

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

**Form 10-K**

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

**For the Fiscal Year Ended December 31, 2023**

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 001-35504

**FORUM ENERGY TECHNOLOGIES, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

**61-1488595**

*(State or other jurisdiction of incorporation or organization)*

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

**10344 Sam Houston Park Drive**

**Suite 300**

**Houston**

**Texas**

**77064**

*(Address of Principal Executive Offices)*

*(Zip Code)*

**Registrant's telephone number, including area code: (713) 351-7900**

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

| (Title of Each Class)                 | (Trading Symbol) | (Name of Each Exchange on Which Registered) |
|---------------------------------------|------------------|---|
| <b>Common stock, \$0.01 par value</b> | <b>FET</b>       | <b>New York Stock Exchange</b>              |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See 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 type="checkbox"/>            | Accelerated filer       | <input checked="" type="checkbox"/> | Non-accelerated filer | <input type="checkbox"/> |
| Smaller reporting company | <input checked="" 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

The aggregate market value of Common Stock held by non-affiliates on June 30, 2023, determined using the per share closing price on the New York Stock Exchange Composite tape of \$25.59 on June 30, 2023, was approximately \$245.6 million. For this purpose, our executive officers and directors are considered affiliates.

As of February 29, 2024, there were 12,283,670 common shares outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of our Proxy Statement for the 2024 Annual Meeting of Stockholders are incorporated by reference into Part III of this report.

**Forum Energy Technologies, Inc.**  
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## **PART I**

### **Item 1. Business**

Forum Energy Technologies, Inc., a Delaware corporation (the “Company,” “FET,” “we,” “our” or “us”), is a global manufacturing company serving the oil, natural gas, industrial and renewable energy industries. Our common shares are listed on the New York Stock Exchange (“NYSE”) under the symbol “FET.” Our principal executive offices are located at 10344 Sam Houston Park Drive, Houston, Texas 77064, our telephone number is (713) 351-7900, and our website is [www.f-e-t.com](http://www.f-e-t.com). Our Annual Reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and all amendments thereto, are available free of charge in the “Investors” section of our website as soon as reasonably practicable after such reports are electronically filed with or furnished to the Securities and Exchange Commission (“SEC”). These reports are also available on the SEC’s website at [www.sec.gov](http://www.sec.gov). Information contained on or accessible from our website is not incorporated by reference into this Annual Report on Form 10-K and should not be considered part of this report or any other filing that we make with the SEC.

#### **Overview**

We are a global manufacturing company serving the oil, natural gas, industrial and renewable energy industries. With headquarters in Houston, Texas, FET provides value added solutions aimed at improving the safety, efficiency, and environmental impact of our customers’ operations. Our highly engineered products include capital equipment and consumable products. FET’s customers include oil and natural gas operators, land and offshore drilling contractors, oilfield service companies, pipeline and refinery operators, and renewable energy and new energy companies. Consumable products are used by our customers in drilling, well construction and completion activities and at processing centers and refineries. Our capital products are directed at drilling rig equipment for constructing new or upgrading existing rigs, subsea construction and development projects, pressure pumping equipment, the placement of production equipment on new producing wells, downstream capital projects and capital equipment for renewable energy projects. In 2023, over 60% of our revenue was derived from consumable products and activity-based equipment, while the balance was primarily derived from capital products with a small amount from rental and other services.

We expect that the world’s long-term energy demand will continue to rise for many decades. We also expect hydrocarbons will continue to play a vital role in meeting the world’s long-term energy needs while renewable energy sources develop to scale. As such, we remain focused on serving our customers in both oil and natural gas as well as renewable energy applications. We are continuing to develop products to help oil and gas operators lower expenses, increase production, and reduce their emissions while also deploying our technologies in renewable energy applications.

Our reporting segments align with business activity drivers and the manner in which management reviews and evaluates operating performance. FET operates in the following three reporting segments: Drilling & Downhole, Completions, and Production. We believe that the reporting segment structure is aligned with the key phases of the well cycle and provides operating efficiencies.

We incorporate by reference the segment and geographic information for the last two years set forth in Note 17 *Business Segments*, and the information with respect to our acquisition (the “Variperim Acquisition”) of Variperim Holdings Ltd. (“Variperim”) set forth in Note 4 *Acquisition*.

#### **DRILLING AND DOWNHOLE SEGMENT**

Our Drilling & Downhole segment designs, manufactures and supplies products and solutions to the drilling, artificial lift and subsea markets, including applications in oil and natural gas, renewable energy, defense and communications. The products and solutions consist primarily of (i) capital equipment and consumable products used in the drilling process; (ii) products designed to safeguard artificial lift equipment and cables, and well construction casing and cementing equipment; and (iii) subsea remotely operated vehicles (“ROVs”) and trenchers, submarine rescue vehicles, specialty components and tooling, and technical services.

There are several factors that drive demand for our Drilling & Downhole segment. Our Drilling Technologies product line is influenced by global drilling activity, the level of capital investment in drilling rigs and equipment replacement as drilling contractors modify or replace existing rigs to improve capability, efficiency or safety, and the number of rigs in use, and the severity of operating conditions. Our Downhole Technologies product line is impacted by the level of well completion activity and complexity of well construction and completion. Our Subsea Technologies

product line is affected by global offshore activity, defense spending, subsea equipment and pipeline installation, repair and maintenance expenditures, and growth in offshore windfarm development.

**Drilling Technologies.** We provide both drilling capital equipment and consumables, with a focus on products that enhance our customers' handling of tubulars and drilling fluids on the drilling rig. Our product offering includes powered and manual tubular handling equipment; customized offline crane systems; drilling data acquisition management systems; pumps, pump parts, valves, and manifolds; drilling fluid end components; and, a broad line of items consumed in the drilling process.

*Drilling capital equipment.* We design and manufacture a range of powered and manual tubular handling tools used on onshore and offshore drilling rigs. Our Forum B+V Oil Tools and Wrangler™ branded tools reduce direct human involvement in the handling of pipe during drilling operations, improving safety, speed and efficiency of operations. Our tubular handling tools include elevators, clamps, rotary slips, rotary tongs, powered slips, spiders and kelly spinners. Our make-up and break-out tools, called Forum Roughneck™, automate a dangerous rig floor task and improve rig drilling speed and safety. Our hydraulic catwalks mechanize the lifting and lowering of tubulars to and from the drill floor, eliminating or reducing the need for traditional drill pipe and casing "pick-up and lay-down" operations with associated personnel. We also design and manufacture a range of rig-based offline activity cranes and multi-purpose cranes.

In addition to powered tubular handling equipment, we design and manufacture drilling manifold systems and high-pressure piping packages. Finally, we repair and service drilling equipment for both land and offshore rigs. Many of our service employees work in the field to address problems at the rig site.

*Consumable products.* We manufacture a range of consumable products used on drilling rigs, well servicing rigs, and hydraulic fracturing systems. Our consumable products include valves, centrifugal pumps, mud pump fluid end components, including P-Quip™ mud pump modules, Forumlok™, rig sensors, inserts, and dies. We are also a supplier of oilfield bearings, including FracMax™, to original equipment manufacturers and repair businesses for use in drilling and well stimulation equipment.

Our primary customers in this product line include domestic and international drilling rig contractors operating land and offshore based drilling rigs.

**Downhole Technologies.** We manufacture a broad line of downhole products that are consumed during the construction, completion and production phases of a well's lifecycle.

*Downhole protection systems.* We offer a full selection of downhole protection solutions and artificial lift accessories through our various brands such as Cannon Services™ and Multilift. Our Cannon Services protectors are used to shield downhole control lines, cables and gauges during installation and to provide protection during production enhancement operations. We design and manufacture a variety of downhole protection solutions for electrical submersible pump ("ESP") cabling, encapsulated control lines, sub-surface safety valves and permanent downhole gauges. We provide both standard and customized protection systems, and we utilize a range of materials in our products for various downhole environments. SandGuard™ and Cyclone™ branded completion tools extend the useful life of an ESP by protecting it against sand and other solids during shutdown and startup. Forum's GasGuard™ branded product also extends the useful life of an ESP by breaking down gas slugs, creating an uninterrupted flow of liquid.

*Casing and cementing tools.* Through our Davis-Lynch™ branded downhole well construction operations, we design and manufacture products used in the construction of oil, natural gas and geothermal wells. We supply a full portfolio of centralizers, float equipment, stage cementing tools, inflatable packers, flotation collars, cementing plugs and surge reduction equipment. Our products are used globally in the construction of onshore and offshore wells.

Our primary customers in this product line are oil and natural gas producers, and service companies providing completions, artificial lift and other intervention services to producers.

**Subsea Technologies.** We design and manufacture capital equipment and specialty components used in the subsea sector and provide a broad suite of complementary technical services. We have a core focus on the design and manufacture of ROV systems, other specialty subsea vehicles, and rescue submarines, as well as critical components of these vehicles. Many of our related technical services complement our vehicle offerings.

*Subsea vehicles.* We are a leading designer and manufacturer of a wide range of ROVs that we supply to the offshore subsea construction, observation and related service markets. The market for ROVs can be segmented

into three broad classes of vehicles based on size and category of operations: (1) large work-class vehicles and trenchers for construction and installation activities, (2) drilling-class vehicles deployed from and for use around an offshore rig and (3) observation-class vehicles for inspection and light manipulation. We are a leading provider of work-class and observation class vehicles.

We design and manufacture large work-class ROVs through our highly respected Perry® brand. These vehicles are principally used in deepwater construction applications. In addition to work-class ROVs, we design and manufacture large trenchers that travel along the sea floor for trenching, installation and burial operations. The largest of these trenchers is able to cut over three meters deep into the seafloor to lay pipelines, power cables or communications cables for customers in the pipeline, offshore wind power and telecom markets.

Our Forum Sub-Atlantic® branded observation-class vehicles are electrically powered and are principally used for inspection, survey and light manipulation, and serve a wide range of industries.

In addition to ROVs, we design and manufacture subsea rescue vehicles capable of a range of tasks, including submarine rescue operations, diver support, seabed survey, port security, under hull search and a variety of other tasks.

Our subsea vehicle customers are primarily large offshore service companies that serve the oil and natural gas, telecommunications, offshore wind power, and other industries operating in marine environments. In addition, we sell products to a range of governmental organizations including naval, maritime science and geoscience research organizations.

*Subsea products and technical services.* We are also a leading designer and manufacturer of subsea products and components utilized in conjunction with ROVs for the oil and natural gas, renewables, telecommunications and defense markets. We manufacture Dynacon® branded ROV launch and recovery systems, linear cable engines, Sub-Atlantic® branded ROV thrusters, and a wide range of hydraulic power units and valve packs. We design and manufacture these ROV components for incorporation into our own vehicles as well as for sale to other ROV manufacturers. We also provide a broad suite of subsea tooling and technical services.

## COMPLETIONS SEGMENT

Our Completions segment designs, manufactures and supplies products and solutions to the coiled tubing, well stimulation and intervention markets. The products and solutions consist primarily of: (i) capital and consumable products sold to the pressure pumping market, including hydraulic fracturing pumps, cooling systems, high-pressure flexible hoses and flow iron, as well as wireline cable and pressure control equipment used in the well completion and intervention service markets; and (ii) coiled tubing strings and coiled line pipe and related services.

Demand for our Stimulation & Intervention and Coiled Tubing product lines is impacted by the level of shale or tight sand basin hydraulic fracturing activity and the level of workover and intervention activity.

**Stimulation and Intervention.** We provide a broad range of high-pressure pumps and flow equipment used by pressure pumping companies during stimulation, intervention (principally plug and perforation activity) and flowback processes. We sell power end assemblies, industrial heat exchanger and cooling systems, manifolds and manifold trailers, high-pressure flexible hoses and flow iron. Frequent refurbishment and recertification of flow equipment is critical to ensuring the reliable and safe operation of a pressure pumping company's fleet. We perform these services and position inventory in strategic locations in North America.

We also manufacture pressure control products that are used for well intervention operations and sold domestically and internationally to oilfield service companies and equipment rental companies. Products we supply include blowout preventers for coiled tubing and wireline units and our Hydraulic Latch Assembly, which is used to facilitate efficient zipper fracturing operations. We also manufacture electro-mechanical wireline cables as well as innovative EnviroLite branded (greaseless) cables. We also conduct aftermarket refurbishment and recertification services for pressure control equipment.

Our primary customers in the Stimulation and Intervention product line are pressure pumping, wireline and flowback service companies. In addition, we sell directly to pressure pumping original equipment manufacturers.

**Coiled Tubing.** We manufacture Global Tubing® branded coiled tubing strings, including DURACOIL (quench and temper), and coiled line pipe, and provide related services. Coiled tubing strings are consumable components utilized to perform well completion and intervention activities. Our coiled line pipe offering serves as an alternative to

conventional line pipe and flexible composite alternatives in onshore and offshore applications. In addition, our coiled line pipe offering can be utilized to transport carbon for injection into underground storage.

The product line's primary customers are domestic and international service companies that provide coiled tubing services and oil and gas operators.

## **PRODUCTION SEGMENT**

Our Production segment designs, manufactures and supplies products and solutions for the production and infrastructure markets. The products and solutions consist primarily of: (i) engineered process systems, production equipment, as well as specialty separation equipment; and (ii) a wide range of industrial valves focused on oil and natural gas as well as power generation, renewable energy and other general industrial applications.

The segment's primary market driver is the level of spending associated with new producing wells as well as spending on midstream and downstream projects. In addition, demand for our Valve Solutions products is affected by activity levels in the power generation, process, petrochemical and mining industries.

**Production Equipment.** Our Production Equipment product line provides engineered process systems for capital equipment used at the wellsite and for production processing in the U.S. Once a well has been drilled, completed and brought on stream, we provide the well operator with process equipment necessary to make the oil or natural gas ready for transmission. We engineer, fabricate and install separators, packaged production systems and pressure vessels, skidded vessels with gas measurement, modular process plants, header and manifold skids, process and flow control equipment and separators to help clean and process oil or natural gas as it travels from the wellhead and along the transmission line to the refinery. Our customers are principally U.S. oil and natural gas operators or producers .

We also design and provide process oil treatment equipment, including EDGE<sup>®</sup> and NU-STATIC<sup>®</sup> branded desalters and dehydrator technologies, used in refineries and other process applications worldwide. We have a team of highly trained technicians and field service engineers for repair and installation, and we supply a broad range of replacement parts for our equipment and other manufacturers. This equipment removes sand, water and suspended solids from hydrocarbons prior to their transmission or refining.

**Valve Solutions.** We provide a wide range of industrial valves that principally serve the upstream, midstream and downstream markets of the oil and natural gas industry. Our valves also serve general industrial, power generation and process industry customers as well as the mining industry. In addition, our Canadian operations provide significant exposure to heavy oil projects. We provide ball, gate, globe and check valves across a range of sizes and applications.

We market our valves to our customers and end users through our recognized brands: PBV<sup>®</sup>, DSI<sup>®</sup> and Accuseal<sup>®</sup>. Much of our production is sold through distribution supply companies, with our marketing efforts targeting end users for pull through of our valve products.

Our supply chain systems enable us to design and sell high-quality engineered valves, as well as provide standardized products, while maintaining competitive pricing and minimizing capital requirements. We utilize our international manufacturing partners to produce completed products and components for the majority of our valve products.

Depending on the product, our valves are manufactured to conform to the standards of one or more of the API, American National Standards Institute, American Bureau of Shipping, and International Organization for Standardization and/or other relevant standards governing the design and manufacture of industrial valves.

## **Business history**

FET was incorporated in 2005 and formed through a series of acquisitions. In August 2010, Forum Oilfield Technologies, Inc. was renamed Forum Energy Technologies, Inc., when four other companies were merged into FET. On April 17, 2012, we completed our initial public offering.

## **Backlog**

As we provide a mix of consumable products, capital goods, and repair parts and services, the majority of orders and commitments included in our backlog as of December 31, 2023 are scheduled to be delivered within six months. Our backlog was approximately \$241.6 million at December 31, 2023 and approximately \$264.8 million at December 31, 2022. Substantially all of the projects currently in our backlog are subject to change and our customers may seek to terminate these orders. However, customers are generally required to pay us for work performed as well as other costs and fees as a result of such changes or termination. It is difficult to predict how much of our current backlog may be delayed or terminated, or subject to changes, as well as our ability to collect termination or change fees.

Our consumable and repair products are predominantly off-the-shelf items requiring short lead-times, generally less than six months, and our related refurbishment or other services are also not contracted with significant lead time. The composition of our backlog is reflective of our mix of capital equipment, consumable products, aftermarket and other related items. Our bookings, which consist of written orders or commitments for our products or related services, during the years ended December 31, 2023 and 2022 were approximately \$724.3 million and \$780.7 million, respectively.

## **Customers**

No customer represented more than 10% of consolidated revenue in any of the last two years.

## **Seasonality**

Our business is not significantly impacted by seasonality. However, our customers are susceptible to exhausting their capital and operating budgets in the fourth quarter. As a result, we may experience decreased demand for our products in the fourth quarter. In addition, given the geographic proximity of a number of our facilities to the Gulf Coast, we are subject to business interruptions caused by hurricanes and tropical storms. Furthermore, a portion of the revenue we generate from Canadian operations often benefits from higher first quarter activity levels, as operators take advantage of the winter freeze to gain access to remote drilling and production areas; however, these Canadian operations are also subject to decreased activity levels in the second quarter due to the winter thaw.

## **Competition**

The markets in which we operate are highly competitive. We compete with a number of companies of varying sizes. There are several large national and multinational companies that have longer operating histories, greater financial, technical and other resources and greater name recognition. In addition, we have several smaller competitors who compete with us on a regional or local basis. These competitors are often times very quick to respond to new or emerging technologies and services, and changes in customer requirements. The principal competitive factors in our markets are product quality and performance, price, breadth of product offering, availability of products and services, performance, distribution capabilities, technical expertise, responsiveness to customer needs, reputation for service and intellectual property rights. We believe our products and services in each segment are comparable in price, quality, performance and dependability with our competitors' offerings. We seek to differentiate ourselves from our competitors by providing a rapid response to the needs of our customers, expert knowledge, a high level of customer service, and innovative product development initiatives. Some of our competitors expend greater amounts of money than us on formal research and engineering efforts. We believe, however, that our product development efforts are enhanced by the investment of management time that we make to improve our customer service and to work with our customers on their specific product needs and challenges.

Although we have no single competitor across all of our product lines, the companies we compete with across the greatest number of our product lines include National Oilwell Varco, Inc., Cameron International Corporation (a subsidiary of Schlumberger), TechnipFMC plc, Tenaris S.A., and Caterpillar, Inc.

## **Patents, trademarks and other intellectual property**

We currently hold multiple U.S. and international patents and trademarks, have a number of pending patent and trademark applications and have developed a significant amount of trade secrets or other know how in the areas where we compete. Although our patents, trademarks, licenses, trade secrets and know how are material to us in the aggregate, we do not regard any single piece of intellectual property to be material to our business as a whole.



### **Raw materials**

We acquire component parts, products and raw materials from suppliers, including foundries, forge shops, and original equipment manufacturers. The prices we pay for our raw materials may be affected by, among other things, energy, steel and other commodity prices, inflationary pressures, tariffs and duties on imported materials and foreign currency exchange rates. Certain of our component parts, products or raw materials, such as bearings, are only available from a limited number of suppliers. Please see “Risk factors—Risks related to our business—We rely on relationships with key suppliers to operate and maintain our business.”

Timely receipt of raw materials is critical to our business. In 2022, raw material prices for many of our product lines were negatively impacted by inflationary pressures. During 2023, inflationary pressures began to improve, but the timing of any further reduction in inflation is unknown, and it is unclear whether we will be able to continue purchasing raw materials on a timely basis or at acceptable prices in the future. We generally try to purchase raw materials from multiple suppliers so that we are not dependent on any one supplier, but this is not always possible.

### **Working Capital**

An important consideration for many of our customers in selecting a vendor is timely availability of the product. Customers may pay a premium for earlier or immediate availability because of the cost of delays in critical operations. We stock our consumable products in regional warehouses or on consignment around the world so that these products are available for our customers when needed. This availability is especially critical for certain consumable products, causing us to carry substantial inventories for these products. For critical capital items in which demand is expected to be strong, we often build certain items before we have a firm order. Our having such goods available on short notice can be of great value to our customers. We also stock raw materials and components in order to be in a position to build products in response to market demand.

We typically offer our customers standard payment terms of 30 days, although during downturns in activity, customers often take 65 days or more to settle accounts. For sales into certain countries or for select customers, we might require payment upfront or credit support through a letter of credit. For longer term projects, we typically require progress payments as important milestones are reached. On average, we collect our receivables in about 60 days from shipment resulting in a substantial investment in accounts receivable. Standard terms with our vendors are 90 days. For critical items sourced from significant vendors, we have settled accounts more quickly, sometimes in exchange for early payment discounts.

### **Governmental regulation**

Our operations are subject to numerous stringent and complex laws and regulations governing the discharge of materials into the environment, health and safety aspects of our operations, or otherwise relating to human health and environmental protection. In addition to environmental and worker safety regulations, we are subject to regulation by numerous other governmental regulatory agencies, including the U.S. Department of Labor and other state, local and international bodies regulating worker rights and labor conditions. In addition, we are subject to certain requirements to contribute to retirement funds or other benefit plans and laws in some jurisdictions in which we operate restrict our ability to dismiss employees. Failure to comply with these laws or regulations or to obtain or comply with permits may result in the assessment of administrative, civil and criminal penalties, imposition of remedial or corrective action requirements, and the imposition of injunctions to prohibit certain activities or force future compliance.

The trend in environmental regulation has been to impose increasingly stringent restrictions and limitations on activities that may impact the environment, and thus, any changes in environmental laws and regulations or in enforcement policies that result in more stringent and costly waste handling, storage, transport, disposal, or remediation requirements could have a material adverse effect on our operations and financial position. Moreover, accidental releases or spills of regulated substances may occur in the course of our operations, and if so, we may incur significant costs and liabilities as a result of such releases or spills, including any third-party claims for damage to property, natural resources or persons.

The following is a summary of the more significant existing environmental, health and safety laws and regulations to which our business operations are subject and for which compliance may have a material adverse impact on our capital expenditures, results of operations or financial position.

### *Hazardous substances and waste*

The Resource Conservation and Recovery Act ("RCRA") and comparable state statutes, regulate the generation, transportation, treatment, storage, disposal and cleanup of hazardous and non-hazardous wastes. Under the auspices of the Environmental Protection Agency ("EPA"), the individual states administer some or all of the provisions of the RCRA, sometimes in conjunction with their own, more stringent requirements. We are required to manage the transportation, storage and disposal of hazardous and non-hazardous wastes in compliance with the RCRA.

The Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), also known as the Superfund law, imposes joint and several liability, without regard to fault or legality of conduct, on classes of persons who are considered to be responsible for the release of a hazardous substance into the environment. These persons include the owner or operator of the site where the release occurred, and anyone who disposed or arranged for the disposal of a hazardous substance released at the site. We currently own, lease, or operate numerous properties that have been used for manufacturing and other operations for many years. We also contract with waste removal services and landfills. These properties and the substances disposed or released on them may be subject to the CERCLA, RCRA and analogous state laws. Under such laws, we could be required to remove previously disposed substances and wastes, remediate contaminated property, or perform remedial operations to prevent future contamination. In addition, it is not uncommon for neighboring landowners and other third-parties to file claims for personal injury and property damage allegedly caused by hazardous substances released into the environment.

### *Hydraulic fracturing*

A significant percentage of our customers' oil and natural gas production is being developed from unconventional sources, such as hydrocarbon shales. These formations require hydraulic fracturing completion processes to release the oil or natural gas from the rock so that it can flow through the formations. Hydraulic fracturing involves the injection of water, sand and chemicals under pressure into the formation to stimulate production. A number of federal agencies, including the EPA and the U.S. Department of Energy, are analyzing, or have been requested to review, a variety of environmental issues associated with shale development, including hydraulic fracturing. Moreover, various political groups and officials are requesting or have discussed implementing a ban on hydraulic fracturing, or oil and gas extraction generally, on federal lands. For more information, please see "Risk Factors-Potential legislation or regulations restricting the use of hydraulic fracturing could reduce demand for our products."

### ***Operating risk and insurance***

We maintain insurance coverage of types and amounts that we believe to be customary and reasonable for companies of our size and with similar operations. In accordance with industry practice, however, we do not maintain insurance coverage against all of the operating risks to which our business is exposed. Therefore, there is a risk our insurance program may not be sufficient to cover any particular loss or all losses. Currently, our insurance program includes coverage for, among other things, general liability, umbrella liability, sudden and accidental pollution, personal property, vehicles, workers' compensation, and employer's liability coverage.

### ***Employees***

As of December 31, 2023, we had approximately 1,600 employees. Of our total employees, approximately 1,100 were in the U.S., 200 were in the United Kingdom, 100 were in Germany, 100 were in Canada and 100 were in other locations. We are not a party to any collective bargaining agreements, other than in our Hamburg, Germany facility. We consider our relations with our employees to be satisfactory.

## Item 1A. Risk Factors

The following summarizes the principal factors that make an investment in our company speculative or risky, all of which are more fully described in the Risk Factors section below. This summary should be read in conjunction with the Risk Factors section and should not be relied upon as an exhaustive summary of the material risks facing our business.

### Risks Related to our Business and Operations:

- The success of our business largely depends on activity levels in the oil and natural gas industry, which can be affected by the amount and volatility of oil and natural gas prices.
- The markets in which we operate are highly competitive, including some companies that hold substantial market share and have substantially greater resources than we do, as well as a number of regional or local competitors for certain of our product lines. We may not be able to compete successfully in this environment.
- Given the uncertainty related to long-term commodity prices and associated customer demand, we may hold excess or obsolete inventory, and as a result, may experience a reduction in gross margins and financial results.
- We may not realize revenue on our current backlog due to customer order reductions, cancellations or acceptance delays, which may negatively impact our financial results.
- The industry in which we operate is undergoing continuing consolidation and seeking opportunities to participate in the energy transition, which may impact our results of operations.
- A greater focus on budgetary discipline and technological advances have caused a decline in customer spending that may remain at a low level despite an increase in commodity prices.
- We may be unable to employ a sufficient number of skilled and qualified workers.
- We rely on relationships with key suppliers to operate and maintain our business.
- Our business depends upon our ability to obtain key raw materials and specialized equipment from suppliers. Increased costs of raw materials and other components, and inflationary pressure, may result in increased operating expenses.
- A deterioration of global economic conditions could adversely affect our financial condition and results of operations.
- We may not be able to satisfy technical requirements, testing requirements, code requirements or other specifications under contracts and contract tenders.
- Our information technology systems infrastructure could be subject to disruption, compromise or failure and our data protection measures may be insufficient to protect our information, including as a result of cyber incidents adversely impacting our business.
- Our success depends on our ability to implement new technologies and services more efficiently and quickly than our competitors.
- Our success will be affected by the use and protection of our proprietary technology. Due to the limitations of our intellectual property rights, our ability to exclude others from the use of our proprietary technology may be reduced. Furthermore, we may be adversely affected by disputes regarding intellectual property rights.
- We may incur liabilities, fines, penalties or additional costs, or we may be unable to sell to certain customers if we do not maintain safe operations.
- If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud.
- The impact and effects of public health crises, pandemics and epidemics could have a material adverse effect on our business, financial condition and results of operations.
- Facility consolidations or expansions may subject us to risks of operating inefficiencies, construction delays and cost overruns.
- Our acquisitions and dispositions may not result in anticipated benefits and may present risks not originally contemplated.
- A natural disaster, catastrophe or other event could result in severe property damage, which could curtail our operations.

### Risks Related to the Variperm Acquisition:

- We may not be able to integrate Variperm successfully or manage the combined business effectively, and the benefits of acquiring Variperm may not be realized or may not be realized within the expected time frame.
- Variperm may have liabilities that are not known, probable or estimable at this time.

- We will incur significant costs in connection with the Variperm Acquisition, which may be in excess of those anticipated.
- Failure to retain key employees and attract new talent to fill new roles created by the integration or vacant roles created by attrition could diminish the anticipated benefits of the Variperm Acquisition and otherwise harm our business.

**Legal and Regulatory Risks:**

- Our operations and our customers' operations are subject to a variety of governmental laws and regulations that affect our and our customers' costs, prohibit or curtail our customers' operations in certain areas, limit the demand for our products and services or restrict our operations.
- Potential legislation or regulations restricting the use of hydraulic fracturing could reduce demand for our products.
- Our financial results could be adversely impacted by changes in regulation of oil and natural gas exploration and development activity in response to significant environmental incidents or climate change actions.
- Our operations are subject to environmental and operational safety laws and regulations that may expose us to significant costs and liabilities.
- Tariffs imposed by the U.S. government could have a further severe adverse effect on our results of operations.
- We are subject to litigation risks that may not be covered by insurance.
- The number and cost of our current and future asbestos claims could be substantially higher than we have estimated and the timing of payment of claims could be sooner than we have estimated.
- Our products are used in operations that are subject to potential hazards inherent in the oil and natural gas industry and, as a result, we are exposed to potential liabilities that could affect our financial condition and reputation.
- Climate change legislation or regulations restricting emissions of greenhouse gases ("GHGs") and related divestment and other efforts could increase our operating costs or reduce demand for our products.

**Risks Related to our International Operations**

- Our business operations worldwide are subject to a number of U.S. federal laws and regulations, including restrictions imposed by the U.S. Foreign Corrupt Practices Act ("FCPA") as well as trade sanctions administered by the Office of Foreign Assets Control and the Commerce Department, as well as similar laws in non-U.S. jurisdictions that govern our operations by virtue of our presence or activities there.
- Our exposure to currency exchange rate fluctuations may result in fluctuations in our cash flows and could have an adverse effect on our results of operations.

**Risks Related to our Common Stock, Indebtedness and Financial Condition:**

- Our common stock price has been volatile, and we expect it to continue to remain volatile in the future.
- Our debt agreements contain operating and financial restrictions that restrict our business and financing activities.
- Our variable rate indebtedness may subject us to interest rate risk, which could cause our debt service obligations to increase significantly.
- Our ability to access the capital and credit markets to raise capital on favorable terms is limited by our debt level, industry conditions and credit rating.
- Provisions in our organizational documents and under Delaware law could delay or prevent a change in control of our company, which could adversely affect the price of our common stock.
- We have incurred impairment charges and we may incur additional impairment charges in the future.

**Risks Related to our Business and Operations:**

***The success of our business largely depends on activity levels in the oil and natural gas industry, which can be affected by the amount and volatility of oil and natural gas prices.***

We have experienced, and will continue to experience, fluctuations in revenues and operating results due to economic and business cycles. The willingness of oil and natural gas operators to make capital expenditures to explore for and produce oil and natural gas, the need of oilfield services companies to replenish consumable parts and the willingness of these customers to invest in capital equipment depends largely upon prevailing industry conditions that are influenced by numerous factors over which we have no control. Such factors include:

- domestic and foreign supply of and demand for oil and natural gas;
- prices, and expectations about future prices, of oil and natural gas;
- ability or willingness of the Organization of Petroleum Exporting Countries ("OPEC") and other major producers to set and maintain production limits;
- cost of exploring for, developing, producing and delivering oil and natural gas;
- levels of drilling and completions activity;
- expected decline in rates of current and future production, or faster than anticipated declines in production;
- discovery rates of new oil and natural gas reserves;
- the occurrence or threat of epidemic or pandemic diseases and any government response to such occurrence or threat;
- ability of our customers to access new markets or areas of production or to continue to access current markets, including as a result of trade restrictions;
- weather conditions, including hurricanes and tornadoes, that can affect oil and natural gas operations;
- natural disasters, catastrophes or other events resulting in severe property damage;
- governmental regulations, including those instituted in connection with a response to climate change;
- prohibitions, moratoriums or similar limitations on drilling or hydraulic fracturing activity resulting in a cessation or disruption of operations;
- domestic and worldwide economic and political conditions, including inflationary pressures, further increases in interest rates and the cost of capital, a general economic slowdown or recession, political tensions and war (including future developments in the ongoing Russia-Ukraine conflict);
- financial stability of our customers and other industry participants;
- political instability in oil and natural gas producing countries;
- increased pressures to invest in sustainable energy sources, shareholder activism or activities by non-governmental organizations to restrict the exploration, development and production of oil and natural gas;
- investors reducing, or ceasing to provide, funding to the oil and natural gas industry in response to initiatives to limit climate change;
- conservation measures and technological advances affecting energy consumption;
- price and availability of alternative energy resources and fuels;
- uncertainty in capital and commodities markets, and the ability of oil and natural gas companies to raise equity capital and debt financing; and
- merger and divestiture activity among oil and natural gas producers, drilling contractors and oilfield service companies.

The oil and natural gas industry has historically experienced periodic reductions in the overall level of exploration and development activities in connection with declines in commodity prices. As a result, there are periodic reductions in the demand for our products and services, downward pressure on the prices that we charge and ultimately an adverse impact on our business. Although during 2022 and 2023, oil and gas prices and demand increased significantly from the historic lows seen in the first half of 2020, it is uncertain whether prices will maintain current levels, decline or increase. Furthermore, there can be no assurance that the demand or pricing for oil and

natural gas will follow historic patterns, including as a result of increased availability of alternative energy sources. Declines in oil and natural gas prices, decreased levels of exploration, development, and production activity, use of alternative sources of energy, and the willingness of customers to invest in their equipment relative to historical norms may negatively affect:

- revenues, cash flows, and profitability;
- the ability to maintain or increase borrowing capacity;
- the ability to obtain additional capital to finance our business and the cost of that capital;
- the ability to collect outstanding amounts from our customers; and
- the ability to attract and retain skilled personnel to maintain our business or that will be needed in the event of an upturn in the demand for our products.

***The markets in which we operate are highly competitive, including some companies that hold substantial market share and have substantially greater resources than we do, as well as a number of regional or local competitors for certain of our product lines. We may not be able to compete successfully in this environment.***

The markets in which we operate are highly competitive and our products and services are subject to competition from significantly larger businesses. We have several competitors that are large national and multinational companies that have longer operating histories, and greater financial, technical and other resources than we do. In addition, we compete with many small companies on a regional or local basis. Our competitors may be able to respond more quickly to new or emerging technologies and services and changes in customer requirements. In addition, several of our competitors provide a much broader array of services, and have a stronger presence in more geographic markets and, as such, may be better positioned to withstand an extended downturn. Our larger competitors are able to use their size and purchasing power to seek economies of scale and pricing concessions. Furthermore, some of our customers are our competitors and have in the past ceased buying from us, and may do the same in the future. We also have competitors outside of the U.S. with lower structural costs due to labor and raw material cost in and around their manufacturing centers, and prices based on foreign currencies. Accordingly, currency fluctuations may cause U.S. dollar-priced products to be less competitive than our competitors' products that are priced in other currencies. Moreover, our competitors may utilize available capacity during a period of depressed energy prices to gain market share.

New competitors have also entered the markets in which we compete. We consider product quality, price, breadth of product offering, availability of products and services, performance, distribution capabilities, technical expertise, responsiveness to customer needs, reputation for service and intellectual property rights to be the primary competitive factors. Competitors may be able to offer more attractive pricing, duplicate strategies, or develop enhancements to products that offer performance features that are superior to our products. In addition, we may not be able to retain key employees of entities that we acquire in the future and those employees may choose to compete against us following a contractually agreed period of non-competition that is permitted under the law. Competitive pressures, including those described above, and other factors could adversely affect our competitive position, resulting in a loss of market share or decreases in prices. For more information about our competitors, please read "Business—Competition."

***Given the uncertainty related to long-term commodity prices and associated customer demand, we may hold excess or obsolete inventory, and as a result, may experience a reduction in gross margins and financial results.***

We cannot accurately predict what or how many products our customers will need in the future. Orders are placed with our suppliers based on forecasts of customer demand and, in some instances, we may establish buffer inventories to accommodate anticipated demand. At certain times, we have built capital equipment before receiving customer orders. Our forecasts of customer demand are based on multiple assumptions, which have introduced errors into the estimates. In addition, many of our suppliers, such as those for certain of our standardized valves, require a longer lead time to provide products than our customers demand for delivery of our finished products. If we underestimate customer demand or if insufficient manufacturing capacity is available, we would miss revenue opportunities and potentially lose market share and damage our customer relationships. Conversely, if we overestimate customer demand, we would allocate resources to the purchase of material or manufactured products that we are not be able to sell when we expect to, if at all. As a result, we would hold excess or obsolete inventory, which would reduce gross margin and adversely affect financial results upon writing down the value of inventory. In addition, any future significant cancellations or deferrals of product orders or the return of previously sold products

could materially and adversely affect profit margins, increase product obsolescence and restrict our ability to fund our operations.

***We may not realize revenue on our current backlog due to customer order reductions, cancellations or acceptance delays, which may negatively impact our financial results.***

Uncertainty regarding demand for our customers' services has resulted in order reductions, cancellations and acceptance delays, and we may experience more of these in the future. We may be unable to collect revenue for all of the orders reflected in our backlog, or we may be unable to collect cancellation penalties, to the extent we have the right to impose them, or the revenues may be pushed into future periods. In addition, customers who are more highly leveraged or otherwise unable to pay their creditors in the ordinary course of business may become insolvent or be unable to operate as a going concern. We may be unable to collect amounts due or damages we are awarded from these customers, and our efforts to collect such amounts may damage our customer relationships. Our results of operations and overall financial condition may be negatively impacted by a reduction in revenue as a result of these circumstances.

***The industry in which we operate is undergoing continuing consolidation and seeking opportunities to participate in the energy transition, which may impact our results of operations.***

Some of our customers have consolidated and are seeking to achieve economies of scale and pricing concessions. In addition, they are making investments in non-traditional oil and gas markets as part of the energy transition. As a result, we may be unable to supply our traditional oil and gas products to these customers if we do not develop new technology that meets their changing needs. In addition, the consolidation of customers and focus on non-traditional energy investments could result in reduced spending by such companies or decreased demand for our existing products and services. Therefore, to counteract these pressures, any reduced spending or decreased demand for traditional energy products will need to be offset at the same or greater pace by sales to other customers or increased sales of renewable energy technologies that we develop. If we are not successful in offsetting such sales, there could be a significant negative impact on our results of operations or financial condition. We are unable to predict what effect consolidations and the energy transition in the industry may have on prices, spending by customers, selling strategies, competitive position, customer retention or our ability to negotiate favorable agreements with customers.

***A greater focus on budgetary discipline and technological advances have caused a decline in customer spending that may remain at a low level despite an increase in commodity prices.***

A portion of our business is driven by our customers' spending on capital equipment such as drilling rigs. Our customers and their investors have adopted business strategies placing significant emphasis on capital discipline that has limited the level of their spending. In addition, new techniques and technological advances have reduced the number of days required to drill wells. The number of days required for a drilling rig to be on a site to drill a well has in many areas been reduced by at least half over the last several years. Given these factors, we cannot provide any assurance that our capital equipment sales will increase if there is an increase in commodity prices.

***We may be unable to employ a sufficient number of skilled and qualified workers.***

The delivery of our products and services requires personnel with specialized skills and experience. Our ability to be productive and profitable depends upon our ability to employ and retain skilled workers. During periods of increasing activity in our industry, our ability to expand our operations depends in part on our ability to increase the size of our skilled labor force. In addition, during those periods, the demand for skilled workers is high, the supply is limited and the cost to attract and retain qualified personnel increases, especially for skilled workers. For example, we have recently experienced shortages of engineers, mechanical assemblers, machinists and welders, which in some instances slowed the productivity of certain of our operations. Furthermore, a significant increase in the wages paid by competing employers could result in a reduction of our skilled labor force, increases in the wage rates that we must pay, or both. During periods of low activity in our industry, we have reduced the size of our labor force to match declining revenue levels, and other employees have chosen to leave in order to find more stable employment. This causes us to lose skilled personnel, the absence of which could cause us to incur quality, efficiency and deliverability issues in our operations, or delay our response to an upturn in the market. We are also exposed to the impact of labor cost increases resulting from other factors such as high employment levels, increased wages offered by employers in other industries, and government regulations. If any of these events were to occur, our ability to respond quickly to customer demands may be inhibited and our growth potential could be impaired.

***We rely on relationships with key suppliers to operate and maintain our business.***

Certain of our product lines depend on a limited number of third-party suppliers. In some cases, the suppliers own the intellectual property rights to the products we sell, or possess the technology or specialized tooling required to manufacture them. As a result of this concentration in part of our supply chain, our business and operations may be negatively affected if our key suppliers were to experience significant disruptions affecting the price, quality, availability or timely delivery of their products, or if they were to decide to terminate their relationships with us. For example, we have a limited number of suppliers for our bearings product lines and certain of our valve product lines. The limited number of these suppliers can restrict the quantity and timeliness of customer deliveries. In addition, some of our suppliers have imposed more stringent payment terms and conditions on us based on our perceived risk as a counterparty. The partial or complete loss of any one of our key suppliers, a significant adverse change in the relationship with any of these suppliers, through consolidation or otherwise, would limit our ability to manufacture and sell certain of our products.

***Our business depends upon our ability to obtain key raw materials and specialized equipment from suppliers. Increased costs of raw materials and other components, and inflationary pressure, may result in increased operating expenses.***

Should our suppliers be unable to provide the necessary raw materials or finished products or otherwise fail to deliver such materials and products timely and in the quantities required, resulting delays in the provision of products or services to customers could have a material adverse effect on our business. For example, our Coiled Tubing product line was unable to source a sufficient amount of steel during the third and fourth quarters of 2021 to satisfy customer orders on a timely basis. In addition, because many of our products are manufactured out of steel, we are particularly susceptible to fluctuations in steel prices and tariffs. Our results of operations may be adversely affected by our inability to manage the rising costs and availability of raw materials and components used in our products. The availability and cost of raw materials and finished products may be impacted by macroeconomic demand, various national, regional, local, economic and political factors, supply chain disruptions and inflationary pressures.

Some of our contracts require us to compensate customers if we do not meet specified delivery obligations. We rely on suppliers to provide required materials and in many instances these materials must meet certain specifications. Managing a geographically diverse supply base poses inherently significant logistical challenges. Furthermore, the ability of third-party suppliers to deliver materials to our specifications may be affected by events beyond our control. As a result, there is a risk that we could experience diminished supplier performance resulting in longer than expected lead times and/or product quality issues. For example, in the past, we have experienced issues with the quality of certain forgings used to produce materials utilized in our products. As a result, we were required to seek alternative suppliers for those forgings, which resulted in increased costs and a disruption in our supply chain. We have also been required in certain circumstances to provide better economic terms to some of our suppliers in exchange for their agreement to increase their capacity to satisfy our supply needs. The occurrence of any of the foregoing factors would have a negative impact on our ability to deliver products to customers within committed time frames.

***A deterioration of global economic conditions could adversely affect our financial condition and results of operations.***

A deterioration in global economic conditions, including an economic slowdown or recession in the United States or in any other country that significantly affects the supply of or demand for oil or natural gas, inflation, geopolitical issues such as the continuing conflict between Russia and Ukraine, the availability and cost of credit and supply chain disruptions, could adversely affect our financial condition and results of operations. Global economic conditions have a significant impact on oil and natural gas prices, and any stagnation or deterioration in these conditions could result in less demand for our products and services and could cause our customers to reduce their planned capital spending. Adverse global economic conditions also may cause our customers, vendors and/or suppliers to lose access to the financing necessary to sustain or increase their current level of operations, fulfill their commitments and/or fund future operations and obligations. Additionally, if inflation increases, we may be unable to raise pricing for our products and services at or above the rate of inflation, which could reduce our profit margins. In the past, global economic conditions, and expectations for future global economic conditions, have sometimes experienced significant deterioration in a relatively short period of time and there can be no assurance that global economic conditions or expectations for future global economic conditions will recover in the near term or not quickly deteriorate again due to one or more factors.



***We may not be able to satisfy technical requirements, testing requirements, code requirements or other specifications under contracts and contract tenders.***

Many of our products are used in harsh environments and severe service applications. Our contracts with customers and customer requests for bids often set forth detailed specifications or technical requirements (including that they meet certain industrial code requirements, such as API, ASME or similar codes, or that our processes and facilities maintain ISO or similar certifications) for our products and services, which may also include extensive testing requirements. We anticipate that such code testing requirements will become more common in our contracts. We cannot assure that our products or facilities will be able to satisfy the specifications or requirements, or that we will be able to perform the full-scale testing necessary to prove that the product specifications are satisfied in future contract bids or under existing contracts, or that the costs of modifications to our products or facilities to satisfy the specifications and testing will not adversely affect our results of operations. If our products or facilities are unable to satisfy such requirements, or we are unable to perform or satisfy any required full-scale testing, we may suffer reputational harm and our customers may cancel their contracts and/or seek new suppliers, and our business, results of operations or financial position may be adversely affected.

***Our information technology infrastructure could be subject to disruption, compromise or failure and our data protection measures may be insufficient to protect our information, including as a result of cyber incidents adversely impacting our business.***

The efficient operation of our business is dependent on our information technology ("IT") systems ("systems"). Accordingly, we rely upon the capacity, reliability and security of our IT hardware and software infrastructure, much of which are outsourced to third parties, including in "cloud"-based platforms. Furthermore, we continuously expand and update our IT infrastructure to ensure it is secured from outside threats. Despite our implementation of security measures, which we believe are reasonable to mitigate the risks of a cybersecurity threat, our systems, and those of the third parties we engage, are vulnerable to computer viruses, malware, incursions by intruders or hackers, cyber terrorists, failures in hardware or software, power fluctuations, natural disasters, and other similar disruptions. Geopolitical tensions or conflicts may further heighten the risk of cyber threats. In certain instances, our systems have failed to perform as anticipated, resulting in disruptions in operations and other adverse consequences. Should our systems, or those of the third parties we rely on, materially fail or be subject to disruption or compromise in the future, it may result in numerous other adverse consequences, including reduced effectiveness and efficiency of our operations, inappropriate disclosure or loss of confidential or sensitive information, increased overhead costs, and loss of intellectual property, which could lead to liability to third parties or otherwise and have a material adverse effect on our business and results of operations. While we carry cyber insurance, we cannot be certain that our coverage will be adequate for liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. In addition, we may be required to incur significant costs to prevent or mitigate damage caused by these disruptions or security incidents in the future. Further, cyber incidents on a communications network could cause operational disruption resulting in loss of revenues.

In addition, laws and regulations governing data protection and the unauthorized disclosure of confidential information, including the European Union General Data Protection Regulation and laws enacted in certain U.S. jurisdictions, are evolving, can vary significantly by jurisdiction, and pose increasingly complex compliance challenges and may potentially elevate our compliance costs. Any failure by us to comply with these laws and regulations, including as a result of a cybersecurity or data protection incident, could result in a loss of sensitive information, regulatory inquiries, litigation, and significant penalties and liabilities for us. Additionally, if we acquire a company that has violated or is not in compliance with applicable data protection laws, we may incur significant liabilities and penalties.

In the past we have experienced, and in the future we may again experience, cybersecurity incidents. The preventive actions we take to reduce exposure to, and the risks associated with, cybersecurity incidents may be insufficient to prevent or mitigate the effects of material cybersecurity incidents in the future. Because the tools and methods used by threat actors to damage or obtain unauthorized access to networks, systems, and data change frequently, and are often not known until used against a target, we may be unable to anticipate these tools or methods or implement adequate preventative measures. It is impossible to eliminate all cybersecurity threats and exposure to cybersecurity incidents, and thus our networks and systems, as well as those of our service providers, suppliers, customers and other third parties, remain potentially vulnerable to known or unknown threats. In the event of a cybersecurity incident, we may be required to expend additional resources in order to enhance our cybersecurity measures and to investigate and remediate any vulnerabilities, which would increase our cybersecurity costs. We also may incur large expenditures to recover data, to repair or replace networks or information systems or to protect against similar future events.

***Our success depends on our ability to implement new technologies and services more efficiently and quickly than our competitors.***

Our success depends on our ability to develop and implement new product designs and improvements that meet our customers' needs in a manner equal to or more effective than those offered by our competitors. If we are not able to continue to provide new and innovative services and technologies in a manner that allows us to meet evolving industry requirements, including the focus on renewable energy opportunities, at prices acceptable to our customers, our financial results would be negatively affected. In addition, some of our competitors are large national and multinational companies that we believe are able to devote greater financial, technical, manufacturing and marketing resources to research and develop more or better systems, services and technologies than we are able to do. Moreover, as a result of the currently depressed levels of customer activity, we may be unable to allocate sufficient amounts of capital to research and new product development activities, which may limit our ability to compete in the market and generate revenue.

***Our success will be affected by the use and protection of our proprietary technology. Due to the limitations of our intellectual property rights, our ability to exclude others from the use of our proprietary technology may be reduced. Furthermore, we may be adversely affected by disputes regarding intellectual property rights.***

Our success will be affected by our development and implementation of new product designs and improvements and by our ability to protect and maintain intellectual property assets related to these developments. Although in many cases our products are not protected by any registered intellectual property rights, in some cases we rely on a combination of patents and trade secret laws to establish and protect this proprietary technology.

We currently hold multiple U.S. and international patents and have several pending patent applications associated with our products and processes. Some work is conducted in international waters and, therefore, does not fall within the scope of any country's patent jurisdiction. As a result, we would be limited in the degree to which we can enforce our patents against infringement occurring in international waters and other "non-covered" territories. Also, we do not have patents in every jurisdiction in which we conduct business and our patent portfolio will not protect all aspects of our business and may relate to obsolete or unusual methods, which would not prevent third parties from entering the same market.

From time to time, our competitors have infringed upon, misappropriated, circumvented, violated or challenged the validity or enforceability of our intellectual property. In the future, we may not be able to adequately protect or enforce our intellectual property rights. Our failure or inability to protect our proprietary information or successfully oppose intellectual property challenges against us could materially and adversely affect our competitive position. Moreover, third parties from time to time may initiate litigation against us by asserting that the conduct of our business infringes, misappropriates or otherwise violates their intellectual property rights. We may not prevail in any such legal proceedings, and our products and services may be found to infringe, impair, misappropriate, dilute or otherwise violate the intellectual property rights of others. Any legal proceeding concerning intellectual property is likely to be protracted and costly and is inherently unpredictable, and could have a material adverse effect on our business, regardless of its outcome. Further, our intellectual property rights may not have the value expected and such value is expected to change over time as new products are designed and improved.

***We may incur liabilities, fines, penalties or additional costs, or we may be unable to sell to certain customers if we do not maintain safe operations.***

If we fail to comply with safety regulations or maintain an acceptable level of safety at our facilities, we may incur fines, penalties or other liabilities, or we may be held criminally liable. In addition, a portion of our workforce is made up of newer employees who are less experienced and therefore more prone to injury. As a result, new employees require ongoing training and a higher degree of oversight. We incur additional costs to encourage training and ensure proper oversight of these shorter service employees. Moreover, we incur costs in connection with equipment upgrades, or other costs to facilitate our compliance with safety regulations. Failure to maintain safe operations or achieve certain safety performance metrics could disqualify us from doing business with certain customers, particularly major oil companies.

***If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud.***

Effective internal controls over financial processes and reporting are necessary for us to provide reliable financial reports that effectively prevent fraud and operate successfully. Our efforts to maintain internal control systems have not been successful in the past. The existence of a material weakness in the future or a failure of our internal controls could affect our ability to obtain financing or increase the cost of any such financing. The identification of a

material weakness in the future could also cause investors to lose confidence in the reliability of our financial statements and could result in a decrease in the value of our common stock. In addition, the entities that we acquire in the future may not maintain effective systems of internal control or we may encounter difficulties integrating our system of internal controls with those of acquired entities. If we are unable to maintain effective internal controls and, as a result, fail to provide reliable financial reports and effectively prevent fraud, our reputation and operating results would be harmed.

***The impact and effects of public health crises, pandemics and epidemics could have a material adverse effect on our business, financial condition and results of operations.***

Public health crises, pandemics and epidemics and fear of such events have adversely impacted and may continue to adversely impact our operations, the operations of our customers and the global economy, including the worldwide demand for oil and natural gas and the level of demand for our products and services. Other effects of such public health crises, pandemics and epidemics have included and may continue to include significant volatility and disruption of the global financial markets; continued volatility of oil and natural gas prices and related uncertainties around OPEC+ production; disruption of our operations; impact to costs; loss of workers; labor shortages; operational and supply chain disruptions; material or equipment shortages; logistics constraints; customer demand for our products and services and industry demand generally; capital spending by oil and natural gas companies; our liquidity; the price of our securities and trading markets with respect thereto; our ability to access capital markets; asset impairments and other accounting changes; certain of our customers experiencing bankruptcy or otherwise becoming unable to pay vendors, including us; and employee impacts from illness, travel restrictions, including border closures and other community response measures. Such public health crises, pandemics and epidemics are continuously evolving and the extent to which our business operations and financial results continue to be affected depends on various factors beyond our control.

***Facility consolidations or expansions may subject us to risks of operating inefficiencies, construction delays and cost overruns.***

We may consolidate facilities to achieve operating efficiencies and reduce costs. These facility consolidations may be delayed and cause us to incur increased costs, product or service delivery delays, decreased responsiveness to customer needs, liabilities under terms and conditions of sale or other operational inefficiencies, or may not provide the benefits we anticipate. We may lose key personnel and operational knowledge that might lead to quality issues, delays in production or other competitive disadvantages.

In the future, we may grow our businesses through the construction of new facilities and expansions of our existing facilities. These projects, and any other capital asset construction projects that we may commence, are subject to similar risks of delay or cost overruns inherent in any construction project resulting from numerous factors, including the following:

- difficulties or delays in obtaining land;
- shortages of key equipment, materials or skilled labor;
- unscheduled delays in the delivery of ordered materials and equipment;
- unanticipated cost increases;
- weather interferences; and
- difficulties in obtaining necessary permits or in meeting permit conditions.

***Our acquisitions and dispositions may not result in anticipated benefits and may present risks not originally contemplated.***

We continually seek opportunities to maximize efficiency and value through various transactions, including purchases or sales of assets, businesses, investments, or joint venture interests. These transactions are intended to (but may not) result in the realization of savings, the creation of efficiencies, the offering of new products or services, the generation of cash or income, or the reduction of risk. Acquisition transactions may use cash on hand or be financed by additional borrowings or by the issuance of our common stock. These transactions may also affect our business, consolidated results of operations and consolidated financial condition. These transactions also involve risks, and we cannot ensure that:

- any acquisitions we attempt will be completed on the terms announced, or at all;
- any acquisitions would result in an increase in income or provide an adequate return of capital or other anticipated benefits;

- any acquisitions would be successfully integrated into our operations and internal controls;
- the due diligence conducted prior to an acquisition would uncover situations that could result in financial or legal exposure, including under the FCPA, or that we will appropriately quantify the exposure from known risks;
- any disposition would not result in decreased earnings, revenue, or cash flow;
- use of cash for acquisitions would not adversely affect our cash available for capital expenditures and other uses; or
- any dispositions, investments, or acquisitions, including integration efforts, would not divert management resources.

***A natural disaster, catastrophe or other event could result in severe property damage, which could curtail our operations.***

Adverse weather conditions, such as hurricanes, tornadoes, ice or snow may damage or destroy our facilities, interrupt or curtail our operations, or our customers' operations, cause supply disruptions and result in a loss of revenue, which may or may not be insured. For example, certain of our facilities located in Oklahoma and Pennsylvania have experienced suspensions in operations due to tornado activity or extreme cold weather conditions.

Some of our operations involve risks of, among other things, property damage, which could curtail our operations. Disruptions in operations or damage to a manufacturing plant could reduce our ability to produce products and satisfy customer demand. In particular, we have offices and manufacturing facilities in Houston, Texas, and in various places throughout the U.S. Gulf Coast region. These offices and facilities are particularly susceptible to severe tropical storms and hurricanes, which may disrupt our operations. Damage to one or more of our manufacturing facilities by severe weather or any other disaster, accident, catastrophe or event, could significantly interrupt our operations. Similar interruptions could result from damage to production or other facilities that provide supplies or other raw materials to our plants or other stoppages arising from factors beyond our control. These interruptions might involve significant damage to property, among other things, and repairs might take a significant amount of time. For example, in the third quarter 2017, we were impacted by idled facilities and operations directly related to Hurricane Harvey's widespread damage in Texas and Louisiana. As a result, our financial results were negatively impacted by foregone revenue and under-absorption of manufacturing costs, and, indirectly, due to supplier and logistical delays.

**Risks Related to the Variperm Acquisition:**

***We may not be able to integrate Variperm successfully or manage the combined business effectively, and the benefits of acquiring Variperm may not be realized or may not be realized within the expected time frame.***

We consummated the Variperm Acquisition with the expectation that it would result in various benefits. Achieving the anticipated benefits of the Variperm Acquisition is subject to a number of uncertainties, including whether the businesses of FET and Variperm can be integrated in an efficient and effective manner. We will be required to devote significant management attention and resources to integrating Variperm's operations into our operations. Delays or unexpected difficulties in the integration process may cause the anticipated benefits of the Variperm Acquisition to not be fully realized or to take longer to realize than expected. Issues that must be addressed in integrating Variperm's operations include, among other things:

- conforming standards, controls, procedures and policies, business cultures and compensation structures;
- integrating supply chain, procurement, corporate, accounting, information technology, communications, administration and other systems;
- consolidating sales and marketing operations;
- retaining existing customers and attracting new customers;
- retaining key employees and attracting new talent to fill new roles created by the integration or vacant roles created by attrition;
- identifying and eliminating redundant and underperforming operations and assets;
- minimizing the diversion of management's attention from ongoing business concerns;
- operating the combined business in markets and geographies in which we do not currently operate; and

- managing tax costs or inefficiencies associated with integrating Variperm's and FET's operations.

Failure to achieve the anticipated benefits of the Variperm Acquisition could adversely affect our future business, financial condition, results of operations and prospects.

Even if we are able to integrate Variperm's operations successfully, this integration may not result in the realization of the full benefits we expect or the achievement of these benefits within a reasonable period of time. In addition, we may have not discovered during the due diligence process prior to closing all known and unknown factors regarding Variperm that could produce unintended and unexpected consequences for us. Undiscovered factors could result in us incurring financial liabilities, which could be material, and could result in us not achieving the expected benefits from the Variperm Acquisition within our desired time frames, or at all.

***Variperm may have liabilities that are not known, probable or estimable at this time.***

As a result of the Variperm Acquisition, Variperm has become our wholly-owned subsidiary, and we effectively assume all of Variperm's liabilities, whether or not currently known. There may be claims, assessments or liabilities that we did not discover or identify in the course of performing due diligence investigations of Variperm.

In addition, there may be liabilities that are neither probable nor estimable at this time which may become probable and estimable in the future. Any such liabilities, individually or in the aggregate, could have a material adverse effect on our business. We may uncover additional information about Variperm that adversely affects us, such as unknown, unasserted or contingent liabilities and issues relating to compliance with applicable laws.

***We will incur significant costs in connection with the Variperm Acquisition, which may be in excess of those anticipated.***

We have incurred and expect to continue to incur a number of non-recurring costs associated with negotiating and completing the Variperm Acquisition and combining the operations of FET and Variperm. These fees and costs have been, and will continue to be, substantial. A significant portion of such expenses consist of transaction costs related to the Variperm Acquisition and include, among others, fees and expenses of professional advisors, including legal and accounting advisors, and financing costs. We will also incur fees and costs related to the integration of FET and Variperm, which could include severance costs and capital expenditures.

Moreover, we may incur additional unanticipated expenses in connection with the integration. Although we expect the elimination of duplicative costs and the realization of other efficiencies related to the integration of Variperm into FET's operations to offset integration-related costs over time, this net benefit may not be achieved in the near term, or at all. We cannot assure you that we will successfully integrate the Variperm business.

The costs described above, as well as other unanticipated costs and expenses, could have a material adverse effect on the financial condition and operating results of the combined company following the completion of the Variperm Acquisition.

***Failure to retain key employees and attract new talent to fill new roles created by the integration or vacant roles created by attrition could diminish the anticipated benefits of the Variperm Acquisition and otherwise harm our business.***

The success of our business, including the Variperm Acquisition, will depend in part upon the retention of key employees critical to the Variperm business. Current employees may experience uncertainty about their future roles until clear strategies are announced or executed.

Some Variperm employees may choose not to remain with the combined company. If we are unable to retain personnel that are critical to our operations and the integration of FET and Variperm, or if we are unable to attract talent to fill new roles created by the integration or vacant roles created by attrition, we could experience disrupted operations, including loss of customers, key information, expertise and know how, or unanticipated hiring and training costs. In addition, the loss of key personnel could diminish the benefits of the Variperm Acquisition actually achieved by us.

**Legal and Regulatory Risks:**

***Our operations and our customers' operations are subject to a variety of governmental laws and regulations that affect our and our customers' costs, prohibit or curtail our customers' operations in certain areas, limit the demand for our products and services or restrict our operations.***

Our business and our customers' businesses may be significantly affected by:

- federal, state and local U.S. and non-U.S. laws and other regulations relating to oilfield operations, worker safety and protection of the environment;

- changes in these laws and regulations;
- the level of enforcement of these laws and regulations; and
- interpretation of existing laws and regulations.

In addition, we depend on the demand for our products and services from the oil and natural gas industry. This demand is affected by changing taxes, price controls and other laws and regulations relating to the oil and natural gas industry in general. For example, the adoption of laws and regulations curtailing exploration and development drilling for oil and natural gas for economic or other policy reasons could adversely affect our operations by limiting demand for our products. In addition, some non-U.S. countries adopt regulations or practices that provide an advantage to local oil companies in bidding for oil leases, or require local companies to perform oilfield services currently supplied by international service companies. To the extent that such companies are not our customers, or we are unable to develop relationships with them, our business may suffer. We cannot determine the extent to which our future operations and earnings may be affected by new legislation, new regulations or changes in existing regulations.

Because of our non-U.S. operations and sales, we are also subject to changes in non-U.S. laws and regulations that encourage or require hiring of local contractors or require non-U.S. contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. If we fail to comply with any applicable law or regulation, our business, results of operations or financial condition may be adversely affected.

***Potential legislation or regulations restricting the use of hydraulic fracturing could reduce demand for our products.***

Certain environmental advocacy groups and politicians have suggested that additional federal, state and local laws and regulations may be needed to more closely regulate the hydraulic fracturing process, and have made claims that hydraulic fracturing techniques are harmful to surface water and drinking water resources. Various governmental entities (within and outside the U.S.) are in the process of studying, restricting, regulating or preparing to regulate hydraulic fracturing, directly or indirectly.

The EPA has asserted federal authority over hydraulic fracturing using fluids that contain "diesel fuel" under the federal Safe Drinking Water Act ("SDWA") Underground Injection Control Program and has issued permitting guidance for hydraulic fracturing operations involving the use of diesel fuel in fracturing fluids in those states where the EPA is the permitting authority. Additionally, in March 2015, the Department of the Interior's Bureau of Land Management ("BLM") issued final rules, including new requirements relating to public disclosure, wellbore integrity and handling of flowback water, to regulate hydraulic fracturing on federal and Indian lands. These rules were rescinded by rule in December 2017; however, in January 2018, California and a coalition of environmental groups filed a lawsuit in the Northern District of California to challenge the BLM's rescission of the rules. The Northern District of California upheld the rescission in 2020, but this decision was then appealed to the Ninth Circuit Court of Appeals. This litigation is ongoing and future implementation of the BLM rules is uncertain at this time.

In past sessions, Congress has considered, but not passed, the adoption of legislation to provide for federal regulation of hydraulic fracturing under the SDWA and to require disclosure of the chemicals used in the hydraulic fracturing process. Some states have adopted, and other states are considering adopting, legal requirements that could impose more stringent permitting, public disclosure or well construction requirements on hydraulic fracturing activities or impose bans or moratoria on these activities altogether. Local governments also may seek to adopt ordinances within their jurisdictions regulating the time, place and manner of drilling activities in general or hydraulic fracturing activities in particular, in some cases banning hydraulic fracturing entirely. For example, the Colorado state legislature passed a package of hydraulic fracturing regulations in April 2019. Under the new law, the state oil and natural gas agency must review well locations for environmental protection criteria. In addition, the legislation broadened the authority for local governments to further regulate or restrict hydraulic fracturing. In April 2021, the California Governor's Office directed state regulators to end the issuance of new permits for hydraulic fracturing by January 2024. In February 2018, the Oklahoma Corporation Commission released a protocol that requires operators to suspend hydraulic fracturing well completion operations in response to certain levels of seismic activity.

If new or more stringent federal, state or local legal restrictions relating to the hydraulic fracturing process are adopted in areas where our oil and natural gas exploration and production customers operate, they could incur potentially significant added costs to comply with such requirements, experience delays or curtailment in the pursuit of exploration, development, and production activities, and perhaps even be precluded from drilling wells, some or all of which could adversely affect demand for our products and services from those customers.

***Our financial results could be adversely impacted by changes in regulation of oil and natural gas exploration and development activity in response to significant environmental incidents or climate change actions.***

Environmental incidents such as the Macondo well incident could result in drilling moratoria, and could result in increased federal, state, and international regulation of our and our customers' operations that could negatively impact our earnings, prospects and the availability and cost of insurance coverage. Any additional regulation of the exploration and production industry as a whole could result in fewer companies being financially qualified to operate offshore or onshore in the U.S. or in non-U.S. jurisdictions, resulting in higher operating costs for our customers and reduced demand for our products and services.

In January 2021, President Biden signed an executive order that, among other things, instructed the Secretary of the Interior to pause new oil and natural gas leases on public lands or in offshore waters pending completion of a comprehensive review and reconsideration of federal oil and natural gas permitting and leasing practices. Following that executive order, the acting Secretary of the Interior issued an order imposing a 60 day pause on the issuance of new leases, permits and right-of-way grants for oil and gas drilling on federal lands, unless approved by senior officials at the Department of the Interior. In March 2021, prior to the expiration of the Secretary of the Interior's order, President Biden announced that career staff at the Department of the Interior would resume processing oil and gas drilling permits. In August 2022, a federal judge for the U.S. District Court of the Western District of Louisiana issued a permanent injunction against the pause of oil and natural gas leasing on public lands or in offshore waters of the thirteen plaintiff states that brought the lawsuit, which followed a June 2021 nationwide preliminary injunction by the district court that was subsequently vacated by the U.S. Court of Appeals for the Fifth Circuit. The full impact of these federal actions remains unclear, and if other restrictions or prohibitions become effective in the future, they could have an adverse impact on our business, financial condition, results of operations and cash flows.

***Our operations are subject to environmental and operational safety laws and regulations that may expose us to significant costs and liabilities.***

Our operations are subject to numerous stringent and complex laws and regulations governing the discharge of materials into the environment, health and safety aspects of our operations, or otherwise relating to human health and environmental protection. These laws and regulations may, among other things, regulate the management and disposal of hazardous and nonhazardous wastes; require acquisition of environmental permits related to our operations; restrict the types, quantities, and concentrations of various materials that can be released into the environment; limit or prohibit operational activities in certain ecologically sensitive and other protected areas; regulate specific health and safety criteria addressing worker protection; require compliance with operational and equipment standards; impose testing, reporting and record keeping requirements; and require remedial measures to mitigate pollution from former and ongoing operations. Failure to comply with these laws and regulations or to obtain or comply with permits may result in the inability to conduct certain operational activities, assessment of administrative, civil and criminal penalties, imposition of remedial or corrective action requirements and the imposition of injunctions to prohibit certain activities or force future compliance. Certain environmental laws may impose joint and several liability, without regard to fault or legality of conduct, on classes of persons who are considered to be responsible for the release of a hazardous substance into the environment. In addition, these risks may be greater for us because the companies we acquire or have acquired may not have allocated sufficient resources and management focus to environmental compliance, potentially requiring rehabilitative efforts during the integration process or exposing us to liability before such rehabilitation occurs.

The trend in environmental regulation has been to impose increasingly stringent restrictions and limitations on activities that may impact the environment. The implementation of new laws and regulations could result in materially increased costs, stricter standards and enforcement, larger fines and liability and increased capital expenditures and operating costs, particularly for our customers.

***Tariffs imposed by the U.S. government could have a further severe adverse effect on our results of operations.***

The U.S. government imposed global tariffs on certain imported steel and aluminum products pursuant to Section 232 of the Trade Expansion Act of 1962, as well as tariffs on imports of various Chinese product (including steel) pursuant to Section 301 of the Trade Act of 1974. In response, China and other countries have imposed retaliatory tariffs on a wide range of U.S. products, including those containing steel and aluminum. In 2019, the U.S. government entered into tariff agreements with Mexico and Canada to remove Section 232 tariffs, and, in 2021 and 2022, the U.S. government entered into tariff agreements with the European Union, Japan, and the United Kingdom to ease Section 232 tariffs on the close allies and trade partners, but Section 232 tariffs still remain in effect with



respect to the other nations. In addition, the U.S. government issued a final determination pursuant to an anti-dumping duty order on certain hot-rolled steel products from Japan, in which it found imports of the subject merchandise were sold in the United States at prices below normal value during the October 2019 to September 2020 time period. As a result, the U.S. government assessed a dumping margin of 24.07% for imports from Japan of the subject steel products. Further, the U.S. government conducted a sunset review on its existing anti-dumping duty on certain hot-rolled steel products from Australia, Brazil, Japan, the Republic of Korea, the Netherlands, the Republic of Turkey, and the United Kingdom that was issued in 2016, and determined to continue the anti-dumping duty order on all subject steel products except for those from Brazil. Our efforts to mitigate the impact of tariffs on raw materials through the diversification of our supply chain, exemption requests and other measures may not be sufficiently successful. Furthermore, a prolonged imposition of tariffs on our goods could have a significant adverse effect on our results of operations.

***We are subject to litigation risks that may not be covered by insurance.***

In the ordinary course of business, we become the subject of claims, lawsuits and administrative proceedings seeking damages or other remedies concerning our commercial operations, products, employees and other matters, including occasional claims by individuals alleging exposure to hazardous materials as a result of our products or operations. Some of these claims relate to the activities of businesses that we have acquired, even though these activities may have occurred prior to our acquisition of such businesses. Our insurance does not cover all of our potential losses, and we are subject to various self-insured retentions and deductibles under our insurance. A judgment may be rendered against us in cases in which we could be uninsured or which exceed the amounts that we currently have reserved or anticipate incurring for such matters.

***The number and cost of our current and future asbestos claims could be substantially higher than we have estimated and the timing of payment of claims could be sooner than we have estimated.***

One of our subsidiaries has been and continues to be named as a defendant in asbestos related product liability actions. The actual amounts expended on asbestos-related claims in any year may be impacted by the number of claims filed, the nature of the allegations asserted in the claims, the jurisdictions in which claims are filed, and the number of settlements. As of December 31, 2023, our subsidiary has a net liability of \$0.3 million for the estimated indemnity cost associated with the resolution of its current open claims and future claims anticipated to be filed during the next five years.

Due to a number of uncertainties, the actual costs of resolving these pending claims could be substantially higher than the current estimate. Among these are uncertainties as to the ultimate number and type of lawsuits filed, the amounts of claim costs, the impact of bankruptcies of other companies with asbestos suits or of our insurers, and potential legislative changes and uncertainties surrounding the litigation process from jurisdiction to jurisdiction and from case to case. In addition, future claims beyond the five-year forecast period are possible, but the accrual does not cover losses that may arise from such additional future claims. Therefore, any such future claims could result in a loss.

Significant costs are incurred in defending asbestos claims and these costs are recorded at the time incurred. Receipt of reimbursement from our insurers may be delayed for a variety of reasons. In particular, if our primary insurers claim that certain policy limits have been exhausted, we may be delayed in receiving reimbursement due to the transition from one set of insurers to another. Our excess insurers may also dispute the claims of exhaustion, or may rely on certain policy requirements to delay or deny claims. Furthermore, the various per occurrence and aggregate limits in different insurance policies may result in extended negotiations or the denial of reimbursement for particular claims. For more information on the cost sharing agreements related to this risk, refer to Note 12 *Commitments and Contingencies*.

***Our products are used in operations that are subject to potential hazards inherent in the oil and natural gas industry and, as a result, we are exposed to potential liabilities that could affect our financial condition and reputation.***

Our products are used in potentially hazardous completion, production and drilling applications in the oil and natural gas industry where an accident or a failure of a product can potentially have catastrophic consequences. Risks inherent to these applications, such as equipment malfunctions; failures; explosions; blowouts or uncontrollable flows of oil, natural gas or well fluids; and natural disasters on land or in deepwater or shallow-water environments, can cause personal injury; loss of life; suspension of operations; damage to formations; damage to facilities; business interruption and damage to or destruction of property, surface water and drinking water resources, equipment and the environment. These risks can be caused or contributed to by failure of, defects in or misuse of our products. In addition, we provide certain services that could cause, contribute to or be implicated in these events. If our products or services fail to meet specifications or are involved in accidents or failures, we could face



warranty, contract or other litigation claims, which could expose us to substantial liability for personal injury, wrongful death, property damage, loss of oil and natural gas production, and pollution or other environmental damages. In addition, failure of our products to operate properly or to meet specifications may increase costs by requiring additional engineering resources and services, replacement of parts and equipment or monetary reimbursement to a customer. Our insurance policies may not be adequate to cover all liabilities. Further, insurance may not be generally available in the future or, if available, insurance premiums may make such insurance commercially unjustifiable. Moreover, even if we are successful in defending a claim, it could be time-consuming and costly to defend.

In addition, the frequency and severity of such incidents could affect operating costs, insurability and relationships with customers, employees and regulators. In particular, our customers may elect not to purchase our products or services if they view our safety record as unacceptable, which could cause us to lose customers and revenues. In addition, these risks may be greater for us because we may acquire companies that have not allocated significant resources and management focus to quality or safety, requiring rehabilitative efforts during the integration process. We may incur liabilities for losses associated with these newly acquired companies before we are able to rehabilitate such companies' quality, safety and environmental programs.

***Climate change legislation or regulations restricting emissions of GHGs and related divestment and other efforts could increase our operating costs or reduce demand for our products.***

Environmental advocacy groups and regulatory agencies in the U.S. and other countries have focused considerable attention on the emissions of carbon dioxide, methane and other GHGs and their potential role in climate change. In response to scientific studies suggesting that emissions of GHGs, including carbon dioxide and methane, are contributing to the warming of the Earth's atmosphere and other climatic conditions, the U.S. Congress has considered adopting comprehensive legislation to reduce emissions of GHGs, and approximately half of the states have already taken legal measures to reduce emissions of GHGs, primarily through measures to promote the use of renewable energy and/or regional GHG cap-and-trade programs. The EPA has attempted to regulate GHG emissions under the federal Clean Air Act:

- In December 2009, the EPA determined that emissions of carbon dioxide, methane and certain other GHGs endanger public health and the environment because emissions of such gases are, according to the EPA, contributing to warming of the Earth's atmosphere and other climatic changes. In October 2015, the EPA finalized the Clean Power Plan ("CPP"), which tried to impose additional obligations on the power generation sector to reduce GHG emissions. In August 2019, the EPA finalized the repeal of the 2015 regulations and replaced them with the Affordable Clean Energy rule ("ACE"), which designates heat rate improvement, or efficiency improvement, as the best system of emissions reduction for carbon dioxide from existing coal-fired electric utility generating units. In 2021, the U.S. Court of Appeals for the District of Columbia struck down the ACE rule but did not reinstate the former CPP regulation. In June 2022, the CPP was struck down by the United States Supreme Court, which held that Congress did not grant EPA the authority to devise emissions caps based on the generation-shifting approach the EPA took in the CPP. In May 2023, the EPA proposed to vacate the ACE rule and establish control methods to reduce the GHG emissions of power generation sector through control methods that include carbon capture and storage, low-GHG hydrogen co-firing and natural gas co-firing.
- In August 2020, the EPA rescinded methane and volatile organic compound emissions standards for new and modified oil and gas transmission and storage infrastructure previously promulgated in 2016, as well as methane limits for new and modified oil and gas production and processing equipment. The EPA also relaxed requirements for oil and gas operators to monitor emissions leaks. However, in November 2021, the EPA proposed new source performance standards ("NSPS") updates and emission guidelines to reduce methane and other pollutants from the oil and gas industry. In December 2022, the EPA issued a supplemental proposal to update, strengthen, and expand the November 2021 NSPS updates and further reduce methane and other pollutants from the oil and gas industry. The final rule was issued in December 2023. The EPA has also adopted rules requiring the reporting of GHG emissions from specified large GHG emission sources in the U.S., including oil and natural gas systems. In July 2023, the EPA proposed to add reporting that would capture "other large release events" such as abnormal methane emission events that are not fully accounted for using existing methods.

The White House has also taken actions targeting emissions of GHGs. In August 2022, President Biden signed into law the Inflation Reduction Act, which contains tax inducements and other provisions that incentivize investment, development, and deployment of alternative energy sources and technologies, which could increase operating costs within the oil and gas industry and accelerate the transition away from fossil fuels.

Efforts have also been made and continue to be made in the international community toward the adoption of international treaties or protocols that would address global climate change issues. Although the U.S. had withdrawn from the Paris Agreement in November 2020, the Biden Administration officially reentered the U.S. into the agreement in February 2021. Under the Paris Agreement, the Biden Administration has committed the United States to reducing its GHG emissions by 50 - 52% from 2005 levels by 2030. In November 2021, the U.S. and other countries entered into the Glasgow Climate Pact, which includes a range of measures designed to address climate change, including but not limited to the phase-out of fossil fuel subsidies, reducing methane emissions 30% by 2030, and cooperating toward the advancement of the development of clean energy.

The adoption of additional legislation or regulatory programs to reduce emissions of GHGs could require us to incur increased operating costs to comply with new emissions-reduction or reporting requirements. Any such legislation or regulatory programs could also increase the cost of consuming, and thereby reduce demand for, hydrocarbons that certain of our customers produce and reduce revenues by other of our customers who provide services to those exploration and production customers. Consequently, legislation and regulatory programs to reduce emissions of GHGs could have a material adverse effect on our business, financial condition and results of operations.

In addition to the regulatory efforts described above, there have also been efforts in recent years aimed at the investment community, including investment advisers, sovereign wealth funds, public pension funds, universities and other groups, promoting the divestment of fossil fuel equities as well as to pressure lenders and other financial services companies to limit or curtail activities with companies engaged in the extraction of fossil fuel reserves. In connection with such developments, numerous market participants, including certain New York State pension and public employee retirement funds, have announced plans to completely or partially divest from fossil fuel and related stocks or otherwise pursue net-zero portfolio strategies. If these efforts are successful, our ability to access capital markets may be limited and our stock price may be negatively impacted.

Members of the investment community have recently increased their focus on sustainability practices, including practices related to GHGs and climate change, in the oil and natural gas industry. As a result, we and our customers have come under increasing pressure to improve our sustainability and other Environmental, Social and Governance ("ESG") performance and to increase our public reporting and disclosure on our ESG practices. Some of our customers have begun to screen their service providers, including us, for compliance with sustainability metrics and we may incur additional costs to comply with ESG reporting expectations and ESG-linked contracting policies for our customers and suppliers.

Additionally, members of the investment community have begun to screen companies such as ours for sustainability performance before investing in our stock. If we are unable to establish adequate sustainability practices, we may lose customers, our stock price may be negatively impacted, our reputation may be negatively affected, and it may be more difficult for us to compete effectively. Our efforts to improve our sustainability practices in response to these pressures may increase our costs, and we may be forced to implement technologies that are not economically viable in order to improve our sustainability performance and to perform services for certain customers. Finally, some scientists have concluded that increasing concentrations of GHGs in the Earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, and floods and other climatic events.

Finally, increasing attention to the risks of climate change has resulted in an increased possibility of lawsuits or investigations brought by public and private entities against oil and natural gas companies in connection with their GHG emissions. Should we be targeted by any such litigation or investigations, we may incur liability, which, to the extent that societal pressures or political or other factors are involved, could be imposed without regard to the causation of or contribution to the asserted damage, or to other mitigating factors.

#### **Risks Related to Our International Operations:**

***Our business operations worldwide are subject to a number of U.S. federal laws and regulations, including restrictions imposed by the FCPA as well as trade sanctions administered by the Office of Foreign Assets Control and the Commerce Department, as well as similar laws in non-U.S. jurisdictions that govern our operations by virtue of our presence or activities there.***

We rely on a large number of agents in non-U.S. countries that have been identified as posing a high risk of corrupt activities and whose local laws and customs differ significantly from those in the U.S. In many countries, particularly in those with developing economies, it is common to engage in business practices that are prohibited by the regulations applicable to us. The FCPA and similar anti-corruption laws in other jurisdictions, including the UK Bribery Act 2010, ("anti-corruption laws") prohibit corporations and individuals from engaging in certain activities to obtain or retain business or to influence a person working in an official capacity. We may be held responsible for violations by our employees, contractors and agents for violations of anti-corruption laws. We may also be held

responsible for violations by an acquired company that occur prior to an acquisition, or subsequent to an acquisition but before we are able to institute our compliance procedures. In addition, our non-U.S. competitors that are not subject to the FCPA or similar anti-corruption laws may be able to secure business or other preferential treatment in such countries by means that such laws prohibit with respect to us. The UK Bribery Act 2010 is broader in scope than the FCPA, applies to public and private sector corruption, and contains no facilitating payments exception. A violation of any of these laws, even if prohibited by our policies, could have a material adverse effect on our business. Actual or alleged violations could damage our reputation, be expensive to defend, impair our ability to do business, and cause us to incur civil and criminal fines, penalties and sanctions.

Compliance with regulations relating to export controls, trade sanctions and embargoes administered by the countries in which we operate, including the U.S. Department of the Treasury's Office of Foreign Assets Control and similar regulations in non-U.S. jurisdictions also pose a risk to us. We cannot provide products or services to certain countries, companies or individuals subject to U.S. and other countries' trade sanctions. Furthermore, the laws and regulations concerning import activity, export record keeping and reporting, export controls and economic sanctions are complex and constantly changing. Any failure to comply with applicable legal and regulatory trading obligations could result in criminal and civil penalties and sanctions, such as fines, imprisonment, debarment from governmental contracts, seizure of shipments and loss of import and export privileges.

***Our exposure to currency exchange rate fluctuations may result in fluctuations in our cash flows and could have an adverse effect on our results of operations.***

Fluctuations in currency exchange rates could be material to us depending upon, among other things, our manufacturing locations and the sourcing for our raw materials and components. In particular, we are sensitive to fluctuations in currency exchange rates between the U.S. dollar and each of the Canadian dollar, the British pound sterling, the Euro, and, to a lesser degree, the Mexican peso, the Chinese yuan, the Singapore dollar, and the Saudi riyal. There may be instances in which costs and revenue will not be matched with respect to currency denomination. As a result, to the extent that we expand on a global basis, higher portions of revenue, costs, assets and liabilities will be subject to fluctuations in foreign currency valuations. We may experience economic loss and a negative impact on earnings or net assets solely as a result of foreign currency exchange rate fluctuations. Further, the markets in which we operate could restrict the removal or conversion of the local currency, resulting in our inability to hedge against these risks.

**Risks Related to Our Common Stock, Indebtedness and Financial Condition:**

***Our common stock price has been volatile, and we expect it to continue to remain volatile in the future.***

The market price of common stock of companies engaged in the oil and natural gas equipment manufacturing and services industry has been volatile. Likewise, the market price of our common stock has varied significantly in the past. For example, in 2023, the market price of our common stock reached a high of \$33.84 per share on February 10, 2023, and a low of \$19.31 per share on December 12, 2023. We expect our stock price to continue to remain volatile given the cyclical nature of our industry and our limited public float.

***Our debt agreements contain operating and financial restrictions that restrict our business and financing activities.***

Our debt agreements contain, and any future indebtedness we incur may contain, a number of restrictive covenants that will impose significant operating and financial restrictions on us, including restrictions on our ability to, among other things:

- pay dividends on, purchase or redeem our common stock;
- make certain investments;
- incur or guarantee additional indebtedness or issue certain types of equity securities;
- create certain liens;
- sell assets, including equity interests in our restricted subsidiaries;
- redeem or prepay subordinated debt or debt that is unsecured or secured on a basis junior to our notes;
- restrict dividends or other payments of our restricted subsidiaries;
- consolidate, merge or transfer all or substantially all of our assets;
- engage in transactions with affiliates;
- create unrestricted subsidiaries; or

- execute our acquisition strategy.

Our senior secured asset-based lending facility (the "Credit Facility") and our second lien seller term loan credit agreement we entered into to fund a portion of the purchase price of the Variperm Acquisition (the "Seller Term Loan") also contain covenants, which, among other things, require us in certain circumstances, on a consolidated basis, to maintain specified financial ratios or conditions. As a result of these covenants, we are limited in the manner in which we conduct our business, and we may be unable to engage in favorable business activities or finance future operations or capital needs. Our ability to borrow under the Credit Facility and comply with some of the covenants, ratios or tests contained in our debt agreements may be affected by events beyond our control. If market or other economic conditions deteriorate, and there is a decrease in our accounts receivable and inventory, our ability to borrow under our Credit Facility will be reduced and our ability to comply with these covenants, ratios or tests may be impaired. A failure to comply with the covenants, ratios or tests would result in an event of default, which, if not cured or waived, would cause some or all of our indebtedness to become immediately due and payable and have a material adverse effect on our business, financial condition and results of operations.

The restrictions in our debt agreements may have significant consequences for our future prospects, including limiting our liquidity and flexibility in obtaining additional financing, increasing our vulnerability to general adverse economic and industry conditions, and reducing our flexibility to plan for, and react to, changes in the economy and in our industry. Our ability to pay our expenses, and fund our working capital needs and debt obligations, will depend on our future performance, which will be affected by financial, business, economic, regulatory and other factors that are outside of our control. As a result of these factors, our business may not generate sufficient cash flow from operations to enable us to meet our debt obligations.

***Our variable rate indebtedness may subject us to interest rate risk, which could cause our debt service obligations to increase significantly.***

Any borrowings under our Credit Facility would be at variable rates of interest and expose us to interest rate risk. If interest rates were to increase, our debt service obligations on such variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, would correspondingly decrease. Assuming all loans available under our amended Credit Facility upon closing of the Variperm Acquisition are fully drawn, each quarter point change in interest rates would result in an approximately \$0.6 million change in annual interest expense on our indebtedness under our Credit Facility. In the future, we may enter into interest rate swaps that involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk.

***Our ability to access the capital and credit markets to raise capital on favorable terms is limited by our debt level, industry conditions and credit rating.***

Our ability to access the capital and credit markets is limited by, among other things, oil and natural gas prices, our existing capital structure, our credit ratings, the state of the economy, the health of the drilling and overall oil and natural gas industry, trends among investors to avoid companies associated with the production of hydrocarbon products, and the liquidity of the capital markets. Many of the factors that affect our ability to access capital markets are outside of our control and may be negatively impacted by market events. Recent trends and conditions in the capital and credit markets with respect to the energy sector, including environmental and climate change related divestment campaigns, limit our ability to access these markets or may significantly increase our cost of capital. Low levels of exploration and drilling activity have caused and may continue to cause lenders to increase the interest rates under our credit facilities, enact tighter lending standards, refuse to refinance existing debt on acceptable terms or at all and may reduce or cease to provide funding. If we are unable to access the capital or credit markets on terms acceptable to us, it could have a material adverse effect on our business, financial condition, results of operations, cash flows and liquidity, particularly in respect of our ability to repay or refinance our debt.

***Provisions in our organizational documents and under Delaware law could delay or prevent a change in control of our company, which could adversely affect the price of our common stock.***

The existence of some provisions in our organizational documents and under Delaware law could delay or prevent a change in control of our company that a stockholder may consider favorable, which could adversely affect the price of our common stock. Certain provisions of our amended and restated certificate of incorporation and amended and restated bylaws could make it more difficult for a third party to acquire control of our company, even if the change of control would be beneficial to our stockholders. These provisions include:

- a classified board of directors, so that only approximately one-third of our directors are elected each year;

- authority of our board to fill vacancies and determine its size;
- the ability of our board of directors to issue preferred stock without stockholder approval;
- limitations on the removal of directors; and
- limitations on the ability of our stockholders to call special meetings.

In addition, our amended and restated bylaws establish advance notice provisions for stockholder proposals and nominations for elections to the board of directors to be acted upon at meetings of stockholders.

***We have incurred impairment charges and we may incur additional impairment charges in the future.***

We evaluate our long-lived assets, including property and equipment, intangible assets with definite lives and operating lease right of use assets for potential impairment whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset may not be recoverable. In performing our review for impairment, future cash flows expected to result from the use of the asset and its eventual value upon disposal are estimated. If the undiscounted future cash flows are less than the carrying amount of the assets, there is an indication that the asset may be impaired. The amount of the impairment is measured as the difference between the carrying value and the estimated fair value of the asset. The fair value is determined either through the use of an external valuation, or by means of an analysis of discounted future cash flows based on expected utilization.

If we determine that the carrying value of our long-lived assets is less than their fair value, we would be required to record additional charges in the future, which could adversely affect our financial condition and results of operations.

**Item 1B. Unresolved Staff Comments**

None.

**Item 1C. Cybersecurity**

We maintain a cybersecurity program designed to protect our information, and that of our customers, suppliers and other third parties we engage with, against cybersecurity threats that may result in adverse effects on the confidentiality, integrity, and availability of our information systems.

**Internal Cybersecurity Team and Governance**

Board of Directors

Our board of directors has delegated the primary responsibility to oversee cybersecurity matters to the Audit Committee. The Audit Committee regularly reviews the measures implemented by the Company to identify and mitigate data protection and cybersecurity risks. As part of such reviews, the Audit Committee receives reports and presentations from members of our team responsible for overseeing the Company's cybersecurity risk management, including senior members of our IT, Finance and Accounting, and Legal teams. We have protocols by which certain cybersecurity incidents are escalated within the Company and, where appropriate, reported to the Audit Committee.

Management

The executive management team, including our Chief Executive Officer, Chief Financial Officer and General Counsel, receives periodic reports from the IT Director regarding cybersecurity objectives and risk management measures being implemented by the Company and discusses these updates to identify and mitigate data protection and cybersecurity risks. The cybersecurity objectives established by the IT Director are based on industry best practices and are designed to further develop the security IT infrastructure.

Our IT Director has cybersecurity knowledge and skills gained from over 15 years of information technology experience at the Company and elsewhere. Under his supervision, the IT Department, with the advice of outside consultants, is responsible for developing, implementing, monitoring and maintaining cybersecurity and data protection practices across our business and reports directly to the Company's Vice President of Operations. The IT Director receives regular reports on cybersecurity threats from the internal cybersecurity team and reviews risk management measures designed and implemented by the Company to identify and mitigate data protection and cybersecurity threats. Our IT Director works with the General Counsel and other members of the Legal Department to oversee compliance with legal, regulatory and contractual security requirements. The IT Director also periodically attends the Board's Audit Committee meetings to report on developments impacting the IT Department and discuss annual cybersecurity goals and initiatives.

### Internal Cybersecurity Team

Our internal cybersecurity team is responsible for the development, implementation, monitoring, and maintenance of the cybersecurity and data protection practices across the Company. Reporting to our IT Director are experienced personnel with training to assist with managing cybersecurity objectives and to implement related policies and tools. Our internal cybersecurity team includes a manager who is a Certified Information Systems Security Professional and Systems Security Certified Practitioner. Also, the internal cybersecurity team conducts periodic security awareness training for employees. In addition to our internal cybersecurity capabilities, we also regularly engage consultants to assist with assessing, identifying, and managing cybersecurity risks and optimize infrastructure.

### **Risk Management and Strategy**

Assessing, identifying and managing cybersecurity risks are integral to our enterprise risk management activities. Our cybersecurity program leverages people, processes, and technology to timely identify and respond to cybersecurity threats. The Company has access control systems to limit physical and virtual access into our system to authorized users. In addition, we utilize services and software from third-party providers to monitor the Company's network and obtain expeditious alerts of anomalous activity. The Company takes a risk-based approach to manage cybersecurity risks and reviews third-party reports to oversee and identify cybersecurity threats.

The Company maintains cybersecurity insurance to defray costs associated with an information security incident.

### Security Policy and Requirements

The Company has information security policies to (i) protect information processed and stored by the Company in accordance with applicable laws; (ii) protect the Company's information from current and emerging threats to computing systems and the energy industry in particular; and (iii) establish appropriate levels of protection for the Company's information systems. The IT Department is responsible for designing and implementing information system controls, procedures and solutions to accomplish the Company's cybersecurity and data protection objectives. The executive management team, including our Chief Executive Officer, Chief Financial Officer and General Counsel, is responsible for (i) approving and reviewing any changes to the policies; (ii) ensuring necessary resources; (iii) defining information that is considered strategically important; (iv) reviewing and approving information security objectives on annual basis; and (v) driving continued improvement and communicate importance of information security to the organization. All Company employees, contractors, managers and partners are responsible for (i) following applicable information security controls and (ii) reporting violations of controls or suspicious incidents to their business manager or directly to the IT Department. We are regularly audited by certain customers to assess the adequacy of our cybersecurity controls.

### Incident Response

We have implemented a Cybersecurity Incident Response Plan that applies in the event of a cybersecurity threat or incident (the "IRP") to provide a standardized framework for responding to cybersecurity incidents. The IRP sets out a coordinated approach to investigating, containing, documenting and mitigating incidents, including reporting findings and keeping senior management and other key stakeholders informed and involved as appropriate. In general, our incident response process follows the National Institute of Standards and Technology framework and focuses on four phases: preparation; detection and analysis; containment, eradication and recovery; and post-incident remediation. The IRP applies to all Company personnel, including third-party contractors, vendors and partners, that perform functions or services require access to secure Company information, and to all devices and network services that are owned or managed by the Company.

### Material Cybersecurity Risks, Threats and Incidents

Due to evolving cybersecurity threats, it has and will continue to be difficult to prevent, detect, mitigate, and remediate cybersecurity incidents.

While we have not experienced any material cybersecurity threats or incidents, there can be no guarantee that we will not be the subject of future successful threats or incidents.

We also rely on information technology and third party vendors to support our operations, including our secure processing of personal, confidential, sensitive, proprietary and other types of information. Despite ongoing efforts to continuously improve our and our vendors' ability to protect against cyber incidents, we may not be able to protect all information systems. Cybersecurity incidents may lead to reputational harm, revenue and client loss, legal

actions, and statutory penalties, among other consequences. Additional information on cybersecurity risks we face are discussed in Item 1A "Risk Factors," which should be read in conjunction with the foregoing information.

## Item 2. Properties

The following table describes the significant facilities owned or leased by us as of December 31, 2023, for our Drilling & Downhole (“D&D”), Completions (“C”) and Production (“P”) segments:

| Country        | Location          | Number of facilities | Description                        | Leased or Owned | Segments |
|----------------|-------------------|----------------------|------------------------------------|-----------------|----------|
| Canada         | Red Deer          | 2                    | Service/Distribution               | Leased          | C        |
|                | Calgary           | 1                    | Manufacturing                      | Leased          | C        |
|                | Edmonton          | 2                    | Service/Distribution               | Leased          | Shared   |
|                | Grande Prairie    | 1                    | Service/Distribution               | Leased          | C        |
| Germany        | Hamburg           | 1                    | Manufacturing                      | Leased          | D&D      |
| Saudi Arabia   | Dammam            | 1                    | Manufacturing/Distribution         | Owned           | Shared   |
| UAE            | Jebel Ali         | 1                    | Service/Distribution               | Leased          | D&D      |
| United Kingdom | Aberdeen          | 1                    | Service/Distribution               | Leased          | D&D      |
|                | Kirkbymoorside    | 1                    | Manufacturing                      | Owned           | D&D      |
| United States  | Broussard, LA     | 1                    | Manufacturing/Service/Distribution | Leased          | Shared   |
|                | Bryan, TX         | 1                    | Manufacturing                      | Leased          | Shared   |
|                | Clearfield, PA    | 1                    | Manufacturing/Service/Distribution | Owned           | P        |
|                | Dayton, TX        | 1                    | Manufacturing                      | Owned           | C        |
|                | Fort Worth, TX    | 1                    | Manufacturing/Service              | Leased          | C        |
|                | Guthrie, OK       | 1                    | Manufacturing                      | Leased          | P        |
|                | Houston, TX       | 2                    | Corporate/Manufacturing            | Leased          | Shared   |
|                | Humble, TX        | 1                    | Manufacturing                      | Leased          | C        |
|                | Midland, TX       | 1                    | Service/Distribution               | Leased          | C        |
|                | Odessa, TX        | 1                    | Service/Distribution               | Leased          | C        |
|                | Odessa, TX        | 1                    | Service/Distribution               | Leased          | D&D      |
|                | Pearland, TX      | 1                    | Manufacturing/Distribution         | Owned           | D&D      |
|                | Plantersville, TX | 1                    | Manufacturing/Distribution         | Leased          | D&D      |
|                | Smock, PA         | 1                    | Service                            | Leased          | C        |
|                | Stafford, TX      | 1                    | Manufacturing/Distribution         | Leased          | P        |
|                | Stafford, TX      | 1                    | Manufacturing                      | Owned           | D&D      |
|                | Tyler, TX         | 1                    | Distribution                       | Leased          | D&D      |
|                | Williston, ND     | 1                    | Service/Distribution               | Leased          | Shared   |

We believe our facilities are suitable for their present and intended purposes, and are adequate for our current and anticipated level of operations.

We incorporate by reference the information set forth in Item 1 and Item 7 of this Annual Report on Form 10-K and the information set forth in Note 6 *Property and Equipment*, Note 9 *Leases* and Note 12 *Commitments and Contingencies*.



### Item 3. Legal Proceedings

Information related to Item 3. Legal Proceedings is included in Note 12 *Commitments and Contingencies*, which is incorporated herein by reference. In addition to these matters, we are involved in other legal proceedings incidental to the conduct of our business. We do not believe that any of these legal proceedings will have a material adverse effect on our financial condition, results of operation or cash flows.

### Item 4. Mine Safety Disclosures

Not applicable.

### Information About Our Executive Officers

The following table indicates the names, ages and positions of the executive officers of FET as of February 29, 2024:

| Name                | Age | Position  |
|---------------------|-----|---|
| Neal A. Lux         | 48  | President and Chief Executive Officer   |
| D. Lyle Williams    | 54  | Executive Vice President and Chief Financial Officer  |
| John C. Ivascu      | 46  | Executive Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary |
| Michael D. Danford  | 61  | Senior Vice President and Chief Human Resources Officer                                     |
| Katherine C. Keller | 40  | Senior Vice President and Chief Accounting Officer  |
| Mark Brookes        | 48  | Senior Vice President – Operations  |
| Steven Pounds       | 51  | Senior Vice President – Operations  |

*Neal A. Lux.* Mr. Lux was appointed as President and Chief Executive Officer of FET and as a director on FET's board of directors effective February 18, 2022. Mr. Lux previously served as the Company's Executive Vice President and Chief Operating Officer from December 2020 to February 2022. From January 2009 to February 2022, Mr. Lux held various operations roles of increasing responsibility with the Company and its subsidiaries, including Executive Vice President - Operations; Senior Vice President - Completions; Managing Director - Global Tubing; and President, Global Tubing. He holds a B.S. in Industrial Engineering from Purdue University.

*D. Lyle Williams, Jr.* Mr. Williams has served as Executive Vice President and Chief Financial Officer since June 2020. Since January 2007, Mr. Williams has held various financial and operations roles, including Senior Vice President - Operations; Vice President - Corporate Development and Treasurer; Vice President - Operations Finance; Vice President - Finance and Accounting, Drilling and Subsea Segment; Senior Vice President - Downhole Technologies; Vice President - Subsea Products; and Vice President - Capital Equipment. Prior to joining FET, Mr. Williams held various operations positions with Cooper Cameron Corporation, including Director of Operations - Engineering Products. He holds a B.A. in Economics and English from Rice University and an M.B.A. from Harvard University Graduate School of Business Administration.

*John C. Ivascu.* Mr. Ivascu has served as Executive Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary since June 2020. Since June 2011, Mr. Ivascu has held various legal roles of increasing responsibility, including Senior Vice President, General Counsel, Chief Compliance Officer and Secretary; Senior Vice President, General Counsel and Secretary; Vice President, Deputy General Counsel and Secretary; Vice President, Associate General Counsel and Assistant Secretary; and Assistant General Counsel. From 2006 to June 2011, Mr. Ivascu practiced corporate law at Vinson & Elkins L.L.P., representing public and private companies and investment banking firms in capital markets offerings, mergers and acquisitions, and corporate governance and bankruptcy matters. From 2004 to 2006, Mr. Ivascu served as an attorney for the U.S. Securities & Exchange Commission, Division of Enforcement. Mr. Ivascu holds a B.B.A. from the Stephen M. Ross School of Business at the University of Michigan, and a J.D. from Brooklyn Law School.

*Michael D. Danford.* Mr. Danford has served as Senior Vice President and Chief Human Resources Officer since June 2020. Prior to that, Mr. Danford served as Senior Vice President - Human Resources from February 2015 to June 2020; and Vice President - Human Resources from November 2007 to February 2015. Prior to joining FET, from August 2007 through November 2007, he worked at Trico Marine Services Inc., a privately held provider of subsea and marine support vessels and services to the oil and natural gas industry, as Vice President - Human Resources. From 1997 through July 2007, Mr. Danford served as Director of Human Resources and Vice President

- Human Resources for Hydril Company, a publicly traded manufacturer of connections used for oil and natural gas drilling and production. From 1991 to 1997, Mr. Danford served in various human resources roles for Baker Hughes Incorporated, a publicly traded oilfield services company. Prior to joining Baker Hughes, from 1990 to 1991, Mr. Danford served as a recruiter and as an employee relations representative in the human resources department for Compaq Computer, a publicly traded developer and manufacturer of computer systems. Mr. Danford holds a B.S. degree in Computer Science from the University of Louisiana at Monroe (formerly Northeast Louisiana University).

*Katherine C. Keller.* Ms. Keller has served as Senior Vice President and Chief Accounting Officer since February 2024. Prior to that, she acted as the Company's Vice President and Principal Accounting Officer from August 2022 to January 2024. From January 2012 to December 2015, and March 2018 to July 2022, she held various accounting roles of increasing responsibility, most recently Corporate Controller. Prior to joining the Company, Ms. Keller held positions of increasing responsibility with the Apollo Education Group from May 2009 to January 2012, most recently serving as Financial Reporting & Equity Accounting Manager. From July 2005 to May 2009, she served as a Senior Auditor for Ernst and Young LLP. She holds a B.S. in Accounting from Bucknell University and is a Certified Public Accountant in Pennsylvania.

*Mark Brookes.* Mr. Brookes has served as the Company's Senior Vice President – Operations since February 2022. From November 2017 to January 2022, Mr. Brookes served as the Company's Vice President – Subsea Products and Services. Prior to joining the Company, Mr. Brookes was employed by Oceaneering International from February 2012 to November 2017 in various roles, including General Manager – Specialty Connection Systems and General Manager – Subsea Field Development. From June 2007 to January 2012, Mr. Brookes held various roles as a Project and Operations Director for Cameron International. Mr. Brookes earned a Master of Industrial Engineering and Management from Oklahoma State University and a B.S. in Engineering and Management from Brunel University, London.

*Steven Pounds.* Mr. Pounds has served as the Company's Senior Vice President – Operations since February 2022. From January 2018 to January 2022, Mr. Pounds held various positions of increasing responsibility, most recently Vice President – Production. Mr. Pounds served as Chief Operating Officer of Top-Co Inc. from October 2014 until its merger with Rubicon Oilfield International in November 2016, and continued as a Senior Advisor until January 2017. Prior to that, Mr. Pounds held various positions of increasing responsibility with Baker Hughes International, most recently as Senior Director – Strategic Sourcing. Mr. Pounds holds a B.S. in Mechanical Engineering from The University of Texas at Austin.

## **PART II**

### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock trades on the NYSE under the trading symbol "FET." As of February 29, 2024, there were approximately 45 common stockholders of record. In calculating the number of shareholders, we consider clearing agencies and security position listings as one shareholder for each agency or listing.

No dividends were declared or issued during 2023 or 2022, and we do not currently have any plans to pay cash dividends in the future. Our future dividend policy is within the discretion of our board of directors and will depend upon various factors, including our results of operations, financial condition, capital requirements, investment opportunities, and restrictions under our loan agreements.

#### **Purchase of Equity Securities**

In November 2021, our board of directors approved a program for the repurchase of outstanding shares of our common stock with an aggregate purchase amount of up to \$10.0 million. Shares may be repurchased under the program from time to time, in amounts and at prices that the company deems appropriate, subject to market and business conditions, applicable legal requirements and other considerations. The program may be executed using open market purchases pursuant to Rule 10b-18 under the Securities Exchange Act of 1934 (the "Exchange Act"), in privately negotiated agreements or by way of issuer tender offers, Rule 10b5-1 plans or other transactions. From the inception of the program through December 31, 2023, we have repurchased approximately 298 thousand shares of our common stock for aggregate consideration of \$7.6 million. Remaining authorization under this program is \$2.4 million.

No shares were purchased during the three months ended December 31, 2023.

### **Item 6. Reserved.**

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and related notes included under Item 8 of this Annual Report on Form 10-K. This discussion contains forward-looking statements based on our current expectations, estimates and projections about our operations and the industry in which we operate. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of a variety of risks and uncertainties, including those described in "Risk Factors" and "Cautionary note regarding forward-looking statements" and elsewhere in this Annual Report on Form 10-K. We assume no obligation to update any of these forward-looking statements.*

### Overview

We are a global manufacturing company serving the oil, natural gas, industrial and renewable energy industries. With headquarters in Houston, Texas, FET provides value added solutions aimed at improving the safety, efficiency, and environmental impact of our customers' operations. Our highly engineered products include capital equipment and consumable products. FET's customers include oil and natural gas operators, land and offshore drilling contractors, oilfield service companies, pipeline and refinery operators, and renewable energy and new energy companies. Consumable products are used by our customers in drilling, well construction and completion activities and at processing centers and refineries. Our capital products are directed at drilling rig equipment for constructing new or upgrading existing rigs, subsea construction and development projects, pressure pumping equipment, the placement of production equipment on new producing wells, downstream capital projects and capital equipment for renewable energy projects. In 2023, over 60% of our revenue was derived from consumable products and activity-based equipment, while the balance was primarily derived from capital products with a small amount from rental and other services.

We expect that the world's long-term energy demand will continue to rise for many decades. We also expect hydrocarbons will continue to play a vital role in meeting the world's long-term energy needs while renewable energy sources develop to scale. As such, we remain focused on serving our customers in both oil and natural gas as well as renewable energy applications. We are continuing to develop products to help oil and gas operators lower expenses, increase production, and reduce their emissions while also deploying our technologies in renewable energy applications.

A summary of the products and services offered by each segment is as follows:

- *Drilling & Downhole*. This segment designs, manufactures and supplies products and solutions to the drilling, artificial lift and subsea markets, including applications in oil and natural gas, renewable energy, defense and communications. The products and solutions consist primarily of: (i) capital equipment and consumable products used in the drilling process; (ii) products designed to safeguard artificial lift equipment and cables, and well construction casing and cementing equipment; and (iii) ROVs and trenchers, submarine rescue vehicles, specialty components and tooling, and technical services.
- *Completions*. This segment designs, manufactures and supplies products and solutions to the coiled tubing, well stimulation and intervention markets. The products and solutions consist primarily of: (i) capital and consumable products sold to the pressure pumping market, including hydraulic fracturing pumps, cooling systems, high-pressure flexible hoses and flow iron, as well as wireline cable and pressure control equipment used in the well completion and intervention service markets; and (ii) coiled tubing strings and coiled line pipe and related services.
- *Production*. This segment designs, manufactures and supplies products and solutions for the production and infrastructure markets. The products and solutions consist primarily of: (i) engineered process systems, production equipment, as well as specialty separation equipment; and (ii) a wide range of industrial valves focused on oil and natural gas as well as power generation, renewable energy and other general industrial applications.

## Market Conditions

Demand for our products and services is directly related to our customers' capital and operating budgets. These budgets are heavily influenced by current and expected energy prices. In addition, demand for our capital products is driven by the utilization of service company equipment. Utilization is a function of equipment capacity and durability in demanding environments.

Oil and natural gas prices softened in the first half 2023 as a result of global recessionary fears, but rebounded somewhat during the second half of 2023 as supply tightened from further OPEC+ production cuts and growing geopolitical tensions in the Middle East. These tensions could lead to a disruption to world energy markets and international supply chains. Despite these near-term macroeconomic challenges, we expect that the world's long-term energy demand will continue to rise and may outpace global supply as OPEC+ remains committed to maintaining stable oil prices. We expect that hydrocarbons will continue to play a vital role in meeting the world's long-term energy needs while renewable energy sources become increasingly prominent.

The price of oil has varied dramatically over the last several years. The spot prices for West Texas Intermediate ("WTI") and United Kingdom Brent ("Brent") crude oil fell from \$61.14 and \$67.77 per barrel, respectively, as of December 31, 2019 to lows below \$15.00 per barrel in April 2020. Since that time, oil prices rebounded to highs above \$120.00 per barrel in March 2022 but have softened in 2023 to an average of \$71.89 and \$77.69 for WTI and Brent, respectively. In addition, average natural gas prices were 60.8% lower in 2023 compared to 2022.

Our revenues, over the long-term, are highly correlated to the global drilling rig count, which increased 3.6% in 2023 compared to average global rig count in 2022. The increase was driven by growth in international rig count in 2023 of 9.6% compared to 2022, while the average U.S. rig count for 2023 was 5.0% lower than 2022.

International markets grew throughout 2023 and outpaced the U.S. and are expected to continue to grow in 2024. In the U.S., publicly owned exploration and production companies are expected to continue to exercise disciplined capital spending while privately owned exploration and production companies fluctuate their activity in response to changes in oil and natural gas prices.

The table below shows average crude oil and natural gas prices for WTI, Brent, and Henry Hub:

|  | 2023 |       | 2022 |        |
|--|------|-------|------|--------|
| Average global oil, \$/bbl                 |      |       |      |        |
| West Texas Intermediate                    | \$   | 77.58 | \$   | 94.90  |
| United Kingdom Brent                       | \$   | 82.49 | \$   | 100.93 |
| Average North American Natural Gas, \$/Mcf |      |       |      |        |
| Henry Hub                                  | \$   | 2.53  | \$   | 6.45   |

The table below shows the average number of active drilling rigs operating by geographic area and drilling for different purposes based on the weekly rig count information published by Baker Hughes Company.

|                                | 2023         | 2022         |
|--------------------------------|--------------|--------------|
| <b>Active Rigs by Location</b> |              |              |
| United States                  | 687          | 723          |
| Canada                         | 177          | 175          |
| International                  | 948          | 851          |
| <b>Global Active Rigs</b>      | <b>1,812</b> | <b>1,749</b> |
| <b>Land vs. Offshore Rigs</b>  |              |              |
| Land                           | 1,566        | 1,528        |
| Offshore                       | 246          | 221          |
| <b>Global Active Rigs</b>      | <b>1,812</b> | <b>1,749</b> |
| <b>U.S. Commodity Target</b>   |              |              |
| Oil                            | 549          | 574          |
| Gas                            | 135          | 147          |
| Other                          | 3            | 2            |
| <b>Total U.S. Active Rigs</b>  | <b>687</b>   | <b>723</b>   |
| <b>U.S. Well Path</b>          |              |              |
| Horizontal                     | 620          | 659          |
| Vertical                       | 17           | 25           |
| Directional                    | 50           | 39           |
| <b>Total U.S. Active Rigs</b>  | <b>687</b>   | <b>723</b>   |

The table below shows the amount of total inbound orders by segment for the years ended December 31, 2023 and 2022:

| (in millions of dollars) | 2023            | 2022            |
|--------------------------|-----------------|-----------------|
| <b>Orders:</b>           |                 |                 |
| Drilling & Downhole      | \$ 337.0        | \$ 305.8        |
| Completions              | 251.9           | 278.5           |
| Production               | 135.4           | 196.4           |
| <b>Total Orders</b>      | <b>\$ 724.3</b> | <b>\$ 780.7</b> |

## Results of operations

| (in thousands of dollars, except per share information)   | Year ended December 31, |                   | Change             |                 |
|---|-------------------------|-------------------|--------------------|-----------------|
|   | 2023                    | 2022              | \$                 | %               |
| <b>Revenue</b>  |                         |                   |                    |                 |
| Drilling & Downhole                                       | \$ 329,576              | \$ 304,565        | \$ 25,011          | 8.2 %           |
| Completions   | 265,628                 | 264,951           | 677                | 0.3 %           |
| Production  | 145,864                 | 131,519           | 14,345             | 10.9 %          |
| Eliminations  | (2,204)                 | (1,122)           | (1,082)            | *               |
| <b>Total revenue</b>                                      | <b>\$ 738,864</b>       | <b>\$ 699,913</b> | <b>\$ 38,951</b>   | <b>5.6 %</b>    |
| <b>Cost of sales</b>                                      |                         |                   |                    |                 |
| Drilling & Downhole                                       | \$ 222,933              | \$ 206,976        | \$ 15,957          | 7.7 %           |
| Completions   | 203,057                 | 201,371           | 1,686              | 0.8 %           |
| Production  | 110,925                 | 104,162           | 6,763              | 6.5 %           |
| Eliminations  | (2,204)                 | (1,122)           | (1,082)            | *               |
| <b>Total cost of sales</b>                                | <b>\$ 534,711</b>       | <b>\$ 511,387</b> | <b>\$ 23,324</b>   | <b>4.6 %</b>    |
| <b>Gross profit</b>                                       |                         |                   |                    |                 |
| Drilling & Downhole                                       | \$ 106,643              | \$ 97,589         | \$ 9,054           | 9.3 %           |
| Completions   | 62,571                  | 63,580            | (1,009)            | (1.6)%          |
| Production  | 34,939                  | 27,357            | 7,582              | 27.7 %          |
| <b>Total gross profit</b>                                 | <b>\$ 204,153</b>       | <b>\$ 188,526</b> | <b>\$ 15,627</b>   | <b>8.3 %</b>    |
| <b>Selling, general and administrative expenses:</b>      |                         |                   |                    |                 |
| Drilling & Downhole                                       | \$ 72,876               | \$ 65,388         | \$ 7,488           | 11.5 %          |
| Completions   | 51,783                  | 52,015            | (232)              | (0.4)%          |
| Production  | 28,477                  | 27,800            | 677                | 2.4 %           |
| Corporate   | 27,253                  | 34,268            | (7,015)            | (20.5)%         |
| <b>Total selling, general and administrative expenses</b> | <b>\$ 180,389</b>       | <b>\$ 179,471</b> | <b>\$ 918</b>      | <b>0.5 %</b>    |
| <b>Segment operating income (loss)</b>                    |                         |                   |                    |                 |
| Drilling & Downhole                                       | \$ 33,767               | \$ 32,201         | \$ 1,566           | 4.9 %           |
| <i>Operating margin %</i>                                 | <i>10.2 %</i>           | <i>10.6 %</i>     |                    |                 |
| Completions   | 10,788                  | 11,565            | (777)              | (6.7)%          |
| <i>Operating margin %</i>                                 | <i>4.1 %</i>            | <i>4.4 %</i>      |                    |                 |
| Production  | 6,462                   | (443)             | 6,905              | 1,558.7 %       |
| <i>Operating margin %</i>                                 | <i>4.4 %</i>            | <i>(0.3)%</i>     |                    |                 |
| Corporate   | (27,253)                | (34,268)          | 7,015              | 20.5 %          |
| <b>Total segment operating income</b>                     | <b>\$ 23,764</b>        | <b>\$ 9,055</b>   | <b>\$ 14,709</b>   | <b>162.4 %</b>  |
| <i>Operating margin %</i>                                 | <i>3.2 %</i>            | <i>1.3 %</i>      |                    |                 |
| Transaction expenses                                      | 2,892                   | —                 | 2,892              | *               |
| Gain on sale-leaseback transactions                       | —                       | (7,000)           | 7,000              | *               |
| Loss (gain) on disposal of assets and other               | 156                     | (1,271)           | 1,427              | *               |
| <b>Operating income</b>                                   | <b>20,716</b>           | <b>17,326</b>     | <b>3,390</b>       | <b>19.6 %</b>   |
| Interest expense  | 18,297                  | 31,525            | (13,228)           | (42.0)%         |
| Foreign exchange losses (gains) and other, net            | 10,233                  | (24,548)          | 34,781             | *               |
| <b>Total other expense</b>                                | <b>28,530</b>           | <b>6,977</b>      | <b>21,553</b>      | <b>*</b>        |
| <b>Income (loss) before income taxes</b>                  | <b>(7,814)</b>          | <b>10,349</b>     | <b>(18,163)</b>    | <b>(175.5)%</b> |
| Income tax expense  | 11,062                  | 6,637             | 4,425              | *               |
| <b>Net income (loss)</b>                                  | <b>\$ (18,876)</b>      | <b>\$ 3,712</b>   | <b>\$ (22,588)</b> | <b>(608.5)%</b> |
| <b>Weighted average shares outstanding</b>                |                         |                   |                    |                 |
| Basic   | 10,212                  | 5,747             |                    |                 |
| Diluted   | 10,212                  | 5,951             |                    |                 |
| <b>Earnings (loss) per share</b>                          |                         |                   |                    |                 |
| Basic   | \$ (1.85)               | \$ 0.65           |                    |                 |
| Diluted   | \$ (1.85)               | \$ 0.62           |                    |                 |

\* not meaningful





## Revenues

Our revenue for the year ended December 31, 2023 was \$738.9 million, an increase of \$39.0 million, or 5.6%, compared to the year ended December 31, 2022. For the year ended December 31, 2023, our Drilling & Downhole segment, Completions segment, and Production segment comprised 44.6%, 35.7% and 19.7% of our total revenues, respectively, compared to 43.5%, 37.7% and 18.8%, respectively, for the year ended December 31, 2022. The overall increase in revenues is primarily related to increases in the global rig count, with the increase in international rig count more than offsetting a decline in U.S. rig count in 2023 compared to 2022. The changes in revenues by operating segment consisted of the following:

*Drilling & Downhole segment* — Revenues were \$329.6 million for the year ended December 31, 2023, an increase of \$25.0 million, or 8.2%, compared to the year ended December 31, 2022. This increase includes a \$27.3 million, or 19.0%, increase in revenues for our Drilling Technologies product line primarily due to higher sales volumes of both consumable products and capital equipment driven by increased international market activity. Revenues for our Downhole Technologies product line increased by \$5.5 million, or 6.4%, primarily due to higher sales volumes of artificial lift products in 2023 compared to 2022. Revenues for our Subsea Technologies product line decreased by \$7.7 million, or 10.1%, from lower project revenue recognized from ROVs and cable management systems, partially offset by an increase in part sales.

*Completions segment* — Revenues were \$265.6 million for the year ended December 31, 2023, an increase of \$0.7 million, or 0.3%, compared to the year ended December 31, 2022. This change includes a revenue increase of \$2.0 million, or 1.3%, for our Stimulation and Intervention product line primarily due to higher demand of radiators, wireline cable and high-pressure hoses, partially offset by lower sales volumes in power ends.

*Production segment* — Revenues were \$145.9 million for the year ended December 31, 2023, an increase of \$14.3 million, or 10.9%, compared to the year ended December 31, 2022. The increase of \$12.1 million or 17.3%, was primarily due to the project revenue recognized from our process oil treatment equipment within our Production Equipment product line, and a \$2.3 million or 3.7%, increase in sales of our valve products.

### Segment operating income (loss) and segment operating margin percentage

Segment operating income for the year ended December 31, 2023 was \$23.8 million compared to an income of \$9.1 million for the year ended December 31, 2022. For the year ended December 31, 2023, segment operating margin percentage was 3.2% compared to 1.3% for the year ended December 31, 2022. Segment operating margin percentage is calculated by dividing segment operating income (loss) by revenues for the period. The change in operating income (loss) and operating margin percentage for each segment is explained as follows:

*Drilling & Downhole segment* — Segment operating income was \$33.8 million, or 10.2%, for the year ended December 31, 2023 compared to segment operating income of \$32.2 million, or 10.6%, for the year ended December 31, 2022. The \$1.6 million increase in segment operating results was primarily attributable to increased operating leverage on higher revenues for our Drilling Technologies and Downhole Technologies product lines.

*Completions segment* — Segment operating income of \$10.8 million, or 4.1%, for the year ended December 31, 2023 was comparable to segment operating income of \$11.6 million, or 4.4% for the year ended December 31, 2022. The slight decline in operating income is attributed to unfavorable sales mix.

*Production segment* — Segment operating income was \$6.5 million, or 4.4%, for the year ended December 31, 2023 compared to segment operating loss of \$0.4 million, or 0.3% for the year ended December 31, 2022. The \$6.9 million increase in segment operating results was driven by the increase in revenues, lower freight costs, as well as increased operating leverage.

*Corporate* — Selling, general and administrative expenses for Corporate were \$27.3 million for the year ended December 31, 2023, a \$7.0 million decrease compared to the year ended December 31, 2022. This decrease was primarily related to lower variable compensation costs. Corporate costs include, among other items, payroll related costs for management, administration, finance, legal, and human resources personnel; professional fees for legal, accounting and related services; and marketing costs.

### ***Other items not included in segment operating income (loss)***

Several items are not included in segment operating income (loss), but are included in the total operating income. These items include Transaction expenses, Gain on sale-leaseback transactions and Loss (gain) on disposal of assets and other. For further information related to Gain on sale-leaseback transactions, see Notes 6 *Property and Equipment* and 9 *Leases*.

### ***Other income and expense***

Other income and expense includes interest expense and foreign exchange gains and losses.

We incurred \$18.3 million of interest expense during the year ended December 31, 2023, a decrease of \$13.2 million compared to the year ended December 31, 2022 due to the decline in the balance of our 2025 Notes upon conversion of \$122.8 million aggregate principal amount of our 2025 Notes to common stock in January 2023. See Note 8 *Debt* for further details related to the 2025 Notes and Credit Facility.

The foreign exchange gains and losses are primarily the result of movements in the British pound, Euro and Canadian dollar relative to the U.S. dollar. These movements in exchange rates create foreign exchange gains or losses when applied to monetary assets or liabilities denominated in currencies other than the location's functional currency, primarily U.S. dollar denominated cash, trade account receivables and net intercompany receivable balances for our entities using a functional currency other than the U.S. dollar.

### ***Taxes***

We recorded tax expense of \$11.1 million for the year ended December 31, 2023 compared to a tax expense of \$6.6 million for the year ended December 31, 2022. The estimated annual effective tax rates for the years ended December 31, 2023 and 2022 were impacted by losses in jurisdictions where the recording of a tax benefit is not available. Furthermore, the tax expense or benefit recorded can vary from period to period depending on the Company's relative mix of earnings and losses by jurisdiction.

## **Liquidity and capital resources**

### ***Sources and uses of liquidity***

Our internal sources of liquidity are cash on hand and cash flows from operations, while our primary external sources include trade credit, the Credit Facility, the 2025 Notes and the Seller Term Loan. Our primary uses of capital have been for inventory, sales on credit to our customers, maintenance and growth capital expenditures, and debt repayments. We continually monitor other potential capital sources, including equity and debt financing, to meet our investment and target liquidity requirements. Our future success and growth will be highly dependent on our ability to generate positive operating cash flow and access outside sources of capital.

We had outstanding \$134.2 million principal amount of 2025 Notes and no borrowings under our Credit Facility as of December 31, 2023. The 2025 Notes mature in August 2025 and, subject to certain exceptions, the Credit Facility matures in September 2028. In January 2024, we entered into the Seller Term Loan in connection with the closing of the Variperm Acquisition, which has an initial principal amount of \$60.0 million and matures in December 2026. We also borrowed \$90.0 million under the Credit Facility to fund a portion of the purchase price of the Variperm Acquisition. See Notes 8 *Debt* and 18 *Subsequent Events* for further details related to the terms for our debt agreements.

As of December 31, 2023, we had cash and cash equivalents of \$46.2 million and \$147.1 million of availability under our Credit Facility. Upon closing of the Variperm Acquisition on January 4, 2024, our net availability under our Credit Facility was approximately \$73.1 million. We anticipate that our future working capital requirements for our operations will fluctuate directionally with revenues. Furthermore, availability under our Credit Facility will fluctuate directionally based on the level of our eligible accounts receivable and inventory subject to applicable sublimits. In addition, we expect total 2024 capital expenditures to be approximately \$10 million, consisting of, among other items, replacing end of life machinery and equipment.

We expect our available cash on-hand, cash generated by operations, and estimated availability under our Credit Facility to be adequate to fund current operations during the next 12 months. In addition, based on existing market conditions and our expected liquidity needs, among other factors, we may use a portion of our cash flows from operations, proceeds from divestitures, securities offerings or other eligible capital to reduce outstanding debt or repurchase shares of our common stock under our repurchase program.

In November 2021, our board of directors approved a program for the repurchase of outstanding shares of our common stock with an aggregate purchase amount of up to \$10.0 million. Shares may be repurchased under the program from time to time, in amounts and at prices that the company deems appropriate, subject to market and

business conditions, applicable legal requirements and other considerations. During 2023, we repurchased approximately 139 thousand shares of our common stock for aggregate consideration of approximately \$3.5 million. Remaining authorization under this program is \$2.4 million.

In January 2024, we completed the Variperm Acquisition for consideration of \$150.0 million of cash (subject to customary purchase price adjustments) and 2.0 million shares of our common stock. We may pursue additional acquisitions in the future, which may be funded with cash and/or equity. Our ability to make significant acquisitions for cash may require us to pursue additional equity or debt financing, which we may not be able to obtain on terms acceptable to us or at all.

Our cash flows for the years ended December 31, 2023 and 2022 are presented below (in thousands):

|   | Year ended December 31, |             |
|---|-------------------------|-------------|
|   | 2023                    | 2022        |
| Net cash provided by (used in) operating activities                   | \$ 8,183                | \$ (17,054) |
| Net cash provided by (used in) investing activities                   | (6,573)                 | 27,139      |
| Net cash used in financing activities                                 | (7,582)                 | (5,076)     |
| Effect of exchange rate changes on cash                               | 1,108                   | (838)       |
| Net increase (decrease) in cash, cash equivalents and restricted cash | \$ (4,864)              | \$ 4,171    |

#### ***Net cash provided by (used in) operating activities***

Net cash provided by operating activities was \$8.2 million for the year ended December 31, 2023 compared to net cash used in \$17.1 million for the year ended December 31, 2022. During the year ended December 31, 2023, net working capital cash usage was \$21.5 million, primarily attributed to an increase in inventory to meet customer demand, compared to net working capital cash usage of \$65.1 million for the year ended December 31, 2022. This improvement was partially offset by a decline in net income adjusted for non-cash items which provided \$29.6 million of cash for the year ended December 31, 2023 compared to provided \$48.1 million of cash for the year ended December 31, 2022.

#### ***Net cash provided by (used in) investing activities***

Net cash used in investing activities was \$6.6 million for the year ended December 31, 2023 including \$7.9 million of capital expenditures, partially offset by \$1.4 million of proceeds from the sale of property and equipment. Net cash provided by investing activities for the year ended December 31, 2022 including \$32.1 million of cash proceeds from sale of land and buildings that were subsequently leased back, partially offset by \$7.5 million of capital expenditures.

#### ***Net cash used in financing activities***

Net cash used in financing activities was \$7.6 million for the year ended December 31, 2023 including \$6.0 million of cash used to repurchase of our common stock and \$1.3 million of repayments of debt. Net cash used in financing activities was \$5.1 million for the year ended December 31, 2022 including \$3.8 million of cash used to repurchase of our common stock and \$1.3 million of repayments of debt.

#### ***Off-balance sheet arrangements***

As of December 31, 2023, we had no off-balance sheet instruments or financial arrangements, other than letters of credit entered into in the ordinary course of business. For additional information, refer to Note 12 *Commitments and Contingencies*.

#### **Supplemental Guarantor Financial Information**

The Company's 2025 Notes are guaranteed by our domestic subsidiaries which are 100% owned, directly or indirectly, by the Company. The guarantees are full and unconditional, joint and several.

The guarantees of the 2025 Notes are (i) *pari passu* in right of payment with all existing and future senior indebtedness of such guarantor, including all obligations under our Credit Facility and the Seller Term Loan; (ii) secured by certain collateral of such guarantor, subject to permitted liens under the indenture governing the 2025 Notes; (iii) effectively senior to all unsecured indebtedness of that guarantor, to the extent of the value of the collateral securing the 2025 Notes (after giving effect to the liens securing our Credit Facility and any other senior liens on the collateral); and (iv) senior in right of payment to any future subordinated indebtedness of that guarantor.

In the event of a bankruptcy, liquidation or reorganization of any of the non-guarantor subsidiaries of the 2025 Notes, the non-guarantor subsidiaries of such notes will pay the holders of their debt and their trade creditors before they will be able to distribute any of their assets to the Company or to any guarantors.

The 2025 Notes guarantees shall each be released upon (i) any sale or other disposition of all or substantially all of the assets of such guarantor (by merger, consolidation or otherwise) to a person that is not (either before or after giving effect to such transaction) the Company or a subsidiary, if the sale or other disposition does not violate the applicable provisions of the indenture governing such notes; (ii) any sale, exchange or transfer (by merger, consolidation or otherwise) of the equity interests of such guarantor after which the applicable guarantor is no longer a subsidiary, which sale, exchange or transfer does not violate the applicable provisions of the indenture governing such notes; (iii) legal or covenant defeasance or satisfaction and discharge of the indenture governing such notes; or (iv) dissolution of such guarantor, provided no default or event of default has occurred that is continuing.

The obligations of each guarantor of the 2025 Notes under its guarantee will be limited to the maximum amount as will, after giving effect to all other contingent and fixed liabilities of such guarantor (including, without limitation, any guarantees under the Credit Facility) and any collections from or payments made by or on behalf of any other guarantor in respect of the obligations of such other guarantor under its guarantee or pursuant to its contribution obligations under the applicable indenture, result in the obligations of such guarantor under its guarantee not constituting a fraudulent conveyance, fraudulent preference or fraudulent transfer or otherwise reviewable transaction under applicable law. Nonetheless, in the event of the bankruptcy, insolvency or financial difficulty of a guarantor, such guarantor's obligations under its guarantee may be subject to review and avoidance under applicable fraudulent conveyance, fraudulent preference, fraudulent transfer and insolvency laws.

We are presenting the following summarized financial information for the Company and the subsidiary guarantors (collectively referred to as the "Obligated Group") pursuant to Rule 13-01 of Regulation S-X, Guarantors and Issuers of Guaranteed Securities Registered or Being Registered. For purposes of the following summarized financial information, transactions between the Company and the subsidiary guarantors, presented on a combined basis, have been eliminated and information for the non-guarantor subsidiaries have been excluded. Amounts due to the non-guarantor subsidiaries and other related parties, as applicable, have been separately presented within the summarized financial information below.

Summarized financial information was as follows (in thousands):

| (in thousands)          | Year ended December 31, |            |
|-------------------------|-------------------------|------------|
|                         | 2023                    | 2022       |
| Revenues                | \$ 552,216              | \$ 547,256 |
| Cost of sales           | 422,369                 | 417,131    |
| Operating income (loss) | 5,304                   | 35,321     |
| Net income (loss)       | (18,876)                | 3,712      |

| (in thousands)                         | Year ended December 31, |            |
|--|-------------------------|------------|
|  | 2023                    | 2022       |
| Current assets                         | \$ 388,817              | \$ 378,812 |
| Noncurrent assets                      | 251,901                 | 279,389    |
| Current liabilities                    | 144,493                 | 175,155    |
| Payables to non-guarantor subsidiaries | 190,816                 | 132,839    |
| Noncurrent liabilities                 | 178,811                 | 293,150    |

## Critical accounting policies and estimates

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. In preparing our consolidated financial statements, we make judgments, estimates and assumptions affecting the amounts reported. We base our estimates on factors including historical experience and various assumptions that we believe are reasonable under the circumstances. These factors form the basis for making estimates about the carrying values of assets and liabilities that are not readily apparent from other sources. Certain accounting policies involve judgments and uncertainties to such an extent that there is a reasonable likelihood that materially different amounts could have been reported under different conditions, or if different assumptions had been used. We evaluate our estimates and assumptions on a regular basis. Actual results may differ from these estimates and assumptions used in preparation of our consolidated financial statements.

In order to provide a better understanding of how we make judgments, and develop estimates and assumptions about future events, we have described our most critical accounting policies and estimates used in preparation of our consolidated financial statements below.

### **Revenue recognition**

Revenue is recognized in accordance with Accounting Standards Codification Topic ("ASC") 606, when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. For the year ended December 31, 2023, approximately 94% of our revenue was recognized from goods transferred to customers at a point in time while 6% of our revenue was recognized from goods transferred to customers over time.

Although terms of our contracts may vary considerably, the 6% of revenues recognized over time relate to certain contracts in our Subsea and Production Equipment product lines which are typically based on a fixed amount for the entire contract. Recognition over time for these contracts is supported by our assessment of the products supplied as having no alternative use to us and by clauses in the contracts that provide us with an enforceable right to payment for performance completed to date. We use the cost-to-cost method to measure progress for these contracts because it best depicts the transfer of assets to the customer which occurs as costs are incurred on the contract. The amount of revenue recognized is calculated based on the ratio of costs incurred to date compared to total estimated costs which requires management to calculate reasonably dependable estimates of total contract costs. Whenever revisions of estimated contract costs and contract values indicate that the contract costs will exceed estimated revenues, thus creating a loss, a provision for the total estimated loss is recorded in that period. We recognize revenue and cost of sales each period based upon the advancement of the work-in-progress unless the stage of completion is insufficient to enable a reasonably certain forecast of profit to be established. In such cases, no profit is recognized during the period.

Accounting estimates during the course of projects may change. The effect of such a change, which can be upward as well as downward, is accounted for in the period of change, and the cumulative income recognized to date is adjusted to reflect the latest estimates. These revisions to estimates are accounted for on a prospective basis.

Contracts are sometimes modified to account for changes in product specifications or requirements. Most of our contract modifications are for goods and services that are not distinct from the existing contract. As such, these modifications are accounted for as if they were part of the existing contract, and therefore, the effect of the modification on the transaction price and our measure of progress for the performance obligation to which it relates is recognized as an adjustment to revenue on a cumulative catch-up basis.

### **Inventories**

Inventories, consisting of finished goods and materials and supplies held for resale, are carried at the lower of cost or net realizable value. We evaluate our inventories based on an analysis of stocking levels, historical sales levels and future sales forecasts, to determine obsolete, slow-moving and excess inventory. While we have policies for calculating and recording reserves against inventory carrying values, we exercise judgment in establishing and applying these policies.

As of December 31, 2023 and 2022, our inventory reserve balances were \$38.2 million and \$39.3 million, respectively. For the years ended December 31, 2023 and 2022, we recognized inventory write downs totaling \$2.8 million and \$2.7 million, respectively. These charges are all included in "Cost of sales" in the consolidated statements of comprehensive income (loss). See Note 5 *Inventories* for further information related to these charges.

### **Long-lived assets**

As of December 31, 2023, our long-lived assets included property and equipment, definite lived intangibles, and operating lease right of use assets with balances of \$61.4 million, \$168.0 million and \$55.4 million, respectively. Key estimates related to long-lived assets include useful lives and recoverability of carrying values and changes in such estimates could have a significant impact on financial results.

We review long-lived assets for potential impairment whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset may not be recoverable. In performing the review for impairment, future cash flows expected to result from the use of the asset and its eventual disposal are estimated. If the undiscounted future cash flows are less than the carrying amount of the assets, there is an indication that the asset may be impaired. The amount of the impairment is measured as the difference between the carrying value and the estimated fair value of the asset. The fair value is determined either through the use of an external valuation, or by means of an analysis of discounted future cash flows based on expected utilization. The impairment loss recognized represents the excess of an assets' carrying value as compared to its estimated fair value.

### **Income taxes**

We follow the liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are determined based upon temporary differences between the carrying amounts and tax bases of our assets and liabilities at the balance sheet date, and are measured using enacted tax rates and laws that will be in effect when the differences are expected to reverse. We recognize deferred tax assets to the extent that we believe these assets are more likely than not to be realized. In making such a determination, we consider all available positive and negative evidence, including future reversals of existing temporary differences, projected future taxable income, tax-planning and recent operating results. Any changes in our judgment as to the realizability of our deferred tax assets are recorded as an adjustment to the deferred tax asset valuation allowance in the period the change occurs. For the year ended December 31, 2022, we recognized tax expense for valuation allowances totaling \$8.1 million. See Note 10 *Income Taxes* for further information related to these charges.

The accounting guidance for income taxes requires that we recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. If a tax position meets the "more likely than not" recognition criteria, the accounting guidance requires the tax position be measured at the largest amount of benefit greater than 50% likely of being realized upon ultimate settlement. If management determines that likelihood of sustaining the realization of the tax benefit is less than or equal to 50%, then the tax benefit is not recognized in the consolidated financial statements.

We have operations in countries other than the U.S. Consequently, we are subject to the jurisdiction of a number of taxing authorities. The final determination of tax liabilities involves the interpretation of local tax laws, tax treaties, and related authorities in each jurisdiction. Changes in the operating environment, including changes in tax law or interpretation of tax law and currency repatriation controls, could impact the determination of our tax liabilities for a given tax year.

### **Recent accounting pronouncements**

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB"), which we adopt as of the specified effective date. Refer to Note 2 *Summary of Significant Accounting Policies* for information related to recent accounting pronouncements.

### **Cautionary note regarding forward-looking statements**

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's control. All statements, other than statements of historical fact, included in this Annual Report on Form 10-K regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this Annual Report on Form 10-K, the words "will," "could," "believe," "anticipate," "intend," "estimate," "expect," "may," "continue," "predict," "potential," "project" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

All forward-looking statements speak only as of the date of this Annual Report on Form 10-K. We disclaim any obligation to update or revise these statements unless required by law, and you should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this Annual Report on Form 10-K are reasonable, forward-

looking statements are not guarantees of future performance and involve risks and uncertainties that may cause actual results to differ materially from our plans, intentions or expectations. This may be the result of various factors, including, but not limited to, those factors discussed in "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Annual Report on Form 10-K.

**Item 7A. Quantitative and qualitative disclosures about market risk**

Not required under Regulation S-K for "smaller reporting companies."

Item 8. Consolidated Financial Statements and Supplementary Data

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Forum Energy Technologies, Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Forum Energy Technologies, Inc. and subsidiaries (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of comprehensive income (loss), changes in stockholders' equity, and cash flows, for each of the two years in the period ended December 31, 2023, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 5, 2024, expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### Inventory — Refer to Notes 2 and 5 to the financial statements

##### *Critical Audit Matter Description*

Inventory consists of finished goods and materials and supplies which are carried at the lower of cost or net realizable value. The Company evaluates the net realizable values of inventories based on analysis of inventory levels including excess, obsolete and slow-moving items, historical sales experience and future sales forecasts. The Company's evaluation of net realizable value is performed at each location and is based on information and assumptions specific to that location. Changes in these assumptions could have a significant impact on the recorded inventory amounts or the amount of inventory write-downs. The inventory, net balance at December 31, 2023 was \$299.6 million and the amount of inventory reserve was \$38.2 million.

Given the significant judgments and assumptions made by management in applying the methodology used to determine net realizable value, future sales forecasts, and the reports utilized to determine inventory levels and historical sales experiences, performing audit procedures required a high degree of auditor judgment and increased extent of effort.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the net realizable value of inventory included the following, among others:

- We made inquiries of business unit managers as well as executives, sales, and operations personnel about the expected product lifecycles and product development plans and historical usage by product.
- We have tested the forecasted demand by comparing internal and external information (e.g. historical usage, contracts, communications with customers, product development plans, and macroeconomic conditions) with the Company's forecasted demand.
- We evaluated management's overall forecasted demand by comparing actual results to historical forecasts.
- We considered the existence of contradictory evidence based on reading of internal communications to management and the board of directors, Company press releases, and analysts' reports, as well as our observations and inquiries as to changes within the business.

/s/ Deloitte & Touche LLP

Houston, Texas

March 5, 2024

We have served as the Company's auditor since 2019.

**Forum Energy Technologies, Inc. and subsidiaries**  
**Consolidated statements of comprehensive income (loss)**

| (in thousands, except per share information)                 | Year ended December 31, |                    |
|--|-------------------------|--------------------|
|  | 2023                    | 2022               |
| Revenue  | \$ 738,864              | \$ 699,913         |
| Cost of sales  | 534,711                 | 511,387            |
| Gross profit   | 204,153                 | 188,526            |
| <b>Operating expenses</b>                                    |                         |                    |
| Selling, general and administrative expenses                 | 180,389                 | 179,471            |
| Transaction expenses   | 2,892                   | —                  |
| Gain on sale-leaseback transactions                          | —                       | (7,000)            |
| Loss (gain) on disposal of assets and other                  | 156                     | (1,271)            |
| Total operating expenses                                     | 183,437                 | 171,200            |
| <b>Operating income</b>                                      | 20,716                  | 17,326             |
| <b>Other expense (income)</b>                                |                         |                    |
| Interest expense   | 18,297                  | 31,525             |
| Foreign exchange losses (gains) and other, net               | 10,233                  | (24,548)           |
| <b>Total other expense, net</b>                              | 28,530                  | 6,977              |
| <b>Income (loss) before income taxes</b>                     | (7,814)                 | 10,349             |
| Income tax expense   | 11,062                  | 6,637              |
| <b>Net income (loss)</b>                                     | <b>\$ (18,876)</b>      | <b>\$ 3,712</b>    |
| <b>Weighted average shares outstanding</b>                   |                         |                    |
| Basic  | 10,212                  | 5,747              |
| Diluted  | 10,212                  | 5,951              |
| <b>Earnings (loss) per share</b>                             |                         |                    |
| Basic  | \$ (1.85)               | \$ 0.65            |
| Diluted  | \$ (1.85)               | \$ 0.62            |
| <b>Other comprehensive income (loss), net of tax of \$0:</b> |                         |                    |
| Net income (loss)  | \$ (18,876)             | \$ 3,712           |
| Change in foreign currency translation                       | 12,757                  | (28,713)           |
| Gain (loss) on pension liability                             | (508)                   | 2,256              |
| <b>Comprehensive loss</b>                                    | <b>\$ (6,627)</b>       | <b>\$ (22,745)</b> |

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

**Forum Energy Technologies, Inc. and subsidiaries**  
**Consolidated balance sheets**

| (in thousands, except share information)   | December 31,<br>2023 | December 31,<br>2022 |
|--|----------------------|----------------------|
| <b>Assets</b>  |                      |                      |
| <b>Current assets</b>  |                      |                      |
| Cash and cash equivalents  | \$ 46,165            | \$ 51,029            |
| Accounts receivable—trade, net of allowances of \$10,850 and \$10,690                                | 146,747              | 154,247              |
| Inventories, net   | 299,639              | 269,828              |
| Prepaid expenses and other current assets  | 21,887               | 21,957               |
| Costs and estimated profits in excess of billings  | 13,365               | 15,139               |
| Accrued revenue  | 1,801                | 665                  |
| <b>Total current assets</b>  | <b>529,604</b>       | <b>512,865</b>       |
| Property and equipment, net of accumulated depreciation  | 61,401               | 62,963               |
| Operating lease assets   | 55,399               | 57,270               |
| Deferred financing costs, net  | 1,159                | 1,166                |
| Intangible assets, net   | 167,970              | 191,481              |
| Deferred tax assets, net   | 368                  | 184                  |
| Other long-term assets   | 5,160                | 8,828                |
| <b>Total assets</b>  | <b>\$ 821,061</b>    | <b>\$ 834,757</b>    |
| <b>Liabilities and equity</b>  |                      |                      |
| <b>Current liabilities</b>   |                      |                      |
| Current portion of long-term debt  | \$ 1,186             | \$ 782               |
| Accounts payable—trade   | 125,918              | 118,261              |
| Accrued liabilities  | 62,463               | 76,544               |
| Deferred revenue   | 10,551               | 14,401               |
| Billings in excess of costs and profits recognized   | 4,221                | 305                  |
| <b>Total current liabilities</b>   | <b>204,339</b>       | <b>210,293</b>       |
| Long-term debt, net of current portion   | 129,567              | 239,128              |
| Deferred tax liabilities, net  | 940                  | 902                  |
| Operating lease liabilities  | 61,450               | 64,626               |
| Other long-term liabilities  | 12,132               | 12,773               |
| <b>Total liabilities</b>   | <b>408,428</b>       | <b>527,722</b>       |
| <b>Commitments and contingencies</b>   |                      |                      |
| <b>Equity</b>  |                      |                      |
| Common stock, \$0.01 par value, 14,800,000 shares authorized, 10,901,878 and 6,223,454 shares issued | 109                  | 62                   |
| Additional paid-in capital   | 1,369,288            | 1,253,613            |
| Treasury stock at cost, 708,900 and 570,247 shares   | (142,057)            | (138,560)            |
| Retained deficit   | (699,471)            | (680,595)            |
| Accumulated other comprehensive loss   | (115,236)            | (127,485)            |
| <b>Total equity</b>  | <b>412,633</b>       | <b>307,035</b>       |
| <b>Total liabilities and equity</b>  | <b>\$ 821,061</b>    | <b>\$ 834,757</b>    |

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

**Forum Energy Technologies, Inc. and subsidiaries**  
**Consolidated statements of cash flows**

| (in thousands, except share information)   | Year ended December 31, |           |
|--|-------------------------|-----------|
|  | 2023                    | 2022      |
| <b>Cash flows from operating activities</b>  |                         |           |
| Net income (loss)  | \$ (18,876)             | \$ 3,712  |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: |                         |           |
| Depreciation expense   | 10,799                  | 12,441    |
| Amortization of intangible assets  | 23,929                  | 24,537    |
| Stock-based compensation expense   | 4,571                   | 4,205     |
| Inventory write downs  | 2,784                   | 2,698     |
| Provision for doubtful accounts  | 1,527                   | 2,249     |
| Deferred income taxes  | (204)                   | (130)     |
| Gain on sale-leaseback transactions  | —                       | (7,000)   |
| Other  | 5,116                   | 5,350     |
| <i>Changes in operating assets and liabilities</i>   |                         |           |
| Accounts receivable—trade  | 6,678                   | (34,802)  |
| Inventories  | (31,928)                | (34,611)  |
| Prepaid expenses and other current assets  | 2,686                   | 590       |
| Cost and estimated profits in excess of billings   | 2,144                   | (7,824)   |
| Accounts payable, deferred revenue and other accrued liabilities                                   | (4,894)                 | 20,764    |
| Billings in excess of costs and profits recognized   | 3,851                   | (9,233)   |
| Net cash provided by (used in) operating activities  | 8,183                   | (17,054)  |
| <b>Cash flows from investing activities</b>  |                         |           |
| Capital expenditures for property and equipment  | (7,944)                 | (7,492)   |
| Proceeds from sale of property and equipment   | 1,371                   | 3,007     |
| Acquisition of businesses, net of cash acquired  | —                       | (485)     |
| Proceeds from sale-leaseback transactions  | —                       | 32,109    |
| Net cash provided by (used in) investing activities  | (6,573)                 | 27,139    |
| <b>Cash flows from financing activities</b>  |                         |           |
| Borrowings on revolving Credit Facility  | 451,738                 | 544,126   |
| Repayments on revolving Credit Facility  | (451,738)               | (544,126) |
| Repurchases of stock   | (5,996)                 | (3,826)   |
| Payment of capital lease obligations   | (1,275)                 | (1,250)   |
| Deferred financing costs   | (311)                   | —         |
| Net cash used in financing activities  | (7,582)                 | (5,076)   |
| Effect of exchange rate changes on cash  | 1,108                   | (838)     |
| Net increase (decrease) in cash, cash equivalents and restricted cash                              | (4,864)                 | 4,171     |
| Cash, cash equivalents and restricted cash at beginning of period                                  | 51,029                  | 46,858    |
| Cash, cash equivalents and restricted cash at end of period  | \$ 46,165               | \$ 51,029 |
| <b>Supplemental cash flow disclosures</b>  |                         |           |
| Cash paid for interest   | \$ 17,088               | \$ 25,325 |
| Cash paid (refunded) for income taxes  | 8,804                   | (383)     |
| <b>Noncash investing and financing activities</b>  |                         |           |
| Operating lease assets obtained in exchange for lease obligations                                  | \$ 7,535                | \$ 40,516 |
| Finance lease assets obtained in exchange for lease obligations                                    | 2,108                   | 2,026     |
| Accrued purchases of property and equipment  | 6                       | 50        |

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

**Forum Energy Technologies, Inc. and subsidiaries**  
**Consolidated statements of changes in stockholders' equity**

|   |              | Additional   |                |                  | Accumulated     | Total         |
|---|--------------|--------------|----------------|------------------|-----------------|---------------|
|   | Common stock | paid-in      | Treasury stock | Retained deficit | other           | common        |
| (in thousands)                                |              | capital      |                |                  | comprehensive   | stockholders' |
|   |              |              |                |                  | income / (loss) | equity        |
| <b>Balance at December 31, 2021</b>           | \$ 61        | \$ 1,249,962 | \$ (135,562)   | \$ (684,307)     | \$ (101,028)    | \$ 329,126    |
| Restricted stock issuance, net of forfeitures | 1            | (829)        | —              | —                | —               | (828)         |
| Stock-based compensation expense              | —            | 4,205        | —              | —                | —               | 4,205         |
| Liability awards converted to share settled   | —            | 275          | —              | —                | —               | 275           |
| Treasury stock                                | —            | —            | (2,998)        | —                | —               | (2,998)       |
| Change in pension liability                   | —            | —            | —              | —                | 2,256           | 2,256         |
| Currency translation adjustment               | —            | —            | —              | —                | (28,713)        | (28,713)      |
| Net income                                    | —            | —            | —              | 3,712            | —               | 3,712         |
| <b>Balance at December 31, 2022</b>           | \$ 62        | \$ 1,253,613 | \$ (138,560)   | \$ (680,595)     | \$ (127,485)    | \$ 307,035    |
| Restricted stock issuance, net of forfeitures | 1            | (2,500)      | —              | —                | —               | (2,499)       |
| Stock-based compensation expense              | —            | 4,571        | —              | —                | —               | 4,571         |
| Treasury stock                                | —            | —            | (3,497)        | —                | —               | (3,497)       |
| Conversion of debt to common stock            | 46           | 113,604      | —              | —                | —               | 113,650       |
| Change in pension liability                   | —            | —            | —              | —                | (508)           | (508)         |
| Currency translation adjustment               | —            | —            | —              | —                | 12,757          | 12,757        |
| Net loss                                      | —            | —            | —              | (18,876)         | —               | (18,876)      |
| <b>Balance at December 31, 2023</b>           | \$ 109       | \$ 1,369,288 | \$ (142,057)   | \$ (699,471)     | \$ (115,236)    | \$ 412,633    |

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

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements**

## **1. Nature of Operations**

Forum Energy Technologies, Inc. (the "Company," "FET," "we," "our," or "us"), a Delaware corporation, is a global manufacturing company serving the oil, natural gas, industrial and renewable energy industries. With headquarters located in Houston, Texas, FET provides value added solutions that increase the safety and efficiency of energy exploration and production.

## **2. Summary of Significant Accounting Policies**

### ***Basis of presentation***

The Company's accompanying consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Certain reclassifications have been made to prior year amounts to conform with the current year presentation.

### ***Principles of consolidation***

The consolidated financial statements include the accounts of the Company and its wholly and majority owned subsidiaries after elimination of intercompany balances and transactions.

### ***Use of estimates***

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.

In the preparation of these consolidated financial statements, estimates and assumptions have been made by management including, among others, an assessment of percentage of completion of projects based on costs to complete contracts, the selection of useful lives of tangible and intangible assets, expected future cash flows from long lived assets to support impairment tests, provisions necessary for trade receivables, amounts of deferred taxes and income tax contingencies. Actual results could differ from these estimates.

The financial reporting of contracts depends on estimates, which are assessed continually during the term of those contracts. The amounts of revenues and income recognized are subject to revisions as the contract progresses to completion and changes in estimates are reflected in the period in which the facts that give rise to the revisions become known. Additional information that enhances and refines the estimating process that is obtained after the balance sheet date, but before issuance of the consolidated financial statements, is reflected in the consolidated financial statements.

### ***Cash and cash equivalents***

Cash and cash equivalents consist of cash on deposit and high quality, short-term money market instruments with an original maturity of three months or less. Cash equivalents are based on quoted market prices, a Level 1 fair value measure.

### ***Accounts receivable-trade***

Trade accounts receivables are carried at their estimated collectible amounts. Trade credit is generally extended on a short-term basis; thus receivables do not bear interest, although a finance charge may be applied to amounts past due. We maintain an allowance for doubtful accounts for estimated losses that may result from the inability of our customers to make required payments. Such allowances are based upon several factors including, but not limited to, credit approval practices, industry and customer historical experience as well as the current and projected financial condition of the specific customer. Accounts receivable outstanding longer than contractual terms are considered past due. We write-off accounts receivable to the allowance for doubtful accounts when they become uncollectible. Any payments subsequently received on receivables previously written-off are credited to bad debt expense.

The changes in allowance for doubtful account during the years ended December 31, 2023 and 2022 were as follows (in thousands):

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

| <b>Period ended</b> | <b>Balance at beginning<br/>of period</b> | <b>Charged to expense</b> | <b>Deductions or other</b> | <b>Balance at end of<br/>period</b> |
|---------------------|---|---------------------------|----------------------------|-------------------------------------|
| December 31, 2022   | 11,114                                    | 2,249                     | (2,673)                    | 10,690                              |
| December 31, 2023   | 10,690                                    | 1,527                     | (1,367)                    | 10,850                              |

**Inventories**

Inventories, consisting of finished goods and materials and supplies held for resale, are carried at the lower of cost or net realizable value. For certain operations, cost, which includes the cost of raw materials and labor for finished goods, is determined using standard cost which approximates a first-in first-out basis. For other operations, this cost is determined on an average cost, first-in first-out or specific identification basis. Net realizable value means estimated selling price in the ordinary course of business, less reasonably predictable cost of completion, disposal, and transportation. We continuously evaluate inventories based on an analysis of inventory levels, historical sales experience and future sales forecasts, to determine obsolete, slow-moving and excess inventory.

For the years ended December 31, 2023 and 2022, we recognized inventory write downs totaling \$ 2.8 million and \$2.7 million, respectively. These charges are all included in cost of sales in the consolidated statements of comprehensive income (loss). See Note 5 Inventories for further information related to these charges.

**Property and equipment**

Property and equipment are stated at cost less accumulated depreciation. Finance leases of property and equipment are stated at the present value of future minimum lease payments. Expenditures for property and equipment and for items which substantially increase the useful lives of existing assets are capitalized at cost and depreciated over their estimated useful life utilizing the straight-line method. Routine expenditures for repairs and maintenance are expensed as incurred. Depreciation is computed using the straight-line method based on the estimated useful lives of assets, generally two to 30 years. Property and equipment held under finance leases are amortized straight-line over the shorter of the lease term or estimated useful life of the asset. Gains or losses resulting from the disposition of assets are recognized in income with the related asset cost and accumulated depreciation removed from the balance sheet. Assets acquired in connection with business combinations are recorded at fair value.

We review long-lived assets for potential impairment whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset may not be recoverable. In performing the review for impairment, future cash flows expected to result from the use of the asset and its eventual disposal are estimated. If the undiscounted future cash flows are less than the carrying amount of the assets, there is an indication that the asset may be impaired. The amount of the impairment is measured as the difference between the carrying value and the estimated fair value of the asset. The fair value is determined either through the use of an external valuation, or by means of an analysis of discounted future cash flows based on expected utilization.

**Lease obligations**

We determine if an arrangement is a lease at inception. Leases with an initial term of 12 months or less are not recorded in our consolidated balance sheets. Leases with an initial term greater than 12 months are recognized in our consolidated balance sheets based on lease classification as either operating or financing. Operating leases are included in operating lease assets, accrued liabilities and operating lease liabilities. Finance leases are included in property and equipment, current portion of long-term debt, and long-term debt. Some of our lease agreements include lease and non-lease components for which we have elected to not separate for all classes of underlying assets. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants. We sublease certain real estate to third parties when we have no future use for the property.

Our lease portfolio primarily consists of operating leases for certain manufacturing facilities, warehouses, service facilities, office spaces, equipment and vehicles. Operating lease assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments at the commencement date. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. Our leases have remaining terms of one to 11 years and may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. The operating lease assets also include any upfront lease payments made



**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

and exclude lease incentives and initial direct costs incurred. Lease expense for operating leases is recognized on a straight-line basis over the lease term.

We review operating lease assets for potential impairment whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset may not be recoverable. In performing the review for impairment, future cash flows expected to result from the use of the asset and its eventual disposal are estimated. If the undiscounted future cash flows are less than the carrying amount of the asset, there is an indication that the asset may be impaired. The amount of the impairment is measured as the difference between the carrying value and the estimated fair value of the asset. The fair value is determined by means of an analysis of discounted future cash flows based on expected utilization.

***Intangible assets***

Intangible assets with definite lives are comprised of customer and distributor relationships, patents and technology, trade names, trademarks and non-compete agreements which are amortized on a straight-line basis over the life of the intangible asset, generally five to 35 years. These assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. In performing the review for impairment, future cash flows expected to result from the use of the asset are estimated. If the undiscounted future cash flows are less than the carrying amount of the asset, there is an indication that the asset may be impaired. The amount of the impairment is measured as the difference between the carrying value and the estimated fair value of the asset. The fair value is determined either through the use of an external valuation, or by means of an analysis of discounted future cash flows. The impairment loss recognized represents the excess of an asset's carrying value as compared to its estimated fair value.

***Recognition of provisions for contingencies***

In the ordinary course of business, we are subject to various claims, suits and complaints. We, in consultation with internal and external legal advisors, will provide for a contingent loss in the consolidated financial statements if, at the date of the consolidated financial statements, it is probable that a liability has been incurred and the amount can be reasonably estimated. If it is determined that the reasonable estimate of the loss is a range and that there is no best estimate within that range, a provision will be made for the lower amount of the range. Legal costs are expensed as incurred.

An assessment is made of the areas where potential claims may arise under contract warranty clauses. Where a specific risk is identified, and the potential for a claim is assessed as probable and can be reasonably estimated, an appropriate warranty provision is recorded. Warranty provisions are eliminated at the end of the warranty period except where warranty claims are still outstanding. The liability for product warranty is included in accrued liabilities in the consolidated balance sheets.

***Revenue recognition and deferred revenue***

Revenue is recognized in accordance with Accounting Standards Codification Topic ("ASC") 606, when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

**Contract Identification.** We account for a contract when it is approved, both parties are committed, the rights of the parties are identified, payment terms are defined, the contract has commercial substance and collection of consideration is probable.

**Performance Obligations.** A performance obligation is a promise in a contract to transfer a distinct good or service to the customer under ASC 606. The majority of our contracts with customers contain a single performance obligation to provide agreed-upon products or services. For contracts with multiple performance obligations, we allocate revenue to each performance obligation based on its relative standalone selling price. In accordance with ASC 606, we do not assess whether promised goods or services are performance obligations if they are immaterial in the context of the contract with the customer. We have elected to apply the practical expedient to account for shipping and handling costs associated with outbound freight after control of a product has transferred to a customer as a fulfillment cost which is included in cost of sales. Furthermore, since our customer payment terms are short-term in nature, we have also elected to apply the practical expedient which allows an entity to not adjust for the effects of a significant financing component if it expects that the customer's payment period will be less than one year in duration.

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

**Contract Value.** Revenue is measured based on the amount of consideration specified in the contracts with our customers and excludes any amounts collected on behalf of third parties. We have elected the practical expedient to exclude amounts collected from customers for all sales (and other similar) taxes.

The estimation of total revenue from a customer contract is subject to elements of variable consideration. Certain customers may receive rebates or discounts which are accounted for as variable consideration. We estimate variable consideration as the most likely amount to which we expect to be entitled, and we include estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue will not occur when the uncertainty associated with the variable consideration is resolved. Our estimate of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of our anticipated performance and all information (historic, current, forecast) that is reasonably available to us.

**Timing of Recognition.** We recognize revenue when we satisfy a performance obligation by transferring control of a product or service to a customer. Our performance obligations are satisfied at a point in time or over time as work progresses.

Revenue from goods transferred to customers at a point in time accounted for 94% of revenues for the year ended December 31, 2023. The majority of this revenue is product sales, which are generally recognized when items are shipped from our facilities and title passes to the customer. The amount of revenue recognized for products is adjusted for expected returns, which are estimated based on historical data.

Revenue from goods transferred to customers over time accounted for 6% of revenues for the year ended December 31, 2023, which is related to certain contracts in our Subsea and Production Equipment product lines. Recognition over time for these contracts is supported by our assessment of the products supplied as having no alternative use to us and by clauses in the contracts that provide us with an enforceable right to payment for performance completed to date. We use the cost-to-cost method to measure progress for these contracts because it best depicts the transfer of assets to the customer which occurs as costs are incurred on the contract. The amount of revenue recognized is calculated based on the ratio of costs incurred to-date compared to total estimated costs which requires management to calculate reasonably dependable estimates of total contract costs. Whenever revisions of estimated contract costs and contract values indicate that the contract costs will exceed estimated revenues, thus creating a loss, a provision for the total estimated loss is recorded in that period. We recognize revenue and cost of sales each period based upon the advancement of the work-in-progress unless the stage of completion is insufficient to enable a reasonably certain forecast of profit to be established. In such cases, no profit is recognized during the period.

Accounting estimates during the course of projects may change, primarily related to our remotely operated vehicles ("ROVs") which may take longer to manufacture. The effect of such a change, which can be upward as well as downward, is accounted for in the period of change, and the cumulative income recognized to date is adjusted to reflect the latest estimates. These revisions to estimates are accounted for on a prospective basis.

Contracts are sometimes modified to account for changes in product specifications or requirements. Most of our contract modifications are for goods and services that are not distinct from the existing contract. As such, these modifications are accounted for as if they were part of the existing contract, and therefore, the effect of the modification on the transaction price and our measure of progress for the performance obligation to which it relates is recognized as an adjustment to revenue on a cumulative catch-up basis. No adjustment to any one contract was material to our consolidated financial statements for the years ended December 31, 2023 and 2022.

We sell our products through a number of channels including a direct sales force, marketing representatives, and distributors. We have elected to expense sales commissions when incurred as the amortization period would be less than one year. These costs are recorded within cost of sales.

**Portfolio Approach.** We have elected to apply ASC 606 to a portfolio of contracts with similar characteristics as we reasonably expect that the effects on the financial statements of applying this guidance to the portfolio would not differ materially from applying this guidance to the individual contracts within that portfolio.

**Disaggregated Revenue.** Refer to Note 17 *Business Segments* for disaggregated revenue by product line and geography.

**Contract Balances.** Contract balances are determined on a contract by contract basis. Contract assets represent revenue recognized for goods and services provided to our customers when payment is conditioned on something other than the passage of time. Similarly, when we receive consideration, or such consideration is unconditionally

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

due, from a customer prior to transferring goods or services to the customer under the terms of a sales contract, we record a contract liability. Such contract liabilities typically result from billings in excess of costs incurred and advance payments received on product sales.

***Concentration of credit risk***

Trade accounts receivable are financial instruments which potentially subject the Company to credit risk. Trade accounts receivable consist of uncollateralized receivables from domestic and international customers. For the years ended December 31, 2023 and 2022, no customer accounted for 10% or more of the total revenue or 10% or more of the total accounts receivable balance at the end of the respective period.

***Stock-based compensation***

We measure all stock-based compensation awards at fair value on the date they are granted to employees and directors, and recognize compensation cost over the requisite service period for awards with only a service condition, and over a graded vesting period for awards with service and performance or market conditions.

The fair value of stock-based compensation awards with market conditions is measured using a Monte Carlo Simulation model and, in accordance with ASC 718, is not adjusted based on actual achievement of the performance goals. The Black-Scholes option pricing model is used to measure the fair value of options. Forfeitures are accounted for as they occur.

***Income taxes***

We follow the liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are determined based upon temporary differences between the carrying amounts and tax bases of our assets and liabilities at the balance sheet date, and are measured using enacted tax rates and laws that will be in effect when the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in the tax rates is recognized in income in the period in which the change occurs. We record a valuation allowance in each reporting period when management believes that it is more likely than not that any deferred tax asset created will not be realized. See Note 10 *Income Taxes* for more information on valuation allowances recognized.

Accounting guidance for income taxes requires that we recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. If a tax position meets the "more likely than not" recognition criteria, accounting guidance requires the tax position be measured at the largest amount of benefit greater than 50% likely of being realized upon ultimate settlement.

***Non-U.S. local currency translation***

We have global operations and the majority of our non-U.S. operations have designated the local currency as the functional currency. Realized and unrealized gains and losses resulting from re-measurements of monetary assets and liabilities denominated in a currency other than the local entity's functional currency are included in the consolidated statements of comprehensive income (loss) as incurred.

Financial statements of our foreign operations where the functional currency is not the U.S. dollar are translated into U.S. dollars using the current rate method whereby assets and liabilities are translated at the balance sheet rate and income and expenses are translated at the average exchange rates in effect during the period. The resultant translation adjustments are reported as a component of accumulated other comprehensive loss within equity in our consolidated balance sheets.

***Fair value***

The carrying amounts for financial instruments classified as current assets and current liabilities approximate fair value, due to the short maturity of such instruments. The book values of other financial instruments, such as our debt related to the Credit Facility, approximates fair value because interest rates charged are similar to other financial instruments with similar terms and maturities and the rates vary in accordance with a market index.

For financial assets and liabilities disclosed at fair value, fair value is determined as the exit price, or the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The established fair value hierarchy divides fair value measurement into three broad levels:

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

- Level 1 - inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date;
- Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 - inputs are unobservable for the asset or liability, which reflect the best judgment of management.

The financial assets and liabilities that are disclosed at fair value for disclosure purposes are categorized in one of the above three levels based on the lowest level input that is significant to the fair value measurement in its entirety. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment.

***Recent accounting pronouncements***

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB"), which the Company adopts as of the specified effective date. Unless otherwise discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's consolidated financial statements upon adoption.

**Accounting Standards Adopted in 2023**

***Inflation Reduction Act of 2022.*** In August 2022, the Inflation Reduction Act of 2022 ("IRA") was signed into law. The IRA, among other provisions, imposes a 15% corporate alternative minimum tax on the adjusted financial statement income of certain large corporations effective for tax years beginning after December 31, 2022 and a 1% excise tax on stock repurchases made by publicly traded U.S. corporations after December 31, 2022. The adoption of this standard did not have a material impact on our consolidated financial statements.

***Reference Rate Reform (Topic 848).*** In March 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2020-04, which provides temporary, optional practical expedients and exceptions to enable a smoother transition to the new reference rates which will replace the London Interbank Offered Rate ("LIBOR") and other reference rates expected to be discontinued. In January 2021, the FASB issued ASU 2021-01, which expanded the scope to include derivative instruments impacted by the discounting transition. In December 2022, the FASB issued ASU 2022-06, which extended the temporary accounting rules from December 31, 2022 to December 31, 2024. Effective April 2023, the Company transitioned its Credit Facility from LIBOR to the Secured Overnight Financing Rate ("SOFR"). The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

**Accounting Standards Issued But Not Yet Adopted**

***Segment Reporting (Topic 280).*** In November 2023, FASB issued ASU 2023-07, which improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant expenses. This update is effective retrospectively for fiscal years beginning after December 15, 2023, and interim periods within fiscal years after December 15, 2024, early adoption is permitted. The Company is in the process of evaluating the impact it may have on our consolidated financial statements.

***Income Taxes (Topic 740).*** In December 2023, FASB issued ASU 2023-09, which improves income tax disclosures. This update is effective for fiscal years beginning after December 15, 2025, early adoption is permitted. This update should be applied prospectively but retrospective application is permitted. The Company is in the process of evaluating the impact it may have on our consolidated financial statements.

### 3. Revenues

#### Disaggregated revenues

Refer to Note 17 *Business Segments* for disaggregated revenues by product line and geography.

#### Contract balances

The following table reflects the changes in our contract assets and contract liabilities balances for the years ended December 31, 2023 and 2022:

|  | December 31, 2023 | December 31, 2022 | Increase / (Decrease) |             |
|--|-------------------|-------------------|-----------------------|-------------|
|  |                   |                   | \$                    | %           |
| Accrued revenue                                    | \$ 1,801          | \$ 665            |                       |             |
| Costs and estimated profits in excess of billings  | 13,365            | 15,139            |                       |             |
| Contract assets - current                          | 15,166            | 15,804            |                       |             |
| Contract assets - non-current                      | 1,828             | 2,638             |                       |             |
| <b>Contract assets</b>                             | <b>\$ 16,994</b>  | <b>\$ 18,442</b>  | <b>\$ (1,448)</b>     | <b>(8)%</b> |
| Deferred revenue                                   | \$ 10,551         | \$ 14,401         |                       |             |
| Billings in excess of costs and profits recognized | 4,221             | 305               |                       |             |
| <b>Contract liabilities</b>                        | <b>\$ 14,772</b>  | <b>\$ 14,706</b>  | <b>\$ 66</b>          | <b>— %</b>  |

During the year ended December 31, 2023, our contract assets decreased by \$ 1.4 million and our contract liabilities increased by \$ 0.1 million primarily due to the timing of milestone billings in our Subsea Technologies product line. The noncurrent portion of contract assets is recorded on the consolidated balance sheets as other long-term assets.

During the year ended December 31, 2023, we recognized revenue of \$ 13.1 million that was included in the contract liability balance at the beginning of the period.

Substantially all of our contracts are less than one year in duration. As such, we have elected to apply the practical expedient which allows an entity to exclude disclosures about its remaining performance obligations if the performance obligation is part of a contract that has an original expected duration of one year or less.

### 4. Acquisition

On November 1, 2023, the Company and its wholly owned subsidiary entered into a purchase agreement with Variperm Holdings Ltd. ("Variperm") and its shareholders to acquire all of the issued and outstanding common shares of Variperm (the "Variperm Acquisition"). The transaction closed on January 4, 2024. Variperm, headquartered in Canada, is a manufacturer of downhole technology solutions, providing sand and flow control products for heavy oil applications.

Total consideration for the Variperm Acquisition includes approximately \$ 150.0 million of cash and 2.0 million shares of the Company's common stock, subject to customary purchase price adjustments set forth in the purchase agreement. In connection with the closing, to fund the cash portion of the purchase price, the Company borrowed \$90.0 million under its senior secured asset-based lending facility ("Credit Facility") on January 2, 2024 and entered into a \$60.0 million second lien seller term loan credit agreement ("Seller Term Loan") on January 4, 2024.

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

## 5. Inventories

The Company's significant components of inventories at December 31, 2023 and 2022 were as follows (in thousands):

|                         | December 31,      |                   |
|-------------------------|-------------------|-------------------|
|                         | 2023              | 2022              |
| Raw materials and parts | \$ 92,563         | \$ 94,182         |
| Work in process         | 28,693            | 27,489            |
| Finished goods          | 216,570           | 187,448           |
| Total Inventories       | 337,826           | 309,119           |
| Less: inventory reserve | (38,187)          | (39,291)          |
| <b>Inventories, net</b> | <b>\$ 299,639</b> | <b>\$ 269,828</b> |

The changes in inventory reserve during the two-year period ended December 31, 2023 were as follows (in thousands):

| Period ended      | Balance at beginning<br>of period | Charged to expense | Deductions or other | Balance at end of<br>period |
|-------------------|-----------------------------------|--------------------|---------------------|-----------------------------|
| December 31, 2022 | \$ 62,885                         | \$ 2,698           | \$ (26,292)         | \$ 39,291                   |
| December 31, 2023 | 39,291                            | 2,784              | (3,888)             | 38,187                      |

## 6. Property and Equipment

Property and equipment consisted of the following (in thousands):

|                                      | Estimated useful lives | December 31,     |                  |
|--------------------------------------|------------------------|------------------|------------------|
|                                      |                        | 2023             | 2022             |
| Land                                 |                        | \$ 4,843         | \$ 4,763         |
| Buildings and leasehold improvements | 5-30                   | 46,596           | 49,705           |
| Computer equipment                   | 3-5                    | 44,944           | 42,545           |
| Machinery & equipment                | 5-10                   | 119,687          | 117,145          |
| Other                                | 2-10                   | 18,115           | 15,292           |
| Construction in progress             |                        | 1,562            | 4,530            |
|                                      |                        | 235,747          | 233,980          |
| Less: accumulated depreciation       |                        | (174,346)        | (171,017)        |
| <b>Property and equipment, net</b>   |                        | <b>\$ 61,401</b> | <b>\$ 62,963</b> |

Depreciation expense was \$10.8 million and \$12.4 million for the years ended December 31, 2023 and 2022, respectively.

During 2022, the Company disposed land and buildings related to a sale-leaseback transaction with a net book value of approximately \$ 25.1 million and received net proceeds of \$32.1 million. The Company recognized a gain of \$ 7.0 million as a result, which is reported in operating expense in the consolidated statements of comprehensive income (loss).

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

## 7. Intangible Assets

At December 31, 2023 and 2022, intangible assets consisted of the following (in thousands):

| December 31, 2023              |                   |                          |                   |                                |
|--------------------------------|-------------------|--------------------------|-------------------|--------------------------------|
|                                | Cost              | Accumulated amortization | Net               | Amortization period (in years) |
| Customer relationships         | \$ 267,838        | \$ (164,672)             | \$ 103,166        | 10 - 35                        |
| Patents and technology         | 89,151            | (41,189)                 | 47,962            | 5 - 19                         |
| Non-compete agreements         | 190               | (190)                    | —                 | 5                              |
| Trade names                    | 42,847            | (28,974)                 | 13,873            | 7 - 19                         |
| Trademark                      | 5,089             | (2,120)                  | 2,969             | 15                             |
| <b>Total intangible assets</b> | <b>\$ 405,115</b> | <b>\$ (237,145)</b>      | <b>\$ 167,970</b> |                                |

  

| December 31, 2022              |                   |                          |                   |                                |
|--------------------------------|-------------------|--------------------------|-------------------|--------------------------------|
|                                | Cost              | Accumulated amortization | Net               | Amortization period (in years) |
| Customer relationships         | \$ 266,537        | \$ (147,496)             | \$ 119,041        | 10 - 35                        |
| Patents and technology         | 88,863            | (35,298)                 | 53,565            | 5 - 19                         |
| Non-compete agreements         | 188               | (188)                    | —                 | 5                              |
| Trade names                    | 42,638            | (27,071)                 | 15,567            | 7 - 19                         |
| Trademark                      | 5,089             | (1,781)                  | 3,308             | 15                             |
| <b>Total intangible assets</b> | <b>\$ 403,315</b> | <b>\$ (211,834)</b>      | <b>\$ 191,481</b> |                                |

Intangible assets with definite lives are tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable.

Amortization expense was \$23.9 million and \$24.5 million for the years ended December 31, 2023 and 2022, respectively. The estimated future amortization expense for the next five years is as follows (in thousands):

| Year ending December 31, | Amount    |
|--------------------------|-----------|
| 2024                     | \$ 22,938 |
| 2025                     | 21,608    |
| 2026                     | 20,356    |
| 2027                     | 19,296    |
| 2028                     | 17,997    |

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

## 8. Debt

Notes payable and lines of credit consisted of the following as of (in thousands):

|  | December 31, |            |
|--|--------------|------------|
|  | 2023         | 2022       |
| 2025 Notes                             | \$ 134,208   | \$ 256,970 |
| Unamortized debt discount              | (5,074)      | (15,314)   |
| Debt issuance cost                     | (1,245)      | (3,759)    |
| Credit Facility                        | —            | —          |
| Other debt                             | 2,864        | 2,013      |
| Total debt                             | 130,753      | 239,910    |
| Less: current portion                  | (1,186)      | (782)      |
| Long-term debt, net of current portion | \$ 129,567   | \$ 239,128 |

### 2025 Notes

Our 9.00% convertible secured notes due August 2025 ("2025 Notes"), of which \$ 134.2 million principal amount was outstanding at December 31, 2023, pay interest at the rate of 9.00%, of which 6.25% is payable in cash and 2.75% is payable in cash or additional notes, at the Company's option. The 2025 Notes are secured by a first lien on substantially all of the Company's assets, except for Credit Facility priority collateral, which secures the 2025 Notes on a second lien basis. During January 2023, \$122.8 million or 48% of the then-outstanding principal amount of the 2025 Notes mandatorily converted into approximately 4.5 million shares of common stock.

### Credit Facility

In November 2023, the Credit Facility was modified to (i) permit the Variper Acquisition, (ii) permit the incurrence of new secured notes in an amount not to exceed \$200.0 million (which notes will, in part, refinance the 2025 Notes) and (iii) update the applicable base rate for loans denominated in Canadian dollars from CDOR to term Canadian Overnight Repo Rate Average ("CORRA"); and effective upon consummation of the Variper Acquisition, (a) extend the maturity date of the Credit Facility to September 8, 2028, (b) permit the incurrence of the Seller Term Loan in an amount not to exceed \$60.0 million in connection with the consummation of the Variper Acquisition, and (c) increase the aggregate revolving commitments from \$179.0 million to \$250.0 million.

Following such amendment, our Credit Facility provides revolving credit commitments of \$ 250.0 million (with a sublimit of up to \$70.0 million available for the issuance of letters of credit for the account of the Company and certain of its domestic subsidiaries) ("U.S. Line"), of which up to \$50.0 million is available to certain of our Canadian subsidiaries for loans in U.S. or Canadian dollars (with a sublimit of up to \$10.0 million available for the issuance of letters of credit for the account of our Canadian subsidiaries) (the "Canadian Line"). Lender commitments under the Credit Facility, subject to certain limitations, may be increased by an additional \$100.0 million. The Credit Facility matures in September 2028.

Availability under the Credit Facility is subject to a borrowing base calculated by reference to eligible accounts receivable in the U.S., Canada and certain other jurisdictions (subject to a cap) and eligible inventory in the U.S. and Canada. Our borrowing capacity under the Credit Facility could be reduced or eliminated, depending on future fluctuations in our receivables and inventory. As of December 31, 2023, our total borrowing base was \$ 167.4 million, of which no amount was drawn and \$20.3 million was used as security for outstanding letters of credit, resulting in remaining availability of \$ 147.1 million.

Borrowings under the U.S. Line bear interest at a rate equal to, at our option, either (a) the SOFR, subject to a floor of 0.00%, plus a margin of 2.25% to 2.75%, or (b) a base rate plus a margin of 1.25% to 1.75%, in each case based upon the Company's quarterly total net leverage ratio. The U.S. line base rate is determined by reference to the greatest of (i) the federal funds rate plus 0.50% per annum, (ii) the one-month adjusted term SOFR plus 1.00% per annum, and (iii) the "prime rate" of interest announced by Wells Fargo Bank, National Association, subject to a floor of 0.00%.



**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

Borrowings under the Canadian Line bear interest at a rate equal to, at our Canadian borrowers' option, either (a) CORRA, subject to a floor of 0.00%, plus a margin of 2.25% to 2.75%, or (b) a base rate plus a margin of 1.25% to 1.75%, in each case based upon the Company's quarterly net leverage ratio. The Canadian Line base rate is determined by reference to the greater of (i) the Floor, (ii) the one-month CORRA and (iii) the prime rate for Canadian dollar commercial loans made in Canada as reported by Thomson Reuters, subject to a floor of 0.00%.

The weighted average interest rate under the Credit Facility was approximately 8.36% and 6.83% for the years ended December 31, 2023 and 2022.

The Credit Facility also provides for a commitment fee in the amount of (a) 0.375% on the unused portion of revolving commitments if average usage of the Credit Facility is greater than 50% and (b) 0.500% on the unused portion of revolving commitments if average usage of the Credit Facility is less than or equal to 50%.

If excess availability under the Credit Facility falls below the greater of 12.5% of the borrowing base and \$31.25 million, we will be required to maintain a fixed charge coverage ratio of at least 1.00:1.00 as of the end of each fiscal quarter until excess availability under the Credit Facility exceeds such threshold for 60 consecutive days.

Subject to customary exceptions, all obligations under the Credit Facility are guaranteed, jointly and severally, by our wholly-owned U.S. subsidiaries and, in the case of the Canadian Line, our wholly-owned Canadian subsidiaries, and are secured by substantially all assets of each such entity and the Company, subject to customary exclusions.

The Credit Facility contains various covenants that, among other things, limit our ability (none of which are absolute) to incur additional indebtedness or issue certain preferred shares, grant certain liens, make certain loans and investments, pay dividends, make distributions or make other restricted payments, enter into mergers or acquisitions unless certain conditions are satisfied, change our lines of business, prepay certain indebtedness, enter into certain affiliate transactions or engage in certain asset dispositions.

If an event of default exists under the Credit Facility, the lenders will have the right to accelerate the maturity of the obligations outstanding under the Credit Facility and exercise other rights and remedies. Obligations outstanding under the Credit Facility, however, will be automatically accelerated upon an event of default arising from a bankruptcy or insolvency event. An event of default includes, among other things, nonpayment of principal, interest, fees or other amounts within certain grace periods; representations and warranties proving to be untrue in any material respect; failure to perform or otherwise comply with covenants in the Credit Facility or other loan documents, subject, in certain instances, to grace periods; cross-defaults to certain other indebtedness if such default occurs at the final maturity of such indebtedness or if the effect of such default is to cause, or permit the holders of such indebtedness to cause, the acceleration of such indebtedness; bankruptcy or insolvency events; material monetary judgment defaults; invalidity or unenforceability of the Credit Facility or any other loan document; and the occurrence of a Change of Control (as defined in the Credit Facility).

**Other Debt**

Other debt consists of various finance leases of equipment. See Note 18 *Subsequent Events* for further information related to the Seller Term Loan entered into on January 4, 2024.

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

Future principal payments under long-term debt for each of the years ending December 31 are as follows (in thousands):

| <b>Year ending December 31,</b>                | <b>Amount</b>     |
|--|-------------------|
| 2024   | \$ 1,347          |
| 2025   | 135,492           |
| 2026   | 415               |
| 2027   | 93                |
| 2028   | —                 |
| Thereafter                                     | —                 |
| Total future payment                           | \$ 137,347        |
| Less: unamortized debt discount                | (5,074)           |
| Less: debt issuance cost                       | (1,245)           |
| Less: present value discount on finance leases | (275)             |
| <b>Total debt</b>                              | <b>\$ 130,753</b> |

## 9. Leases

Our lease portfolio primarily consists of operating leases for certain manufacturing facilities, warehouses, service facilities, office spaces, equipment and vehicles. The following table summarizes the supplemental consolidated balance sheet information related to leases as of December 31, 2023 and 2022 (in thousands):

|                                |  | <b>December 31,</b> |                  |
|--------------------------------|--|---------------------|------------------|
| <b>Classification</b>          |  | <b>2023</b>         | <b>2022</b>      |
| <b>Assets</b>                  |  |                     |                  |
| Operating lease assets         | Operating lease assets                 | \$ 55,399           | \$ 57,270        |
| Finance lease assets           | Property and equipment, net            | 3,063               | 2,500            |
| <b>Total lease assets</b>      |  | <b>\$ 58,462</b>    | <b>\$ 59,770</b> |
| <b>Liabilities</b>             |  |                     |                  |
| <b>Current</b>                 |  |                     |                  |
| Operating                      | Accrued liabilities                    | \$ 9,200            | \$ 8,776         |
| Finance                        | Current portion of long-term debt      | 1,186               | 782              |
| <b>Noncurrent</b>              |  |                     |                  |
| Operating                      | Operating lease liabilities            | 61,450              | 64,626           |
| Finance                        | Long-term debt, net of current portion | 1,678               | 1,231            |
| <b>Total lease liabilities</b> |  | <b>\$ 73,514</b>    | <b>\$ 75,415</b> |

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

The following table summarizes the components of lease expenses (in thousands):

| Lease Cost                    | Classification   | Year ended December 31, |                  |
|-------------------------------|--|-------------------------|------------------|
|                               |  | 2023                    | 2022             |
| Operating lease cost          | Cost of sales and Selling, general and administrative expenses | \$ 14,641               | \$ 11,591        |
| Finance lease cost            |  |                         |                  |
| Amortization of leased assets | Selling, general and administrative expenses                   | 1,265                   | 887              |
| Interest on lease liabilities | Interest expense   | 180                     | 77               |
| Sublease income               | Cost of sales and Selling, general and administrative expenses | (1,238)                 | (2,437)          |
| <b>Net lease cost</b>         |  | <b>\$ 14,848</b>        | <b>\$ 10,118</b> |

The maturities of lease liabilities as of December 31, 2023 are as follows (in thousands):

|   | Operating Leases | Finance Leases  | Total            |
|---|------------------|-----------------|------------------|
| 2024                                      | \$ 13,312        | \$ 1,347        | \$ 14,659        |
| 2025                                      | 12,674           | 1,284           | 13,958           |
| 2026                                      | 11,650           | 415             | 12,065           |
| 2027                                      | 11,098           | 93              | 11,191           |
| 2028                                      | 9,297            | —               | 9,297            |
| Thereafter                                | 32,977           | —               | 32,977           |
| <b>Total lease payments</b>               | <b>91,008</b>    | <b>3,139</b>    | <b>94,147</b>    |
| Less: present value discount              | (20,358)         | (275)           | (20,633)         |
| <b>Present value of lease liabilities</b> | <b>\$ 70,650</b> | <b>\$ 2,864</b> | <b>\$ 73,514</b> |

The following table summarizes the weighted-average remaining term and weighted average discount rates related to leases as of December 31, 2023 and 2022:

|  | Year ended December 31, |        |
|--|-------------------------|--------|
|  | 2023                    | 2022   |
| <b>Weighted-average remaining lease term (years)</b> |                         |        |
| Operating leases                                     | 7.9                     | 8.8    |
| Financing leases                                     | 2.3                     | 2.8    |
| <b>Weighted-average discount rate</b>                |                         |        |
| Operating leases                                     | 6.60 %                  | 6.58 % |
| Financing leases                                     | 6.89 %                  | 6.43 % |

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

The following table summarizes the supplemental cash flow information related to leases for the years ended December 31, 2023 and 2022 (in thousands):

|  | Year ended December 31, |           |
|--|-------------------------|-----------|
|  | 2023                    | 2022      |
| <b>Cash paid for amounts included in the measurement of lease liabilities:</b> |                         |           |
| Operating cash flows from operating leases                                     | \$ 14,027               | \$ 11,518 |
| Operating cash flows from finance leases                                       | 180                     | 78        |
| Financing cash flows from finance leases                                       | 1,247                   | 1,184     |

**Sale-leaseback transactions**

During 2022, the Company sold and leased back land and buildings for net proceeds of \$ 32.1 million. The initial annual rent for the assets is \$ 2.7 million with initial term of 12 years, subject to annual increase. The transactions met the requirements of sale-leaseback accounting. The related assets were removed from property and equipment and the appropriate operating lease asset and liabilities of approximately \$24.8 million were recorded in the consolidated balance sheets.

**10. Income Taxes**

The components of income (loss) before income taxes were as follows (in thousands):

|                                   | Year ended December 31, |             |
|-----------------------------------|-------------------------|-------------|
|                                   | 2023                    | 2022        |
| U.S.                              | \$ (43,450)             | \$ (43,587) |
| Non-U.S.                          | 35,636                  | 53,936      |
| Income (loss) before income taxes | \$ (7,814)              | \$ 10,349   |

The components of income tax expense (benefit) were as follows (in thousands):

|                           | Year ended December 31, |          |
|---------------------------|-------------------------|----------|
|                           | 2023                    | 2022     |
| <b>Current</b>            |                         |          |
| U.S. federal and state    | \$ 101                  | \$ 196   |
| Non-U.S.                  | 11,165                  | 6,571    |
| <b>Total current</b>      | 11,266                  | 6,767    |
| <b>Deferred</b>           |                         |          |
| U.S. federal and state    | 85                      | 26       |
| Non-U.S.                  | (289)                   | (156)    |
| <b>Total deferred</b>     | (204)                   | (130)    |
| <b>Income tax expense</b> | \$ 11,062               | \$ 6,637 |

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

The reconciliation between the actual provision for income taxes and that computed by applying the U.S. statutory rate to loss before income taxes are outlined below (in thousands):

|  | Year ended December 31, |                        |           |                     |
|--|-------------------------|------------------------|-----------|---------------------|
|  | 2023                    |                        | 2022      |                     |
| Income tax benefit at the statutory rate   | \$                      | (1,641) 21.0 %         | \$        | 2,173 21.0 %        |
| State taxes, net of federal tax benefit    |                         | (114) 1.5 %            |           | 879 8.5 %           |
| Non-U.S. operations                        |                         | (274) 3.5 %            |           | (7,242) (70.0)%     |
| Domestic incentives                        |                         | 448 (5.7)%             |           | 166 1.6 %           |
| Prior year federal, non-U.S. and state tax |                         | 3,536 (45.3)%          |           | (591) (5.7)%        |
| Nondeductible expenses                     |                         | 806 (10.3)%            |           | 3,157 30.5 %        |
| Valuation allowance                        |                         | 8,313 (106.4)%         |           | 8,077 78.0 %        |
| Other                                      |                         | (12) 0.1 %             |           | 18 0.2 %            |
| <b>Income tax expense</b>                  | <b>\$</b>               | <b>11,062 (141.6)%</b> | <b>\$</b> | <b>6,637 64.1 %</b> |

Our effective tax rate was 141.6% and 64.1% for the years ended December 31, 2023 and 2022, respectively.

The tax expense for the years ended December 31, 2023 and 2022 includes an increase in our valuation allowance of \$ 8.3 million and \$8.1 million, respectively, consisting of a full valuation allowance against our deferred tax assets in the U.S., U.K., Germany, Singapore, China and Saudi Arabia as further described below under the primary components of deferred taxes.

The Organization for Economic Co-operation and Development (“OECD”) introduced Base Erosion and Profit Shifting (“BEPS”) Pillar 2 rules that impose a global minimum tax rate of 15%. Numerous countries, including European Union member states, have enacted or are expected to enact legislation to be effective as early as January 1, 2024, with general implementation of a global minimum tax by January 1, 2025. We are currently evaluating the potential impact on our consolidated financial statements and related disclosures. This may have an impact on our future effective tax rate.

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

The primary components of deferred taxes include (in thousands):

|  | December 31,     |                  |
|--|------------------|------------------|
|  | 2023             | 2022             |
| <b>Deferred tax assets</b>                     |                  |                  |
| Reserves and accruals                          | \$ 3,821         | \$ 3,940         |
| Operating lease liabilities                    | 17,384           | 17,596           |
| Inventories                                    | 10,170           | 12,964           |
| Stock awards                                   | 1,829            | 1,862            |
| Net operating loss and other tax carryforwards | 160,127          | 124,024          |
| Goodwill and intangible assets                 | 20,091           | 26,607           |
| Fair value discount on 2025 Notes              | 19,751           | 26,301           |
| Property and equipment                         | 6,619            | 4,570            |
| Other  | 5,896            | 3,991            |
| <b>Gross deferred tax assets</b>               | <b>245,688</b>   | <b>221,855</b>   |
| Valuation allowance                            | (231,907)        | (208,139)        |
| <b>Total deferred tax assets</b>               | <b>\$ 13,781</b> | <b>\$ 13,716</b> |
| <b>Deferred tax liabilities</b>                |                  |                  |
| Operating lease assets                         | \$ (13,903)      | \$ (13,989)      |
| Prepaid expenses and other                     | (450)            | (445)            |
| <b>Total deferred tax liabilities</b>          | <b>(14,353)</b>  | <b>(14,434)</b>  |
| <b>Net deferred tax liabilities</b>            | <b>\$ (572)</b>  | <b>\$ (718)</b>  |

Goodwill from certain acquisitions is tax deductible due to the acquisition structure as an asset purchase or due to tax elections made by the Company and the respective sellers at the time of acquisition.

We have deferred tax assets related to net operating loss and other tax carryforwards in the U.S., and in certain states and foreign jurisdictions. We recognize deferred tax assets to the extent that we believe these assets are more likely than not to be realized.

At December 31, 2023, we had \$316.4 million of U.S. net operating loss carryforwards and \$ 10.0 million of state net operating losses. Of these losses, \$33.5 million will expire no later than 2037 if they are not utilized prior to that date. The remaining \$ 292.9 million will not expire. We also had \$ 227.6 million of non-U.S. net operating loss carryforwards with indefinite expiration dates. In addition to our net operating loss carryforwards, we also had U.S. interest limitation carryforwards of \$36.0 million with indefinite expiration dates. The ultimate realization of income tax benefits for these net operating loss and interest limitation carryforwards depends on our ability to generate sufficient taxable income in the respective taxing jurisdictions. Because of the change of ownership provisions of the Tax Reform Act of 1986, use of a portion of our domestic net operating losses may be limited in future periods depending upon future changes in ownership. Where we have unrecognized tax benefits in jurisdictions with existing net operating losses, we utilize the unrecognized tax benefits as a source of income to offset such losses. We do not anticipate being able to fully utilize all of the losses prior to their expiration in the following jurisdictions: the U.S, the U.K, Germany, Singapore, China and Saudi Arabia.

During 2023, we recognized \$8.3 million of tax expense related to the increase in our valuation allowance provided against our deferred tax assets to write down our deferred tax assets in these jurisdictions to what is more likely than not realizable. We increased our valuation allowance related to our U.S. and foreign deferred tax assets by \$6.5 million and \$1.8 million, respectively. In making such a determination for each of these jurisdictions, we considered all available positive and negative evidence, including our recent history of pretax losses over the prior three year period, the goodwill and intangible asset impairments for various reporting units, the future reversals of existing taxable temporary differences, the projected future taxable income or loss and tax-planning. We intend to continue maintaining a full valuation allowance on our deferred tax assets until there is sufficient evidence to support the reversal of all or some portion of these allowances. However, given our current earnings and anticipated future earnings, we believe that there is a reasonable possibility that within the next 12 months, sufficient positive

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

evidence may become available to allow us to reach a conclusion that a portion of the valuation allowance will no longer be needed. Release of the valuation allowance would result in the recognition of certain deferred tax assets and a decrease to income tax expense for the period the release is recorded. However, the exact timing and amount of the valuation allowance release are subject to change on the basis of the level of profitability that we are able to actually achieve.

Deferred tax liabilities arising from the difference between the financial reporting and income tax bases inherent in our foreign subsidiaries, referred to as outside basis differences, have not been provided for U.S. income tax purposes because we do not intend to sell, liquidate or otherwise trigger the recognition of U.S. taxable income with regard to our investment in these foreign subsidiaries. Determining the amount of U.S. deferred tax liabilities associated with outside basis differences is not practicable at this time.

We file income tax returns in the U.S. as well as in various states and non-U.S. jurisdictions. With few exceptions, we are no longer subject to income tax examination by tax authorities in these jurisdictions prior to 2016.

We account for uncertain tax positions in accordance with guidance in ASC Topic 740, which prescribes the minimum recognition threshold a tax position taken or expected to be taken in a tax return is required to meet before being recognized in the financial statements. A reconciliation of the beginning and ending amount of uncertain tax positions is as follows (in thousands):

| <b>2023 Activity</b>                                      | <b>Amount</b>    |
|---|------------------|
| Balance at January 1, 2023                                | \$ 10,512        |
| Additional based on tax positions related to prior years  | 501              |
| Additional based on tax positions related to current year | 1,477            |
| Lapse of statute of limitations                           | (1,587)          |
| <b>Balance at December 31, 2023</b>                       | <b>\$ 10,903</b> |

The total amount of unrecognized tax benefits at December 31, 2023 was \$ 10.9 million, of which it is reasonably possible that \$ 4.4 million could be settled during the next twelve-month period as a result of the conclusion of various tax audits or due to the expiration of the applicable statute of limitations. We estimate that \$8.0 million of the unrecognized tax benefits at December 31, 2023, excluding consideration of valuation allowance, would impact our future effective income tax rate, if recognized.

We recognize interest and penalties related to uncertain tax positions within the provision for income taxes in the consolidated statements of comprehensive income (loss). As of December 31, 2023 and 2022, we had accrued approximately \$0.3 million and \$0.4 million in interest and penalties, respectively. During the years ended December 31, 2023 and 2022, we recognized no material change in the interest and penalties related to uncertain tax positions.

## **11. Fair Value Measurements**

The Company had zero outstanding balance under the Credit Facility at December 31, 2023 and December 31, 2022. The Credit Facility incurs interest at a variable interest rate and therefore, the carrying amount approximates fair value. The fair value of the debt is classified as a Level 2 measurement because interest rates charged are similar to other financial instruments with similar terms and maturities.

The fair value of the Company's Senior Notes is estimated using Level 2 inputs in the fair value hierarchy and is based on quoted prices for those or similar instruments. At December 31, 2023, the fair value and the carrying value of the Company's 2025 Notes approximated \$130.9 million and \$127.9 million, respectively. At December 31, 2022, the fair value and the carrying value of the Company's 2025 Notes approximated \$272.8 million and \$237.9 million, respectively.

There were no other significant outstanding financial instruments as of December 31, 2023 and 2022 that required measuring the amounts at fair value on a recurring basis. The Company did not change its valuation techniques associated with recurring fair value measurements from prior periods and there were no transfers between levels of the fair value hierarchy during the years ended December 31, 2023 and 2022.

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

## **12. Commitments and Contingencies**

### ***Litigation***

In the ordinary course of business, the Company is, and in the future, could be involved in various pending or threatened legal actions, some of which may or may not be covered by insurance. Management has reviewed such pending judicial and legal proceedings, the reasonably anticipated costs and expenses in connection with such proceedings, and the availability and limits of insurance coverage, and has established reserves that are believed to be appropriate in light of those outcomes that are believed to be probable and can be estimated. The reserves accrued at December 31, 2023 and 2022 are immaterial. In the opinion of management, the Company's ultimate liability, if any, with respect to these actions is not expected to have a material adverse effect on the Company's financial position, results of operations or cash flows.

### ***Asbestos litigation***

One of our subsidiaries has been named as one of many defendants in a number of product liability claims for alleged exposure to asbestos used in valves. These lawsuits are typically filed on behalf of plaintiffs who allege exposure to asbestos, against numerous defendants, often forty or more, who are alleged to have manufactured or distributed products containing asbestos. The injuries alleged by plaintiffs in these cases range from mesothelioma and other cancers to asbestosis. The earliest claims against our subsidiary were filed in New Jersey in 1998, and our subsidiary currently has active cases in New Jersey, New York, and Illinois. These complaints do not typically include requests for a specific amount of damages. Our subsidiary acquired the trademark for the product line in question in 1985. To date, most of the claims against our subsidiary alleging illnesses due to asbestos have generally been based on products manufactured by the previous owner prior to 1985 that are alleged to have contained asbestos. Many claimants alleging illnesses due to asbestos sue on the basis of exposure prior to 1985, as by that date the hazards of asbestos exposure were well known and asbestos had begun to fall into disuse. Our subsidiary has been successful in obtaining dismissals in most lawsuits without any cash contribution including because the "successor liability" law in most states does not hold a purchaser in good faith liable for the actions of the seller prior to the acquisition date unless the purchaser contractually assumed the liabilities, which our subsidiary did not. There are exceptions to the successor liability doctrine in many states, so there are no assurances that our subsidiary will not be found liable for the actions of its predecessor. The law in other states on so called "successor liability" may be different or ambiguous in this regard, and could also expose our subsidiary to liability. Our subsidiary could also be found liable should a trier of fact reject our subsidiary's position that it is not responsible for the alleged asbestos injuries, such as in a case where a plaintiff alleges post-1985 exposure. To date, asbestos claims had no material adverse effect on our business, financial condition, results of operations, or cash flow, as our annual out-of-pocket costs over the last five years have been less than \$300,000. There were approximately 22 new cases filed against our subsidiary in each of last two years, and a significant number of existing cases were dismissed, settled or otherwise disposed of over the last year. We currently have fewer than 110 lawsuits pending against this subsidiary. Our subsidiary has over \$17 million in face amount of insurance per occurrence and over \$23 million of aggregate primary insurance coverage. In addition, our subsidiary has over \$950 million in face amount of excess coverage applicable to the claims. There can be no guarantee that all of this can be collected due to policy terms and conditions and insurer insolvencies in the past or in the future. In January 2011, we entered into an agreement with seven of our primary insurers under which they have agreed to pay 80% of the costs of handling and settling each asbestos claim against the affected subsidiary. The insurers' portion of the settlements is funded by our primary insurance limits, which are eroded only by settlements and not legal fees. Approximately \$2.1 million in settlements has been paid by insurers and our subsidiary to date, with approximately \$100,000 paid over the course of the last two years. Our subsidiary and the subscribing insurers have the right to withdraw from this agreement, but to date, no party has exercised this right or expressed an intent to do so.

### ***Tenaris litigation***

In October of 2017, one of our subsidiaries, Global Tubing LLC ("Global Tubing"), filed suit against Tenaris Coiled Tubes, LLC and Tenaris, S.A. (together "Tenaris") in the United States District Court for the Southern District of Texas seeking a declaration that its DURACOIL™ products do not infringe certain Tenaris patents related to coiled tubing. Tenaris filed counterclaims against Global Tubing alleging DURACOIL™ products infringe three patents. Tenaris sought unspecified damages and a permanent injunction. In response, Global Tubing alleged that its products do not infringe and the Tenaris patents are invalid and unenforceable. On March 20, 2023, the court agreed with Global Tubing, finding all patents unenforceable and dismissing all Tenaris infringement claims. Global Tubing intends to seek an award of its attorneys' fees and costs incurred as a result of the litigation. Tenaris has appealed the final judgment and Global Tubing has filed a cross-appeal.



**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

**Portland Harbor Superfund**

One of the Company's dormant subsidiaries is one of several named defendants in a suit filed by the Port of Portland, Oregon in May 2009 seeking reimbursement of costs related to an environmental study at the Port of Portland, and in March 2010, was identified as a potentially responsible party by the EPA with respect to the Portland Harbor Superfund Site. The subsidiary is indemnified for environmental contamination losses by a third party that has assumed responsibility and is providing a defense of the claims. Based on information currently available, the Company does not believe that these matters will have a material adverse effect on the financial condition, results of operations, cash flows or capital expenditures of the Company.

**Operating leases**

The Company has operating leases for warehouses, office space, manufacturing facilities and equipment. The leases generally require the Company to pay certain expenses including taxes, insurance, maintenance, and utilities. See Note 9 *Leases* for further information.

**Letters of credit and guarantees**

The Company executes letters of credit in the normal course of business to secure the delivery of product from specific vendors and also to guarantee the Company fulfills certain performance obligations relating to certain large contracts. At December 31, 2023, the Company had \$20.3 million in letters of credit outstanding.

**13. Earnings (Loss) Per Share**

The reconciliation of basic and diluted earnings per share for each period presented was as follows (dollars and shares in thousands, except per share amounts):

|  | Year ended December 31, |          |
|--|-------------------------|----------|
|  | 2023                    | 2022     |
| <b>Net income (loss) attributable to common stockholders</b> | \$ (18,876)             | \$ 3,712 |
| Basic - weighted average shares outstanding                  | 10,212                  | 5,747    |
| Dilutive effect of stock options and restricted stock        | —                       | 204      |
| Dilutive effect of convertible 2025 Notes                    | —                       | —        |
| Diluted - weighted average shares outstanding                | 10,212                  | 5,951    |
| <b>Earnings (loss) per share</b>                             |                         |          |
| Basic  | \$ (1.85)               | \$ 0.65  |
| Diluted  | \$ (1.85)               | \$ 0.62  |

For the year ended December 31, 2023, we excluded all potentially dilutive restricted shares and stock options in calculating diluted earnings per share as the effect was anti-dilutive due to net losses incurred for the period. For 2022, the diluted earnings per share calculation excludes approximately 84 thousand shares because they were anti-dilutive. For the year ended December 31, 2022, we excluded the assumed conversion of the 2025 Notes in calculating diluted earnings per share as the effect was anti-dilutive. Diluted earnings per share was calculated using treasury stock method for the restricted shares and stock options; and if-converted method for the convertible notes.

**14. Employee Benefits**

We sponsor a 401(k) savings plan for U.S. employees and similar savings plans for certain non-U.S. employees. These plans benefit eligible employees by allowing them the opportunity to make contributions up to certain limits. We contribute by matching a percentage of each employee's contributions. Subsequent to the closing of all acquisitions, employees of those acquired entities will generally be eligible to participate in the Company's 401(k) savings plan. We also have the discretion to provide a profit sharing contribution to each participant depending on the Company's performance for the applicable year. The expense under the Company's retirement plan was \$4.4 million and \$3.4 million for the years ended December 31, 2023 and 2022, respectively.

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

## 15. Long-Term Incentive Compensation

### **Stock-based compensation**

In August 2010, we adopted the 2010 Stock Incentive Plan ("2010 Plan") to allow for employees, directors and consultants of the Company and its subsidiaries to share in stock ownership in the Company through the award of stock options, restricted stock, restricted stock units, performance shares or any combination thereof. Under the terms of the 2010 Plan, a total of 925 thousand shares were authorized for issuance pursuant to awards.

In connection with the adoption of the 2016 Plan (as described below), no further awards will be granted under the 2010 Plan, but outstanding awards under the 2010 Plan will continue to be governed by its terms. In May 2016, we adopted a new 2016 Stock and Incentive Plan (the "2016 Plan"), under which we initially reserved a total of 285 thousand shares. Our stockholders approved amendments to the 2016 Plan in May 2019, May 2020 and May 2022, increasing the shares authorized for issuance thereunder to 605 thousand shares. Approximately 152 thousand shares remained available under the 2016 Plan for future grants as of December 31, 2023.

The total amount of stock based compensation expense recorded was \$4.6 million and \$4.2 million for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, the Company expects to record stock based compensation expense of approximately \$5.2 million over a weighted average remaining term of approximately two years. Future grants will result in additional compensation expense.

### **Stock options**

The exercise price of each option is based on the fair market value of the Company's stock at the date of grant. Options generally have a ten-year life and vest annually in equal increments over four years. Our policy for issuing stock upon a stock option exercise is to issue new shares. Compensation expense is recognized on a straight line basis over the vesting period. The following table provides additional information related to stock options:

| 2023 Activity                           | Number of shares<br>(in thousands) | Weighted average<br>exercise price | Weighted average<br>remaining term (in<br>years) | Aggregate intrinsic<br>value<br>(in millions) |
|---|------------------------------------|------------------------------------|--|---|
| Outstanding at December 31, 2022        | 53                                 | \$ 349.07                          | 2.5  | \$ —  |
| Granted                                 | —                                  | \$ —                               |  |   |
| Exercised                               | —                                  | \$ —                               |  |   |
| Forfeited/expired                       | (7)                                | \$ 521.00                          |  |   |
| <b>Outstanding at December 31, 2023</b> | <b>46</b>                          | <b>\$ 322.88</b>                   | <b>1.9</b>                                       | <b>\$ —</b>                                   |
| <b>Exercisable at December 31, 2023</b> | <b>46</b>                          | <b>\$ 322.88</b>                   | <b>1.9</b>                                       | <b>\$ —</b>                                   |

The intrinsic value is the amount by which the fair value of the underlying share exceeds the exercise price of the stock option. No stock options were exercised in 2023 or 2022.

As of December 31, 2023 and 2022, the share price of the Company was less than the exercise price for all outstanding stock options. Therefore, the intrinsic value for stock options outstanding and exercisable was zero as of each such date. No stock options were granted in 2023 or 2022.

### **Restricted stock**

Restricted stock generally vests over a period of one to four years from the date of grant. The following table provides additional information related to our restricted stock:

| 2023 Activity                         | Restricted stock (shares<br>in thousands) |
|---------------------------------------|---|
| Nonvested at December 31, 2022        | —   |
| Granted                               | 7   |
| Vested                                | —   |
| <b>Nonvested at December 31, 2023</b> | <b>7</b>                                  |

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

**Restricted stock units**

Restricted stock units generally vest over a three or four year period from the date of grant. The following table provides additional information related to our restricted stock units:

| <b>2023 Activity</b>                  | <b>Restricted stock units<br/>(shares in thousands)</b> |
|---------------------------------------|---|
| Nonvested at December 31, 2022        | 412   |
| Granted                               | 174   |
| Vested                                | (236)   |
| Forfeited                             | (2)   |
| <b>Nonvested at December 31, 2023</b> | <b>348</b>  |

Of the restricted stock units granted during 2023, 87 thousand shares vest ratably over three years. The remaining 87 thousand shares are performance restricted stock units to employees (assuming target performance) that vest based upon the total shareholder return of the Company's common stock as compared to a group of peer companies over three different performance periods. The performance periods run from January 1, 2023 through December 31, 2023, January 1, 2023 through December 31, 2024 and January 1, 2023 through December 31, 2025, and 1/3 of each award is allocated to each performance period. The performance restricted stock units may settle for between 0% and 200% of the target units granted in shares of the Company's common stock.

The weighted average grant date fair value of the restricted stock units was \$ 31.70 and \$18.94 per share during the years ended December 31, 2023, and 2022, respectively. The total grant date fair value of units vested was \$3.8 million and \$4.3 million during 2023 and 2022, respectively.

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

**16. Related Party Transactions**

The Company has sold and purchased inventory, services and fixed assets to and from affiliates of certain directors. The dollar amounts related to these related party activities are not significant to our consolidated financial statements.

**17. Business Segments**

The Company reports results of operations in the following three reporting segments: Drilling & Downhole, Completions and Production. The amounts indicated below as "Corporate" relate to costs and assets not allocated to the reportable segments.

The Drilling & Downhole segment designs and manufactures products and provides related services to the drilling, well construction, artificial lift and subsea energy construction and services markets, including applications in oil and natural gas, renewable energy, defense, and communications. The Completions segment designs, manufactures and supplies products and provides related services to the coiled tubing, well stimulation and intervention markets. The Production segment designs, manufactures and supplies products, and provides related equipment and services for production and infrastructure markets.

The Company's reportable segments are strategic units that offer distinct products and services. They are managed separately since each business segment requires different marketing strategies. Operating segments have not been aggregated as part of a reportable segment. The Company evaluates the performance of its reportable segments based on operating income. This segmentation is representative of the manner in which our Chief Operating Decision Maker and our board of directors view the business. We consider the Chief Operating Decision Maker to be the Chief Executive Officer.

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

Summary financial data by reportable segment follows (in thousands):

|   | Year ended December 31, |                   |
|---|-------------------------|-------------------|
|   | 2023                    | 2022              |
| <b>Revenue</b>                              |                         |                   |
| Drilling & Downhole                         | \$ 329,576              | \$ 304,565        |
| Completions                                 | 265,628                 | 264,951           |
| Production                                  | 145,864                 | 131,519           |
| Eliminations                                | (2,204)                 | (1,122)           |
| <b>Total revenue</b>                        | <b>\$ 738,864</b>       | <b>\$ 699,913</b> |
| <b>Segment operating income (loss)</b>      |                         |                   |
| Drilling & Downhole                         | \$ 33,767               | \$ 32,201         |
| Completions                                 | 10,788                  | 11,565            |
| Production                                  | 6,462                   | (443)             |
| Corporate                                   | (27,253)                | (34,268)          |
| <b>Total segment operating income</b>       | <b>23,764</b>           | <b>9,055</b>      |
| Transaction expenses                        | 2,892                   | —                 |
| Gain on sale-leaseback transactions         | —                       | (7,000)           |
| Loss (gain) on disposal of assets and other | 156                     | (1,271)           |
| <b>Operating income</b>                     | <b>\$ 20,716</b>        | <b>\$ 17,326</b>  |
| <b>Depreciation and amortization</b>        |                         |                   |
| Drilling & Downhole                         | \$ 10,564               | \$ 11,872         |
| Completions                                 | 21,813                  | 21,866            |
| Production                                  | 2,105                   | 2,906             |
| Corporate                                   | 246                     | 334               |
| <b>Total depreciation and amortization</b>  | <b>\$ 34,728</b>        | <b>\$ 36,978</b>  |

A summary of capital expenditures by reportable segment is as follows (in thousands):

|                                   | Year ended December 31, |                 |
|-----------------------------------|-------------------------|-----------------|
|                                   | 2023                    | 2022            |
| <b>Capital expenditures</b>       |                         |                 |
| Drilling & Downhole               | \$ 3,128                | \$ 1,462        |
| Completions                       | 3,526                   | 5,145           |
| Production                        | 543                     | 510             |
| Corporate                         | 747                     | 375             |
| <b>Total capital expenditures</b> | <b>\$ 7,944</b>         | <b>\$ 7,492</b> |

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

A summary of consolidated assets by reportable segment is as follows (in thousands):

| <b>Assets</b>       | <b>Year ended December 31,</b> |                   |
|---------------------|--------------------------------|-------------------|
|                     | <b>2023</b>                    | <b>2022</b>       |
| Drilling & Downhole | \$ 347,035                     | \$ 340,819        |
| Completions         | 350,216                        | 366,771           |
| Production          | 96,567                         | 95,089            |
| Corporate           | 27,243                         | 32,078            |
| <b>Total assets</b> | <b>\$ 821,061</b>              | <b>\$ 834,757</b> |

Corporate assets primarily include cash, certain prepaid expenses and deferred loan costs.

A summary of long-lived assets by geography is as follows (in thousands):

| <b>Long-lived assets</b>       | <b>December 31,</b> |                   |
|--------------------------------|---------------------|-------------------|
|                                | <b>2023</b>         | <b>2022</b>       |
| United States                  | \$ 251,901          | \$ 279,390        |
| Europe                         | 24,846              | 26,962            |
| Canada                         | 11,131              | 11,659            |
| Asia-Pacific                   | 67                  | 20                |
| Middle East                    | 3,508               | 3,806             |
| Latin America                  | 4                   | 55                |
| <b>Total long-lived assets</b> | <b>\$ 291,457</b>   | <b>\$ 321,892</b> |

The following table presents our revenues disaggregated by geography based on shipping destination (in thousands):

| <b>Revenue</b>       | <b>Year ended December 31,</b> |                |                   |                |
|----------------------|--------------------------------|----------------|-------------------|----------------|
|                      | <b>2023</b>                    |                | <b>2022</b>       |                |
|                      | <b>\$</b>                      | <b>%</b>       | <b>\$</b>         | <b>%</b>       |
| United States        | \$ 455,871                     | 61.7 %         | \$ 470,765        | 67.3 %         |
| Middle East          | 89,346                         | 12.1 %         | 51,891            | 7.4 %          |
| Europe & Africa      | 64,245                         | 8.7 %          | 57,533            | 8.2 %          |
| Canada               | 52,833                         | 7.2 %          | 48,279            | 6.9 %          |
| Asia-Pacific         | 38,624                         | 5.2 %          | 36,832            | 5.3 %          |
| Latin America        | 37,945                         | 5.1 %          | 34,613            | 4.9 %          |
| <b>Total Revenue</b> | <b>\$ 738,864</b>              | <b>100.0 %</b> | <b>\$ 699,913</b> | <b>100.0 %</b> |

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

The following table presents our revenues disaggregated by product line (in thousands):

| Revenue                      | Year ended December 31, |                |                   |                |
|------------------------------|-------------------------|----------------|-------------------|----------------|
|                              | 2023                    |                | 2022              |                |
|                              | \$                      | %              | \$                | %              |
| Drilling Technologies        | \$ 170,650              | 23.2 %         | \$ 143,389        | 20.6 %         |
| Downhole Technologies        | 90,448                  | 12.2 %         | 84,987            | 12.1 %         |
| Subsea Technologies          | 68,478                  | 9.3 %          | 76,189            | 10.9 %         |
| Stimulation and Intervention | 158,327                 | 21.4 %         | 156,331           | 22.3 %         |
| Coiled Tubing                | 107,301                 | 14.5 %         | 108,620           | 15.5 %         |
| Production Equipment         | 81,989                  | 11.1 %         | 69,914            | 10.0 %         |
| Valve Solutions              | 63,875                  | 8.6 %          | 61,605            | 8.8 %          |
| Eliminations                 | (2,204)                 | (0.3)%         | (1,122)           | (0.2)%         |
| <b>Total revenue</b>         | <b>\$ 738,864</b>       | <b>100.0 %</b> | <b>\$ 699,913</b> | <b>100.0 %</b> |

**Forum Energy Technologies, Inc. and subsidiaries**  
**Notes to consolidated financial statements (continued)**

**18. Subsequent Events**

On January 4, 2024, the Company entered into the Seller Term Loan in connection with the closing of the Variperm Acquisition, which has an initial principal amount of \$60.0 million and matures in December 2026. The Seller Term Loan bears interest at the rate of (i) 11.0% per year for the period commencing on the Closing Date to (but excluding) the first anniversary of the Closing Date, (ii) 17.0% per annum for the period commencing on the first anniversary of the Closing Date to (but excluding) the second anniversary of the Closing Date and (iii) 17.5% per annum for the period commencing on the second anniversary of the Closing Date to (but excluding) the maturity date.



## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) of the Exchange Act). The Company's disclosure controls and procedures have been designed to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Our disclosure controls and procedures include controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Our management, under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of December 31, 2023. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2023.

#### **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process 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.

Our management performed an assessment of the overall effectiveness of our internal control over financial reporting as of December 31, 2023, utilizing the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has concluded that the Company's internal control over financial reporting is effective as of December 31, 2023.

#### **Changes in Internal Control over Financial Reporting**

There have been no changes in internal control over financial reporting during the quarter ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

### **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the shareholders and the Board of Directors of Forum Energy Technologies, Inc.

#### **Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Forum Energy Technologies, Inc. and subsidiaries (the "Company") as of December 31, 2023, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2023, of the Company and our report dated March 5, 2024 expressed an unqualified opinion on those financial statements.

#### **Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the

U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

#### **Definition and Limitations of Internal Control over Financial Reporting**

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Houston, Texas

March 5, 2024

#### **Item 9B. Other information**

##### **Rule 10b5-1 Trading Plan**

During the three months ended December 31, 2023, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

#### **Item 10. Directors, executive officers and corporate governance**

Information required by this item is incorporated herein by reference to our Proxy Statement for the 2024 Annual Meeting of Stockholders.

##### **Code of Ethics**

We have adopted a Financial Code of Ethics, which applies to our Chief Executive Officer, Chief Financial Officer (or other principal financial officer), Chief Accounting Officer (or other principal accounting officer) and other senior financial officers. We have posted a copy of the code under "Corporate Governance" in the "Investors" section of our website at [www.f-e-t.com](http://www.f-e-t.com). Copies of the code may be obtained free of charge on our website. Any waivers of the code must be approved by our board of directors or a designated committee of our board of directors. Any change to, or waiver from, the Code of Ethics will be promptly disclosed as required by applicable U.S. federal securities laws and the corporate governance rules of the NYSE.

#### **Item 11. Executive compensation**

Information required by this item is incorporated herein by reference to our Proxy Statement for the 2024 Annual Meeting of Stockholders.

#### **Item 12. Security ownership of certain beneficial owners and management and related stockholder matters**

Information required by this item is incorporated herein by reference to our Proxy Statement for the 2024 Annual Meeting of Stockholders.

### Item 13. Certain Relationships and Related Transactions, and Director Independence

Information required by this item is incorporated herein by reference to our Proxy Statement for the 2024 Annual Meeting of Stockholders.

### Item 14. Principal accountant fees and services

Our independent registered public accounting firm is Deloitte & Touche LLP, Houston, Texas, PCAOB ID No. 34.

Information required by this item is incorporated herein by reference to our Proxy Statement for the 2024 Annual Meeting of Stockholders.

### Item 15. Exhibits

(a) The following documents are filed as part of this Annual Report on Form 10-K:

#### 1. Financial Statements filed as part of this report

| <u>Index to Consolidated Financial Statements</u>                          | <u>Page</u>        |
|--|--------------------|
| <a href="#">Report of Independent Registered Public Accounting Firm</a>    | <a href="#">48</a> |
| <a href="#">Consolidated Statements of Comprehensive Income (Loss)</a>     | <a href="#">50</a> |
| <a href="#">Consolidated Balance Sheets</a>                                | <a href="#">51</a> |
| <a href="#">Consolidated Statements of Cash Flows</a>                      | <a href="#">52</a> |
| <a href="#">Consolidated Statements of Changes in Stockholders' Equity</a> | <a href="#">53</a> |
| <a href="#">Notes to Consolidated Financial Statements</a>                 | <a href="#">54</a> |

#### 2. Financial Statement Schedules

All financial statement schedules have been omitted since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included on the Consolidated Financial Statements and Notes thereto.

#### 3. Exhibits

##### Index to Exhibits

| <b>Exhibit<br/>Number</b> | <b>DESCRIPTION</b>  |
|---------------------------|---|
| 2.1*                      | <a href="#">Stock Purchase Agreement, dated as of November 1, 2023, by and among Forum Energy Technologies, Inc., Forum Canada ULC, Variperm Holdings Ltd., Variperm Energy Services Partnership, Jamie Olson, Elise Robertson, Slotting RemainCo Limited Partnership and Variperm Energy Services Partnership as the Sellers' Representative (incorporated herein by reference to Exhibit 2.1 on the Company's Current Report on Form 8-K, filed on November 3, 2023).</a> |
| 3.1*                      | <a href="#">Third Amended and Restated Certificate of Incorporation of Forum Energy Technologies, Inc. dated March 28, 2011 (incorporated herein by reference to Exhibit 3.2 to Amendment No. 5 to the Registration Statement, filed on March 29, 2012) (File No. 333-180676).</a>  |
| 3.2*                      | <a href="#">Amendment to the Third Amended and Restated Certificate of Incorporation of Forum Energy Technologies, Inc., effective November 9, 2020 (incorporated herein by reference to Exhibit 3.1 on the Company's Current Report on Form 8-K, filed on November 9, 2020).</a>   |
| 3.3*                      | <a href="#">Third Amended and Restated Bylaws of Forum Energy Technologies, Inc. dated May 12, 2023 (incorporated herein by reference to Exhibit 3.1 on the Company's Current Report on Form 8-K, filed on May 17, 2023).</a>   |
| 4.1*                      | <a href="#">Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to Amendment No. 3 to the Company's Registration Statement, filed on December 29, 2011).</a>  |
| 4.2*                      | <a href="#">Indenture, dated as of August 4, 2020, among the Company, the subsidiary guarantors party thereto and the Trustee and Collateral Agent, (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on 8-K, filed on August 5, 2020).</a>  |
| 4.3*                      | <a href="#">Form of 9.000% convertible senior secured notes due 2025 (incorporated herein by reference to Exhibit 4. 1 to the Company's Current Report on 8-K, filed on August 5, 2020).</a>  |

|         |   |
|---------|---|
| 4.4*    | <a href="#"><u>Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated herein by reference to Exhibit 4.5 to the Company's Annual Report on Form 10-K, filed February 25, 2020).</u></a>   |
| 10.1*#  | <a href="#"><u>Form of Nonstatutory Stock Option Agreement (Employees and Consultants) (incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q, filed on April 29, 2014).</u></a>  |
| 10.2*#  | <a href="#"><u>Form of Nonstatutory Stock Option Agreement (Employees and Consultants) (incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q, filed on May 1, 2015).</u></a>   |
| 10.3*#  | <a href="#"><u>Form of Nonstatutory Stock Option Agreement - Three Year Cliff Vesting (Employees and Consultants) (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed on October 30, 2015).</u></a>   |
| 10.4*#  | <a href="#"><u>Indemnification Agreement dated as of August 2, 2010 between Forum Energy Technologies and C. Christopher Gaut (incorporated herein by reference to Exhibit 10.9 to the Company's Registration Statement, filed on August 31, 2011).</u></a>   |
| 10.5*#  | <a href="#"><u>Form of Indemnification Agreement between Forum Energy Technologies, Inc. and the executive officers identified on Annex A thereto (incorporated herein by reference to Exhibit 10.10 to the Company's Registration Statement, filed on August 31, 2011).</u></a>  |
| 10.6*#  | <a href="#"><u>Form of Indemnification Agreement between Forum Energy Technologies and each of the directors identified on Annex A thereto (incorporated herein by reference to Exhibit 10.11 to the Company's Registration Statement, filed on August 31, 2011).</u></a>   |
| 10.7**# | <a href="#"><u>Form of Indemnification Agreement (as of December 2023) between Forum Energy Technologies and its directors and executive officers party thereto.</u></a>  |
| 10.8*#  | <a href="#"><u>Forum Energy Technologies, Inc. Severance Plan (incorporated herein by reference to Exhibit 10.15 to the Company's Registration Statement, filed on August 31, 2011).</u></a>  |
| 10.9*#  | <a href="#"><u>Forum Energy Technologies, Inc. 2010 Stock Incentive Plan (as amended and restated effective August 15, 2012) (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 10-Q, filed November 6, 2012).</u></a>   |
| 10.10*# | <a href="#"><u>Severance Agreement dated as of February 16, 2018 between Forum Energy Technologies, Inc. and Michael D. Danford (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed on February 21, 2018).</u></a>   |
| 10.11*# | <a href="#"><u>Severance Agreement dated as of December 19, 2018 between Forum Energy Technologies, Inc. and C. Christopher Gaut (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K/A, filed on December 21, 2018).</u></a>  |
| 10.12*# | <a href="#"><u>Severance Agreement dated as of September 1, 2018 between Forum Energy Technologies, Inc. and D. Lyle Williams (incorporated herein by reference to Exhibit 10.26 to the Company's Annual Report on Form 10-K, filed on February 28, 2019).</u></a>  |
| 10.13*# | <a href="#"><u>Form of Nonstatutory Stock Option Agreement (Employees and Consultants) (incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q, filed on May 2, 2017).</u></a>   |
| 10.14*# | <a href="#"><u>Amended and Restated Employee Stock Purchase Plan, dated as of July 1, 2017 (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed on August 1, 2017).</u></a>  |
| 10.15*# | <a href="#"><u>Form of Nonstatutory Stock Option Agreement (Employees and Consultants) (incorporated herein by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q, filed on May 2, 2018).</u></a>   |
| 10.16*# | <a href="#"><u>Severance Agreement dated as of February 15, 2019 between Forum Energy Technologies, Inc. and John C. Ivascu (incorporated herein by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q, filed on May 1, 2019).</u></a>  |
| 10.17*  | <a href="#"><u>Registration Rights Agreement, dated as of October 2, 2017, by and between Forum Energy Technologies, Inc. and Q-GT (V) Investment Partners, LLC (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on October 3, 2017).</u></a>   |
| 10.18*  | <a href="#"><u>Third Amended and Restated Credit Agreement, dated as of October 30, 2017, by and among Forum Energy Technologies, Inc., Forum Canada ULC, Wells Fargo Bank, National Association, as administrative agent, and the lenders party thereto (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on November 2, 2017).</u></a> |

- 10.19\* [Amendment No. 1 to the Third Amended and Restated Credit Agreement, dated as of February 3, 2020, among Forum Energy Technologies, Inc., the lenders party thereto, Wells Fargo Bank, National Association, as Administrative Agent, and the other borrowers and guarantors party thereto \(incorporate herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on February 5, 2020\).](#)
- 10.20\* [Master Assignment Agreement and Amendment No. 3 to Third Amended and Restated Credit Agreement, dated as of September 8, 2021, among the Company, as borrower, the other borrowers party thereto, the guarantors party thereto, the lenders party thereto, Wells Fargo Bank, National Association, as Administrative Agent, and the other parties named therein \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on September 8, 2021\).](#)
- 10.21\*# [Amendment No. 4 to Third Amended and Restated Credit Agreement, dated as of March 30, 2023, by and among Forum Energy Technologies, Inc., Forum Canada ULC, Wells Fargo Bank, National Association, as administrative agent, and the lenders party thereto \(incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed on August 4, 2023\).](#)
- 10.22\*# [Master Assignment Agreement and Amendment No. 5 to Third Amended and Restated Credit Agreement, dated November 1, 2023, by and among Forum Energy Technologies, Inc., Forum Canada ULC, Wells Fargo Bank, National Association, as administrative agent, and the lenders party thereto \(incorporated herein by reference to Exhibit 10.1 on the Company's Current Report on Form 8-K, filed on November 3, 2023\).](#)
- 10.23\* [Forum Energy Technologies, Inc. Second Amended and Restated 2016 Stock and Incentive Plan \(incorporated by reference to Appendix B to the Company's Proxy Statement on Schedule 14A filed on April 2, 2020\).](#)
- 10.24\*# [First Amendment to Forum Energy Technologies, Inc. Second Amended and Restated 2016 Stock and Incentive Plan \(incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form S-8, filed on May 13, 2022\).](#)
- 10.25\* [Registration Rights Agreement, dated as of August 4, 2020, among the Company and holders of New Notes party thereto. \(incorporated by referenced to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed on August 5, 2020\).](#)
- 10.26\*# [Form of Special Performance Restricted Stock Unit Agreement \(Employees and Consultants\) \(incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed on May 7, 2021\).](#)
- 10.27\*# [Form of 2021 Performance Restricted Stock Unit Agreement \(Chief Executive Officer\) \(incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed on May 7, 2021\).](#)
- 10.28\*# [Form of 2021 Performance Phantom Unit Agreement \(Executive Management\).\(incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed on May 7, 2021\).](#)
- 10.29\*# [Form of 2021 Restricted Stock Unit Agreement \(Executive Management\) \(incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q, filed on May 7, 2021\).](#)
- 10.30\*# [Form of 2022 Restricted Stock Unit Agreement \(Executive Management\) \(incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed on May 6, 2022\).](#)
- 10.31\*# [Form of 2022 Performance Restricted Stock Unit Agreement \(Executive Management\) \(incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed on May 6, 2022\).](#)
- 10.32\*# [Forum Energy Technologies, Inc. Amended and Restated 2021 Phantom Unit Agreement between Mr. C. Christopher Gaut and the Company \(incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q, filed on May 6, 2022\).](#)
- 10.33\*# [Forum Energy Technologies, Inc. 2022 Phantom Unit Agreement between Mr. C. Christopher Gaut and the Company\(incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q, filed on May 6, 2022\).](#)
- 10.34\* [Asset Purchase Agreement, dated December 31, 2020, by and among Forum US, Inc., Anvil International, LLC and, for the limited purposes set forth therein, Forum Energy Technologies, Inc. \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 4, 2021\).](#)

|           |   |
|-----------|---|
| 10.35*#   | <a href="#">Letter Agreement between Mr. C. Christopher Gaut and Forum Energy Technologies (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 22, 2022).</a> |
| 10.36**#  | <a href="#">C. Gaut Letter Agreement, dated December 1, 2023 (Non-Executive Chair Transition).</a>  |
| 10.37*#   | <a href="#">Form of 2023 Performance Restricted Stock Unit Agreement (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed on May 5, 2023).</a>                         |
| 10.38*#   | <a href="#">Form of 2023 Restricted Stock Unit Agreement (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed on May 5, 2023).</a>                                     |
| 10.39*#   | <a href="#">Form of 2023 Employee Cash Award (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed on November 3, 2023).</a>  |
| 10.40**#  | <a href="#">Form of 2023 Non-Employee Director Restricted Stock Unit Agreement.</a>   |
| 21.1**    | <a href="#">Subsidiaries of Forum Energy Technologies, Inc.</a>   |
| 22.1**    | <a href="#">Subsidiary guarantors of the Company's Convertible Secured Notes due 2025.</a>  |
| 23.1**    | <a href="#">Consent of Deloitte &amp; Touche LLP.</a>   |
| 31.1**    | <a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>   |
| 31.2**    | <a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>   |
| 32.1**    | <a href="#">Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>   |
| 32.2**    | <a href="#">Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>   |
| 97.1**    | <a href="#">Forum Energy Technologies, Inc. Clawback Policy.</a>  |
| 101.INS** | XBRL Instance Document.   |
| 101.SCH** | XBRL Taxonomy Extension Schema Document.  |
| 101.CAL** | XBRL Taxonomy Extension Calculation Linkbase Document.  |
| 101.LAB** | XBRL Taxonomy Extension Label Linkbase Document.  |
| 101.PRE** | XBRL Taxonomy Extension Presentation Linkbase Document.   |
| 101.DEF** | XBRL Taxonomy Extension Definition Linkbase Document.   |
| 104**     | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).   |

\* Previously filed.

\*\* Filed herewith.

# Identifies management contracts and compensatory plans or arrangements.

## Item 16. Form 10-K Summary

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### FORUM ENERGY TECHNOLOGIES, INC.

|               |     |   |
|---------------|-----|---|
| March 5, 2024 | By: | /s/ D. Lyle Williams, Jr.   |
|               |     | D. Lyle Williams, Jr.<br>Executive Vice President and Chief Financial Officer<br>(As Duly Authorized Officer and Principal Financial Officer) |
| March 5, 2024 | By: | /s/ Katherine C. Keller   |
|               |     | Katherine C. Keller<br>Senior Vice President and Chief Accounting Officer<br>(As Duly Authorized Officer and Principal Accounting Officer)    |

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <u>Signature</u>                                   | <u>Title</u>  | <u>Date</u>   |
|--|---|---------------|
| /s/ Neal A. Lux<br>Neal A. Lux                     | President and Chief Executive Officer<br>(Principal Executive Officer)                | March 5, 2024 |
| /s/ D. Lyle Williams, Jr.<br>D. Lyle Williams, Jr. | Executive Vice President and Chief Financial Officer<br>(Principal Financial Officer) | March 5, 2024 |
| /s/ Katherine C. Keller<br>Katherine C. Keller     | Senior Vice President and Chief Accounting Officer<br>(Principal Accounting Officer)  | March 5, 2024 |
| /s/ C. Cristopher Gaut<br>C. Cristopher Gaut       | Chairman of the Board   | March 5, 2024 |
| /s/ Evelyn M. Angelle<br>Evelyn M. Angelle         | Director  | March 5, 2024 |
| /s/ Leslie A. Beyer<br>Leslie A. Beyer             | Director  | March 5, 2024 |
| /s/ John A. Carrig<br>John A. Carrig               | Director  | March 5, 2024 |
| /s/ Michael McShane<br>Michael McShane             | Director  | March 5, 2024 |
| /s/ Louis A. Raspino<br>Louis A. Raspino           | Director  | March 5, 2024 |
| /s/ Paul E. Rowsey III<br>Paul E. Rowsey III       | Director  | March 5, 2024 |

**INDEMNIFICATION AGREEMENT**

This Indemnification Agreement ("Agreement") is made and entered into as of this \_\_\_\_ day of \_\_\_\_ 20\_\_, by and among Forum Energy Technologies, Inc. (the "Company"), a Delaware corporation, and \_\_\_\_\_ ("Indemnitee").

WHEREAS, in light of the litigation costs and risks to directors and officers resulting from their service to companies, and the desire of the Company to attract and retain qualified individuals to serve as directors and officers, it is reasonable, prudent and necessary for the Company to indemnify and advance expenses on behalf of the directors and officers of the Company to the extent permitted by applicable law so that they will serve or continue to serve the Company free from undue concern regarding such risks;

WHEREAS, the Company has requested that Indemnitee serve or continue to serve as a director of the Company and may have requested or may in the future request that Indemnitee serve one or more Enterprises (as hereinafter defined) as an officer, director or in other capacities;

WHEREAS, Indemnitee is willing to serve as a director of the Company or in any other Corporate Status (as hereinafter defined) on the condition that Indemnitee be so indemnified; and

WHEREAS, this Agreement is a supplement to and in furtherance of the Second Amended and Restated Certificate of Incorporation of the Company, as may be further amended from time to time after the date hereof (the "Certificate of Incorporation"), the Amended and Restated Bylaws of the Company, as may be further amended from time to time after the date hereof in accordance with the terms thereof (the "Forum Bylaws" and, together with the Certificate of Incorporation, the "Company Organizational Documents"), any organizational documents of any other Enterprise (collectively, the "Enterprise Organizational Documents") and any resolutions adopted by the Board of Directors or similar governing body of any other Enterprise, and shall not be deemed to be a substitute therefor nor to diminish or abrogate any rights of Indemnitee thereunder.

NOW, THEREFORE, in consideration of the premises and the covenants contained herein, the Company and Indemnitee do hereby covenant and agree as follows:

1. Services by Indemnitee. Indemnitee will serve or continue to serve as a director of the Company for so long as Indemnitee is duly elected or appointed or until Indemnitee tenders Indemnitee's resignation or is removed in accordance with the Company Organizational Documents. Indemnitee may from time to time also agree to serve, as the Company may request from time to time, in another capacity for any Enterprise. Indemnitee and the Company each acknowledge that they have entered into this Agreement as a means of inducing Indemnitee to serve, or continue to serve, the Company in such capacities. Indemnitee may at any time and for any reason resign from such position or positions (subject to any other contractual obligation or any obligation imposed by operation of law).

2. Indemnification - General. On the terms and subject to the conditions of this Agreement, the Company shall, to the fullest extent permitted under applicable law and so long as Indemnitee has not engaged in Disabling Conduct, indemnify Indemnitee with respect to, and hold Indemnitee harmless from and against, all losses, liabilities, judgments, fines, penalties, costs, Expenses (as hereinafter defined) and other amounts that Indemnitee reasonably incurs and that result from, arise in connection with or are by reason of Indemnitee's Corporate Status (as hereinafter defined) and shall advance Expenses to Indemnitee. The obligations of the Company under this Agreement (a) shall continue after such time as Indemnitee ceases to serve as a director of the Company or in any other Corporate Status, and (b) include, without limitation,



claims for monetary damages against Indemnitee in respect of any actual or alleged liability or other loss of Indemnitee, to the fullest extent permitted under applicable law as in existence on the date hereof (and to such greater extent as applicable law may hereafter from time to time permit) provided that Indemnitee has not engaged in Disabling Conduct. The other provisions in this Agreement are provided in addition to and as a means of furtherance and implementation of, and not in limitation of, the obligations expressed in this Section 2.

3. Proceedings Other Than Proceedings by or in the Right of the Company If in connection with or by reason of Indemnitee's Corporate Status Indemnitee was, is, or is threatened to be made, a party to or a participant in any Proceeding (as hereinafter defined), other than a Proceeding by or in the right of the Company to procure a judgment in its favor, the Company shall, to the fullest extent permitted under applicable law and so long as Indemnitee has not engaged in Disabling Conduct, indemnify Indemnitee with respect to, and hold Indemnitee harmless from and against, all Expenses, liabilities, judgments, penalties, fines and amounts paid in settlement (including all interest, assessments and other charges paid or payable in connection with or in respect of such liabilities, judgments, penalties, fines and amounts paid in settlement) reasonably incurred by Indemnitee or on behalf of Indemnitee in connection with such Proceeding or any claim, issue or matter therein.

4. Proceedings by or in the Right of the Company If by reason of Indemnitee's Corporate Status Indemnitee was, is, or is threatened to be made, a party to or a participant in any Proceeding by or in the right of the Company to procure a judgment in its favor, the Company shall, to the fullest extent permitted under applicable law and so long as Indemnitee has not engaged in Disabling Conduct, indemnify Indemnitee with respect to, and hold Indemnitee harmless from and against, all Expenses reasonably incurred by Indemnitee or on behalf of Indemnitee in connection with such Proceeding; provided, however, that indemnification against such Expenses shall be made in respect of any claim, issue or matter in such Proceeding as to which Indemnitee shall have been adjudged by a court of competent jurisdiction to be liable to the Company only if (and only to the extent that) the court in which such Proceeding shall have been brought or is pending shall determine that despite such adjudication of liability and in light of all circumstances such indemnification may be made.

5. Mandatory Indemnification in Case of Successful Defense Notwithstanding any other provision of this Agreement, to the extent that Indemnitee is, by reason of Indemnitee's Corporate Status, a party to (or a participant in) and is successful, on the merits or otherwise, in defense of any Proceeding (including, without limitation, any Proceeding brought by or in the right of the Company), the Company shall, to the fullest extent permitted under applicable law and so long as Indemnitee has not engaged in Disabling Conduct, indemnify Indemnitee with respect to, and hold Indemnitee harmless from and against, all Expenses reasonably incurred by Indemnitee or on behalf of Indemnitee in connection therewith. If Indemnitee is not wholly successful in defense of such Proceeding but is successful, on the merits or otherwise, as to one or more but less than all claims, issues or matters in such Proceeding, the Company shall, to the fullest extent permitted under applicable law and so long as Indemnitee has not engaged in Disabling Conduct, indemnify Indemnitee against all Expenses reasonably incurred by Indemnitee or on behalf of Indemnitee in connection with each successfully resolved claim, issue or matter. For purposes of this Section 5 and without limitation, the termination of any claim, issue or matter in such a Proceeding by dismissal, with or without prejudice, on substantive or procedural grounds, shall be deemed to be a successful result as to such claim, issue or matter.

6. Partial Indemnification. If Indemnitee is entitled under any provision of this Agreement or otherwise to indemnification by the Company for some or a portion of the Expenses, liabilities, judgments, penalties, fines and amounts paid in settlement (including all interest, assessments and other charges paid or payable in connection with or in respect of such liabilities, judgments, penalties, fines and amounts paid in settlement) incurred by Indemnitee or

on behalf of Indemnatee in connection with a Proceeding or any claim, issue or matter therein, in whole or in part, the Company shall, to the fullest extent permitted under applicable law and so long as Indemnatee has not engaged in Disabling Conduct, indemnify Indemnatee to the fullest extent to which Indemnatee is entitled to such indemnification.

7. Indemnification for Additional Expenses Incurred to Secure Recovery or as Witness

- (a) The Company shall, to the fullest extent permitted under applicable law and so long as Indemnatee has not engaged in Disabling Conduct, indemnify Indemnatee with respect to, and hold Indemnatee harmless from and against, any and all Expenses and, if requested by Indemnatee, shall advance on an as-incurred basis (as provided in Section 8 of this Agreement) such Expenses to Indemnatee, which are reasonably incurred by Indemnatee in connection with any action or proceeding or part thereof brought by Indemnatee for (i) indemnification or advance payment of Expenses by the Company under this Agreement, any other agreement or the Company Organizational Documents; or (ii) recovery under any directors' and officers' insurance policies maintained by the Company or other Enterprise.
- (b) To the extent that Indemnatee is, by reason of Indemnatee's Corporate Status, a witness (or is forced or asked to respond to discovery requests) in any Proceeding to which Indemnatee is not a party, the Company shall, to the fullest extent permitted under applicable law and so long as Indemnatee has not engaged in Disabling Conduct, indemnify Indemnatee with respect to, and hold Indemnatee harmless from and against, and the Company will advance on an as-incurred basis (as provided in Section 8 of this Agreement), all Expenses reasonably incurred by Indemnatee or on behalf of Indemnatee in connection therewith.

8. Advancement of Expenses. The Company shall, to the fullest extent permitted under applicable law, pay on a current and as-incurred basis all Expenses incurred by Indemnatee in connection with any Proceeding in any way connected with, resulting from or relating to Indemnatee's Corporate Status. Such Expenses shall be paid in advance of the final disposition of such Proceeding, without regard to whether Indemnatee will ultimately be entitled to be indemnified for such Expenses and without regard to whether an Adverse Determination has been or may be made, except as contemplated by the last sentence of Section 9(f) of this Agreement. Upon submission of a request for advancement of Expenses pursuant to Section 9(c) of this Agreement, Indemnatee shall be entitled to advancement of Expenses as provided in this Section 8, and such advancement of Expenses shall continue until such time (if any) as there is a final non-appealable judicial determination that Indemnatee is not entitled to indemnification or that Indemnatee engaged in Disabling Conduct. Indemnatee shall repay such amounts advanced if and to the extent that it shall ultimately be determined in a decision by a court of competent jurisdiction from which no appeal can be taken that Indemnatee is not entitled to be indemnified by the Company for such Expenses or that Indemnatee engaged in Disabling Conduct. Such repayment obligation shall be unsecured and shall not bear interest. The Company shall not impose on Indemnatee additional conditions to advancement or require from Indemnatee additional undertakings regarding repayment.

9. Indemnification Procedures.

- (a) Notice of Proceeding. Indemnatee agrees to notify the Company promptly upon being served with any summons, citation, subpoena, complaint, indictment, information or other document relating to any Proceeding or matter which may be subject to indemnification or advancement of Expenses hereunder. Any failure by Indemnatee to notify the Company will relieve the

Company of its advancement or indemnification obligations under this Agreement only to the extent the Company can establish that such omission to notify resulted in actual prejudice to it, and the omission to notify the Company will, in any event, not relieve the Company from any liability which it may have to indemnify Indemnitee or advance Expenses to Indemnitee otherwise than under this Agreement. If, at the time of receipt of any such notice, the Company has director and officer insurance policies in effect, the Company will promptly notify the relevant insurers in accordance with the procedures and requirements of such policies.

(b) Defense; Settlement. The Company shall not, without the prior written consent of Indemnitee, which may be provided or withheld in Indemnitee's sole discretion, effect any settlement of any Proceeding against Indemnitee or which could have been brought against Indemnitee or which potentially or actually imposes any cost, liability, exposure or burden on Indemnitee unless such settlement solely involves the payment of money or performance of any obligation by Persons other than Indemnitee and includes an unconditional release of Indemnitee from all liability on any matters that are the subject of such Proceeding and an acknowledgment that Indemnitee denies all wrongdoing in connection with such matters. The Company shall not be obligated to indemnify Indemnitee against amounts paid in settlement of a Proceeding against Indemnitee if such settlement is effected by Indemnitee without the Company's prior written consent, which consent shall not be unreasonably withheld.

(c) Request for Advancement; Request for Indemnification.

(i) To obtain advancement of Expenses under this Agreement, Indemnitee shall submit to the Company a written request therefor, together with such invoices or other supporting information as may be reasonably requested by the Company and reasonably available to Indemnitee, and, only to the extent required by applicable law which cannot be waived, an unsecured written undertaking to repay amounts advanced. The Company shall make advance payment of Expenses to Indemnitee no later than ten (10) days after receipt of the written request for advancement (and each subsequent request for advancement) by Indemnitee. If, at the time of receipt of any such written request for advancement of Expenses, the Company has director and officer insurance policies in effect, the Company will promptly notify the relevant insurers in accordance with the procedures and requirements of such policies.

(ii) To obtain indemnification under this Agreement, at any time after submission of a request for advancement pursuant to Section 9(c)(i) of this Agreement, Indemnitee may submit a written request for indemnification hereunder. The time at which Indemnitee submits a written request for indemnification shall be determined by the Indemnitee in the Indemnitee's sole discretion. Once Indemnitee submits such a written request for indemnification (and only at such time that Indemnitee submits such a written request for indemnification), a Determination shall thereafter be made, as provided in and only to the extent required by Section 9(d) of this Agreement. In no event shall a Determination be made, or required to be made, as a condition to or otherwise in connection with any advancement of Expenses pursuant to Section 8 and Section 9(c)(i) of this Agreement. If, at the time of receipt of any such request for indemnification, the Company has director and officer insurance policies in effect, the Company will promptly notify the relevant insurers in accordance with the procedures and requirements of such policies.

(d) Determination. Any Determination shall be made within thirty (30) days after receipt of Indemnitee's written request for indemnification

pursuant to Section 9(c)(ii) (or in the case of a Determination to be made by Independent Counsel within 30 days of the selection of Independent Counsel) and such Determination shall be made, subject to Section 9(g), in the specific case as follows:

(i) If a Potential Change in Control or a Change in Control shall have occurred, by Independent Counsel (selected in accordance with Section 9(e)) in a written opinion to the Board of Directors, a copy of which opinion shall be delivered to Indemnitee, unless Indemnitee shall request that such determination be made by the Board of Directors, or a committee of the Board of Directors, in which case by the Person or Persons or in the manner provided for in clause (x) or (y) of Section 9(d)(ii) below; or

(ii) If a Potential Change in Control or a Change in Control shall not have occurred, (x) by the Board of Directors by a majority vote of the Disinterested Directors even though less than a quorum of the Board of Directors, (y) by a majority vote of a committee consisting solely of one or more Disinterested Directors designated to act in the matter by a majority vote of all Disinterested Directors, even though less than a quorum of the Board of Directors, or (z) if there are no Disinterested Directors or, if such Disinterested Directors so direct, by Independent Counsel in a written opinion to the Board of Directors, a copy of which shall be delivered to Indemnitee, with Independent Counsel being selected by a vote of the Disinterested Directors as set forth in clauses (x) or (y) of this Section 9(d)(ii), or if such vote is not obtainable or such a committee of Disinterested Directors cannot be established, by a majority vote of the Board of Directors.

If a Determination is made that Indemnitee is entitled to indemnification, payment to Indemnitee shall be made within ten (10) days after such Determination. Indemnitee shall reasonably cooperate with the Person or Persons making such determination with respect to Indemnitee's entitlement to indemnification, including providing to such Persons upon reasonable advance request any documentation or information which is not privileged or otherwise protected from disclosure and which is reasonably available to Indemnitee and reasonably necessary to such Determination. Any Expenses incurred by Indemnitee in so cooperating with the Disinterested Directors or Independent Counsel, as the case may be, making such determination shall be advanced and borne by the Company (irrespective of the Determination as to Indemnitee's entitlement to indemnification) and the Company is liable to indemnify and hold Indemnitee harmless therefrom.

(e) Independent Counsel. If a Potential Change in Control or a Change in Control shall not have occurred and the determination of entitlement to indemnification is to be made by Independent Counsel, the Independent Counsel shall be selected by (i) a majority vote of the Disinterested Directors, even though less than a quorum of the Board of Directors or (ii) if there are no Disinterested Directors, by a majority vote of the Board of Directors, and the Company shall give written notice to Indemnitee, within ten (10) days after receipt by the Company of Indemnitee's request for indemnification, specifying the identity and address of the Independent Counsel so selected. If a Potential Change in Control or a Change in Control shall have occurred and the determination of entitlement to indemnification is to be made by Independent Counsel, the Independent Counsel shall be selected by Indemnitee, and Indemnitee shall give written notice to the Company, within ten (10) days after submission of Indemnitee's request for indemnification, specifying the identity and address of the Independent Counsel so selected (unless Indemnitee shall request that such selection be made by the Disinterested Directors or a committee of the Board of Directors, in which event the Company shall give written notice to Indemnitee within ten (10) days after receipt of Indemnitee's request for the Board of Directors or a committee of the

Disinterested Directors to make such selection, specifying the identity and address of the Independent Counsel so selected). In either event, (A) such notice to Indemnitee or the Company, as the case may be, shall be accompanied by a written affirmation of the Independent Counsel so selected that it satisfies the requirements of the definition of "Independent Counsel" in Section 14 and that it agrees to serve in such capacity and (B) Indemnitee or the Company, as the case may be, may, within seven (7) days after such written notice of selection shall have been given, deliver to the Company or to Indemnitee, as the case may be, a written objection to such selection. Any objection to the selection of Independent Counsel pursuant to this Section 9(e) may be asserted only on the ground that the Independent Counsel so selected does not meet the requirements of the definition of "Independent Counsel" in Section 14, and the objection shall set forth with particularity the factual basis of such assertion. If such written objection is timely made, the Independent Counsel so selected may not serve as Independent Counsel unless and until a court of competent jurisdiction (the "Court") has determined that such objection is without merit. In the event of a timely written objection to a choice of Independent Counsel, the party originally selecting the Independent Counsel shall have seven (7) days to make an alternate selection of Independent Counsel and to give written notice of such selection to the other party, after which time such other party shall have five (5) days to make a written objection to such alternate selection. If, within thirty (30) days after submission of Indemnitee's request for indemnification pursuant to Section 9(c)(ii), no Independent Counsel shall have been selected and not objected to, either the Company or Indemnitee may petition the Court for resolution of any objection that shall have been made by the Company or Indemnitee to the other's selection of Independent Counsel and/or for the appointment as Independent Counsel of a Person selected by the Court or by such other Person as the Court shall designate, and the Person with respect to whom an objection is so resolved or the Person so appointed shall act as Independent Counsel under Section 9(d). The Company shall pay any and all fees and expenses reasonably incurred by such Independent Counsel in connection with acting pursuant to Section 9(d), and the Company shall pay all fees and expenses reasonably incurred incident to the procedures of this Section 9(e) regardless of the manner in which such Independent Counsel was selected or appointed. Upon the due commencement of any judicial proceeding or arbitration pursuant to Section 9(f) of this Agreement, Independent Counsel shall be discharged and relieved of any further responsibility in such capacity (subject to the applicable standards of professional conduct then prevailing).

(f) Consequences of Determination; Remedies of Indemnitee. The Company shall be bound by and shall have no right to challenge a Favorable Determination. If an Adverse Determination is made, or if for any other reason the Company does not make timely indemnification payments or advances of Expenses, Indemnitee shall have the right to commence a Proceeding before a court of competent jurisdiction to challenge such Adverse Determination and/or to require the Company to make such payments or advances (and the Company shall have the right to defend their position in such Proceeding and to appeal any adverse judgment in such Proceeding). Indemnitee shall be entitled to be indemnified for all Expenses incurred in connection with such a Proceeding and to have such Expenses advanced by the Company in accordance with Section 8 of this Agreement. If Indemnitee fails to challenge an Adverse Determination, or if Indemnitee challenges an Adverse Determination and such Adverse Determination has been upheld by a final judgment of a court of competent jurisdiction from which no appeal can be taken, then, to the extent and only to the extent required by

such Adverse Determination or final judgment, the Company shall not be obligated to indemnify or advance Expenses to Indemnitee under this Agreement.

(g) Presumptions; Burden and Standard of Proof. The parties intend and agree that, to the extent permitted by law, in connection with any Determination with respect to Indemnitee's entitlement to indemnification hereunder by any Person, including a court:

(i) it will be presumed that Indemnitee is entitled to indemnification under this Agreement, and the Enterprise or any other Person challenging such right will have the burden of proof to overcome that presumption in connection with the making by any Person of any determination contrary to that presumption;

(ii) the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that Indemnitee did not act in good faith and in a manner which Indemnitee reasonably believed to be in or not opposed to the best interests of the applicable Enterprise, and, with respect to any criminal action or proceeding, had reasonable cause to believe that Indemnitee's conduct was unlawful or that Indemnitee did not act in accordance with any other applicable standard of conduct imposed by contract, applicable law or otherwise;

(iii) Indemnitee will be deemed to have acted in good faith if Indemnitee's action is based on the records or books of account of the applicable Enterprise, including financial statements, or on information supplied to Indemnitee by the officers, employees, or committees of the Board of Directors or other governing body of the applicable Enterprise, or on the advice of legal counsel for the applicable Enterprise or on information or records given in reports made to the applicable Enterprise by an independent certified public accountant or by an appraiser or other expert or advisor selected by the applicable Enterprise; and

(iv) the knowledge and/or actions, or failure to act, of any director, officer, manager, representative, agent or employee of any Enterprise or other relevant enterprises will not be imputed to Indemnitee in a manner that limits or otherwise adversely affects Indemnitee's rights hereunder.

The provisions of this Section 9(g) shall not be deemed to be exclusive or to limit in any way the other circumstances in which Indemnitee may be deemed to have met the applicable standard of conduct set forth in this Agreement.

10. Insurance; Subrogation; Other Rights of Recovery, etc

- (a) The Company shall use its reasonable best efforts to purchase and maintain a policy or policies of insurance with reputable insurance companies with A.M. Best ratings of "A" or better, providing Indemnitee with coverage for any liability asserted against, and incurred by, Indemnitee or on Indemnitee's behalf by reason of Indemnitee's Corporate Status, or arising out of Indemnitee's status as such, whether or not the Company would have the power to indemnify Indemnitee against such liability. Such insurance policies shall have coverage terms and policy limits at least as favorable to Indemnitee as the insurance coverage provided to any other current or former officer or director of the Company. If the Company has such insurance in effect at the time it receives from Indemnitee any notice of the commencement of an action, suit, proceeding or other claim, the Company shall give prompt notice of the commencement of such action, suit, proceeding or other claim to the insurers in accordance with the procedures set forth in the policy. The Company shall thereafter take all necessary or desirable action to

cause such insurers to pay, on behalf of Indemnatee, all amounts payable as a result of such action, suit, proceeding or other claim in accordance with the terms of such policy. The Company shall continue to provide such insurance coverage to Indemnatee for a period of at least six (6) years after Indemnatee ceases to serve as a director or in any Corporate Status.

- (b) In the event of any payment by the Company under this Agreement, the Company shall be subrogated to the extent of such payment to all of the rights of recovery of Indemnatee against any other Enterprise, and Indemnatee hereby agrees, as a condition to obtaining any advancement or indemnification from the Company, to assign to the Company all of Indemnatee's rights to obtain from such other Enterprise such amounts to the extent that they have been paid by the Company to or for the benefit of Indemnatee as advancement or indemnification under this Agreement and are adequate to indemnify Indemnatee with respect to the costs, Expenses or other items to the full extent that Indemnatee is entitled to indemnification or other payment hereunder; and Indemnatee will (upon request by the Company) execute all papers required and take all action necessary to secure such rights, including execution of such documents as are necessary to enable the Company to bring suit or enforce such rights.
- (c) The Company shall not be liable to pay or advance to Indemnatee any amounts otherwise indemnifiable under this Agreement or under any other indemnification agreement if and to the extent that Indemnatee has otherwise actually received such payment under any insurance policy, contract, agreement or otherwise.
- (d) The Company's obligation to indemnify or advance Expenses hereunder to Indemnatee in respect of or relating to Indemnatee's Corporate Status shall be reduced by any amount Indemnatee has actually received as payment of indemnification or advancement of Expenses from such other Enterprise, except to the extent that such indemnification payments and advance payment of Expenses when taken together with any such amount actually received from other Enterprises or under directors' and officers' insurance policies maintained by one or more Enterprises are inadequate to fully pay all costs, Expenses or other items to the full extent that Indemnatee is otherwise entitled to indemnification or other payment hereunder.
- (e) Except for the rights set forth in Sections 10(c) and 10(e) of this Agreement, the rights to indemnification and advancement of Expenses as provided by this Agreement shall not be deemed exclusive of any other rights to which Indemnatee may at any time, whenever conferred or arising, be entitled under applicable law, under the Company's Organizational Documents, Enterprise Organizational Documents or under any other agreement, resolution of directors (or similar governing body) of any Enterprise, or otherwise. Indemnatee's rights under this Agreement are present contractual rights that fully vest upon Indemnatee's first service as a director of the Company. The Parties hereby agree that Sections 10(c), 10(d) and 10(e) of this Agreement shall be deemed exclusive and shall be deemed to modify, amend and clarify any right to indemnification or advancement provided to Indemnatee under any other contract, agreement or document with any Enterprise relating to advancement or indemnification.
- (f) No amendment, alteration or repeal of this Agreement or of any provision hereof shall limit or restrict any right of Indemnatee under this Agreement in respect of any action taken or omitted by such Indemnatee in Indemnatee's Corporate Status prior to such amendment, alteration or repeal. The assertion or employment of any

right or remedy hereunder, or otherwise, shall not prevent the concurrent assertion or employment of any other right or remedy.

11. Employment Rights; Successors; Third Party Beneficiaries.

- (a) Nothing contained in this Agreement shall be construed as giving Indemnitee any right to be, or retained, in the employment of the Company. This Agreement shall continue in force as provided above after Indemnitee has ceased to serve as a director of the Company or in any Corporate Status.
- (b) This Agreement shall be binding upon each of the Company and their successors and assigns and shall inure to the benefit of Indemnitee and Indemnitee's heirs, executors and administrators.

12. Severability. If any provision or provisions of this Agreement shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this Agreement (including without limitation, each portion of any Section of this Agreement containing any such provision held to be invalid, illegal or unenforceable, that is not itself invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; (b) such provision or provisions shall be deemed reformed to the extent necessary to conform to applicable law and to give the maximum effect to the intent of the parties hereto; and (c) to the fullest extent possible, the provisions of this Agreement (including, without limitation, each portion of any Section of this Agreement containing any such provision held to be invalid, illegal or unenforceable, that is not itself invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested thereby.

13. Exception to Right of Indemnification or Advancement of Expenses Notwithstanding any other provision of this Agreement and except as provided in Section 7(a) of this Agreement or as may otherwise be agreed by the Company, Indemnitee shall not be entitled to indemnification or advancement of Expenses under this Agreement with respect to any Proceeding initiated by Indemnitee (other than a Proceeding by Indemnitee (i) to enforce Indemnitee's rights under this Agreement or (ii) to enforce any other rights of Indemnitee to indemnification, advancement or contribution from the Company under any other contract, the Company Organizational Documents, Enterprise Organizational Documents or under statute or other law, including any rights under the DGCL), unless the initiation of such Proceeding or making of such claim shall have been approved by the Board of Directors.

14. Definitions. For purposes of this Agreement:

- (a) "Beneficial Owner" and "Beneficial Ownership" shall have the meanings set forth in Rule 13d-3 promulgated under the Exchange Act as in effect on the date hereof.
- (b) "Board of Directors" or "Board" means the board of directors of the Company.
- (c) "Change of Control" shall have the same meaning as the definition of "Change in Control" as set forth in the LTIP as in effect on the date hereof.
- (d) "Corporate Status" describes the status of a person by reason of such person's past, present or future service as a director or in any capacity for any Enterprise.
- (e) "Determination" means a determination that either (x) indemnification of Indemnitee is proper in the circumstances because Indemnitee met a particular standard of conduct (a "Favorable Determination") or (y) indemnification of Indemnitee is not proper in the circumstances because Indemnitee failed to meet a



particular standard of conduct (an “Adverse Determination”). An Adverse Determination shall include the decision that a Determination was required in connection with indemnification and the decision as to the applicable standard of conduct.

- (f) “DGCL” means the Delaware General Corporation Law, and any successor statute thereto, as either of them may from time to time be amended.
- (g) “Disabling Conduct” means, with respect to Indemnitee, any act or omission resulting from fraud, gross negligence, willful breach of the Company Organizational Documents or other Enterprise Organizational Documents or a willful illegal act (other than an act or omission treated as a criminal violation in a foreign country that is not a criminal violation in the United States).
- (h) “Disinterested Director” with respect to any request by Indemnitee for indemnification hereunder, means a director of the Company who at the time of the vote is not a party to the Proceeding in respect of which indemnification is sought by Indemnitee.
- (i) “Enterprise” shall mean the Company and its subsidiaries and any other entity, constituent entity (including any constituent of a constituent) absorbed in a consolidation or merger to which the Company (or any of its subsidiaries) is a party, limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise of which Indemnitee is or was serving at the request of the Company as a director, officer, trustee, manager, venturer, proprietor, partner, member, employee, agent, fiduciary or similar functionary.
- (j) “Equity Interests” means shares of capital stock, partnership interests, membership interests in a limited liability company, beneficial interests in a trust or other equity ownership interests in a Person, and any warrants, options or other rights entitling the holder thereof to purchase or acquire any such equity interest.
- (k) “Exchange Act” means the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.
- (l) “Expenses” shall mean all reasonable direct and indirect costs, fees and expenses of any type or nature whatsoever and shall specifically include, without limitation, all reasonable attorneys’ fees, retainers, court costs, transcript costs, fees and costs of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, being or preparing to be a witness, in, or otherwise participating in, a Proceeding, including, but not limited to, the premium for appeal bonds, attachment bonds or similar bonds and all interest, assessments and other charges paid or payable in connection with or in respect of any such Expenses, and shall also specifically include, without limitation, all reasonable attorneys’ fees and all other expenses incurred by or on behalf of Indemnitee in connection with preparing and submitting any requests or statements for indemnification, advancement, contribution or any other right provided by this Agreement. Expenses, however, shall not include amounts paid in settlement by Indemnitee or the amounts of judgments or fines against Indemnitee.

- (m) “Independent Counsel” means, at any time, any law firm, or a member of a law firm, that (a) is experienced in matters of limited partnership, limited liability company or corporation law, as applicable, and (b) is not, at such time, or has not been in the three years prior to such time, retained to represent: (i) any Enterprise or Indemnitee in any matter material to either such party (other than with respect to matters concerning Indemnitee under this Agreement, or of other indemnities under similar indemnification agreements), (ii) any other party to the Proceeding giving rise to a claim for indemnification hereunder or (iii) the Beneficial Owner, directly or indirectly, of securities of the Company representing 5% or more of the ownership interests or the voting power of the Company’s then outstanding voting securities. Notwithstanding the foregoing, the term “Independent Counsel” shall not include any Person who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing the Company or Indemnitee in an action to determine Indemnitee’s rights under this Agreement. The Company agrees to pay the reasonable fees and expenses of the Independent Counsel referred to above and to fully indemnify such counsel against any and all Expenses, claims, liabilities and damages arising out of or relating to this Agreement or its engagement pursuant hereto and to be jointly and severally liable therefor.
- (n) “LTIP” means the Forum Energy Technologies, Inc. 2010 Stock Incentive Plan.
- (o) “Person” means any individual, entity or group (within the meaning of Rule 13d-5 of the Exchange Act but excluding any employee benefit plan of such person and its subsidiaries, and any person or entity acting in its capacity as trustee, agent or other fiduciary or administrator of any such plan).
- (p) “Potential Change in Control” shall be deemed to have occurred if (i) any Person shall have announced publicly an intention to take actions to effect a Change in Control, or commenced any action that, if successful, would reasonably be expected to result in the occurrence of a Change in Control; (ii) the Company enters into an agreement or arrangement, the consummation of which would result in the occurrence of a Change in Control; or (iii) any other event occurs that the Board of Directors declares to be a Potential Change of Control.
- (q) “Proceeding” includes any actual, threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation, inquiry, administrative hearing or any other actual, threatened, pending or completed proceeding, whether brought by or in the right of any Enterprise or otherwise and whether civil, criminal, administrative or investigative in nature, in which Indemnitee was, is, may be or will be involved as a party, witness or otherwise, by reason of Indemnitee’s Corporate Status or by reason of any action taken by Indemnitee or of any inaction on Indemnitee’s part while acting as a director of the Company or serving any other Enterprise (in each case whether or not he is acting or serving in any such capacity or has such status at the time any liability or expense is incurred for which indemnification or advancement of Expenses can be provided under this Agreement).
- (r) “Qualified Public Offering” means the initial underwritten public offering of common Equity Interests of the Company pursuant to an effective registration statement filed with the U.S. Securities and Exchange Commission in accordance with the Securities Act of 1933, as amended (other than a registration statement on Form S-8 or any successor form).

15. Construction. Whenever required by the context, as used in this Agreement the singular number shall include the plural, the plural shall include the singular, and all words herein in any gender shall be deemed to include (as appropriate) the masculine, feminine and neuter genders.

16. Reliance. The Company expressly confirms and agrees that it has entered into this Agreement and assumed the obligations imposed on it hereby in order to induce Indemnitee to serve as a director of the Company, the Company hereby acknowledges that Indemnitee is relying upon this Agreement in serving as a director of the Company or serving any other Enterprise.

17. Modification and Waiver. No supplement, modification or amendment of this Agreement shall be binding unless executed in a writing identified as such by all of the parties hereto. No waiver of any of the provisions of this Agreement shall be deemed or shall constitute a waiver of any other provisions hereof (whether or not similar) nor shall such waiver constitute a continuing waiver.

18. Notice Mechanics. All notices, requests, demands or other communications hereunder shall be in writing and shall be deemed to have been duly given if (i) delivered by hand and receipted for by the party to whom said notice or other communication shall have been direct, or (ii) mailed by certified or registered mail with postage prepaid, on the third business day after the date on which it is so mailed:

(a) If to Indemnitee to:

Forum Energy Technologies, Inc.  
10344 Sam Houston Park Drive, Suite 300  
Houston, TX 77064  
Attention: General Counsel  
Email: John.Ivascu@F-E-T.com

(b) If to the Company to:

Forum Energy Technologies, Inc.  
10344 Sam Houston Park Drive, Suite 300  
Houston, TX 77064  
Attention: General Counsel  
Email: John.Ivascu@F-E-T.com

or to such other address as may have been furnished (in the manner prescribed above) as follows: (a) in the case of a change in address for notices to Indemnitee, furnished by Indemnitee to the Company and (b) in the case of a change in address for notices to the Company, furnished by the Company to Indemnitee.

19. Contribution. To the fullest extent permitted under applicable law and so long as Indemnitee has not engaged in Disabling Conduct, if the indemnification provided for in this Agreement is unavailable to Indemnitee for any reason whatsoever, the Company, in lieu of indemnifying Indemnitee, shall contribute to the amount incurred by Indemnitee, whether for judgments, fines, penalties, excise taxes, amounts paid or to be paid in settlement and/or for reasonably incurred Expenses, in connection with any claim relating to an indemnifiable event under this Agreement, in such proportion as is deemed fair and reasonable in light of all of the circumstances of such Proceeding in order to reflect (i) the relative benefits received by the Company and Indemnitee as a result of the event(s) and/or transaction(s) giving cause to such

Proceeding; and/or (ii) the relative fault of the Company (and their other directors, officers, employees and agents) and Indemnitee in connection with such event(s) and/or transaction(s).

20. Governing Law; Submission to Jurisdiction; Appointment of Agent for Service of Process This Agreement and the legal relations among the parties shall, to the fullest extent permitted by law, be governed by, and construed and enforced in accordance with, the laws of the State of Texas, without regard to its conflict of laws rules.

21. Headings. The headings of the paragraphs of this Agreement are inserted for convenience only and shall not be deemed to constitute part of this Agreement or to affect the construction thereof.

22. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall for all purposes be deemed to be an original but all of which together shall constitute one and the same Agreement.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year first above written.

**Company:**

**FORUM ENERGY TECHNOLOGIES, INC.**

By: \_\_\_\_\_

Name: John C. Ivascu

Title: Executive Vice President, General Counsel, Chief Compliance Officer and  
Secretary

**Indemnatee:**

\_\_\_\_\_  
Name: [ ]

[Signature Page to Indemnification Agreement]

December 1, 2023

C. Christopher Gaut

Dear Cris,

This letter agreement (this "Agreement") outlines the terms and conditions of your transition from Executive Chairman of Forum Energy Technologies, Inc., a Delaware corporation (the "Company") to Chairman of the Board of Directors (the "Board") of the Company.

As previously discussed, your employment with the Company will end effective as of the end of the day on December 31, 2023 (the "Transition Date"); however, you will continue to serve as Chairman of the Company's Board immediately following the Transition Date. This Agreement outlines the agreed upon terms of your transition.

- 1) Term: Your service of Chairman of the Board will run for a one-year term from January 1, 2024, subject to your and the Company's ability to extend such by mutual agreement. You currently serve as a Class I director and, accordingly, your term as a director expires as the Company's Annual Meeting of Stockholders to be held in 2025. Any extension of your term for service as Chairman beyond this date will be subject stockholder re-election as a member of the Board.
  - 2) Compensation: Commencing effective as of January 1, 2024, you will receive standard director compensation, as approved by the Board, as well as an additional fee to compensate you for your duties as Chairman. For 2024, this additional cash fee will be \$100,000. In addition, subject to your timely election for COBRA continuation coverage, the Company will pay or reimburse you for the monthly premium costs for you to continue group health plan coverage for yourself and your covered dependents under the Company's medical, dental and vision plans.
  - 3) Long-Term Incentives: Any remaining service-vesting conditions on your previously granted Company equity awards will be deemed satisfied and such awards will remain outstanding and eligible to settle in accordance with the governing award agreements (including achievement of applicable performance conditions) without regard to your continued employment with the Company.
  - 4) Miscellaneous. This Agreement may not be modified or amended except by a written agreement, signed by the Company and by you. This Agreement will be construed and enforced under and be governed in all respects by the laws of the State of Texas, without regard to the conflict of laws principles thereof. With respect to any claim or dispute related to or arising under this Agreement, the parties hereto hereby consent to the exclusive jurisdiction, forum and venue of the state and federal courts located in Harris County, Texas. EACH PARTY HERETO WAIVES ALL RIGHT TO TRIAL BY JURY IN ANY ACTION, PROCEEDING, CLAIM OR COUNTERCLAIM ARISING OUT OF OR RELATING TO THIS AGREEMENT. No failure by either party hereto at any time to give notice of any breach by the other party of, or to require compliance with, any condition or provision of this Agreement will be deemed a waiver of similar or dissimilar provisions or conditions at the same or at any prior or subsequent time. If a court of competent jurisdiction determines that any provision of this Agreement is invalid or unenforceable, then the invalidity or unenforceability of that provision shall not affect the validity or enforceability of any other provision of this Agreement, and all other provisions shall remain in full force and effect. This Agreement may be executed in one or more counterparts, each of which shall be
-

deemed to be an original, but all of which together will constitute one and the same Agreement.

*[Remainder of page is intentionally blank.]*

To confirm your acceptance of the terms of this Agreement, please return a signed copy of this document.

Sincerely,

FORUM ENERGY TECHNOLOGIES, INC.

By: /s/ John C. Ivascu

Name: John C. Ivascu

Date: December 1, 2023

Title: Executive Vice President, General Counsel,

Chief Compliance Officer and Corporate

Secretary

**Acknowledged and Agreed:**

/s/ C. Christopher Gaut

C. Christopher Gaut

Date: December 1, 2023



**FORUM ENERGY TECHNOLOGIES, INC.  
2016 STOCK AND INCENTIVE PLAN**

**2023 NON-EMPLOYEE DIRECTOR RESTRICTED STOCK UNIT AGREEMENT**

This Restricted Stock Unit Agreement (this "Agreement") is made as of the \_\_\_ day of \_\_\_\_\_, 2023 (the "Date of Grant"), between Forum Energy Technologies, Inc., a Delaware corporation (the "Company"), and \_\_\_\_\_ (the "Director").

1. **Award.** Pursuant to the Forum Energy Technologies, Inc. 2016 Second Amended and Restated Stock and Incentive Plan (as amended, the "Plan"), the Director is hereby awarded \_\_\_\_\_ restricted stock units (the "RSUs") evidencing the right to receive an equivalent number of shares of the Company's common stock, par value \$.01 per share (the "Common Stock"), subject to certain restrictions thereon. The Director acknowledges receipt of a copy of the Plan, and agrees that this award of RSUs shall be subject to all of the terms and provisions of the Plan, including future amendments thereto, if any, pursuant to the terms thereof. Capitalized terms used in this Agreement that are not defined herein shall have the meanings given to them in the Plan.

2. **Forfeiture Restrictions and Assignment.**

(a) **Restrictions.** The RSUs may not be sold, assigned, pledged, alienated, exchanged, hypothecated or otherwise transferred, encumbered or disposed of, and in the event of termination of the Director's service on the Board for any reason whatsoever, the Director shall, for no consideration, forfeit all unvested RSUs. The obligation to forfeit RSUs upon termination of service as provided in the preceding sentence is herein referred to as the "Forfeiture Restrictions."

(b) **Lapse of Forfeiture Restrictions.** Provided that the Director has served continuously on the Board from the Date of Grant through December 1, 2024, the Forfeiture Restrictions shall lapse. Notwithstanding the foregoing, if a Change in Control occurs and the Director has served continuously on the Board from the Date of Grant to the date upon which such Change in Control occurs, then the Forfeiture Restrictions shall lapse with respect to the RSUs on the date upon which such Change in Control occurs.

3. **Settlement and Delivery of Stock.** Settlement of RSUs shall be made no later than 15 days after the lapse of Forfeiture Restrictions. Settlement will be made by issuance of shares of Common Stock. Notwithstanding the foregoing, the Company shall not be obligated to issue any shares of Common Stock if counsel to the Company determines that such sale or delivery would violate any applicable law or any rule or regulation of any governmental authority or any rule or regulation of, or agreement of the Company with, any securities exchange or association upon which the Common Stock is listed or quoted. The Company shall in no event be obligated to take any affirmative action in order to cause the issuance of shares of Common Stock to comply with any such law, rule, regulation or agreement.

4. **Shareholder Rights.** The Director shall have no rights to dividends, voting rights or any other rights of a shareholder with respect to shares of Common Stock subject to this award of RSUs unless and until such time as the award has been settled by the issuance of shares of Common Stock to the Director. The Director shall have the right to receive a cash dividend equivalent payment with respect to any RSUs that vest hereunder for the period beginning on the Date of Grant and ending on the date the shares of Common Stock are issued to the Director in settlement of the RSUs, which such dividend equivalents shall (i) be accrued in a notional

bookkeeping account as and when cash dividends on Common Stock are paid to Company stockholders and (ii) be payable to the Director in cash upon settlement of the associated RSUs.

5. **Corporate Acts**. The existence of the RSUs shall not affect in any way the right or power of the Board or the stockholders of the Company to make or authorize any adjustment, recapitalization, reorganization or other change in the Company's capital structure or its business, any merger or consolidation of the Company, any issue of debt or equity securities, the dissolution or liquidation of the Company or any sale, lease, exchange or other disposition of all or any part of its assets or business or any other corporate act or proceeding. The prohibitions of Section 2(a) hereof shall not apply to the transfer of RSUs pursuant to a plan of reorganization of the Company, but the stock, securities or other property received in exchange therefor shall also become subject to the Forfeiture Restrictions.

6. **Binding Effect; Survival**. This Agreement shall be binding upon and inure to the benefit of any successors to the Company and all persons lawfully claiming under the Director.

7. **Amendment**. Any modification of this Agreement shall be effective only if it is in writing and signed by both the Director and an authorized officer of the Company.

8. **Governing Law**. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to conflicts of law principles thereof.

**IN WITNESS WHEREOF**, the Company has caused this Agreement to be duly executed by an officer thereunto duly authorized, and the Director has executed this Agreement, all as of the date first above written.

**FORUM ENERGY TECHNOLOGIES, INC.**

By: \_\_\_\_\_

Neal Lux  
President and CEO

**DIRECTOR**

\_\_\_\_\_  
[]

**List of Subsidiaries of Forum Energy Technologies, Inc.**

| <b>Name</b>                        | <b>Jurisdiction</b> |
|------------------------------------|---------------------|
| Forum B+V Oil Tools GmbH           | Germany             |
| FET Global L.P.                    | United Kingdom      |
| FET Global Holdings Limited        | United Kingdom      |
| FET Holdings LLC                   | Delaware            |
| FET Worldwide L.P.                 | United Kingdom      |
| Forum Global Tubing L.P.           | Delaware            |
| Forum Global Tubing LLC            | Delaware            |
| Forum International Holdings, Inc. | Delaware            |
| Forum US, Inc.                     | Delaware            |
| Forum Worldwide Holdings Limited   | United Kingdom      |
| Global Tubing LLC                  | Delaware            |

**Forum Energy Technologies, Inc.**  
**List of Issuer and Guarantors**

The following subsidiaries of Forum Energy Technologies, Inc. (the “Company”) were, as of December 31, 2023, guarantors of the Company’s 9.00% Notes due October 2025:

| <u>Name of Subsidiary</u>          | <u>Jurisdiction of Formation</u> | <u>Role</u> |
|------------------------------------|----------------------------------|-------------|
| Forum Energy Technologies, Inc.    | Delaware                         | Issuer      |
| FET Holdings, LLC                  | Delaware                         | Guarantor   |
| Forum Energy Services, Inc.        | Delaware                         | Guarantor   |
| Forum Global Holdings, LLC         | Delaware                         | Guarantor   |
| Forum Global Tubing LLC            | Delaware                         | Guarantor   |
| Forum Global Tubing LP             | Delaware                         | Guarantor   |
| Forum International Holdings, Inc. | Delaware                         | Guarantor   |
| Forum US, Inc.                     | Delaware                         | Guarantor   |
| Global Tubing LLC                  | Delaware                         | Guarantor   |
| Z Explorations, Inc.               | Delaware                         | Guarantor   |
| Global Flow Technologies, Inc.     | Delaware                         | Guarantor   |
| Z Resources, Inc.                  | Delaware                         | Guarantor   |
| Zy-Tech Global Industries, Inc.    | Delaware                         | Guarantor   |
| Houston Global Heat Transfer LLC   | Delaware                         | Guarantor   |

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements on Form S-8 (Nos. 333-213158, 333-231525, 333-239257, 333-264934) of our report dated March 5, 2024 relating to the financial statements of Forum Energy Technologies, Incorporated and subsidiaries ("the Company") and the effectiveness of the Company's internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Houston, Texas

March 5, 2024

**Forum Energy Technologies, Inc.**  
**Certification**

I, Neal A. Lux, certify that:

1. I have reviewed this Annual Report on Form 10-K of Forum Energy Technologies, Inc.;
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: March 5, 2024

By: /s/ Neal A. Lux

Neal A. Lux

President and Chief Executive Officer

**Forum Energy Technologies, Inc.**  
**Certification**

I, D. Lyle Williams, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of Forum Energy Technologies, Inc.;
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: March 5, 2024

By: /s/ D. Lyle Williams, Jr.

D. Lyle Williams, Jr.

Executive Vice President and Chief Financial Officer



Certification Pursuant to 18 U.S.C. Section 1350  
(Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Annual Report on Form 10-K of Forum Energy Technologies, Inc. (the "Company") for the year ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Neal A. Lux, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"); and

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

Dated: March 5, 2024

By: /s/ Neal A. Lux

Neal A. Lux

President and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This certification shall not be deemed filed by the Company for purposes of § 18 of the Exchange Act.

Certification Pursuant to 18 U.S.C. Section 1350  
(Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Annual Report on Form 10-K of Forum Energy Technologies, Inc. (the "Company") for the year ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), D. Lyle Williams, Jr., as Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"); and

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

Dated: March 5, 2024

By: /s/ D. Lyle Williams, Jr.

D. Lyle Williams, Jr.

Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This certification shall not be deemed filed by the Company for purposes of § 18 of the Exchange Act.

**FORUM ENERGY TECHNOLOGIES, INC.****CLAWBACK POLICY**

Effective Date: October 2, 2023

**Recoupment of Incentive-Based Compensation**

It is the policy of Forum Energy Technologies, Inc. (the “Company”) that, in the event the Company is required to prepare an accounting restatement of the Company’s financial statements due to material non-compliance with any financial reporting requirement under the federal securities laws (including any such correction that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period), the Company will recover on a reasonably prompt basis the amount of any Incentive-Based Compensation Received by a Covered Executive during the Recovery Period that exceeds the amount that otherwise would have been Received had it been determined based on the restated financial statements. Such recovery shall apply regardless of whether such restatement is a result of the Covered Officer’s commission of fraud or willful misconduct.

**Policy Administration and Definitions**

This Policy is administered by the Compensation and Human Capital Committee (the “Committee”) of the Company’s Board of Directors, subject to ratification by the independent members of the Board of Directors with respect to application of this Policy to the Company’s Executive Chairman and Chief Executive Officer, and is intended to comply with, and as applicable to be administered and interpreted consistent with, and subject to the exceptions set forth in, Listing Standard 303A.14 adopted by the New York Stock Exchange to implement Rule 10D-1 under the Securities Exchange Act of 1934, as amended (collectively, “Rule 10D-1”).

For purposes of this Policy:

“Incentive-Based Compensation” means any compensation granted, earned or vested based in whole or in part on the Company’s attainment of a financial reporting measure that was Received by a person (i) on or after October 2, 2023 and after the person began service as a Covered Executive, and (ii) who served as a Covered Executive at any time during the performance period for the Incentive-Based Compensation. A financial reporting measure is (i) any measure that is determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements and any measure derived wholly or in part from such a measure, and (ii) any measure based in whole or in part on the Company’s stock price or total shareholder return.

Incentive-Based Compensation is deemed to be “Received” in the fiscal period during which the relevant financial reporting measure is attained, regardless of when the compensation is actually paid or awarded.

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“Covered Executive” means any “executive officer” of the Company as defined under Rule 10D-1.

“Recovery Period” means the three completed fiscal years immediately preceding the date that the Company is required to prepare the accounting restatement described in this Policy, as determined pursuant to Rule 10D-1, and any transition period of less than nine months that is within or immediately following such three fiscal years.

If the Committee determines the amount of Incentive-Based Compensation Received by a Covered Executive during a Recovery Period exceeds the amount that would have been Received if determined or calculated based on the Company's restated financial results, such excess amount of Incentive-Based Compensation shall be subject to recoupment by the Company pursuant to this Policy. For Incentive-Based Compensation based on stock price or total shareholder return, the Committee will determine the amount based on a reasonable estimate of the effect of the accounting restatement on the relevant stock price or total shareholder return. In all cases, the calculation of the excess amount of Incentive-Based Compensation to be recovered will be determined on a pre-tax basis. Any determinations made by the Committee under this Policy shall be final and binding on all affected individuals.

The Company may effect any recovery pursuant to this Policy by requiring payment of such amount(s) to the Company, by set-off, by reducing future compensation, or by such other means or combination of means as the Committee determines to be appropriate. The Company need not recover the excess amount of Incentive-Based Compensation if and to the extent that the Committee determines that such recovery is impracticable, subject to and in accordance with any applicable exceptions under the New York Stock Exchange listing rules, and not required under Rule 10D-1, including if the Committee determines that the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered after making a reasonable attempt to recover such amounts. The Company is authorized to take appropriate steps to implement this Policy with respect to Incentive-Based Compensation arrangements with Covered Executives.

Any right of recoupment or recovery pursuant to this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any other policy, any employment agreement or plan or award terms, and any other legal remedies available to the Company; provided that the Company shall not recoup amounts pursuant to such other policy, terms or remedies to the extent it is recovered pursuant to this Policy. The Company shall not indemnify any Covered Executive against the loss of any Incentive-Based Compensation pursuant to this Policy.