percent of worldwide production during the first second quarter of 2024.

The Company's worldwide natural gas production increased 10.8 MMcf/d to 835.6 MMcf/d during the second quarter of 2024 from the comparative prior-year period, primarily a result of the Callon acquisition coupled with increased drilling activity and recompletions in the Permian Basin. These increases were offset by natural production decline across all assets, reduced gas-focused activity in Egypt, curtailment of volumes at Alpine High in response to extreme Waha basis differentials, and the sale of non-core assets in the U.S.

NGL NGL revenues for the second quarter of 2024 totaled \$159 million, a \$52 million increase from the comparative 2023 quarter. A 16 percent increase in average realized prices increased second-quarter 2024 NGL revenues by \$17 million compared to the second quarter of 2023, while 29 percent higher average daily production increased revenues by \$35 million. NGL revenues accounted for 7 percent of total oil and gas production revenues and 17 percent of worldwide production during the second quarter of 2024.

The Company's worldwide NGL production increased 17.9 Mb/d to 80.5 Mb/d during the second quarter of 2024 from the comparative prior-year period, primarily a result of the Callon acquisition coupled with increased drilling activity in the Permian Basin, offset by natural production decline in the U.S. and the North Sea.

Year-to-Date 2024 compared to Year-to-Date 2023

Crude Oil Crude oil revenues for the first six months of 2024 totaled \$3.3 billion, a \$577 million increase from the comparative 2023 period. A 15 percent higher average daily production increased oil revenues for the 2024 period by \$427 million compared to the prior-year period, while a 5 percent increase in average realized prices increased oil revenues by \$150 million compared to the prior-year period. Crude oil revenues accounted for 84 percent of total oil and gas production revenues and 53 percent of worldwide production for the first six months of 2024. Crude oil prices realized during the first six months of 2024 averaged \$81.57 per barrel, compared to \$77.37 per barrel in the comparative prior-year period.

The Company's worldwide oil production increased 28.9 Mb/d to 226.9 Mb/d in the first six months of 2024 compared to the prior-year period, primarily a result of the Callon acquisition coupled with increased drilling activity in the Permian Basin, offset by natural production decline across all assets.

Natural Gas Natural gas revenues for the first six months of 2024 totaled \$311 million, a \$111 million decrease from the comparative 2023 period. A 25 percent decrease in average realized prices decreased natural gas revenues for the 2024 period by \$104 million compared to the prior-year period, while 2 percent lower average daily production decreased revenues by \$7 million compared to the prior-year period. Natural gas revenues accounted for 8 percent of total oil and gas production revenues and 31 percent of worldwide production for the first six months of 2024.

The Company's worldwide natural gas production decreased 51.7 20.4 MMcf/d to 786.6 811.1 MMcf/d during in the first quarter six months of 2024 from compared to the comparative prior-year period, primarily a result of natural production decline across all assets, reduced gas-focused activity in Egypt, and curtailment of volumes at Alpine High in response to extreme Waha basis differentials, differentials, and the sale of non-core assets in the U.S. These decreases were partially offset by the Callon acquisition and increased drilling activity and recompletions in the U.S. Permian Basin.

NGL NGL revenues for the first quarter six months of 2024 totaled \$140 million \$299 million, a \$10 million \$62 million increase from the comparative 2023 quarter period. A 5.9 percent increase in average realized prices increased first-quarter 2024 NGL revenues for the 2024 period by \$7 million \$22 million compared to the prior-year quarter, period, while 1.15 percent higher average daily production increased revenues by \$3 million. \$40 million compared to the prior-year period. NGL revenues accounted for 8 percent of total oil and gas production revenues and 15.16 percent of worldwide production during for the first quarter six months of 2024.

The Company's worldwide NGL production increased 0.6 9.2 Mb/d to 58.0 69.2 Mb/d during in the first quarter six months of 2024 from compared to the comparative prior-year period, primarily a result of the Callon acquisition coupled with increased drilling activity in the Permian Basin, offset by natural production decline in the U.S. and the North Sea.

Purchased Oil and Gas Sales

Purchased oil and gas sales represent volumes primarily attributable to U.S. domestic oil and gas purchases that were sold by the Company to fulfill oil and natural gas takeaway obligations and delivery commitments. Sales related to these purchased volumes totaled \$203 million \$342 million and \$239 million \$144 million during the second quarters of 2024 and 2023, respectively, and \$545 million and \$383 million during the first quarters six months of 2024 and 2023, respectively. Purchased oil and gas sales were offset by associated purchase costs of \$163 million \$210 million and \$216 \$131 million during the second quarters of 2024 and 2023, respectively, and \$373 million and \$347 million during the first quarters six months of 2024 and 2023, respectively. Gross purchased oil and gas sales values were lower higher in the second quarter and the first quarters six months of 2024, primarily due to lower average natural gas prices during driven by activity associated with the first quarter of 2024, Callon acquisition as compared to the second quarter and the first quarters six months of 2023.

Operating Expenses

The Company's operating expenses were as follows and include costs attributable to a noncontrolling interest in Egypt:

For the Quarter Ended
June 30,

For the Six Months Ended
June 30,



Lease Operating Expenses (LOE)

LOE increased \$17 million \$99 million and \$116 million compared to the second quarter and the first quarter six months of 2023, 2023, respectively. On a per-unit basis, LOE increased 7 percent in both the second quarter and the first quarter six months of 2024, when compared to the second quarter and the first quarter six months of 2023. Overall During the second quarter and first six months of 2024, higher operating and labor costs and other operating costs trending with global inflation as well as higher workover activity, primarily from the Callon acquisition, drove the increase in absolute LOE partially offset by decreased workover activity primarily in costs compared to the U.S. and changes in foreign currency exchange rates against the US dollar same prior-year periods.

Gathering, Processing, and Transmission (GPT)

The Company's GPT expenses were as follows:

	For the Quarter Ended March 31,	For the Quarter Ended March 31,	For the Quarter Ended March 31,	2024	2024	For the Quarter Ended June 30,	For the Six Months Ended June 30,	2024	2023
	(In millions)	(In millions)	(In millions)						
Third-party processing and transmission costs									
Midstream service costs – Kinetik									
Midstream service costs – Kinetik									
Midstream service costs – Kinetik									
Total Gathering, processing, and transmission									
Total Gathering, processing, and transmission									
Total Gathering, processing, and transmission									
Total gathering, processing, and transmission									

GPT costs increased \$6 million \$43 million and \$49 million in the second quarter and the first quarter six months of 2024, respectively, when compared to the second quarter and the first quarter six months of 2023, primarily driven by a slight an increase in natural gas production volumes in the U.S. when compared to the prior-year period. periods.

Purchased Oil and Gas Costs

Purchased oil and gas costs decreased \$53 million increased \$79 million and \$26 million in the second quarter and the first quarter six months of 2024, respectively, when compared to \$163 million from \$216 million in the second quarter and the first quarter six months of 2023. The decrease is a result of lower average natural gas prices increase in the second quarter and the first quarter six months of 2024 compared to same prior year periods is primarily driven by activity associated with the first quarter of 2023. Purchased Callon acquisition. With widening margins under third-party gas agreements, purchased oil and gas costs were more than offset by associated sales to fulfill oil and natural gas takeaway obligations and delivery commitments totaling \$203 million \$342 million and \$545 million in the second quarter and the first quarter six months of 2024, respectively, as discussed above.

Taxes Other Than Income

Taxes other than income increased \$5 \$28 million and \$33 million from the second quarter and the first quarter six months of 2023, respectively, primarily from higher severance taxes driven by increased production volumes and higher oil prices in the U.S. compared to the prior-year period. periods.

Exploration Expenses

The Company's exploration expenses were as follows:

	For the Quarter Ended March 31,	For the Quarter Ended March 31,	For the Quarter Ended March 31,	2024	2024	For the Quarter Ended June 30,	For the Six Months Ended June 30,	2024	2023
	(In millions)	(In millions)	(In millions)						
Unproved leasehold impairments									
Dry hole expense									
Dry hole expense									
Dry hole expense									

Geological and geophysical expense
Geological and geophysical expense
Geological and geophysical expense
Exploration overhead and other
Exploration overhead and other
Exploration overhead and other
Total Exploration
Total Exploration
Total Exploration

Exploration expenses increased \$96 \$28 million and \$124 million from the second quarter and the first quarter six months of 2023, respectively. The increase in exploration expenses for the second quarter and the six months of 2024 compared to the second quarter and six months of 2023 was primarily the result of dry hole expense associated with the completion of an initial drilling campaign in Alaska where two wells were unable to reach target objectives in the allotted seasonal time window.

General and Administrative (G&A) Expenses

G&A expenses increased \$28 million \$13 million and \$41 million compared to the second quarter and the first six months of 2023, respectively. The increase in G&A expenses for the second quarter of 2023, 2024 compared to the second quarter of 2023 was primarily driven by the Callon acquisition and higher overall labor costs across the Company. The increase in G&A expenses for the first quarter six months of 2024 compared to the first quarter six months of 2023 was primarily driven by higher overall labor costs across the Company and higher cash-based stock compensation expense resulting from changes in the Company's stock price.

Transaction, Reorganization, and Separation (TRS) Costs

TRS costs increased \$23 million \$113 million and \$136 million from the second quarter and the first quarter six months of 2023, 2023, respectively. Higher TRS costs during the second quarter and the first quarter six months of 2024 were primarily a result of ongoing transaction costs related to the Callon acquisition coupled with separation costs in the North Sea. The Company expects to incur an additional \$90 million of TSR TRS costs related to the Callon merger. A majority of these costs will be incurred in the second quarter for professional services, departing first six months of 2024 comprised \$128 million associated with the Callon employees, acquisition, including \$62 million of separation costs and other closing \$66 million of transaction and integration costs.

Depreciation, Depletion, and Amortization (DD&A)

Total DD&A expenses increased \$98 million \$221 million and \$319 million from the second quarter and the first quarter six months of 2023, respectively, primarily driven by DD&A on the Company's oil and gas properties. The Company's DD&A rate on its oil and gas properties increased \$2.86 \$3.69 per boe and \$3.35 per boe from the second quarter and the first quarter six months of 2023, driven primarily by price-related negative reserve revisions over the prior 12 months, respectively. The increase in DD&A on an absolute and per boe basis was also impacted were driven by higher oil negative price-related reserve revisions in prior periods and gas property balances impacts resulting from capital investment activity the Callon acquisition during the second quarter of 2024.

Impairments

During the three and six months ended June 30, 2023, the Company recorded \$46 million of impairments in connection with valuations of drilling and operations equipment inventory upon the Company's decision to suspend drilling operations in the U.S. over North Sea. There were no impairments recorded during the past year, three and six months ended June 30, 2024.

Financing Costs, Net

The Company's Financing costs were as follows:

	For the Quarter Ended June 30,		For the Six Months Ended June 30,	
	2024		2024	
	(In millions)		(In millions)	
Interest expense				
Amortization of debt issuance costs				
Amortization of debt issuance costs				
Amortization of debt issuance costs				
Capitalized interest				
Capitalized interest				
Capitalized interest				
Gain on extinguishment of debt				
Gain on extinguishment of debt				
Gain on extinguishment of debt				
Interest income				
Interest income				

Interest income
Total Financing costs, net
Total Financing costs, net
Total Financing costs, net

Net financing costs increased \$4 million and \$22 million from the second quarter and the first quarter six months of 2023, respectively. The increase in costs during the second quarter and the first quarter six months of 2024 was primarily a result of gains on extinguishment of debt recorded during the first quarter of 2023. The increase was partially offset by lower due to higher interest expense from lower higher average long-term debt balances during the first quarter of 2024 compared to the same prior year period, second quarter and the first six months of 2023.

Provision for Income Taxes

The Company estimates its annual effective income tax rate in recording its quarterly provision for income taxes in the various jurisdictions in which the Company operates. Non-cash impairments on the carrying value of the Company's oil and gas properties, gains and losses on the sale of assets, statutory tax rate changes, and other significant or unusual items are recognized as discrete items in the quarter in which they occur.

The Company's effective income tax rate for the three and six months ended March 31, 2024 June 30, 2024 differed from the U.S. federal statutory income tax rate of 21 percent due to taxes on foreign operations. During the second quarter of 2023, the Company's effective income tax rate differed from the U.S. federal statutory income tax rate of 21 percent due to taxes on foreign operations and a decrease in the amount of valuation allowance against its U.S. deferred tax assets. The Company's effective income tax rate for the three six months ended March 31, 2023 June 30, 2023 differed from the U.S. federal statutory income tax rate of 21 percent due to taxes on foreign operations, a deferred tax expense related to the remeasurement of taxes in the U.K. as a result of the enactment of Finance Act 2023, and a decrease in the amount of valuation allowance against its U.S. deferred tax assets.

In December 2021, the Organisation for Economic Co-operation and Development issued Pillar Two Model Rules introducing a new global minimum tax of 15 percent on a country-by-country basis, with certain aspects effective in certain jurisdictions on January 1, 2024. Although the Company continues to monitor enacted legislation to implement these rules in countries where the Company could be impacted, APA does not expect that the Pillar Two framework will have a material impact on its consolidated financial statements.

The Company and its subsidiaries are subject to U.S. federal income tax as well as income or capital taxes in various states and foreign jurisdictions. The Company's tax reserves are related to tax years that may be subject to examination by the relevant taxing authority.

Capital Resources and Liquidity

Operating cash flows are the Company's primary source of liquidity. The Company's short-term and long-term operating cash flows are impacted by highly volatile commodity prices, as well as production costs and sales volumes. Significant changes in commodity prices impact the Company's revenues, earnings, and cash flows. These changes potentially impact the Company's liquidity if costs do not trend with sustained decreases in commodity prices. Historically, costs have trended with commodity prices, albeit on a lag. Sales volumes also impact cash flows; however, they have a less volatile impact in the short term.

The Company's long-term operating cash flows are dependent on reserve replacement and the level of costs required for ongoing operations. Cash investments are required to fund activity necessary to offset the inherent declines in production and proved crude oil and natural gas reserves. Future success in maintaining and growing reserves and production is highly dependent on the success of the Company's drilling program and its ability to add reserves economically. Changes in commodity prices also impact estimated quantities of proved reserves.

Following the completion of the Callon acquisition, the Company revised its full-year 2024 estimated upstream capital investment to approximately \$2.7 billion and remains committed to its capital return framework for equity holders to participate more directly and materially in cash returns through dividends and share repurchases.

The Company believes its available liquidity and capital resource alternatives, combined with proactive measures to adjust its capital budget to reflect volatile commodity prices and anticipated operating cash flows, will be adequate to fund short-term and long-term operations, including the Company's capital development program, repayment of debt maturities, payment of dividends, share buy-back activity, and amounts that may ultimately be paid in connection with commitments and contingencies.

The Company may also elect to utilize available cash on hand, committed borrowing capacity, access to both debt and equity capital markets, or proceeds from the sale of nonstrategic assets for all other liquidity and capital resource needs.

For additional information, refer to Part I, Items 1 and 2—Business and Properties, and Item 1A—Risk Factors, in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Sources and Uses of Cash

The following table presents the sources and uses of the Company's cash and cash equivalents for the periods presented:

	For the Three Months Ended March 31,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Sources of Cash and Cash Equivalents:				
Net cash provided by operating activities				
Net cash provided by operating activities				
Net cash provided by operating activities				

Sources of Cash and Cash Equivalents:

- Net cash provided by operating activities
- Net cash provided by operating activities
- Net cash provided by operating activities



Sources of Cash and Cash Equivalents

Net Cash Provided by Operating Activities Operating cash flows are the Company's primary source of capital and liquidity and are impacted, both in the short term and the long term, by volatile commodity prices. The factors that determine operating cash flows are largely the same as those that affect net earnings, with the exception of non-cash expenses such as DD&A, exploratory dry hole expense, asset impairments, asset retirement obligation accretion, and deferred income tax expense.

Net cash provided by operating activities during the first **three six** months of 2024 totaled **\$368 million** **\$1.2 billion**, up **\$33 million** down **\$90 million** from the first **three six** months of 2023, primarily the result of timing of working capital items.

For a detailed discussion of commodity prices, production, and operating expenses, refer to "Results of Operations" in this Item 2. For additional detail on the changes in operating assets and liabilities and the non-cash expenses that do not impact net cash provided by operating activities, refer to the Statement of Consolidated Cash Flows in the Consolidated Financial Statements set forth in Part I, Item 1, Financial Statements of this Quarterly Report on Form 10-Q.

Proceeds from Commercial Paper and Revolving Credit Facilities, Net As of June 30, 2024, outstanding borrowings under the Company's commercial paper and U.S. dollar denominated syndicated credit facility were \$435 million, an increase of \$63 million since December 31, 2023. During the six months ended June 30, 2023, the Company had net borrowings of \$196 million under the Company's U.S. dollar denominated syndicated credit facility.

Proceeds from Term Loan Facility On April 1, 2024, the Company borrowed an aggregate \$1.5 billion under a syndicated credit agreement. Loan proceeds were used to refinance certain indebtedness of Callon upon the closing of the Callon acquisition. For additional details of the credit agreement, see "Term Loan Credit Agreement" in the section below under Liquidity. As of June 30, 2024, \$1.5 billion remained outstanding under the term loan facility governed by the Term Loan Credit Agreement.

Proceeds from Asset Divestitures The Company received **\$27 million** **\$729 million** and **\$21 million** **\$28 million** in proceeds from the divestiture of certain non-core assets during the first **three six** months of 2024 and 2023, respectively. For more information regarding the Company's acquisitions and divestitures, refer to [Note 2—Acquisitions and Divestitures](#) in the Notes to Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Proceeds from Sale of Kinetik Shares The Company received \$428 million of cash proceeds from the sale of its remaining shares of Kinetik Class A Common Stock in March 2024. For more information regarding the Company's equity method interests, refer to [Note 6—Equity Method Interests](#) in the Notes to Consolidated Financial Statements set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Uses of Cash and Cash Equivalents

Additions to Upstream Oil & Gas Property Exploration and development cash expenditures were \$467 million \$1.2 billion and \$543 million \$1.1 billion during the first **three six** months of 2024 and 2023, respectively. The **decrease increase** in capital investment compared to the prior-year period is reflective of the Company's strategy acquisition of Callon, which increased the number of drilling rigs being operated in the Permian Basin, partially offset by the Company's efforts to continually assess drilling activity across its diverse portfolio and balance workover activity in Egypt, Egypt and reduce drilling activity in the North Sea as it continually assesses inventory opportunities across its diverse portfolio. The Company operated an average of approximately 23 25 drilling rigs during the first **three six** months of 2024, compared to an average of approximately 26 24 drilling rigs during the first **three six** months of 2023.

Leasehold and Property Acquisitions During the first **three six** months of 2024 and 2023, in addition to the Callon acquisition, the Company completed other leasehold and property acquisitions, primarily in the Permian Basin, for total cash consideration of \$63 million and \$6 million \$10 million, respectively.

Payments on and proceeds from commercial paper and revolving credit facilities, net Callon Credit Agreement During the first **three six** months of 2024, the Company made net payments financed Callon's repayment in full of \$2 million on its commercial paper and revolving credit facilities borrowings. As of March 31, 2023, the \$472 million outstanding borrowings under the Company's U.S. dollar denominated syndicated credit facility were \$983 million, an increase of \$417 million since December 31, 2022. Callon Credit Agreement upon the Callon acquisition.

Payments on Apache Fixed-Rate Debt During the **three first six** months of 2024, the Company financed Callon's repayment pursuant to Callon's cash tender offers for, and redemptions of all senior notes issued under Callon's indentures for an aggregate cash payment amount of \$1.6 billion, reflecting principal amounts, premium to par, and associated fees.

During the **six** months ended **March 31, 2023** June 30, 2023, Apache purchased in the open market and canceled senior notes issued under its indentures in an aggregate principal amount of \$74 million for an aggregate purchase price of \$65 million in cash. The Company recognized a \$9 million gain on these repurchases.

The Company expects that Apache will continue to reduce debt outstanding under its indentures from time to time.

Dividends Paid to APA Common Stockholders The Company paid \$76 million \$168 million and \$78 million \$155 million during the first **three six** months of 2024 and 2023, respectively, for dividends on its common stock.

Distributions to Noncontrolling Interest Sinopec International Petroleum Exploration and Production Corporation (Sinopec) holds a one-third minority participation interest in the Company's oil and gas operations in Egypt. The Company paid \$70 million \$123 million and \$17 million \$100 million during the first **three six** months of 2024 and 2023, respectively, in cash distributions to Sinopec.

Treasury Stock Activity, net In the first **three six** months of 2024, the Company repurchased 3.0 4.5 million shares at an average price of \$33.27 \$31.77 per share and an aggregate purchase price of approximately \$101 million \$144 million, and as of **March 31, 2024** June 30, 2024, the Company had remaining authorization to repurchase 40.9 39.4 million shares. In the first **three six** months of 2023, the Company repurchased 3.7 million 5 million shares at an average price of \$38.93 \$37.53 per share and an aggregate purchase price of approximately \$142 million \$188 million.

Liquidity

The following table presents a summary of the Company's key financial indicators:

	March 31, 2024	December 31, 2023	(In millions)
	June 30, 2024	December 31, 2023	
Cash and cash equivalents			(In millions)
Total debt – APA and Apache			
Total equity			
Available committed borrowing capacity under syndicated credit facilities			

Cash and Cash Equivalents As of **March 31, 2024** June 30, 2024, the Company had \$102 million \$160 million in cash and cash equivalents. The majority of the Company's cash is invested in highly liquid, investment-grade instruments with maturities of three months or less at the time of purchase.

Debt As of **March 31, 2024** June 30, 2024, the Company had \$5.2 billion \$6.7 billion in total debt outstanding, which consisted of notes and debentures of Apache, credit facility and commercial paper borrowings, and finance lease obligations. As of **March 31, 2024** June 30, 2024, current debt included \$2 million of finance lease obligations.

Unsecured 2022 Committed 2022 Credit Facilities On April 29, 2022, the Company entered into two unsecured syndicated credit agreements for general corporate purposes.

- One agreement is denominated in US dollars (the USD Agreement) and provides for an unsecured five-year revolving credit facility, with aggregate commitments of US\$1.8 billion (including a letter of credit subfacility of up to US\$750 million, of which US\$150 million currently is committed). The Company may increase commitments up to an aggregate US\$2.3 billion by adding new lenders or obtaining the consent of any increasing existing lenders. This facility matures in April 2027, subject to the Company's two, one-year extension options.

- The second agreement is denominated in pounds sterling (the GBP Agreement) and provides for an unsecured five-year revolving credit facility, with aggregate commitments of £1.5 billion for loans and letters of credit. This facility matures in April 2027, subject to the Company's two, one-year extension options.

Apache may borrow under the USD Agreement up to an aggregate principal amount of US\$300 million outstanding at any given time. Apache has guaranteed obligations under each of the USD Agreement and GBP Agreement effective until the aggregate principal amount of indebtedness under senior notes and debentures outstanding under Apache's existing indentures first is less than US\$1.0 billion.

As of **March 31, 2024** June 30, 2024, there were **\$30** \$395 million of borrowings under the USD Agreement and an aggregate £348 million in letters of credit outstanding under the GBP Agreement. As of **March 31, 2024** June 30, 2024, there were no letters of credit outstanding under the USD Agreement. As of December 31, 2023, there were \$372 million of borrowings under the USD Agreement and an aggregate £348 million in letters of credit outstanding under the GBP Agreement. As of December 31, 2023, there were no letters of credit outstanding under the USD Agreement. The letters of credit denominated in pounds were issued to support North Sea decommissioning obligations, the terms of which require such support while Apache's credit rating by Standard & Poor's remains below BBB; on March 26, 2020, Standard & Poor's reduced Apache's rating from BBB to BB+, which was affirmed in 2023.

Uncommitted Lines of Credit Facilities Each of the Company and Apache, from time to time, has and uses uncommitted credit and letter of credit facilities for working capital and credit support purposes. As of **March 31, 2024** June 30, 2024 and December 31, 2023, there were no outstanding borrowings under these facilities. At each As of **March 31, 2024** June 30, 2024, there were £416 million and \$11 million in letters of credit outstanding under these facilities. As of December 31, 2023, there were £416 million and \$2 million in letters of credit outstanding under these facilities.

Commercial Paper Program In December 2023, the Company established a commercial paper program under which it from time to time may issue in private placements exempt from registration under the Securities Act short-term unsecured promissory notes (CP Notes) up to a maximum aggregate face amount of \$1.8 billion outstanding at any time. The maturities of CP Notes may vary but may not exceed 397 days from the date of issuance. Outstanding CP Notes are supported by available borrowing capacity under the Company's committed \$1.8 billion USD Agreement.

Payment of CP Notes has been unconditionally guaranteed on an unsecured basis by Apache, such guarantee effective until the first time that the aggregate principal amount of indebtedness under senior notes and debentures outstanding under Apache's existing indentures is less than US\$1.0 billion.

As of **March 31, 2024** June 30, 2024, there was **\$340** \$40 million in aggregate face amount of CP Notes outstanding, which is classified as long-term debt. As of December 31, 2023, there were no CP Notes outstanding.

Term Loan Credit Agreement On January 30, 2024, APA entered into a syndicated credit agreement under which the lenders committed an aggregate **\$2.0 billion** \$2.0 billion for senior unsecured delayed-draw term loans to APA (Term Loan Credit Agreement), the proceeds of which could be used to refinance certain indebtedness of Callon only on once upon the date of closing of transactions the closings under the Merger Agreement. Refer to "Subsequent Events" Agreement and Term Loan Credit Agreement; of such aggregate commitments, \$1.5 billion was for further detail term loans that would mature three years after the date of such closings (3-Year Tranche Loans) and \$500 million was for term loans that would mature 364 days after the date of such closings (364-Day Tranche Loans). Apache has guaranteed obligations under the Term Loan Credit Agreement effective until the aggregate principal amount of indebtedness under senior notes and debentures outstanding under Apache's existing indentures first is less than **\$1.0 billion** \$1.0 billion.

Subsequent Events On April 1, 2024, APA closed the transactions under the Term Loan Credit Agreement. APA borrowed Agreement, electing to borrow an aggregate \$1.5 billion in senior unsecured term loans that mature 3-Year Tranche Loans maturing April 1, 2027, and to allow the lender commitments for the 364-Day Tranche Loans to expire. Loan proceeds were used to refinance certain indebtedness of Callon upon the substantially simultaneous closing of APA's acquisition of Callon pursuant to the Merger Agreement and to pay related fees and expenses. APA may at any time prepay loans under the Term Loan Credit Agreement.

The lenders As of June 30, 2024, \$1.5 billion in 3-Year Tranche Loans remained outstanding under the Term Loan Credit Agreement committed an aggregate \$2.0 billion for senior unsecured delayed-draw term loans to APA available for borrowing only once upon the date of the closings under the Merger Agreement and Term Loan Credit Agreement, of which \$1.5 billion was for term loans that would mature three years after the date of such closings (3-Year Tranche Loans) and \$500 million was for term loans that would mature 364 days after the date of such closings (364-Day Tranche Loans). APA elected to borrow only under the 3-Year Tranche Loans and to allow the lender commitments for the 364-Day Tranche Loans to expire. Agreement.

Indebtedness of Callon that APA could refinance by borrowing under the Term Loan Credit Agreement included indebtedness outstanding under (i) the Amended and Restated Credit Agreement, dated October 19, 2022, among Callon, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto (Callon Credit Agreement), (ii) Callon's 6.375% Senior Notes due 2026 (Callon's 2026 Notes), (iii) Callon's 8.00% Senior Notes due 2028 (Callon's 2028 Notes), and (iv) Callon's 7.500% Senior Notes due 2030 (Callon's 2030 Notes). As of

On April 1, 2024, all indebtedness under the Callon Credit Agreement and Callon's 2026 Notes was repaid, and the aggregate principal balance remaining outstanding under Callon's 2028 Notes and Callon's 2030 Notes was reduced to \$24 million. Given the aggregate principal balance On May 6, 2024, all remaining outstanding indebtedness under Callon's 2028 Notes and Callon's 2030 Notes was repaid. Given these repayments, no guarantee by Callon of APA's obligations under the Term Loan Credit Agreement is required.

On April 1, 2024, the following Callon indebtedness was repaid by borrowings under the Term Loan Credit Agreement and the USD Agreement:

- Callon closed cash tender offers for Callon's 2028 Notes and Callon's 2030 Notes, accepting for purchase \$1.2 billion aggregate principal amount of notes. Callon paid holders an aggregate \$1.3 billion in cash, reflecting principal, premium to par, early tender consent fee, and accrued and unpaid interest.
- Callon redeemed the outstanding \$321 million principal amount of Callon's 2026 Notes at a redemption price equal to 101.063% of their principal amount, plus accrued and unpaid interest to the redemption date.
- Callon repaid the aggregate \$472 million owed under the Callon Credit Agreement, including principal, accrued and unpaid interest, and certain fees.

On April 26, 2024 May 6, 2024, Callon notified holders of its election to fully redeem on May 6, 2024 redeemed the remaining outstanding \$8.3 \$8 million principal amount of Callon's 2028 Notes at a redemption price equal to 101.588% of their principal amount and \$15.6 million \$16 million principal amount of Callon's 2030 Notes at a redemption price equal to 102.803% of their principal amount, in each case, plus accrued and unpaid interest to the redemption date. The repayments were partially funded by borrowing under the USD Agreement.

Off-Balance Sheet Arrangements The Company enters into customary agreements in the oil and gas industry for drilling rig commitments, firm transportation agreements, and other obligations that may not be recorded on the Company's consolidated balance sheet. For more information regarding these and other contractual arrangements, please refer to "Contractual Obligations" in Part II, Item 7 of APA's Annual Report on Form 10-K for the fiscal year ended December 31, 2023. There have been no material changes to the contractual obligations described therein.

Potential Decommissioning Obligations on Sold Properties

In 2013, Apache sold its Gulf of Mexico (GOM) Shelf operations and properties and its GOM operating subsidiary, GOM Shelf LLC (GOM Shelf) to Fieldwood Energy LLC (Fieldwood). Fieldwood assumed the obligation to decommission the properties held by GOM Shelf and the properties acquired from Apache and its other subsidiaries (collectively, the Legacy GOM Assets). On February 14, 2018, Fieldwood filed for (and subsequently emerged from) Chapter 11 bankruptcy protection. On August 3, 2020, Fieldwood filed for (and subsequently emerged from) Chapter 11 bankruptcy protection for a second time. Upon emergence from this second bankruptcy, the Legacy GOM Assets were separated into a standalone company, which was subsequently merged into GOM Shelf. Under GOM Shelf's limited liability company agreement, the proceeds of production of the Legacy GOM Assets are to be used to fund the operation of GOM Shelf and the decommissioning of Legacy GOM Assets. Pursuant to the terms of the original transaction, as amended in the first bankruptcy, the securing of the asset retirement obligations for the Legacy GOM Assets as and when Apache is required to perform or pay for any such decommissioning was accomplished through the posting of letters of credit in favor of Apache (Letters of Credit), the provision of two bonds (Bonds) in favor of Apache, and the establishment of a trust account of which Apache was a beneficiary and which was funded by net profits interests (NPIs) depending on future oil prices. In addition, after such sources have been exhausted, Apache agreed upon resolution of GOM Shelf's second bankruptcy to provide a standby loan to GOM Shelf of up to \$400 million to perform decommissioning, with such standby loan secured by a first and prior lien on the Legacy GOM Assets.

By letter dated April 5, 2022 (replacing two earlier letters) and by subsequent letter dated March 1, 2023, GOM Shelf notified the Bureau of Safety and Environmental Enforcement (BSEE) that it was unable to fund the decommissioning obligations that it was obligated to perform on certain of the Legacy GOM Assets. As a result, Apache and other current and former owners in these assets have received orders from BSEE and demands from third parties to decommission certain of the Legacy GOM Assets included in GOM Shelf's notifications to BSEE. Apache expects to receive similar orders and demands on the other Legacy GOM Assets included in GOM Shelf's notification letters. Apache has also received orders to decommission other Legacy GOM Assets that were not included in GOM Shelf's notification letters. Further, Apache anticipates that GOM Shelf may send additional such notices to BSEE in the future and that it may receive additional orders from BSEE requiring it to decommission other Legacy GOM Assets.

On June 21, 2023, two sureties that issued Bonds directly to Apache and two sureties that issued bonds to the issuing bank on the Letters of Credit filed suit against Apache in a case styled *Zurich American Insurance Company, HCC International Insurance Company PLC, Philadelphia Indemnity Insurance Company and Everest Reinsurance Company (Insurers) v. Apache Corporation*, Cause No. 2023-38238 in the 281st Judicial District Court, Harris County Texas. The sureties sought to prevent Apache from drawing on the Bonds and Letters of Credit and further alleged that they are discharged from their reimbursement obligations related to decommissioning costs and are entitled to other relief. On July 20, 2023, the 281st Judicial District Court denied the Insurers' request for a temporary injunction. On July 26, 2023, Apache removed the suit to the United States Bankruptcy Court for the Southern District of Texas (Houston Division) which subsequently held that the sureties' state court lawsuit violated the terms of the Bankruptcy Confirmation Order and is void. Since the time the sureties filed their state court lawsuit, Apache has drawn down the entirety of the Letters of Credit. Apache has also sought to draw down on the Bonds; however, the sureties refuse to pay such Bond draws. Apache is vigorously pursuing its claims against the sureties.

As of March 31, 2024 June 30, 2024, the Company has recorded a \$186 \$187 million asset, which represents the remaining amount the Company expects to be reimbursed from security related to these decommissioning costs.

The Company has recorded contingent liabilities in the amounts of \$847 \$862 million and \$824 million as of March 31, 2024 June 30, 2024 and December 31, 2023, respectively, representing the estimated costs of decommissioning it may be required to perform on legacy the Legacy GOM properties previously sold to Fieldwood Assets. The Company recognized \$17 million and other GOM operators. During \$83 million in the second quarter and the first quarter six months of 2024, the Company recognized \$66 million respectively, of "Loss on previously sold Gulf of Mexico properties, properties," which includes increases. Amounts recorded in the second quarter of 2024 reflect orders received during the period from BSEE to decommission a property operated and produced by Fieldwood Energy Offshore and Dynamic Offshore Resources NS, LLC. Amounts recorded in the first six months of 2024 also include \$33 million related to orders received during the period first quarter from BSEE to decommission properties previously sold to Cox Operating LLC. The Company recognized no losses for decommissioning previously sold properties during the second quarter and the first quarter six months of 2023. There have been no other changes in estimates from December 31, 2023 that would have a material impact on the Company's financial position, results of operations, or liquidity.

Critical Accounting Estimates

The Company prepares its financial statements and accompanying notes in conformity with accounting principles generally accepted in the U.S., which require management to make estimates and assumptions about future events that affect reported amounts in the financial statements and the accompanying notes. The Company identifies certain accounting policies involving estimation as critical accounting estimates based on, among other things, their impact on the portrayal of the Company's financial condition, results of operations, or liquidity, as well as the degree of difficulty, subjectivity, and complexity in their deployment. Critical accounting estimates address accounting matters that are inherently uncertain due to unknown future resolution of such matters. Management routinely discusses the development, selection, and disclosure of each critical accounting estimate. For a discussion of the Company's most critical accounting estimates, please see the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023. Some For the six months ended June 30, 2024, the Company notes the following additional critical accounting estimate:

Purchase Price Allocation

Accounting for the acquisition of a business requires the allocation of the more purchase price to the various assets and liabilities of the acquired business and recording deferred taxes for any differences between the allocated values and tax basis of assets and liabilities. Any excess of the purchase price over the amounts assigned to assets and

liabilities would be recorded as goodwill.

The purchase price allocation is accomplished by recording each asset and liability at its estimated fair value. Estimated deferred taxes are based on available information concerning the tax basis of the acquired company's assets and liabilities and tax-related carryforwards at the merger date, although such estimates may change in the future as additional information becomes known. The amount of goodwill recorded in any particular business combination can vary significantly depending upon the values attributed to assets acquired and liabilities assumed relative to the total acquisition cost.

In estimating the fair values of assets acquired and liabilities assumed, the Company has made various assumptions. The most significant estimates include reserve estimates, assumptions relate to the estimated fair values assigned to proved and unproved crude oil and natural gas exploration costs, offshore decommissioning contingency, long-lived asset impairments, asset retirement obligations, properties. To estimate the fair values of these properties, the Company prepared estimates of crude oil and income taxes, natural gas reserves as described in the "Reserves Estimates" section of Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023. Estimated fair values assigned to assets acquired can have a significant effect on results of operations in the future.

New Accounting Pronouncements

There were no material changes in recently issued or adopted accounting standards from those disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The primary objective of the following information is to provide forward-looking quantitative and qualitative information about the Company's exposure to market risk. The term market risk relates to the risk of loss arising from adverse changes in oil, gas, and NGL prices, interest rates, or foreign currency and adverse governmental actions. The disclosures are not meant to be precise indicators of expected future losses, but rather indicators of reasonably possible losses. The forward-looking information provides indicators of how the Company views and manages its ongoing market risk exposures.

Commodity Price Risk

The Company's revenues, earnings, cash flow, capital investments and, ultimately, future rate of growth are highly dependent on the prices the Company receives for its crude oil, natural gas, and NGLs, which have historically been very volatile because of unpredictable events such as economic growth or retraction, weather, political climate, and global supply and demand. The Company continually monitors its market risk exposure, as oil and gas supply and demand are impacted by uncertainties in the commodity and financial markets associated with the conflict in Ukraine, the conflict in Israel and Gaza, actions taken by foreign oil and gas producing nations, including OPEC+, global inflation, and other current events.

The Company's average crude oil price realizations increased 38 percent from \$78.37 \$76.38 per barrel to \$80.65 \$82.28 per barrel during the first second quarters of 2023 and 2024, respectively. The Company's average natural gas price realizations decreased 23 26 percent from \$3.22 \$2.39 per Mcf to \$2.47 \$1.77 per Mcf during the first second quarters of 2023 and 2024, respectively. The Company's average NGL price realizations increased 5 16 percent from \$24.84 \$18.69 per barrel to \$26.20 \$21.68 per barrel during the first second quarters of 2023 and 2024, respectively. Based on average daily production for the first second quarter of 2024, a \$1.00 per barrel change in the weighted average realized oil price would have increased or decreased revenues for the quarter by approximately \$18 million \$23 million, a \$0.10 per Mcf change in the weighted average realized natural gas price would have increased or decreased revenues for the quarter by approximately \$7 million \$8 million, and a \$1.00 per barrel change in the weighted average realized NGL price would have increased or decreased revenues for the quarter by approximately \$5 million \$7 million.

The Company periodically enters into derivative positions on a portion of its projected crude oil and natural gas production through a variety of financial and physical arrangements intended to manage fluctuations in cash flows resulting from changes in commodity prices. Such derivative positions may include the use of futures contracts, swaps, and/or options. The Company does not hold or issue derivative instruments for trading purposes. As of March 31, 2024 June 30, 2024, the Company had open natural gas derivatives not designated as cash flow hedges in a liability an asset position with a fair value of \$2 million. A 10 percent increase in natural gas prices would increase the liability by approximately \$1 million, while a 10 percent decrease in prices would decrease the liability by approximately \$1 million. As of June 30, 2024, the Company had open NGL derivatives not designated as cash flow hedges in a liability position with a fair value of \$1 million. The impact of a 10 percent movement in NGL prices would be immaterial to the fair value of the commodity derivatives. These fair value changes assume volatility based on prevailing market parameters at March 31, 2024 June 30, 2024. Refer to Note 4—Derivative Instruments and Hedging Activities in the Notes to Consolidated Financial Statements set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q for notional volumes and terms with the Company's derivative contracts.

Interest Rate Risk

As of March 31, 2024 June 30, 2024, the Company had \$4.8 billion, net, in outstanding notes and debentures, all of which was fixed-rate debt, with a weighted average interest rate of 5.34 percent. Although near-term changes in interest rates may affect the fair value of fixed-rate debt, such changes do not expose the Company to the risk of earnings or cash flow loss associated with that debt.

The Company is also exposed to interest rate risk related to its interest-bearing cash and cash equivalents balances and amounts outstanding under its term loan facility, commercial paper program, and syndicated credit facilities. As of March 31, 2024 June 30, 2024, the Company had approximately \$102 \$160 million in cash and cash equivalents, approximately 69 84 percent of which was invested in money market funds and short-term investments with major financial institutions. As of March 31, 2024 June 30, 2024, there were \$370 million \$1.9 billion of borrowings outstanding under the Company's term loan facility, commercial paper program, and syndicated revolving credit facilities. Changes in the interest rate applicable to short-term investments, term loan facility, commercial paper program, and credit facility borrowings are expected to have an immaterial impact on earnings and cash flows but could impact interest costs associated with future debt issuances or any future borrowings.

Foreign Currency Exchange Rate Risk

The Company's cash activities relating to certain international operations is based on the U.S. dollar equivalent of cash flows measured in foreign currencies. The Company's North Sea production is sold under U.S. dollar contracts, while the majority of costs incurred are paid in British pounds. The Company's Egypt production is sold under U.S. dollar contracts, and the majority of costs incurred are denominated in U.S. dollars. Transactions denominated in British pounds are converted to U.S. dollar equivalents based on the average exchange rates during the period. The Company monitors foreign currency exchange rates of countries in which it is conducting business and may, from time to time, implement measures to protect against foreign currency exchange rate risk.

Foreign currency gains and losses also arise when monetary assets and monetary liabilities denominated in foreign currencies are translated at the end of each month. Foreign currency gains and losses are included as either a component of "Other" under "Revenues and Other" or, as is the case when the Company re-measures its foreign tax liabilities, as a component of the Company's provision for income tax expense on the statement of consolidated operations. Foreign currency net gain or loss of ~~\$3 million~~ \$4 million would result from a 10 percent weakening or strengthening, respectively, in the British pound as of ~~March 31, 2024~~ June 30, 2024.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

John J. Christmann IV, the Company's Chief Executive Officer, in his capacity as principal executive officer, and Stephen J. Riney, the Company's President and Chief Financial Officer, in his capacity as principal financial officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of ~~March 31, 2024~~ June 30, 2024, the end of the period covered by this report. Based on that evaluation and as of the date of that evaluation, these officers concluded that the Company's disclosure controls and procedures were effective, providing effective means to ensure that the information the Company is required to disclose under applicable laws and regulations is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms and accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

The Company periodically reviews the design and effectiveness of its disclosure controls, including compliance with various laws and regulations that apply to its operations, both inside and outside the United States. The Company makes modifications to improve the design and effectiveness of our disclosure controls, and may take other corrective action, if the Company's reviews identify deficiencies or weaknesses in its controls.

Changes in Internal Control Over Financial Reporting

As a result of the Callon acquisition on April 1, 2024, the Company's internal control over financial reporting, subsequent to the date of acquisition includes certain additional internal controls relating to Callon. There were no other changes in the Company's internal controls control over financial reporting that occurred during the quarter ended ~~March 31, 2024~~ June 30, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Refer to Part I, Item 3—Legal Proceedings of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 and [Note 11—Commitments and Contingencies](#) in the Notes to the Consolidated Financial Statements set forth in Part I, Item 1 of this Quarterly Report on Form 10-Q (which is hereby incorporated by reference herein), for a description of material legal proceedings.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed in Part I, Item 1A—Risk Factors of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Given the nature of its business, Apache Corporation may be subject to different or additional risks than those applicable to the Company. For a description of these risks, refer to the disclosures in Apache Corporation's Quarterly Report Reports on Form 10-Q for the quarterly period periods ended March 31, 2024 and June 30, 2024 and Apache Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

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

The following table presents information on shares of common stock repurchased by the Company during the quarter ended ~~March 31, 2024~~ June 30, 2024:

Issuer Purchases of Equity Securities									
Period	Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs ⁽¹⁾	Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾
January 1 to January 31, 2024		2,226,352	\$ 34.22	2,226,352	41,693,267				
February 1 to February 29, 2024		784,765	30.59	784,765	40,908,502				
March 1 to March 31, 2024		—	—	—	40,908,502				

April 1 to April 30, 2024	—	\$ —	—	40,908,502
May 1 to May 31, 2024	—	—	—	40,908,502
June 1 to June 30, 2024	1,480,072	28.72	1,480,072	39,428,430
Total				

(1) During the fourth quarter of 2021, the Company's Board of Directors authorized the purchase of 40 million shares of the Company's common stock. During September of 2022, the Company's Board of Directors authorized the purchase of an additional 40 million shares of the Company's common stock. Shares may be purchased either in the open market or through privately negotiated transactions. The Company is not obligated to acquire any specific number of shares.

ITEM 5. OTHER INFORMATION

During the three months ended **March 31, 2024** **June 30, 2024**, none of the Company's officers or directors adopted or terminated any Rule 10b5-1 trading arrangement or "non-Rule 10b5-1 trading arrangement" (as such term is defined in Item 408 of Regulation S-K promulgated under the Securities Act).

ITEM 6. EXHIBITS

Incorporated by Reference										
EXHIBIT NO.	EXHIBIT NO.	DESCRIPTION	Form	Filing Date	SEC File No.	EXHIBIT NO.	DESCRIPTION	Form	Filing Date	SEC File No.
2.1	2.1	Agreement and Plan of Merger, dated as of January 3, 2024, by and among Registrant, Astro Comet Merger Sub Corp., and Callon Petroleum Company.	8-K	2.1	1/4/2024 001-40144	2.1	Agreement and Plan of Merger, dated as of January 3, 2024, by and among Registrant, Astro Comet Merger Sub Corp., and Callon Petroleum Company.	8-K	2.1	1/4/2024 001-40144
3.1	3.1	Amended and Restated Certificate of Incorporation of Registrant, dated March 1, 2021, as filed with the Secretary of State of the State of Delaware on March 1, 2021.	8-K	3.1	3/1/2021 001-40144	3.1	Amended and Restated Certificate of Incorporation of Registrant, dated March 1, 2021, as filed with the Secretary of State of the State of Delaware on March 1, 2021.	8-K	3.1	3/1/2021 001-40144
3.2	3.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Registrant, dated May 24, 2023, as filed with the Secretary of State of the State of Delaware on May 24, 2023.	8-K	3.1	5/25/2023 001-40144	3.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Registrant, dated May 24, 2023, as filed with the Secretary of State of the State of Delaware on May 24, 2023.	8-K	3.1	5/25/2023 001-40144
3.3	3.3	Amended and Restated Bylaws of Registrant, dated February 2, 2023.	8-K	3.1	2/8/2023 001-40144	3.3	Amended and Restated Bylaws of Registrant, dated February 2, 2023.	8-K	3.1	2/8/2023 001-40144
4.1		Amended and Restated Warrant Agreement, dated April 1, 2024, by and among APA Corporation, Equiniti Trust Company, LLC, and, solely for purposes of certain provisions specified therein, Callon Petroleum Company.	8-K	4.1	4/1/2024 001-40144					
10.1		Credit Agreement, dated as of January 30, 2024, among APA Corporation, the lenders party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, and the other agents party thereto.	8-K	10.1	1/30/2024 001-40144					
10.2		Form of 2024 Performance Share Program Agreement (2016 Omnibus Compensation Plan), dated January 8, 2024.	8-K	10.1	1/12/2024 001-40144					

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* Filed herewith
** Furnished herewith

SIGNATURES

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

APA CORPORATION

Dated: **May 2, August 1, 2024**

/s/ STEPHEN J. RINEY

Stephen J. Riney
President and Chief Financial Officer
(Principal Financial Officer)

Dated: **May 2, August 1, 2024**

/s/ REBECCA A. HOYT

Rebecca A. Hoyt
Senior Vice President, Chief Accounting Officer, and Controller
(Principal Accounting Officer)

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EXHIBIT 31.1

CERTIFICATIONS

I, John J. Christmann IV, certify that:

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REFINITIV 

1. I have reviewed this quarterly report on Form 10-Q of APA 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **May 2, 2024** August 1, 2024

/s/ John J. Christmann IV

John J. Christmann IV

Chief Executive Officer

(principal executive officer)

EXHIBIT 31.2

CERTIFICATIONS

I, Stephen J. Riney, certify that:

1. I have reviewed this quarterly report on Form 10-Q of APA 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **May 2, 2024** August 1, 2024

/s/ Stephen J. Riney

Stephen J. Riney
President and Chief Financial Officer
(principal financial officer)

EXHIBIT 32.1

APA CORPORATION

**Certification of Principal Executive Officer
and Principal Financial Officer**

I, John J. Christmann IV, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge, the quarterly report on Form 10-Q of APA Corporation for the quarterly period ending **March 31, 2024** June 30, 2024, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. §78m or §78o (d)) and that information contained in such report fairly represents, in all material respects, the financial condition and results of operations of APA Corporation.

Date: **May 2, 2024** August 1, 2024

/s/ John J. Christmann IV

By: John J. Christmann IV
Title: Chief Executive Officer
(principal executive officer)

I, Stephen J. Riney, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge, the quarterly report on Form 10-Q of APA Corporation for the quarterly period ending **March 31, 2024** June 30, 2024, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. §78m or §78o (d)) and that information contained in such report fairly represents, in all material respects, the financial condition and results of operations of APA Corporation.

Date: **May 2, 2024** August 1, 2024

/s/ Stephen J. Riney

By: Stephen J. Riney
Title: President and Chief Financial Officer
(principal financial officer)

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